d20 MODERN

URBAN ARCANA

campaign setting



Eric Cagle, Jeff Grubb, David Noonan, Bill Slavicsek, Stan!

Wizards of the Coast

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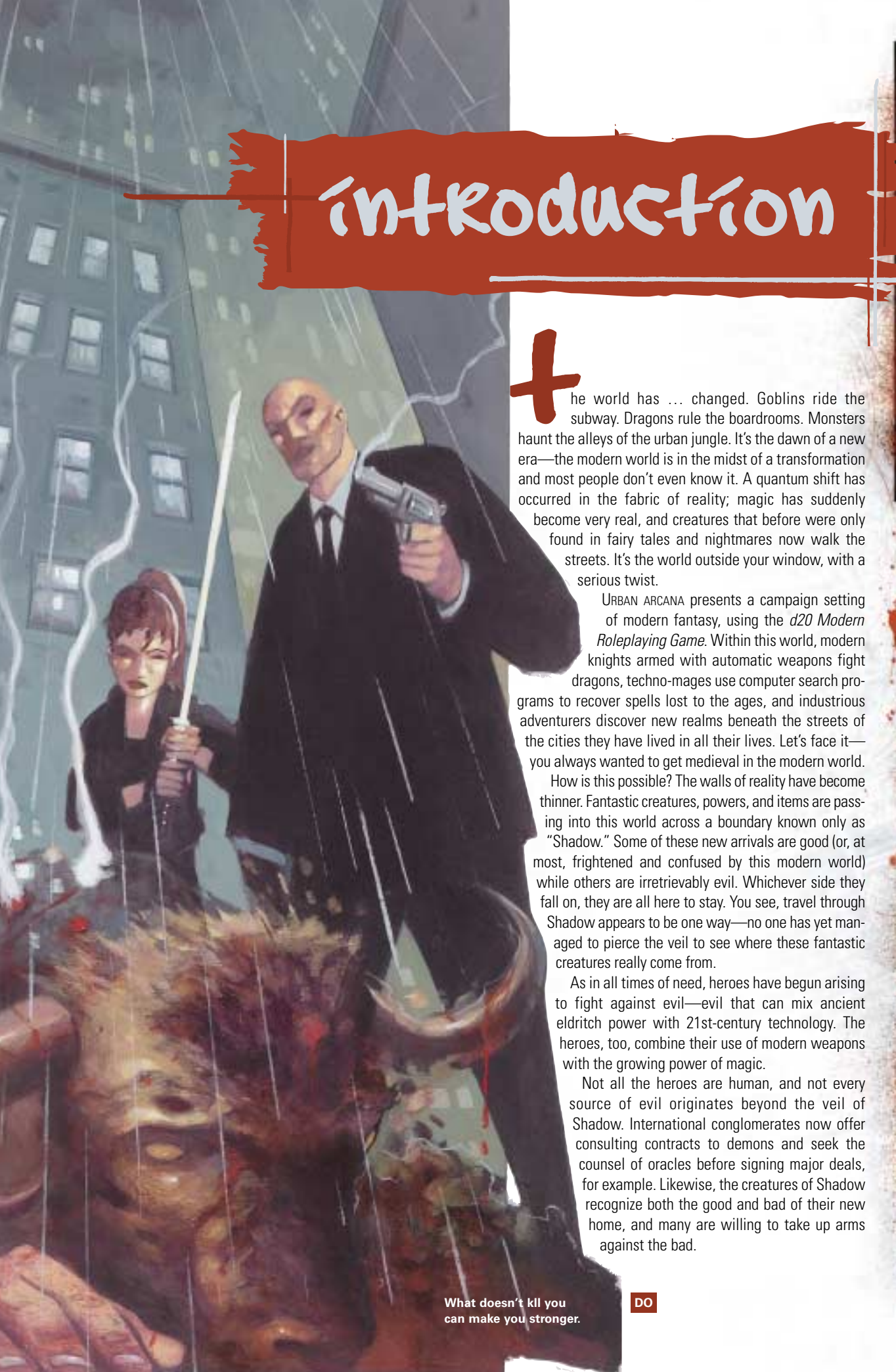
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introduction



The world has … changed. Goblins ride the subway. Dragons rule the boardrooms. Monsters haunt the alleys of the urban jungle. It's the dawn of a new era—the modern world is in the midst of a transformation and most people don't even know it. A quantum shift has occurred in the fabric of reality; magic has suddenly become very real, and creatures that before were only found in fairy tales and nightmares now walk the streets. It's the world outside your window, with a serious twist.

URBAN ARCANA presents a campaign setting of modern fantasy, using the *d20 Modern Roleplaying Game*. Within this world, modern knights armed with automatic weapons fight dragons, techno-mages use computer search programs to recover spells lost to the ages, and industrious adventurers discover new realms beneath the streets of the cities they have lived in all their lives. Let's face it—you always wanted to get medieval in the modern world.

How is this possible? The walls of reality have become thinner. Fantastic creatures, powers, and items are passing into this world across a boundary known only as "Shadow." Some of these new arrivals are good (or, at most, frightened and confused by this modern world) while others are irretrievably evil. Whichever side they fall on, they are all here to stay. You see, travel through Shadow appears to be one way—no one has yet managed to pierce the veil to see where these fantastic creatures really come from.

As in all times of need, heroes have begun arising to fight against evil—evil that can mix ancient eldritch power with 21st-century technology. The heroes, too, combine their use of modern weapons with the growing power of magic.

Not all the heroes are human, and not every source of evil originates beyond the veil of Shadow. International conglomerates now offer consulting contracts to demons and seek the counsel of oracles before signing major deals, for example. Likewise, the creatures of Shadow recognize both the good and bad of their new home, and many are willing to take up arms against the bad.

What doesn't kll you can make you stronger.



The twist within a twist involves the nature of the human mind and the interaction of Shadow. Most ordinary humans can't fathom the things of Shadow, and so their minds translate the fantastic and the horrifying into something more mundane.

The *Urban Arcana Campaign Setting* places the traditional fantasy races, spells, and abilities from the Dungeons & Dragons® game into the modern world. New, fantastic threats appear out of Shadow, and with them new powers and new opportunities as well. Familiar fantasy opponents adapt to the challenges of the mundane world, otherwise ordinary people are seduced by the lure of influence and wealth promised by arcane powers, and entirely new threats arise out of the mixture of the mundane and the fantastic. More than ever this is a world in need of heroes—you can be one of them!

WHAT'S IN THE BOOK?

Think of the *Urban Arcana Campaign Setting* as a toolbox. It provides all the equipment, blueprints, and instructions you need to transform the world outside your window into a setting for modern fantasy adventures. With the material in this book you can run adventures set in your home town, tell tales that occur in any real city you've ever visited or simply heard of, or create a fictional city that will perfectly meet the needs of your game.

Chapter One: Characters presents new starting occupations and feats designed to make it easier to create all the various types of characters found in the *Urban Arcana Campaign Setting*, along with new advanced and prestige classes to help players and GMs create characters completely suited to a world where fantasy and technology freely mix. There are also rules for creating nonhuman characters, such as dwarves, elves, drow, and half-dragons.

Chapter Two: Equipment expands the list of modern equipment presented in the *d20 Modern Roleplaying Game*, and includes fantasy equipment as well. In addition, it provides insight into what you might find in a police car, fire truck, and EMT ambulance.

Chapter Three: Spells increases the number of divine and arcane spells found in the *d20 Modern* game system. Also included are rules for adapting psionic powers into spells and a new type of spellcasting—incantations—for casting high-level arcane and divine spells.

Chapter Four: Magic Items adds to the FX chapter in the *d20 Modern Roleplaying Game* with new and unique magic items suited for use in the modern world. Some are ancient items which have had their power restored to them, while others are new creations, built to deal with adventuring in today's world.

Chapter Five: Running the Game is advice for any Gamemaster running an Urban Arcana campaign. It contains treasure tables, variant rules, and lots of material to help a GM manage the setting.

Chapter Six: Organizations details some of the individuals and groups that populate the setting. Some are magical in nature; others are completely mundane. Some want to protect the world, others want to rule it, and a few are just there to make a buck one no matter how things turn out.

Chapter Seven: Creatures details a host of modern and mythological monsters that have been unleashed on the mundane world. Some come from Shadow, while others have always been here, and only the rising tide of magic has awakened their true nature.

Chapter Eight: Locations details locations both mundane and magical, from factories and bars to ley lines and holy sites, providing a variety of locations for play and sufficient information to make running adventures easy.

Chapter Nine: D&D and Urban Arcana contains information on modifying monsters, spells, and items from the Dungeons & Dragons game to fit in the Urban Arcana setting, as well as additional powers and a new advanced class for those that wish to include psionics in their games.

Chapter Ten: Adventures features a couple of ready-to-play scenarios, including one specifically designed to kick off an Urban Arcana campaign.

SHADOW

There is a wall between realities. Some call this wall Shadow. Most of the time, Shadow keeps each reality from intruding on the others. But on occasion the wall weakens, the barrier between worlds frays, and the things from one universe slide into another.

Such is the case in the *Urban Arcana Campaign Setting*. Here the world outside your window is on the receiving end of a passageway through Shadow. The reason for this aperture is unknown, although several theories are presented in the sidebars that follow. The results, however, are clear—an influx of fantastic creatures to this world and, with them, a sudden radical increase in ambient magical capability. In other words, magic and monsters are now quite real.

The new arrivals only dimly recall the world from which they came. The passage through Shadow robs them of all but the most superficial memories. They have reached this mundane world with whatever they carry on their backs and a few remembrances. They are collectively known as *Creatures of Shadow*, and the various humanoid species among them are called the *Shadowkind*.

Shadow Journeys

Passageways through Shadow are fleeting and can appear anywhere without any warning, a rising tide that cannot be predicted. The borders of Shadow seem to permeate our own plane. There are reports of portals taking the forms of great pools of tar, abnormally dense fog, or even waves of intense darkness. When these effects recede they leave items or creatures marooned in our world. Shadow often manifests in remote, desolate locations, and these creatures enter our world confused and alone.

The particulars of a manifestation do not seem to be at all connected with the items or creatures that come through. The same type of Shadow portal might admit a wave of vermin in one manifestation, a group of monstrous humanoids in another, and a single great beast in a third. Then there are times when no creatures are left at all, but items are washed

The Nature of Shadow: Theory 1

"I do not know how I came to be here. All I can say is that I am here now. That is enough."

Deakon, Gnome Scholar

up on these mundane shores. This could be anything from a single glass vial filled with a colorful liquid to a sword that glows pale blue in the moonlight. There are even occasional reports of whole buildings (a keep, a tower, an entire castle) appearing out of thin air.

Shadow Knowledge

Passage through Shadow alters Creatures of Shadow at a fundamental level as they are brought "in tune" with the mundane world. They gain a few abilities in the process, such as the ability to speak local languages. But the most disconcerting aspect is that the passage through Shadow has blurred their memories.

Shadowkind refer to this phenomenon as "The Gift of Lethe," and it results in the dimming and outright elimination of memories. Close details are not forgotten—name, relations, closely held beliefs, as well as personal experiences all remain. However, a great deal of education and raw information is expunged—legends, tales, geography, politics, and other bits of nonessential secondhand knowledge disappear forever.

As a result, an elf likely remembers her name, her family, her profession, the nature of elven life (traditions and customs she believed in, ancient enmities with orcs, and so on), and the existence of magic. She likely won't remember who her clan's leaders were (unless she was related to or worked closely with them), the geography of her homeland, the names of other kingdoms, or any other matters concerning the details of her former life and world.

Many of the Shadowkind do not remember how they fell into Shadow in the first place. Some speak of passing through doorways, others of fog rising in the middle of the night. But most can do no more than acknowledge that they suddenly appeared here in this world with *no* memory of where they were or what they were doing mere moments earlier.

The loss of so much knowledge has different effects on different individuals. Some take the loss well and adapt

The Nature of Shadow: Theory 2

The increased appearance of non-terran natives and phenomenon on Earth is proof of the existence of not only other dimensions but other *inhabited* dimensions. Such dimensions, long theorized by scientists and exploited by writers of popular fantasy, operate at different vibratory rates of reality, much like radio signals can exist in different bandwidths. Most of the time, the two do not interact at all.

On occasion, the frequencies come into line for short periods, allowing bridges to form between different worlds. Often this overlap is fuzzy and out of phase, such that at best concepts may cross between the worlds, which may trigger religious events and even advances in philosophies and technologies. Should the harmonics come more into phase, there are sightings of mysterious creatures, odd lights, even unidentified flying objects.

Rarely, there are cases where the vibratory frequencies of these parallel worlds come into synch, such that objects and even individuals can move between the worlds. Like one train overtaking another on parallel tracks, individuals can move from one world to another.

I believe that we are looking at a period where another parallel world has come alongside ours. In the next few years, there will be an increase in sightings, an upswing in new concepts, and even the chance of meeting individuals from alternate worlds. I assume these inhabitants to be like us, products of a similar evolution. And I for one look forward to meeting them.

Dr. Gary Scott, in his keynote speech "The Upcoming Fortean Revolution," Boston, 1999



Elliot and Deakon face a garbage toxyderm.

DO



The Nature of Shadow: Theory 3

"There is no Shadow. There is no invasion from another dimension. There are no bogeymen and bugbears. What we are seeing is paranoia at its finest, our primal fears made manifest. What we are really confronting is our own beliefs, brought into being by the strength of those beliefs. These things are not real. They are tricks of our own minds."

Manfred Murray, Former Director of the Department for Paranormal Science and Investigation

quickly to their new environment. Others seek to rebuild their homeland, gathering together individuals of similar species, temperament, and motivation. Still others spend their lives trying to find a way back home, away from the madness of our modern world.

So far, the trip through Shadow is only one-way. Those that arrive here have no ability to return. To date, all attempts from this side to breach the wall of Shadow via technology and magic have failed.

From the shattered memories of various Shadowkind, though, we have been able to assemble a picture of the world on the other side of Shadow. It is mostly medieval in technology, with a high level of supernatural power that we call "magic." A diversity of various sentient beings thrives there, of which humanity is only one. These sentient species are closely tied to creatures of mundane myth and lore.

MUNDANE

Our world has its fair share of all-too-human monsters. But if you look at the world outside your window it is not awash with beasts from legend and magical weapons. So a pivotal question arises: If fantastic creatures are coming through from the other side of Shadow, they must live in our cities and walk down our streets—so why don't we see them?

The answer is as simple as it is insidious: We do see them—we just don't *notice* them. And that has more to do with the nature of the human mind than the nature of the universe.

To most people, the world is a mundane place; ordinary, predictable, easily divided into categories. People generally walk around in a state that can fairly accurately be referred to as "autopilot." They do not pay close attention to the people or things around them. After all, why should they? Fashion is ubiquitous, opinions are guided by mass media, people are people. This is perfectly natural.

If you had lunch at a restaurant yesterday, you could probably remember what you ate. But could you describe your server? If you parked your car this morning, you almost certainly remember where you parked. But can you describe the car next to yours?

Unless something odd or strange happens, most people interpret the world as a series of ordinary, explainable events and pay little or no attention to the details. But what about when something odd or strange does happen?

Say, for example, that a person sees a gang of goblins on the rampage, or a dragon committing arson by breathing on an apartment building. Surely that person would *notice* that something odd was going on. Absolutely. But the minute the bizarre stimulus disappears, human nature takes over.

We are assured as children that monsters don't exist. So even when someone sees a monster, he still doesn't *remember* seeing a monster. In his mind's eye he sees a "big dog" or a "large man" or a "blur at the edge of vision"—anything except a creature that he "knows" doesn't exist. A magic fireball is remembered a gas leak. A werewolf becomes a howling drunkard. The easy answer completely papers over what really happened, and the world continues on, blissfully ordinary.

In the URBAN ARCANA setting, we refer to the vast majority of people, who view the world through this self-generated veneer of normalcy, as "mundanes."

Right Before Your Eyes

Some individuals, however, can see the oddities all around them. They are *aware*. They perceive the mind flayer *as* a mind flayer, the bugbear *as* a bugbear. They are more alert, more observant, and more in tune with their surroundings. In some people this is a natural state of being, in others it is a result of having seen so much weirdness that they begin *looking for it*. In any case, people who are aware have a difficult decision to make—to accept the reality of these odd things that no one else seems to see, or believe that they have gone quite mad.

Those who are emotionally strong enough to handle the truth find an amazing new world opening up before them—dozens of new races and cultures, new belief systems, and the power of magic become real. Of course, if they tell their friends, neighbors, or even their families, they might wind up ruining their lives, perhaps even being institutionalized. Such is the irony of living in a world where "reality" is decided by consensus.

Part of the Solution

The heroes in an URBAN ARCANA game are generally people who are aware of Shadowkind and the powers of magic. (It is quite possible to play for a period of time where some or all the heroes are unaware, but eventually they should be able to see the *real* world around them.) They are, in fact, usually on the leading edge of fostering understanding between the mundane world and the creatures of Shadow. Their actions have great influence on just how smoothly this potentially troubled time goes in their part of world.

Unlike almost everyone else around them (unless, of course, they live in a Shadow community), the heroes will be aware of Shadow. They may fight it. They may exploit it. They may join it. But no matter *what* they do, their actions will have a great deal of influence on what the local mundane folk decide to do.

RECURRING SHADOWS

This is not the first time that the walls of Shadow have thinned between our world and the next. In fact, it appears to be a phenomenon that occurs every few centuries.

Events and people from these past "Ages of Shadow" have worked their way into our legends of dragons and knights, of monsters and mythology, of ghosts and demons. Some eruptions were regional while others were global.

The Nature of Shadow: Theory 4

This is a time of testing. You can see it in the stars. You can see it in the prophesies that are fulfilled. Creatures of darkness, creatures of Shadow, have begun to move into the world. This is a time of testing, a time of tribulation, a time when only the pure of heart may survive.

They are here for a purpose. They are here for a reason. They have been sent here to test us, to test our hearts and our minds and our souls. They have been sent by a Great Adversary who delights in challenging the forces of good and righteousness.

Some of these creatures wear horrible masks. Some are deceptively ordinary. Yet in all their breasts beat hearts of maliciousness, of evil, of shadow.

Dr. Alphonse Peppys, Interfaith Network Broadcast (syndicated), 2001

Time and again they have altered our history and the way the mundane world thinks.

A large incursion occurred in prehistoric Greece, and left behind tales of medusas, chimeras, and centaurs. A rise in magic swirled around Wales and western England in post-Roman times, and brought us the legends of Arthur and Excalibur. The gargoyles of medieval European cathedrals were originally based on living models.

Yet, like all tides, Shadow eventually ebbed. The people of old allowed knowledge to be transformed into myth—the mundane world leaching the vitality from certain practices until they became nothing more than superstitious ritual. The ancient Egyptians, who raised pyramids to honor rulers with godlike power, continued to wrap their dead in bitumen-soaked cloth long after Shadow removed the power that gave the practice any real function.

Legacy of Shadow

Just because Shadow waned and magic stopped working doesn't mean that all evidence and recollection of these events were wiped from the world. Like bits of flotsam scattered on a beach at low tide, some Creatures of Shadow have been in the mundane world during these long, dark years. All their magic drained away, creatures like gargoyles and mummies fell in to deep hibernation waiting for the day that the magic would return.

Other particularly long-lived members of Shadowkind (dragons, celestials, and infernal creatures, just to name a few) have even been conscious during the passing centuries—indeed, several have been quite active. They have kept track of the old sites of power, and tracked offspring through the generations. No one knows better than they do that there are many otherwise mundane folks in the world whose blood pulses with an ancient power. Now that magic is returning, the power in their genes has awakened and they soon discover they have a powerful legacy.

Creatures are not the only Shadow remnants that have survived the long magical draught. Ancient arcane and divine weapons, devices, and artifacts remain, some in museum cases, others as family heirlooms, but all regaining their eldritch power now that magic is returning to the world.

The Return of Shadow

Now another Age of Shadow is in the offing. Depending on your own Urban Arcana game, the characters can see this as a localized or a global effect. Some regions may have seen full colonies of Shadowkind coming over. Others only experienced a rise in ambient magic level and the stirrings of ancient creatures. It is not the same everywhere, but it is happening across the country, across the globe.

The duration of a typical Age of Shadow is unknown—it may be as short as a few years or as long as a century. This process is as natural as the tide, waves of Shadow depositing strange creatures on the beach of our world, perhaps even pulling parts of our reality back in the undertow.

How long this age of Shadow will last, no one can say. But the heroes in your game may be the deciding factor in whether this period of history is remembered as a time of darkness or a golden age for people and Shadowkind everywhere.

MAKING URBAN ARCANA YOUR OWN

This book is a toolbox and a toy box filled with the pieces necessary to build and play an Urban Arcana game. With this book and the *d20 Modern Roleplaying Game*, you have everything you need to get started. This book includes new character classes and spells, new situations and settings, and new magic items and monsters. It does not provide maps of the world or any particular city. Rather, this book deals in the generalities of the *Urban Arcana Campaign Setting*.

You don't need us to describe the world to you—just walk to your window and look outside. The Urban Arcana setting occupies the modern world, and there are abundant resources you could use, and none better than your own experience.

We provide game rules for adjudicating most of the situations that are likely to occur when melding Shadow with the mundane world. But there are still a few things that you ought to think about before you're truly ready to play.

Global or Local?

Shadow is coming through everywhere. The first decision before you is whether to set your game in a single location or have the characters jet set around from one fantastic site to another.

The Nature of Shadow: Theory 5

The old stories speak of many worlds, one built upon the next. In each world, those who angered the Greater Powers were destroyed, and the survivors were allowed to progress to the next world. So say the old stories.

But I think the old worlds were not destroyed by the Greater Powers. Rather they were allowed to continue, and those that remained behind were allowed to learn and hopefully change their evil ways. And, when the Greater Powers judged them ready, one by one they were allowed to move into the next world.

This world. Our world.

They are coming.

Daniel Two Wells, Shaman Memoirs*, Hutchinson University Press, 1997*



The latter has the advantage of providing a new, exciting location for each adventure. The heroes can find themselves tracking skunk ape mystics in the tall grass of the Everglades, then dealing with trolls preying on Seattle's night life, then on to exploring a secret city hidden beneath the Smithsonian Institute and ruled by a powerful mummy.

On the other hand, you can stay local. If everything happens within a single city or town, the heroes really begin to feel like part of the world—truly involved in the setting.

Each has advantages. Which will you choose?

Home Town or New Town?

Another thing to consider is whether or not you want to set your adventures in a real-world city (like one near where you really live) or in a completely imaginary metropolis.

Basing a campaign on the closest large community has a number of advantages. You can use local landmarks and personalities. You can tailor your campaign to the nature and flavor of your community. And you can count on your players knowing the ins and outs of the area.

Creating a new city allows you more control—the mayor can secretly be a mind flayer without you running the risk of being accused of turning your game into a political statement. You can build the city according to your own needs. But city planning is hard work, and your players are sure to want a great deal of detail.

Of course, you could always take your hometown and touch it up with Shadow. Things are similar here but not exactly the same.

Setting Your Levels

Most campaigns start at low levels and work up from there. This gives both the GM and the players the chance to become comfortable with small challenges (goblins and orcs) before moving up to the truly epic ones (golems, demons, and dragons). There is nothing to prevent an experienced group of players with a capable GM from leaping in at higher levels.

Regardless of the level, the Urban Arcana setting provides challenges for the heroes, ranging from monster bashing to conspiracy theories to diplomacy.

Playing with Shadow

Not all the heroes need to be locals; indeed, not all the heroes need to be human. With the GM's permission, players can run Shadowkind characters (using the rules found in Chapter One: Characters).

Department-7 and Urban Arcana

In the *d20 Modern Roleplaying Game*, we presented Department-7 as a focal point for the heroes getting started in the Urban Arcana setting. (See Chapter Nine: Campaign Models in the core rulebook.) We loosely defined the organization and provided ideas about how it might fit into the greater game world. In Chapter Six: Organizations of this book, we examine Department-7 more closely. Still, you should feel free to reconfigure Department-7 to suit your needs (or not use it at all if it doesn't fit into your campaign ideas).

You can make Department-7 part of the local or national government, part of a large corporation, a philanthropic trust, a department in a major university, or even an unknown quantity. Different Department-7s will result in different styles of play. A Department-7 that is part of the Department of Defense responds differently to a Shadow event than one funded by a mysterious benefactor. Regardless of the nature of Department-7, its purpose remains as a gathering point and home base for the heroes.

The Nature of Shadow: Theory 6

Imagine that all of the dimensions of existence reside in a towering hotel. Each room, from the smallest hovel to the grandest luxury suite is a different dimension. Some of the walls between the rooms are thick and soundproof; no hint that anything exists on the other side of those walls is evident. Other walls are paper thin, and sounds spill through from one room to the other. And some walls have doors that connect the rooms. Sometimes these doors slide open, and then the barrier between dimensions can be breached.

Imagine that the planes of existence float in a great ocean, and ocean called Shadow. When the tide comes in, Shadow splashes upon the shores of our world. Like any tide, Shadow carries flotsam and debris from other dimensions and deposits them on our shores. The tide has been rising, and now we've reached the point of high tide. It's a strong tide, though, pushing just in our direction, not allowing for anything to drift back the other way.

Is this an invasion? No. Neither the Shadowkind nor the flotsam in the ocean has any choice as to where and when it will wash up on our world. It is a natural event, a recurring event. It signifies a time of change and great opportunity. It heralds a time of magic. Do not let fear overcome you. Do not be frightened by things that are different or strange. Not every creature of Shadow wants to devour you, not every wave will overcome you and drown you. But it is a time to be vigilant. It is a time to see the world for the way it really is. It is a time to peer into the darkness and embrace the power you find there.

Should you fear the Shadows? No. Fear the things of this world. Crime, war, government, religion. These are the things that should trouble you. Not the Shadows, not the visitors from that other world. They are lost, frightened, displaced. That doesn't make them evil. Yes, fear can make them dangerous, and some enjoy bringing pain to others, but don't allow a few to make you wrongly judge the all.

Remember that all tides flow and ebb, and this flood of Shadow will eventually diminish. When the waters of magic recede and the connection seals again for another age, what legacy will you cling to? I say to you, embrace the Shadows. I say to you, let yourself see the magic for what it really is. I say to you, find the power within you, find your connection to the arcane, and rise up! You can become better than you are. You can make a difference. As long as you control your fear and remember that not every Shadow hides evil and death. Some hide the light of a new and wondrous age.

Are you ready?

Prestor Charles, Street Preacher
Any corner, any day, right now

chapter one
characters

Create characters for the Urban Arcana setting using the rules in the *d20 Modern Roleplaying Game*. This chapter provides additional options for Urban Arcana characters, including new feats, new starting occupations, new species types (for players who want to create nonhuman characters), new advanced classes, and new prestige classes. As always, check with your Gamemaster before creating your character, as some of these options might not be available in your campaign (and there might be other options available that aren't in this book).

new starting occupations

Characters in an Urban Arcana campaign often have more unorthodox backgrounds than in many other *d20 Modern* settings. To create characters with grounding in (and knowledge of) Shadow, add the following starting occupations to those found in Chapter One: Characters of the *d20 Modern Roleplaying Game*.

Apothecary

Apothecaries are people who study the science of mixing chemicals, elements, and naturally occurring materials together for predictable results. They often go on to be research scientists, inventors, pharmacists, or alchemists.

Prerequisite: Age 20+.

Skills: Choose three of the following skills as permanent class skills. If a skill you select is already a class skill, you receive a +1 competence bonus on checks using that skill.

Craft (chemical, mechanical, pharmaceutical, or writing), Disable Device, Knowledge (arcane lore, earth and life sciences, history, or physical sciences), Repair, Research.

Bonus Feat: Select either Arcane Skills or Educated.

Wealth Bonus: +3.

Adam attempts to grapple a creature of Shadow.



Hedge Wizard

A hedge wizard is someone who has spent a great deal of time studying the arcane arts without the benefit of having any formal training or mentoring.

Prerequisite: Intelligence 10.

Skills: Choose three of the following skills as permanent class skills. If a skill you select is already a class skill, you receive a +1 competence bonus on checks using that skill.

Concentration, Craft (chemical or writing), Decipher Script, Gather Information, Knowledge (arcane lore, art, earth and life sciences, history, or physical sciences), Research.

Bonus Feat: Select either: Magical Heritage or Magical Affinity.

Wealth Bonus: +2.

Novitiate

Novitiates draw quiet strength from their belief in a greater power. They do not necessarily have ties to a specific religion or denomination—their faith is enough. Some novitiates are lay clergy, counselors, motivational speakers, social workers, or any other position involved with helping people who have lost hope and faith.

Prerequisite: Wisdom 10.

Skills: Choose three of the following skills as permanent class skills. If a skill you select is already a class skill, you receive a +1 competence bonus on checks using that skill.

Concentration, Craft (writing), Decipher Script, Diplomacy, Knowledge (arcane lore, art, behavioral sciences, history, or theology and philosophy), Sense Motive.

Bonus Feat: Select either: Divine Heritage or Magical Affinity.

Wealth Bonus: +2.

Psychic

Psychics can be people with innate, low-level psionic abilities or simply con-artists looking to make a buck off those gullible enough to believe their ruses. Get your GM's approval before choosing this occupation.

Prerequisite: Age 15+.

Skills: Choose two of the following skills as permanent class skills. If a skill you select is already a class skill, you receive a +1 competence bonus on checks using that skill.

Bluff, Concentration, Diplomacy, Gather Information, Intimidate, Knowledge (behavioral sciences, current events, popular culture, or streetwise), Sense Motive.

Bonus Feat: Select either Iron Will or Wild Talent.

Wealth Bonus: +2.

Shadow Scholar

Shadow scholars fall into two categories—learned Shadowkind and mundane folk who have spent time studying Shadow culture, magic, and other supernatural occurrences.

Prerequisite: Age 15+.

Skills: Choose three of the following skills as permanent class skills. If a skill you select is already a class skill, you receive a +1 competence bonus on checks using that skill.

Decipher Script, Gather Information, Knowledge (arcane lore, art, behavioral sciences, earth and life sciences, history, physical sciences, tactics, or theology and philosophy), Research, or add a new Read/Write Language or a new Speak Language.

Bonus Feat: Select either Arcane Skills or Educated.

Wealth Bonus: +1.

Squire

Squires serve as assistants to warriors in hopes of learning the skills they will need to be warriors themselves one day.

Prerequisite: Strength 13 or Dexterity 13.

Skills: Choose three of the following skills as permanent class skills. If a skill you select is already a class skill, you receive a +1 competence bonus on checks using that skill.

Balance, Climb, Handle Animal, Jump, Ride, Tumble.

Bonus Feat: Select either Archaic Weapons Proficiency or Armor Proficiency (light).

Wealth Bonus: +1.

New Feats

The feats in this chapter supplement the feats in the *d20 Modern Roleplaying Game* and follow all the rules in that book for determining how feats are assigned.

NEW BONUS FEATS FOR ADVANCED CLASSES

Some of the feats presented in this chapter may be treated as bonus feats for advanced classes introduced in the *d20 Modern Roleplaying Game*. With the GM's permission, these new feats can be added to the list of bonus feats available to characters who reach 3rd, 6th, and 9th level in these advanced classes.

The Mage advanced class may consider Greater Spell Focus, Greater Spell Penetration, Spell Focus, Spell Penetration, and any of the metamagic feats as potential bonus feats.

The Acolyte advanced class may consider Empower Turning, Extra Turning, Greater Spell Focus, Greater Spell Penetration, Improved Turning, Spell Focus, Spell Penetration, and any of the metamagic feats as potential bonus feats.

The Shadow Slayer advanced class may consider Supernatural Strike as a potential bonus feat.

INITIAL FEATS

Some feats are listed as "Initial" and may be taken only when the character begins play. They represent background and heritage, and as such cannot be gained after play begins.

METAMAGIC FEATS

As a spellcaster's knowledge of magic grows, he or she can learn to cast spells in ways slightly different from how the spells were originally designed or learned. For example, a spellcaster can learn to cast a spell without certain components, cast a spell for greater effect, or even cast a spell with nothing but a moment's thought. Altering the casting and effect of a spell is accomplished using metamagic feats.

Spells improved with metamagic feats use up higher-level spell slots, as noted in Table 1–1: Metamagic Spell Level Adjustments. For example, Roberta Cain (a 3rd-level Smart Hero/3rd-level Mage) has the Silent Spell metamagic feat, which allows her to cast a spell without speaking (in effect,

ignoring its verbal component). However, the improved spell fills a spell slot one level higher than the spell's normal level. If Roberta prepares *burning hands* as a silent spell, it takes up one of her 2nd-level spell slots instead of a 1st-level spell slot. It remains a 1st-level spell in all other respects, however. (For example, the DC for the Reflex save against the spell does not go up.) Roberta could not prepare a 2nd-level spell as a silent spell because she would have to prepare it as a 3rd-level spell, and she can't use 3rd-level spell slots until she becomes a 5th-level Mage.

Metamagic feats cannot be used for all spells. See the specific feat descriptions for the spells that a particular feat can't modify.

TABLE 1–1: METAMAGIC SPELL LEVEL ADJUSTMENTS

Metamagic Feat	Spell Level Adjustment
Empower Spell	+2
Enlarge Spell	+1
Eschew Materials	None
Extend Spell	+1
Heighten Spell	Special (see text)
Nonlethal Spell	+1
Reach Spell	+2
Sacred Spell	+2
Shadowbane Spell	+1
Silent Spell	+1
Still Spell	+1

Preparing and Casting Metamagic Spells

Some advanced classes (namely Mages, Acolytes, Techno Mages, and Holy/Unholy Knights) must prepare their spells in advance. During preparation, members of these classes decide which spells to prepare with metamagic feats, remembering that any spell improved by a metamagic feat takes up a higher-level spell slot than normal.

Mystics cast spells at will from a limited list, as opposed to preparing them in advance. They can decide when they cast their spells whether to use metamagic feats to improve them. As with other spellcasters, the improved spell uses up a higher-level spell slot. Because the Mystic has not prepared the spell in a metamagic form in advance, he must do so on the spot. The Mystic, therefore, must take more time to cast a metamagic spell (one improved by a metamagic feat) than a regular spell. If its normal casting time is an attack action, casting a metamagic spell is a full-round action for the Mystic. For spells with a longer casting time, it takes an extra full-round action to cast the spell.

Acolytes spontaneously casting *cure* or *inflict* spells can cast metamagic versions of them. Casting an attack action metamagic spell spontaneously is a full-round action, and spells with longer casting times take an extra full-round action to cast.

Incantations: An incantation cannot be the subject of a metamagic feat.

Effects of Metamagic Feats

In all ways, a metamagic spell operates at its original spell level even though it is prepared and cast as a higher-level spell. Saving throw modifications are not changed (unless stated otherwise in the feat description). The modifications made by these feats only apply to spells cast directly by the feat user. A spellcaster can't use a metamagic feat to alter a spell cast from a wand, scroll, or other device.

Maximize Spell and Quicken Spell Abilities

Some advanced classes have special class abilities that work like metamagic feats. For example, the Maximize Spell ability of the Mage and the Quicken Spell ability of the Techno Mage function as metamagic feats with regard to how they interact with other metamagic feats.

Metamagic Magic Items

A character with the Brew Potion, Scribe Scroll, or Craft Wand class ability can store a metamagic spell in a potion, scroll, or wand, respectively. Level limits for potions and wands apply to the spell's higher metamagic level (for example, potions can only duplicate spells or metamagic spells that use a 3rd-level spell slot or lower). A character doesn't need the metamagic feat to activate an item storing a metamagic spell.

Multiple Metamagic Feats on a Spell

A spellcaster can use multiple metamagic feats on a single spell. Changes to its level are cumulative. For example, a silent and still version of *magic missile* (that is, a *magic missile* improved with the Silent Spell and Still Spell metamagic feats) would be prepared and cast as a 3rd-level spell, since each feat requires the spell to be prepared as though it were one level higher.

Counterspelling Metamagic Spells

A spell enhanced by a metamagic feat does not affect its vulnerability to counterspelling or its ability to counterspell another spell. (See Interrupting FX Users in Chapter Ten: FX Abilities in the *d20 Modern Roleplaying Game*.)

FEAT DESCRIPTIONS

New feats are described below.

Arcane Skills

You have access to arcane skills.

Benefit: The character gains the following class skills, as described under the Mage advanced class in the *d20 Modern Roleplaying Game* (page 319): Concentration, Craft (chemical), and Spellcraft. Further, the character gains Use Magic Device as a class skill, as described under the Occultist advanced class in the *d20 Modern Roleplaying Game* (page 293).

This feat does not in and of itself grant spellcasting ability.

Normal: Arcane skills are special class skills available to the Acolyte, Occultist, Mage, Mystic, and Techno Mage advanced classes. Other classes may not buy ranks in these skills without this feat.

Divine Heritage [Initial]

You have divine spellcasting abilities in your background, such as a saint in your family tree, or you have had a divine experience, revelation, or epiphany which has left you with modest divine abilities.

Prerequisite: Wisdom 10.

Benefit: Choose three 0-level divine spells ("orisons"). You may cast each of these spells once per day per your divine spellcasting level (minimum 1).

Special: You may only take this feat as a 1st-level character.

Empower Spell [Metamagic]

You can cast spells to greater effect.

Benefit: All variable, numeric effects of an empowered spell are increased by one-half. An empowered spell deals half again as much damage as normal, cures half again as many hit points, affects half again as many targets, and so

TABLE 1–2: FEATS

Feat	Prerequisite	Benefit
Arcane Skills	—	Concentration, Craft (chemical), Spellcraft, and Use Magic Device are class skills.
Empower Turning	Ability to turn/rebuke, Cha 13	Turn/rebuke more creatures than normal.
Extra Turning	Ability to turn/rebuke	May turn/rebuke more times per day.
Fleet of Foot	Run	May turn while running and charging.
Improved Grapple	Brawl, Dex 13	+4 bonus on grapple check.
Improved Overrun	Power Attack, Str 13	+4 bonus on overrun checks.
Improved Natural Healing	Fort save bonus +5	Recover hit points at twice normal rate.
Improved Turning	Ability to turn/rebuke	+2 bonus on turn/rebuke checks.
Jack of All Trades	Character level 8	May use skills which otherwise require training.
Magical Affinity	—	+2 bonus on Spellcraft and Use Magic Device checks.
Power Crit	Base attack bonus +10, proficiency with weapon	Automatically threaten on a successful hit.
Precise Strike	Base attack bonus +5	Full round of attacks made against an opponent's touch Defense.
Psionic Skills	—	Autohypnosis, Concentration, and Psicraft are class skills.
Signature Spell	Spell Mastery	May convert spell to chosen spell.
Spell Focus	—	+1 bonus to DC for chosen school of magic.
Greater Spell Focus	Spell Focus, caster level 6	+2 bonus to DCs with chosen school of magic.
Spell Penetration	—	+2 bonus to caster level checks with spells.
Great Spell Penetration	Spell Penetration	+4 bonus to caster level checks with spells.
Spellslinger	Int 13 (arcane spellcasters) or Wis 13 (divine spellcasters)	Increase number of bonus spells per day.
Supernatural Strike	Base attack bonus +2	May score critical hits against creatures that are normally immune.
Wild Talent	—	0-Level psionic power, usable three times per day.
Initial Feats		
Divine Heritage	Wis 10	May cast orisons (0-level divine spells).
Magical Heritage	Int 10	May cast cantrips (0-level arcane spells).
Shadow Heritage	—	+1 bonus to one saving throw, low-light vision.
Metamagic Feats		
Empower Spell	—	Increase numeric effects of chosen spell by one-half.
Enlarge Spell	—	Double range of chosen spell.
Eschew Materials	—	Cast chosen spell without material component.
Extend Spell	—	Double duration of chosen spell.
Heighten Spell	—	Cast chosen spell at higher effective level
Nonlethal Spell	—	Chosen spell deals nonlethal damage.
Reach Spell	—	Cast chosen touch spell up to 30 feet.
Sacred Spell	—	Chosen spell is imbued with divine power.
Shadowbane Spell	—	Chosen spell is more effective against creatures of Shadow.
Silent Spell	—	Cast chosen spell without verbal component.
Still Spell	—	Cast chosen spell without somatic component.
Metapsionic Feats[1]		
Delay Power	—	Chosen power triggers 1 to 5 rounds after manifestation.
Enlarge Power	—	Double range of chosen power.
Extend Power	—	Double duration of chosen power.
Persistent Power	Extend Power	Duration of chosen power raised to one day.
Heighten Power	—	Manifest chosen power at higher effective level.
Hide Power	—	Manifest chosen power without specific display.
Quicken Power	—	Manifest powers with but a thought.
Twin Power	—	Manifest chosen power twice simultaneously.

[1] *See Chapter Nine for descriptions of metapsionic feats.*

forth, as appropriate. For example, an empowered *magic missile* deals 1 1/2 times normal damage (roll 1d4+1 and multiply the result by 1.5 for each missile). Saving throws and opposed rolls (such as the one you make when you cast *dispel magic*) are not affected. Spells without random variables are not affected.

An empowered spell uses up a spell slot two levels higher than the spell's actual level.

Empower Turning

You can turn or rebuke (or awe or command) more creatures with a single turning check.

Prerequisite: Ability to turn or rebuke one or more creature types, Charisma 13.

Benefit: If you take a –2 penalty on your roll to turn or rebuke (or awe or command) a group of creatures, you can add +2d6 to your turning damage roll.

Enlarge Spell [Metamagic]

You can cast spells farther than normal.

Benefit: An enlarged spell has its range doubled. Spells whose ranges are not defined by distance do not have their ranges increased. A spell whose area or effect is determined by its range (such as *bless* or a cone spell) has the dimensions of its area or effect increased proportionally.

An enlarged spell uses up a spell slot one level higher than the spell's actual level.

Eschew Materials [Metamagic]

You can cast spells without relying on material components.

Benefit: An eschewed spell can be cast with no material components. Spells without material components or whose material components have a Purchase DC of 4 or greater are not affected by this feat.

An eschewed spell uses up a spell slot of the spell's normal level, modified by any other metamagic feats.

Extend Spell [Metamagic]

You can cast spells that last longer than normal.

Benefit: An extended spell lasts twice as long as normal. Spells with a concentration, instantaneous, or permanent duration are not affected by this feat.

An extended spell uses up a spell slot one level higher than the spell's actual level.

Extra Turning

You can turn or rebuke a creature type more often than normal.

Prerequisites: Ability to turn or rebuke one or more creature types.

Benefit: Each time you take this feat, you can turn or rebuke a particular creature type four more times per day than normal.

Normal: Without this feat, a character can typically turn or rebuke a creature type (usually undead) a number of times per day equal to three plus his Charisma modifier.

Special: You can gain this feat multiple times. Each time you take the feat, you may apply its effects to one creature type you can turn or rebuke. Its effects stack.

Fleet of Foot

You can turn corners without losing momentum.

Prerequisite: Run.

Benefit: When running or charging, you can make a single direction change of 90 degrees or less. You cannot use this feat while wearing medium or heavy armor, or if you're carrying a medium or heavy load (see Carrying Capacity in Chapter Four: Equipment of the *d20 Modern Roleplaying Game*).

Normal: Without this feat, you can run or charge only in a straight line.

Greater Spell Focus

Choose a school of magic, such as Evocation or Illusion, for which you have already selected the Spell Focus feat. Your spells of that school are even more potent than normal.

Prerequisites: Spell Focus, caster level 6.

Benefit: Add +2 to the Difficulty Class for all saving throws against spells from the focused school of magic you select. This overlaps (does not stack) with the bonus from Spell Focus (see below).

Special: You can gain this feat multiple times. Its effects do not stack with itself. Each time you take the feat, it applies to a new school of magic.

Greater Spell Penetration

Your spells are remarkably potent, breaking through spell resistance more readily than normal.

Prerequisites: Spell Penetration.

Benefit: You get a +4 bonus on caster level checks (1d20 + caster level) to beat a creature's spell resistance. This overlaps (does not stack) with the bonus from Spell Penetration (see below).

Heighten Spell [Metamagic]

You can cast a spell as if it were a higher level than it actually is.

Benefit: A heightened spell has a higher spell level than normal. Unlike other metamagic feats, Heighten Spell actually increases the effective level of the spell that it modifies. All effects dependent on spell level (such as saving throw DCs) are calculated according to the heightened level. The heightened spell is as difficult to prepare and cast as a spell of its effective level. For example, an Acolyte could prepare *hold person* as a 4th-level spell (instead of a 2nd-level spell), and it would in all ways be treated as a 4th-level spell.

Improved Grapple

You are skilled at grappling opponents.

Prerequisites: Brawl, Dexterity 13.

Metapsionic Feats

Metapsionic feats are to psionics as metamagic feats are to spells. They increase the attributes of a psionic power, but at an increased Power Point cost. Metapsionic feats are listed in Table 1–2: Feats but are detailed in Chapter Nine: D&D and Urban Arcana, as not all GMs will choose to incorporate psionics into their campaigns.



Benefit: You do not provoke an attack of opportunity when you make a touch attack to start a grapple. You also gain a +4 competence bonus on all grapple checks (regardless of whether you started the grapple).

Normal: Characters without this feat provoke an attack of opportunity when they initiate a grapple.

Improved Overrun

You are skilled at knocking down opponents.

Prerequisites: Power Attack, Strength 13.

Benefit: When you attempt to overrun an opponent, the target may not choose to avoid you. You also gain a +4 competence bonus on the Strength check to knock down your opponent.

Normal: Without this feat, the target of an overrun can choose to avoid you or to block you.

Improved Natural Healing

You recover from wounds and injury faster than normal.

Prerequisite: Base Fortitude save bonus +5.

Benefit: You recover 2 hit points per character level per rest period (8 hours of sleep). If you undergo complete bed rest (doing nothing for the entire day), you recover 4 hit points per character level per day. Ability damage returns at 2 points for resting 8 hours, or 4 points per day with complete bed rest.

Normal: Normal natural healing is 1 hit point per character level for 8 hours rest, or 2 hit points per character level per day for complete bed rest. Ability damage returns at 1 point for 8 hours rest, or 2 points per day with complete bed rest.

Improved Turning

Your turning or rebuke attempts are more powerful than normal.

Prerequisites: Ability to turn or rebuke a creature type.

Benefit: You gain a +2 bonus on your turning checks. This feat may be taken multiple times, though each time must be applied to a different creature type which you may normally turn.

Jack of All Trades

You have an amateur's knowledge of all skills, even ones that require training.

Prerequisite: Character level 8.

Benefit: You may use any skill untrained, including arcane and psionic skills. You cannot, however, gain ranks in a skill unless you are normally allowed to gain ranks in the skill.

Magical Affinity

You have a knack for magical endeavors.

Benefit: You gain a +2 bonus on all Spellcraft checks and Use Magic Device checks.

Magical Heritage [Initial]

You have magical ability in your background, such as a sorcerer in your bloodline, or you gained access to magic at a particularly young age (by discovering a spellbook in your attic, for example). As a result, you mastered some basic spellcasting.

Prerequisite: Intelligence 10.

Benefit: Choose three 0-level arcane spells ("cantrips"). You may cast each of these spells once per day per your arcane spellcasting level (minimum 1). You are treated as a Mage for purposes of arcane spell failure chance when you are wearing armor.

Special: You may only take this feat as a 1st-level character.

Nonlethal Spell [Metamagic]

You can modify a spell to deal nonlethal instead of lethal damage.

Benefit: You may modify a spell that deals lethal damage to deal nonlethal damage instead. All other effects of the spell remain normal (for example, a nonlethal *fireball* may still set flammable objects ablaze).

A nonlethal spell uses up a spell slot one level higher than the spell's actual level.

Power Crit

You may threaten a critical hit if you succeed in hitting an opponent.

Prerequisite: Base attack bonus +10, proficiency with weapon.

Benefit: You may spend an action point before making an attack with a weapon with which you are proficient. If the attack hits, it automatically threatens a critical hit (regardless of whether the attack roll falls within the weapon's actual threat range). You must roll to confirm the critical hit, as normal. This is a supernatural ability.

Normal: You must roll in the threat range of a weapon, then confirm that threat to score a critical hit.

Precise Strike

Your strikes against an opponent are treated as touch attacks.

Prerequisite: Base attack bonus +5.

Benefit: Before making an attack on your turn, choose a single opponent and spend an action point. Until the beginning of your next turn, any attacks you make against that opponent use that opponent's touch Defense instead of the opponent's normal Defense.

Psionic Skills

You have access to psionic skills. Check with your GM to make sure he or she allows psionics in the campaign. You must have the GM's permission to choose this feat.

Benefit: The character gains the following class skills, as described under the Telepath advanced class in the *d20 Modern Roleplaying Game* (pages 305–306): Autohypnosis, Concentration, and Psicraft. This feat does not in and of itself grant psionic ability.

Normal: Psionic skills are special skills available to the Telepath and Battle Mind advanced classes. Other classes may not buy ranks in these skills without this feat.

Reach Spell [Metamagic]

You can cast touch spells without touching the spell recipient.

Benefit: You may cast a spell that normally has a range of "touch" at any distance up to 30 feet. You must succeed at a ranged touch attack to cast the spell upon the recipient.

A reach spell uses up a spell slot two levels higher than the spell's actual level.

Sacred Spell [Metamagic]
You can cast spells imbued with divine energy.

Benefit: Half of the damage dealt by a sacred spell is converted into divine energy, and as such is not prevented by abilities or spells that reduce or prevent damage from a particular type of energy. For example, half the damage from a sacred *flaming wrath* spell would not be negated by fire resistance or fire immunity. Only divine spells that deal damage may be made into sacred spells.

A sacred spell uses up a spell slot two levels higher than the spell's actual level.

Shadowbane Spell [Metamagic]
Your spells are more effective against creatures of Shadow.

Benefit: Creatures of Shadow and characters with shadowblood (humans of shadow heritage, or elves and dwarves, for example) take a –4 penalty on the spell's saving throw. This feat cannot improve spells that do not allow saves.

A shadowbane spell uses up a spell slot one level higher than the spell's actual level.

Shadow Heritage [Initial]
You have a creature of Shadow in your distant ancestry. The exact nature of that shadowblood is immaterial (though it may be a source of adventure), as the overpowering human genetic tide has reduced its special abilities to a few salient features.

Benefit: You gain a +1 inherent bonus on one saving throw of your choice. You also gain low-light vision, which allows you to see twice as far as a normal human in starlight, moonlight, torchlight, and similar conditions of poor illumination. You retain the ability to distinguish color and detail under these conditions.

Special: You may only take this feat as a 1st-level character.

Signature Spell
You are so familiar with a mastered spell that you can spontaneously cast it, converting other prepared spells into that spell.

Prerequisite: Spell Mastery ability.

Benefit: Each time you take this feat, choose a spell that you have mastered with Spell Mastery. You may now convert prepared arcane spells of that spell's level or higher into this signature spell, just as an Acolyte of good allegiance may spontaneously cast prepared spells as *cure* spells.

Special: You may gain this feat multiple times. Each time you take the feat, it applies to a new spell that meets the prerequisites.

Silent Spell [Metamagic]
You can cast spells silently.

Benefit: A silent spell can be cast with no verbal components. Spells without verbal components are not affected.

A silent spell uses up a spell slot one level higher than the spell's actual level.

Spell Focus
Choose a school of magic, such as Evocation or Illusion. Your spells of that school are more potent than normal.

Benefit: Add +1 to the Difficulty Class for all saving throws against spells from the school of magic you select to focus on.

Special: You can gain this feat multiple times. Its effects do not stack. Each time you take the feat, it applies to a new school of magic.

Spell Penetration
Your spells are especially potent, breaking through spell resistance more readily than normal.

Benefit: You gain a +2 bonus on caster level checks (1d20 + caster level) to beat a creature's spell resistance.

Spellslinger
You have a gift for magic that allows you to cast more spells than normal.

Prerequisite: Intelligence 13 (for arcane spellcasters) or Wisdom 13 (for divine spellcasters).

Benefit: For any one spellcasting advanced class in which you have levels, you can prepare and cast one additional spell per spell level known. For instance, Lily Parrish, a 3rd-level Dedicated Hero/3rd-level Acolyte, can prepare and cast an additional 0-level, 1st-level, and 2nd-level divine spell per day (since she can cast up to and including 2nd-level divine spells).

Special: You may gain this feat multiple times. Each time you take the feat, it applies to a new spellcasting class.

Still Spell [Metamagic]
You can cast spells without gestures.

Benefit: A still spell can be cast with no somatic components. Spells without somatic components are not affected.

A still spell uses up a spell slot one level higher than the spell's actual level.

Supernatural Strike
You may score critical hits against creatures that are normally unaffected by critical hits.

Prerequisite: Base attack bonus +2 or better.

Benefit: When you roll a threat against a creature normally unaffected by critical hits (such as a construct, ooze, or undead), you may check for a critical hit and deal the increased damage if the threat is confirmed. Creatures unaffected by massive damage are still unaffected by massive damage resulting from a critical hit. This is a supernatural ability.

Vehicle Specialization
You are proficient with one type of vehicle.

Benefit: Choose a vehicle type (civilian aircraft, civilian cars, civilian motorcycles, civilian trucks, civilian water vehicles, other civilian vehicles, or military vehicles). When you are in control of a vehicle of the specified type, you gain a +2 competence bonus on skill checks, ability checks, and saving throws involving the vehicle.

Wild Talent
You have a minor parahuman psionic power. Check with your GM to make sure she is using psionics before selecting this feat. This feat may be used even if psionics are not part of the campaign, in which case psionics are treated as spell-like abilities.

Benefit: You may use one of the following 0-level psionic powers: *burst, daze, detect psionics, distract, far hand, far punch, finger of fire, missive,* or *verve*. You can manifest this power up to three times per day. There is no Power Point cost for using this power.





Shadowkind

In the *Urban Arcana Campaign Setting*, you can play characters who are not native to the mundane world. Most of these characters hail from a place beyond Shadow, and they are known to "mundanes" as Shadowkind.

Shadowkind species include elves, dark elves (drow), dwarves, gnomes, goblins, halflings, various halfbreeds (including half-dragons, half-elves, and half-orcs), and humans from dimensions other than our own.

You can also play characters native to Earth who are the offspring or descendants of Shadowkind. For instance, you could play a dwarf who was born and raised in Brooklyn; although your character is native to our world, his parents or grandparents may have come to Earth long ago through Shadow. In any event, Shadowkind characters can always trace their origins to someplace other than our world.

Characters who enter our world through Shadow have no way of returning home and are forced to adapt to their new environment. Moreover, they retain only a few hazy memories of the place from whence they came. They might remember a lonely castle on a hilltop, a childhood tale about a black dragon in the swamp, or the wizardly proprietor of a magic potion shop on some half-forgotten street corner, but all other knowledge of their former demesne is stolen from them as they pass through Shadow.

Newly arrived Shadowkind have a variety of responses to the mundane world. Some seek to fit into the larger population of humans without creating too much friction. Others seek to maintain their own half-forgotten heritages in this world. Some see the "new world" as one great adventure. Others liken it to a prison. Still others view their passage through Shadow as an opportunity. Some seek to establish themselves here, while others strive to find a way back home. Some seek riches, others power, and still others understanding.

PLAYING A SHADOWKIND

The following section is designed to help you create a Shadowkind character and expands on the character creation rules presented in the *d20 Modern Roleplaying Game*. Shadowkind characters share several traits, as noted below.

Creature of Shadow

Creatures brought to our world by Shadow are reclaimed by the tides of Shadow after they die. As a general rule, a creature of Shadow vanishes 1d4 rounds after it dies (drops to –10 hit points), leaving behind no trace of itself other than its clothing and equipment. Shadowkind heroes have stronger ties to our world than other creatures of Shadow; they fade away 1d4 hours after they die. Before they disappear, slain Shadowkind characters can be raised from the dead as easily as mundane characters can (using the *raise dead* spell). Slain creatures of Shadow that are transformed into undead creatures (using the *animate dead* spell, for example) remain on our world in their undead state and are not reclaimed by Shadow until they are destroyed.

A slain Shadowkind character who is reclaimed by Shadow can't be raised from the dead or brought back by any means and is considered lost. Rumors persist of a powerful incantation that can return a vanished Shadowkind character to our world, but the veracity of these rumors is left up to the Gamemaster.

A Shadowkind character is treated as a "creature of Shadow" with regard to special abilities, spells, and psionic powers that affect creatures of Shadow.

TABLE 1–3: SKILL POINTS/LEVEL FOR SHADOWKIND

Basic Class[1]	Skill Points Per Level
Strong	2 + Int modifier
Fast	4 + Int modifier
Tough	2 + Int modifier
Smart	8 + Int modifier
Dedicated	4 + Int modifier
Charismatic	6 + Int modifier
Advanced Class[2]	**Skill Points Per Level**
Soldier	4 + Int modifier
Martial Artist	2 + Int modifier
Gunslinger	4 + Int modifier
Infiltrator	6 + Int modifier
Daredevil	4 + Int modifier
Bodyguard	2 + Int modifier
Field Scientist	6 + Int modifier
Techie	6 + Int modifier
Field Medic	4 + Int modifier
Investigator	4 + Int modifier
Personality	4 + Int modifier
Negotiator	4 + Int modifier
Urban Arcana Advanced Class	**Skill Points Per Level**
Acolyte[3]	4 + Int modifier
Arcane Arranger	6 + Int modifier
Archaic Weaponsmaster	2 + Int modifier
Glamourist	4 + Int modifier
Mage[3]	6 + Int modifier
Mystic	4 + Int modifier
Occultist[3]	4 + Int modifier
Shadow Hunter	4 + Int modifier
Shadowjack	6 + Int modifier
Shadow Slayer[3]	2 + Int modifier
Speed Demon	4 + Int modifier
Street Warrior	4 + Int modifier
Swashbuckler	4 + Int modifier
Techno Mage	6 + Int modifier
Thrasher	2 + Int modifier
Wildlord	4 + Int modifier
Urban Arcana Prestige Class	**Skill Points Per Level**
Archmage	6 + Int modifier
Artificer	6 + Int modifier
Ecclesiarch	4 + Int modifier
Holy/Unholy Knight	4 + Int modifier

[1] Described in Chapter One: Characters of the *d20 Modern Roleplaying Game*.

[2] Described in Chapter Six: Advanced Classes of the *d20 Modern Roleplaying Game*.

[3] Described in Chapter Nine: Campaign Settings of the *d20 Modern Roleplaying Game*.



Skill Points Per Level

Shadowkind characters do not gain as many skill points as a human character of the same class. Shadowkind characters get 4 fewer skill points at 1st level and 1 fewer skill point each level thereafter. Table 1–3: Skill Points per Level for Shadowkind expands Table 8–20 in the *d20 Modern Roleplaying Game* and shows how many skill points per level Shadowkind characters receive, by class.

Native Shadowkind vs. New Arrivals

In an URBAN ARCANA campaign, players can choose to play one of two types of Shadowkind. Their characters can be nonhuman natives of our world—the children of one or more Shadowkind parents, born and raised somewhere on Earth—or they can be new arrivals to our world, having recently come through Shadow. In the latter case, Shadowkind characters suffer the disadvantages of being "strangers in a strange land." They are restricted to a handful of starting occupations at 1st level, they have no wealth to speak of, and they speak bizarre languages unknown to the majority of Earth's population (though they also acquire the common language of the land they arrive in as a function of passing through Shadow).

Starting Occupation

A character who begins play as a newly arrived Shadowkind must select from the following starting occupations: hedge wizard, noviate, and squire. In addition, regardless of the Wealth bonus provided by the starting occupation, see Starting Wealth Bonus, below.

Only humans and Shadowkind characters born and raised in our mundane world can select from all starting occupations.

Starting Wealth Bonus

A character who begins play as a newly arrived Shadowkind has a starting Wealth bonus of +2 to +12 (roll 2d6). However, the character must spend this entire Wealth bonus on personal gear typical of a medieval fantasy character (such as archaic weapons and armor). Any portion of the character's Wealth bonus that goes unspent is lost; in effect, the character begins play with some

Kurt Mason, Dwarf



primitive personal items and equipment and a starting Wealth bonus of +0.

Shadowkind characters born and raised in our world follow the normal rules for determining Wealth bonus (see Wealth in Chapter One: Characters of the *d20 Modern Roleplaying Game*).

Languages Known

A character who begins play as a newly arrived Shadowkind knows one or more languages, most of which are not spoken on Earth. Such languages include Celestial, Draconic, Elven, and Goblin. However, they all share a common language (called Common) that has striking parallels to the predominant language spoken in the area where they arrived.

Shadowkind characters born and raised in our world gain languages as human characters do. In addition to one or more local languages, they may know one or more languages of Shadow (taught to them by their parents and elders).

See Languages of Shadow (page 32) for more information on Shadow languages.

SHADOWKIND SPECIES

Each Shadowkind entry consists of a description of the species, including appearance and general disposition. It also provides insight into how the species generally interacts with the mundane world. Following the descriptive text is a summary of general traits and special qualities.

Size: The species' size. Shadowkind that are exceptionally large or small receive modifiers to their Defense, attack rolls, grapple checks, and Hide skill checks.

Ability Modifiers: These modifiers adjust the ability scores of every member of the species.

Base Speed: The distance an average member of the species can move (in feet) during a move action. In general, Medium and Large characters have a base speed of 30 feet, while Small characters have a base speed of 20 feet. Dwarves, though Medium, are slower due to their stockiness.

Special Qualities: Special qualities include species bonuses to skill checks and saving throws, bonus feats, and natural armor bonuses to Defense (if any). This section also describes any special abilities of the species, including special combat bonuses, the ability so see in low light or utter darkness, and the ability to resist magic.

Free Language Skills: Shadowkind species receive a certain number of Read/Write Language and Speak Language skills for free, without spending any skill points. These free language skills are listed here.

Other Languages: Other Shadow languages commonly known to members of the species. Shadowkind may learn additional languages, following the rules presented under the Speak Language and Read/Write Language skill descriptions in Chapter Four: Skills of the *d20 Modern Roleplaying Game*. See also Languages of Shadow, page 32.

Dwarf

Dwarves (not to be confused with human dwarfs) are short, stocky individuals. They stand 4 to 4 1/2 feet tall and weigh as much as an average human. Their skin is usually deep tan or light brown, and their eyes are dark. Their faces tend to be heavier and wider than those of humans. Dwarven hair is usually black, gray, or brown and traditionally worn long. Beards are common and carefully groomed. Dwarves can live up to 400 years, though they reach adulthood by age 50.

Dwarves tend to be gruff, hard-working, and tenacious. They rarely forget a slight and are slow to laugh, but they are devoted to friends who have earned their trust.

In the mundane world, dwarves tend to congregate toward industrial areas and blue-collar neighborhoods, where their strong work ethic is shared by others. Dwarves are bound by centuries of half-forgotten tradition, though younger dwarves new to this world are forging their own identities, dispensing with traditional names granted by family elders and trimming (often doing entirely without) the carefully groomed and braided beards that are a dwarven hallmark.

Species Traits

Size: Medium. Dwarves have no special bonuses or penalties due to their size.

Ability Modifiers: +2 Constitution, –2 Charisma.

Base Speed: 20 feet. Dwarves can move at this speed even when wearing medium or heavy armor or when carrying a medium and heavy load (unlike other creatures, whose speed is reduced in such situations).

Special Combat Bonuses: Dwarves gain a +1 species bonus on attack rolls against bugbears, goblins, orcs, and other goblinoids. Dwarves also gain a +4 dodge bonus to Defense against creatures of giants (including giants, trolls, and ogres). If a dwarf loses his positive Dexterity bonus to Defense (such as when flat-footed), this dodge bonus is lost.

Stability: Dwarves gain a +4 species bonus on ability checks to resist bull rush and trip attempts when standing on the ground (but not when climbing, flying, riding, or otherwise not standing firmly on the ground).

Darkvision: Dwarves can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and dwarves can function with no light at all.

Saving Throw Bonuses: Dwarves are highly resistant to toxins and innately resistant to magic. They gain a +2 species bonus on saving throws against poisons, spells, and spell-like abilities.

Skill Bonuses: Dwarves gain a +2 species bonus on Search checks to notice unusual stonework, new construction, unsafe surfaces, ceilings, and the like. A dwarf who merely passes within 10 feet of such exceptional construction can, as a free action, make a Search check (DC 15) as though he were actively searching for such.

Dwarves are naturally skilled mechanics and engineers. They gain a +2 species bonus on Craft (mechanical), Craft (structural), and Repair checks.

Bonus Feat: Dwarves gain the bonus feat Archaic Weapons Proficiency. Dwarves may treat dwarven urgroshes and dwarven waraxes (see Chapter Two: Equipment) as archaic weapons instead of exotic weapons.

Free Language Skills: Read/Write Common (or local language), Read/Write Dwarven, Speak Common (or local language), Speak Dwarven.

Other Languages: Giant, Gnome, Goblin, Orc, Terran.

Elf

Elves are short, slender, lithe individuals, ranging from 4 1/2 to 5 1/2 feet tall and typically weighing 85 to 135 pounds. They tend to be pale-skinned, with hair colors that include hues not found in nature (including teal, magenta, and tope). Their eyes tend to be green, and their ears are elongated and pointed at the tips. Their faces are more triangular in shape than most humans, giving them an exotic appearance. They lack facial and body hair. Elves can live as long as 700 years old, reaching maturity at 110 years.

Elves do not sleep, as humans define it. Instead, they enter into a deep trance for 4 hours each day to produce the same effects (healing, restoration of ability scores and hit points) that eight hours of rest has on humans. Elves dream (they claim), although their dreams are more like mental exercises than freeings of the subconscious. More research is necessary to determine the full extent of this elven ability, and whether it can be duplicated by other Shadowkind species.

As a people, elves tend to be aloof, curious and patient. They have a love of craft, lore, magic, and natural beauty. They take life at a relaxed pace owing to their long lifespans, and they find new developments amusing. Individual elves, of course, can run counter to these general tendencies.

In the mundane world, elves tend to prefer wooded or rural areas, as the pollution kicked up by large human habitations is difficult for them to bear. Those who interact with humans drift toward creative endeavors, either as actors, artists, or patrons. Some choose to turn away from human interaction, while others are activists trying to convince humans to preserve the natural beauty of the world.

Species Traits

Size: Medium. Elves have no special bonuses or penalties due to their size.

Ability Modifiers: +2 Dexterity, –2 Constitution.

Base Speed: 30 feet.

Low-Light Vision: Elves can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Spell Immunities: Elves are immune to *sleep* spells and effects, and they gain a +2 species bonus on saves against Enchantment spells or effects.

Skill Bonuses: Elves gain a +2 species bonus on Listen, Search, and Spot checks. An elf who merely passes within 5 feet of a secret or concealed door is entitled to a Search check to notice it as if she were actively looking for the door.

Bonus Feat: Elves gain the bonus feat Archaic Weapons Proficiency.

Free Language Skills: Read/Write Common (or local language), Read/Write Elven, Speak Common (or local language), Speak Elven.

Other Languages: Draconic, Gnoll, Gnome, Goblin, Halfling, Orc, Sylvan.

Gnome

Gnomes are a species of short humanoids, ranging from 3 to 3 1/2 feet tall and weighing 40 to 45 pounds. Their skin ranges from dark tan to a woody brown, their hair tends to be blonde or light brown, and their eyes are typically one of many shades of blue. A typical gnomish lifespan is 350 years, though they enter adulthood at age 40.

Gnomes tend to be industrious, curious, inquisitive, and progressive. As a people, they are positive thinkers and have an almost sunny disposition. To a gnome, there is no problem that cannot be solved with a little thought and a generous application of what those quaint humans call "elbow grease."

Gnomes have adapted well to the modern world, particularly in areas utilizing specialized technology. Any profession that involves computers, banking, engineering, or technical jargon will attract gnomes. As a result, gnomes are more common in white-collar areas than their more industrial dwarven cousins.

Species Traits

Size: Small. Gnomes gain a +1 size bonus to Defense, a +1 size bonus on attack rolls, and a +4 size bonus on Hide checks. They suffer a –4 size penalty on grapple checks. Gnomes must use smaller weapons than humans use, and their lifting and carrying limits are three-quarters of those of a Medium character. See the Small Characters sidebar for more information.

Ability Modifiers: –2 Strength, +2 Constitution.

Base Speed: 20 feet.

Special Combat Bonuses: Gnomes gain a +1 species bonus on attack rolls against bugbears, goblins (and other goblinoids), and kobolds. Gnomes also gain a +4 dodge bonus to their Defense against giant creatures (such as ogres and trolls); this bonus represents special training that gnomes undergo, during which they learn tricks that previous generations developed in their battles with giants. Note that any time a gnome loses his positive Dexterity bonus to Defense, such as when he's caught flat-footed, he loses this dodge bonus, too.

Small Characters

Small characters (such as gnomes, goblins, and halflings) gain a +1 size bonus to Defense, a +1 size bonus on attack rolls, and a +4 size bonus on Hide checks. They suffer a –4 penalty on grapple checks.

Small characters get an attack bonus because it's really relative size that matters in determining attack chances. It's no harder for a halfling to hit another halfling than it is for a human to hit another human because the attacking halfling's attack bonus counteracts the defending halfling's Defense bonus. Likewise, a halfling has an easy time hitting a human, just as a human has an easy time hitting an ogre, and an ogre has an easy time hitting a giant.

Small characters' lifting and carrying limits are three-quarters of those of Medium characters.

Small characters generally move about two-thirds as fast as Medium characters (goblins are exceptions).

Small characters must use smaller weapons than Medium characters. They must use two hands to wield a weapon of Medium, and a weapon must be of Tiny size or smaller for them to consider it as a light weapon.

Armor for Small characters can be chopped down from extant protective outfits. It costs the same as Medium armor and weighs half as much. A Medium or larger creature cannot wear armor sized for a Small character.



Illusion Mastery: Add +1 to the Difficulty Class for all saving throws against Illusion spells cast by gnomes.

Speak with Animals: Once per day, a gnome can use *speak with animals* to speak with a burrowing mammal (a mole, gopher, ground hog, and so forth). It has a duration of 1 minute, and the gnome is considered a 1st-level caster when he uses this spell-like ability, regardless of his actual level.

Low-Light Vision: Gnomes can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Saving Throw Bonus: Gnomes gain a +2 species bonus on saving throws against illusions.

Skill Bonuses: Gnomes gain a +2 species bonus on Listen checks. Gnomes who have one or more ranks in the Craft (pharmaceutical) skill also gain a +2 species bonus on Craft (pharmaceutical) checks.

Bonus Feats: Gnomes gain the bonus feat Archaic Weapons Proficiency. They may treat gnome hooked hammers (see Chapter Two: Equipment) as archaic weapons instead of exotic weapons.

Gnomes with Charisma scores of 10 or higher gain the bonus feat Magical Heritage (see page 15).

Free Language Skills: Read/Write Common (or local language), Read/Write Gnome, Speak Common (or local language), Speak Gnome.

Other Languages: Draconic, Dwarven, Elven, Giant, Goblin, Orc.



Deakon Micklethwaite, Gnome

Goblin

Goblins are short, misshapen humanoids that average 3 feet tall and weigh about 50 pounds. They have flat faces, broad noses, pointed eyes, and wide mouths filled with small fangs. Their foreheads slope back sharply, and their eyes range in color from red to yellow. Their flesh varies from pumpkin-orange to crimson-red, and their dark hair is thin and stringlike. Goblins reach maturity at age 10 and typically live into their 50s.

Goblins as a group tend to be fearless, cunning, and ruthless. Their small size has made it necessary for them to justify any tactic to ensure their success. They are also willing to take great risks to achieve their objectives, particularly if those risks involve high speeds, loud explosions, and the chance of somebody (else) getting hurt.

Goblins are fecund and have large litters with numerous offspring. As a result, they can quickly populate an area, making up for losses through accidents and misadventures. They have a low sense of morality and little regard for personal property, and they often allow themselves to be bullied and dominated by more powerful creatures, such as bugbears. Abandoned buildings are favorite haunts for goblin tribes. For most goblins, the mundane world is not that much different from the world they left behind—larger and more powerful creatures push them around, and they in turn raid what they can to get by.

Species Traits

Size: Small. Goblins gain a +1 size bonus to Defense, a +1 size bonus on attack rolls, and a +4 size bonus on Hide checks. They suffer a –4 size penalty on grapple checks.

Goblins must use smaller weapons than humans use, and their lifting and carrying limits are three-quarters of those of a Medium character. See the Small Characters sidebar for more information.

Ability Modifiers: –2 Strength, +2 Dexterity, –2 Charisma.

Base Speed: 30 feet.

Darkvision: Goblins can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and goblins can function with no light at all.

Skill Bonus: Goblins gain a +4 species bonus on Move Silently checks.

Bonus Feat: Goblins are keenly aware of their surroundings and gain the bonus feat Alertness.

Free Language Skills: Read/Write Goblin, Speak Goblin.

Additional Languages: Common (or local language), Giant.

Half-Elf

Half-elves are not a cultural group or Shadowkind species *per se*, but rather the result of elf-human mating. Given the infrequent intrusions of Shadow into our world, almost all the half-elves encountered on Earth are from a realm beyond Shadow. With a few more decades of elf-human contact on Earth, the population of native half-elves should rise.

Half-elves stand between 5 and 6 feet tall and weigh between 90 and 180 pounds. Their features are usually a blend of human and elf, such that their faces are not nearly as sharp-featured as their elven parent, nor are their ears a stubby as their human progenitor. Their skin and hair color ranges with that of their human and elven parentage, though their eyes tend toward shades of green, ranging from bright jade to brownish hazel. A half-elf reaches adulthood at age 20 and can live up to 180 years.

Half-elves are as diverse as their human ancestors, but most operate within a middle ground between humanity and the more graceful and elegant elves. They possess grace without aloofness, and energy without arrogance. They advocate individuality, personal freedom, and personal achievement.

Half-elves take to this brave new world readily, as it tends to free them of the restrictions of their native cultures. Many have adopted human ways and use their elven heritage as an advantage over their pure-blooded brethren. Half-elves tend to regard other half-elves as members of a long-scattered clan or organization, though they are uncomfortable around the similarly mixed-blood half-orcs.

Species Traits

Size: Medium. Half-elves have no special bonuses or penalties due to their size.

Ability Modifiers: None.

Base Speed: 30 feet.

Elven Blood: For all effects related to species, a half-elf is considered an elf. Half-elves, for example, are just as susceptible to special effects that affect elves as their elven ancestors are, and they can use magic items that are only usable by elves.

Spell Immunities: Half-elves are immune to *sleep* spells and effects, and they gain a +2 species bonus on saves against Enchantment spells or effects.

Low-Light Vision: Half-elves can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Skill Bonuses: Half-elves gain a +1 species bonus on Listen, Search, and Spot checks. They gain a +2 species bonus on Diplomacy and Gather Information checks.

Bonus Feat: Half-elves gain the bonus feat Archaic Weapons Proficiency.

Free Language Skills: Read/Write Common (or local language), Read/Write Elven, Speak Common (or local language), Speak Elven.

Other Languages: Draconic, Dwarven, Gnome, Halfling, Sylvan.

Half-Orc

Half-orcs are the result of orcs mating with humans—in most cases, Shadowkind humans. Like half-elves, half-orcs display traits common to both of their ancestral lineages. They are as tall as their human parents, but heavier and more muscular. A half-orc is further distinguished by his gray flesh, sloping forehead, jutting jaw, prominent teeth, and coarse facial and body hair. Half-orcs have a hard life, and while they mature by age 20, they rarely live longer than 75 years.

Although a few lucky half-orcs have single parents and foster parents who can see past their deformities and raise them in loving homes, most half-orcs are abandoned by their parents and treated as society's outcasts. Consequently, half-orcs tend to be short-tempered and moody. They are direct to the point of being blunt, dedicated to the point of being bull-headed, and irritable to the point of being dangerous. In general, they prefer that no one gets in their way.

Half-orcs in the mundane world gravitate toward places where "Shadow trash" typically gathers: biker bars, secluded interstate trailer parks, raves, and abandoned tenements in downtrodden city neighborhoods. Fiercely independent, they expect others to "lead, follow, or get out of the way." Half-orcs will band together for mutual protection, but they rarely form close-knit families of their own. They generally dislike half-elves for their seemingly effortless ability to "coast" on their genteel, refined human parentage.

Species Traits

Size: Medium. Half-orcs have no special bonuses or penalties due to their size.

Ability Modifiers: +2 Strength, –2 Intelligence, –2 Charisma.

Base Speed: 30 feet.

Orc Blood: For all special abilities and effects, a half-orc is considered as an orc. Half-orcs, for example, are just as susceptible to special effects that affect orcs as their orcish ancestors are, and they can use magic items that are only usable by orcs.

Darkvision: Half-orcs can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and drow can function with no light at all.

Bonus Feat: Half-orcs gain the bonus feat Archaic Weapons Proficiency.

Free Language Skills: Read/Write Common (or local language), Read/Write Orc, Speak Common (or local language), Speak Orc.

Other Languages: Abyssal, Draconic, Giant, Gnoll, Goblin.



Halfling

Small, clever, and opportunistic, halflings find room for themselves wherever they can. They stand 3 feet tall and weigh between 30 and 35 pounds, on average. Their complexion tends to be ruddy, their hair usually black and straight. They have brown or black eyes. Halflings live 150 years or longer and reach adulthood by age 20.

Practical, pragmatic, and comfortable in their own small shoes, halflings demonstrate sound common sense. Family and friends are extremely important to them, and they habitually seize opportunities to help those they hold most dear, regardless of the personal cost. They are cunning and resourceful survivors.

Halflings who enter the modern world through Shadow assimilate quickly into human society. Occasionally, halfling families band together to create their own nomadic communities on the edges of human habitation.

They prefer trouble to boredom and are notoriously curious. Relying on their ability to survive or escape danger, they demonstrate a daring that many larger folk can't match.

Species Traits

Size: Small. Halflings gain a +1 size bonus to Defense, a +1 size bonus on attack rolls, and a +4 size bonus on Hide checks. They suffer a –4 size penalty on grapple checks. Halflings must use smaller weapons than humans use, and their lifting and carrying limits are three-quarters of those of a Medium character. See the Small Characters sidebar (page 20) for details.

Ability Modifiers: –2 Strength, +2 Dexterity.

Base Speed: 20 feet.

Special Combat Bonuses: Halflings gain a +1 species bonus on attacks with thrown weapons and slings.

Saving Throw Bonuses: Halflings gain a +1 species bonus on all saving throws. In addition, they gain an additional +2 morale bonus on saving throws against fear.

Skill Bonuses: Halflings gain a +2 species bonus on Climb, Jump, Listen, and Move Silently checks.

Bonus Feat: Halflings gain the bonus feat Archaic Weapons Proficiency.

Free Language Skills: Read/Write Common (or local language), Read/Write Halfling, Read/Write Language (any one), Speak Common (or local language), Speak Halfling, Speak Language (any one).

Other Languages: Dwarven, Elven, Gnome, Goblin, Orc.

Orc

Orcs are heavily muscled humanoids that loosely resemble 20th-century sketches of the "missing link" between humans and primates—and such a comparison does little to improve their universally unpleasant dispositions. Orcs have gray skin, coarse hair, stooped postures, low foreheads, and porcine faces. They have wolflike ears, large fangs, and reddish, bloodshot eyes. Orcs weigh 210 pounds and stand a little over 6 feet tall, on average. Orcs mature at age 15, but few live past the ripe old age of 55.

Orcs are violent, bad-tempered, and moody. As a species, they have tempered some of their ancestral hatreds of other Shadowkind species—elves and dwarves, in particular—but still hold them in bare contempt. While some orcs are humbled by the pace and wonders of 21st-century Earth, most of them see the modern world as nothing more than a collection of new settlements to pillage. They understand that the strong survive and thrive, and they intend to be the strongest survivors.

Military, mercenary, and criminal organizations prize the hard-living, combat-ready orcs. Orcs are also commonly found in the service of more powerful creatures of Shadow, most of which have sinister agendas.

Species Traits

Size: Medium. Orcs have no special bonuses or penalties due to their size.

Ability Modifiers: +4 Strength, –2 Intelligence, –2 Wisdom, –2 Charisma.

Base Speed: 30 feet.

Darkvision: Orcs can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and orcs can function with no light at all.

Light Sensitivity: Orcs suffer a –1 penalty to attack rolls in bright sunlight or within the radius of effects or spells that duplicate bright sunlight (such as *daylight*).

Bonus Feats: Orcs receive the bonus feats Archaic Weapons Proficiency, Armor Proficiency (light), and Armor Proficiency (medium). They may treat orc double axes (see Chapter Two: Equipment) as archaic weapons instead of exotic weapons.

Free Language Skills: Read/Write Orc, Speak Orc.

Other Languages: Common (or local language), Goblin, Giant.

Shadowkind Human

Not all creatures from Shadow are alien to human eyes. Some are humans who hail from beyond Shadow—a medieval, magic-rich, low-technology world. Shadowkind humans (sometimes called "the Shadowborn" or "Shadowkin") are similar to Earthborn humans in height and weight and have similarly diverse hair, skin, and eye colors.

Shadowkind humans differ from humans of Earth in that they come from a radically different culture, primitive by 21st-century standards, and they are often perplexed by technology, contemporary morality, and modern-day customs. They can blend in neatly or stick out like a sore thumb when confronted with an ATM, a television, or a Web browser. Still, they have the same industriousness, intelligence, and curiosity that has led humanity to dominate the mundane world.

Shadowkind humans interact with normal humans at every social level. Hazy memories of their half-forgotten origin often define their present-day actions; some seek to recover lost knowledge and return to their native dimension or realm, while others seek to bury the past in new experiences and carve niches for themselves in our technologically advanced mundane world.

Species Traits

Size: Medium. Shadowkind humans have no special bonuses or penalties due to their size.

Ability Modifiers: None.

Base Speed: 30 feet.

Saving Throw Bonuses: Shadowkind humans gain a +1 species bonus on all saving throws.

Bonus Feat: Shadowkind humans receive a bonus feat at 1st level. Unlike normal humans, this extra feat must be chosen from the following list:



Christopher Lewis, Snakeblooded human

Acrobatic, Alertness, Archaic Weapons Proficiency, Athletic, Attentive, Builder, Cautious, Confident, Creative, Deceptive, Divine Heritage*, Educated, Exotic Weapon Proficiency (any one), Focused, Gearhead, Guide, Magical Heritage*, Medical Expert, Meticulous, Nimble, Stealthy, Studious, Trustworthy.

**Described in this chapter.*

Free Language Skills: Read/Write Common (or local language), Speak Common (or local language).

Other Languages: Draconic, Dwarven, Elven, Giant, Gnome, Halfling.

Snakeblooded Human

Snakeblooded humans are humans with yuan-ti blood in their veins. Their serpentine bloodlines trace back several generations, such that most snakeblooded humans have no trouble blending in with the rest of humanity. Although superficially similar to humans, lingering physical or genetic discrepancies occasionally betray their dubious ancestry.

Snakeblooded humans fit the general parameters and diversity of modern humanity. In addition, they tend to have mild serpentine traits, such as waxy complexions, exotic, snakelike eyes, or scaly patches of skin. Such subtle "deformities" rarely call attention to themselves and can be easily overlooked or concealed. However, snakeblooded humans cannot hide their serpentine DNA, although they try.

The coming of Shadow usually heralds the arrival of new yuan-ti who seek to collect their snakeblooded "progeny." The yuan-ti see snakeblooded humans as minions, servants, and soldiers—all of which are necessary in their plot to dominate the mammalian species of our world. Most of the snakeblooded humans are not aware of their intended role, but to the yuan-ti they are perfect battle-fodder.

Species Traits

Size: Medium. Snakeblooded humans have no special bonuses or penalties due to their size.

Ability Modifiers: None.

Base Speed: 30 feet.

Yuan-Ti Blood: For all special abilities and effects, a snakeblooded human is considered a yuan-ti. Snakeblooded humans, for example, are just as susceptible to special effects that affect yuan-ti as their serpentine ancestors are, and they can use magic items that are only usable by yuan-ti.

Saving Throw Modifiers: Snakeblooded humans gain a +2 species bonus on Fortitude saves against poison and a +1 species bonus on all Reflex saves. Weak-willed, they suffer a –1 species penalty on all Will saves.

Skill Bonuses: Snakeblooded humans gain a +2 species bonus on Disguise and Hide checks.

Bonus Feats: Snakeblooded humans gain the bonus feats Archaic Weapons Proficiency and Wild Talent. In campaigns that don't include psionics, replace the Wild Talent feat with the Magical Heritage feat.

Free Language Skills: Read/Write Common (or local language), Read/Write Yuan-ti, Speak Common (or local language), Speak Yuan-ti.

Other Languages: Abyssal, Draconic, Undertongue.



MORE POWERFUL SHADOWKIND

The URBAN ARCANA campaign gives players access to a broad range of nonhuman character species. The Shadowkind species presented below are more powerful than "baseline" humans and the various Shadowkind species introduced earlier in the chapter. The GM may expand the list of player character species to include the more powerful Shadowkind, with the caveat that these species require additional rules to keep the characters balanced.

Level Adjustment and Challenge Rating

Particularly powerful Shadowkind species have a Level Adjustment, which reflects how much more powerful these species are compared to "baseline" species (such as elves, dwarves, and humans). When you add this Level Adjustment to a character's total class levels (or character level), the result is a character's Challenge Rating (CR). The formula for determining a character's Challenge Rating (CR) is as follows:

CR = Character Level + Level Adjustment

CR is used to determine a character's relative power compared to other characters. For example, bugbears have a Level Adjustment of +2. In other words, an ordinary bugbear is about as powerful as a typical 2nd-level human character. Each time a bugbear character adds a class level, his CR increases by 1.

Thus, a 1st-level bugbear Tough Hero has a CR of 3 and is considered as powerful as a human with a character level of 3. A 2nd-level bugbear Tough Hero has a CR of 4 and is roughly as powerful as a 4th-level human. If a player wishes to play a bugbear hero, the GM needs to insure that the bugbear character isn't significantly more powerful than the other heroes in the group. To keep the game balanced, a GM must verify that all of the characters in the party are of comparable level (by taking into account their relative CR).

A GM may forbid certain species as player characters until such time as their CR matches the average level of the other characters in the group. For example, tiefling characters have a Level Adjustment of +1, which means a 1st-level tiefling Smart Hero has a CR of 2 and is effectively a 2nd-level character. Such a character would fit best in a 2nd-level adventuring party.

A character's CR is never used to determine how or when a character gains new skills and feats, nor does it have any effect on talents, spells, and abilities that use character levels. However, a character's CR *is* used to determine how many experience points the character needs to advance in level (see Experience, below).

Experience

Characters with a Level Adjustment of +1 or higher do not begin play with 0 XP, as humans and other "baseline" characters do. As representatives of more powerful Shadowkind species, they are assumed to have amassed XP before taking their first class level. The first row in Table 1–4: Experience for Shadowkind with Level Adjustments shows how many starting XP a 1st-level character receives, and how many XP the character needs to advance to 2nd level and beyond.

For example, a 1st-level dragonblooded human Dedicated Hero (Level Adjustment +1) begins play with 1,000 XP, not 0 XP, while a 1st-level half-dragon Charismatic Hero (Level Adjustment +3) begins play with 6,000 XP. Increasing a character's starting XP actually makes it tougher for more powerful Shadowkind to gain levels. While a human or elf character needs only 1,000 XP to reach 2nd level, a dragonblooded human needs 3,000 XP to reach 2nd level, and a half-dragon needs 10,000 XP to reach 2nd level.

TABLE 1–4: EXPERIENCE FOR SHADOWKIND BY LEVEL ADJUSTMENTS

Character Level	Level Adjustment +1 (Aasimar, Dragonblooded Human, Gnoll, Half-Ogre, Tiefling)	Level Adjustment +2 (Bugbear, Drow)	Level Adjustment +3 (Ogre, Half-Dragon)
1st*	*1,000*	*3,000*	*6,000*
2nd	3,000	6,000	10,000
3rd	6,000	10,000	15,000
4th	10,000	15,000	21,000
5th	15,000	21,000	28,000
6th	21,000	28,000	36,000
7th	28,000	36,000	45,000
8th	36,000	45,000	55,000
9th	45,000	55,000	66,000
10th	55,000	66,000	78,000
11th	66,000	78,000	91,000
12th	78,000	91,000	105,000
13th	91,000	105,000	120,000
14th	105,000	120,000	136,000
15th	120,000	136,000	153,000
16th	136,000	153,000	171,000
17th	153,000	171,000	190,000
18th	171,000	190,000	—
19th	190,000	—	—

** The numbers in italics indicate starting XP for 1st-level characters of each species.*



Leonard, Bugbear

Aasimar

Aasimars are Shadowkind humans with a touch of something divine. They carry the spark of some greater extraplanar being of good allegiance. Their ancestry includes one or more powerful outsiders known as celestials, which are said to be either gods or the powerful servants of gods.

Aasimars tend to look like "ordinary" humans of unusual or exceptional beauty. They frequently have one or more distinctive physical attributes such as hair that glitters like spun gold, lustrous skin, or eyes of sparkling blue. Aasimars are not native to the mundane world. They reach maturity by age 20 and can live up to 300 years.

Descended from mortals mated to powerful extraplanar beings, aasimars tend to have a positive outlook on the world, and many (though not all) take the "good" allegiance to help further the cause of their distant ancestors. Some aasimars see their presence here as a test established by the more powerful good-aligned powers of their homeland, while others see that they are here to counterbalance the forces of evil that are spilling into this dimension. Others are convinced that they have been exiled here for some now-forgotten crime, and that this mundane world is a prison; redemption will only come from living up to the letter and the spirit of their half-remembered allegiances.

Aasimars tend to be loners in the mundane world, fallen angels who fight a lonely battle. When they take allies, it is with the understanding that others must aid in their crusade, and that casualties are likely regardless of the outcome. They will often search out other aasimars, if only to see how their brothers and sisters have fared in the strange world.

Species Traits

Size: Medium. Aasimars have no special bonuses or penalties due to their size.

Ability Modifiers: +2 Wisdom, +2 Charisma.

Base Speed: 30 feet.



Outsider Traits: As outsiders, aasimars cannot be raised from the dead.

Darkvision: Aasimars can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and aasimars can function with no light at all.

Energy Resistance: Aasimars have acid, cold and electricity resistance 5.

Spell-Like Abilities: Aasimars can use the *light* spell once per day, as cast by an Acolyte of the assimar's character level.

Allegiance: Aasimars must begin play with an allegiance to good.

Skill Bonuses: Aasimars gain a +2 species bonus on Listen and Spot checks.

Bonus Feat: Aasimars receive either Archaic Weapons Proficiency or Simple Weapons Proficiency as a bonus feat.

Free Language Skills: Read/Write Celestial, Read/Write Language (any one), Speak Celestial, Speak Language (any one).

Other Languages: Any Shadow or Earth-based languages.

Level Adjustment: +1.

Bugbear

More powerful relatives of the goblins, bugbears are tall, broad-shouldered humanoids with yellowish flesh and thick, coarse hair ranging from brown to brick red. Their eyes are greenish-white with red pupils, and they have large, wedge-shaped ears. Bugbears have prominent, sharp fangs and snuffling, blunt, bearlike noses. They are 7 feet tall and weigh 450 pounds.

Bugbears tend to guided by their stomachs and their wallets. They are always on the prowl, raiding, ambushing, scavenging, and taking whatever jobs they need to, always looking for the next big score.

Bugbears are mid-level bullies by nature, kicked around by more powerful leaders while in turn inflicting pain on those smaller and weaker than themselves. Bugbears brought into the mundane world are drawn to more powerful figures: military leaders, crime bosses, and other Shadow creatures. They provide muscle and a modicum of brute-level management for their more powerful masters, enjoying whatever power and authority they get out of the deal. Particularly enterprising bugbears may become bounty hunters, using their sensory aptitude to assist their manhunting skills.

Species Traits

Size: Medium. Bugbears have no special bonuses or penalties due to their size.

Ability Modifiers: +4 Strength, +2 Dexterity, +2 Constitution, –2 Charisma.

Extra Starting Hit Dice: A bugbear gains 3 Hit Dice (3d8 hit points). The bugbears's Constitution modifier applies to each Hit Die when determining hit points.

Base Speed: 30 feet.

Natural Armor Bonus: Bugbears have tough hides and gain a +3 natural armor bonus to Defense.

Attack Bonus: Bugbears gain a +2 species bonus on attack rolls.

Darkvision: Bugbears can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and bugbears can function with no light at all.

Scent: Bugbears may use their keen sense of smell to detect approaching enemies, sniff out hidden foes, and track by sense of smell, as detailed in the Creature Factory section of Chapter Eight: Friends and Foes in the *d20 Modern Role-playing Game*.

Allegiance: Bugbears must begin play with an allegiance to chaos, evil, or both.

Skill Bonus: Bugbears gain a +4 species bonus on Move Silently checks.

Bonus Feat: Bugbears gain the bonus feat Simple Weapons Proficiency.

Free Language Skills: Read/Write Goblin (or local language), Speak Goblin (or local language).

Other Languages: Giant, Gnoll, Orc, Undertongue.

Level Adjustment: +2.

Dragonblooded Human

Dragonblooded humans are the descendants of ancient dragons and half-dragons. Although they may be several generations removed from their draconic ancestors, dragonblooded humans manifest particular traits and abilities that oftentimes betray their nonhuman bloodline. They resemble ordinary humans with a proud bearing and usually possess one or more exotic features: scaly skin, clawlike fingernails, or serpentine eyes. Some dragonblooded humans have no such "deformities," as recessive or intermittent genes may preclude such traits.

The exact nature of one's dragon ancestry is not always clear. Aside from genetic markers in their DNA, dragonblooded humans do not possess traits or abilities specific to one particular color of dragon. The dragonblooded descendant of a red dragon is no more predisposed toward evil than the dragonblooded descendant of a silver or gold dragon, for example.

Dragonblooded humans are only now beginning to become aware of their power and abilities. Some are organizing into groups for self-protection, while others are seeking out new members, and still others are trying to track down the genetic marker that identifies their draconic bloodline. Some try to keep their nature hidden, while others use their abilities to lead and control others.

Species Traits

Size: Medium. Dragonblooded humans have no special bonuses or penalties due to their size.

Ability Modifiers: +2 Strength, +2 Constitution, +2 Charisma.

Base Speed: 30 feet.

Natural Weapon (Claw): Dragonblooded humans may use their sharp claws to deal lethal (slashing) damage instead of nonlethal damage with an unarmed attack. Attacks made with natural weapons do not provoke attacks of opportunity. Feats such as Combat Martial Arts may increase the amount of damage dealt.

Low-Light Vision: Draconic humans can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.



Maddie Webber, Drow

Darkvision: Dragonblooded humans can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and dragonblooded humans can function with no light at all.

Saving Throw Bonuses: Dragonblooded humans gain a +4 species bonus on saves against *sleep* and paralysis.

Skill Bonuses: Dragonblooded humans gain a +2 species bonus on Intimidate and Spot skill checks.

Bonus Feat: Dragonblooded humans receive either Archaic Weapons Proficiency or Simple Weapons Proficiency as a bonus feat.

Free Language Skills: Read/Write Draconic, Read/Write Language (any one), Speak Draconic, Speak Language (any one).

Other Languages: Any Shadow or Earth-based languages.

Level Adjustment: +1.

Drow (Dark Elf)

Drow are closely related to elves. However, they differ greatly from their elven cousins in abilities, appearance, and attitude.

Drow are lithe, slight beings with jet black skin that resembles polished obsidian. Most possess stark white or pale yellow hair, although many drow in the mundane world dye their hair other vibrant colors. Their pale, almost white eyes feature shades and speckles of lilac, silver, pink, and blue. They share a similar lifespan to elves, maturing at 110 years and living up to 700 years.

While exceptions exist, drow tend to be careful, manipulative, and expansive. They see the world (*any* world) in terms of lines of force, much like a spider detects its prey through the vibrations of its web. Spider imagery is prevalent among the drow, and they are masters at spinning their own webs of lies, half-truths, and rationalizations.

The drow differ strongly from their elven cousins in their view of the mundane world. Having carved their own subterranean empires in the realm beyond Shadow, they are predisposed to do the same when brought to Earth. Strong believers in political and social manipulation along with brute force and monetary gain, the drow generally seek to corrupt those around them and use other species as their tools.

The drow wish to understand the mundane world—the better to manipulate it. They embrace the modern technologies and conveniences of the mundane world so that they can eventually dominate and enslave it. They infiltrate every level of society, viewing others of their kind both as potential rivals and instruments.

Species Traits

Size: Medium. Drow have no special bonuses or penalties due to their size.

Ability Modifiers: +2 Dexterity, –2 Constitution, +2 Intelligence,+2 Charisma.

Base Speed: 30 feet.

Darkvision: Drow can see in the dark up to 120 feet. Darkvision is black and white only, but it is otherwise like normal sight, and drow can function with no light at all.

Light Blindness: Abrupt exposure to bright light (such as sunlight or a *daylight*



spell) blinds a drow for 1 round. In addition, drow take a –1 circumstance penalty on all attack rolls, saves, and checks while operating in bright light. Sunglasses and tinted visors can negate light blindness.

Spell Immunities: Drow are immune to *sleep* spells and effects, and they gain a +2 species bonus on saves against Enchantment spells or effects. They also gain a +2 species bonus on Will saves against spells and spell-like abilities.

Spell Resistance: A drow gains spell resistance equal to 11 + the drow's character level (if any).

Skill Bonuses: Drow gain a +2 species bonus on Listen, Search, and Spot checks. A drow who merely passes within 5 feet of a secret or concealed door is entitled to a Search check (as a free action) to notice it as if she were actively looking for the door.

Bonus Feat: Drow receive Archaic Weapons Proficiency as a bonus feat.

Free Language Skills: Read/Write Elven, Read/Write Language (any one), Speak Elven, Speak Language (any one).

Other Languages: Abyssal, Aquan, Common, Draconic, Drow Sign Language, Gnome, Goblin, Kuo-toan, Undertongue.

Level Adjustment: +2.

Gnoll

Gnolls are savage, animalistic humanoids with hyenalike heads and greenish-gray skin covered with pelts of thick brown, russet, or brown-gray fur. Gnolls stand 7 1/2 feet tall and weigh approximately 300 lbs. They typically reach adulthood by age 12 and live approximately 45 years.

Gnolls tend to be aggressive, predatory, and cunning. While exceptions exist, gnolls tend to ascribe to the law of the jungle, whether that jungle is forested or made of concrete. Their immediate needs, particularly their hunger, must be taken care of, and the weak exist to support the strong. They are scavengers capable of eating almost anything, and in the mundane world they can survive nicely off dumpsters, landfills, and the food served in high school cafeterias.

Gnolls are nocturnal, although they suffer no penalty for being out in the heat or light of day. They are commonly found in packs and will run with other creatures, including humans, in gangs. Some security operations use gnolls as guards, particularly if they don't care about what happens to trespassers.

Species Traits

Size: Medium. Gnolls have no special bonuses or penalties due to their size.

Ability Modifiers: +4 Strength, +2 Constitution, –2 Intelligence, –2 Charisma.

Extra Starting Hit Dice: A gnoll gains 2 Hit Dice (2d8 hit points). The gnoll's Constitution modifier applies to each Hit Die when determining hit points.

Base Speed: 30 feet.

Natural Armor Bonus: Gnolls have tough hides and gain a +1 natural armor bonus to Defense.

Attack Bonus: Gnolls gain a +1 species bonus on attack rolls.

Darkvision: Gnolls can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and gnolls can function with no light at all.

Allegiance: Gnolls must begin play with an allegiance to chaos, evil, or both.

Bonus Feat: Gnolls gain the bonus feat Simple Weapons Proficiency.

Free Language Skills: Read/Write Gnoll (or local language), Speak Gnoll (or local language).

Other Languages: Common, Goblin, Orc.

Level Adjustment: +2.

Half-Dragon

Half-dragons are the offspring of dragons and Shadowkind humans. How dragons mate with nondragons is unknown but presumably involves a magical or natural shapechanging ability. Other half-dragon crossbreeds are possible (such as half-dragon/half-orc), but regardless of their nondragon parentage, all half-dragons conform to the rules presented below. They generally have the height and weight of their nondragon parents, and they possess clearly reptilian features: scaly flesh, horns, serpentine eyes, sharp fangs, claws, and exaggerated features.

Half-dragons vary in their tendencies, wants, and needs, but in general, they are attracted to power and wealth. They see themselves as vastly superior to those around them. In the mundane world, half-dragons seek positions of leadership. Those who can pass as human tend to gather human followers, ranging from cults to political action committees. Those with more inhuman appearances muster other creatures of Shadow, using them to more forcefully manipulate the world around them.

Half-dragons regard dragonblooded humans in the same manner as the yuan-ti look upon snakeblooded humans—as potential allies, resources, and followers. How they interact with dragonblooded humans depends on their draconic heritage. Half-dragons with chromatic dragon parents, such as reds and whites, treat dragonblooded humans as minions to be herded, while those with metallic dragon parents, such as golds and brasses, tend to view dragonblooded humans as potential allies and willing servants.

Species Traits

Size: Medium. Half-dragons have no special bonuses or penalties due to their size.

Ability Modifiers: +8 Strength (+4 Strength if half-dragon has wings), +2 Constitution, +2 Intelligence, +2 Charisma.

Base Speed: 30 feet. Weaker half-dragons have wings and can fly 30 feet (average maneuverability).

Natural Armor Bonus: Half-dragons have scaly hides and gain a +4 natural armor bonus to Defense.

Natural Weapons (Bite, Claw): A half-dragon can replace an unarmed attack with a bite attack (1d3 points of lethal piercing damage) or claw attack (1d3 points of lethal slashing damage). Using natural weapons to deal lethal damage does not provoke attacks of opportunity. Feats such as Combat Martial Arts may increase the amount of damage dealt.

Breath Weapon: A half-dragon can use its breath weapon once per day. A half-dragon may also spend an action point to use its breath weapon, but each extra use of its breath weapon costs 1 action point. The type of breath weapon depends on the color of the half-dragon, as shown in Table 1–5: Half-Dragons. The save DC against the half-dragon's breath weapon equals 10 + 1/2 the half-dragon's

character level (rounded down) + the half-dragon's Constitution modifier.

Low-Light Vision: Half-dragons can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Darkvision: Half-dragon humans can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and half-dragon humans can function with no light at all.

Immunities: Half-dragons are immune to *sleep*, paralysis, and one type of energy (see Table 1–5: Half-Dragons).

Free Language Skills: Read/Write Draconic, Read/Write Language (any one), Speak Draconic, Speak Language (any one).

Other Languages: Any Shadow or Earth-based languages.

Level Adjustment: +3.

TABLE 1–5: HALF-DRAGONS

Type	Breath Weapon[1]	Energy Immunity
Black	60-foot line of acid (6d4 points of acid damage; Reflex half)	Acid
Blue	60-foot line of electricity (6d8 points of electricity damage; Reflex half)	Electricity
Brass	30-foot cone of *sleep* gas (fall asleep for 1d6 rounds; Will negates)	Fire[2]
Bronze	30-foot cone of *repulsion* gas (move away for 1d6 rounds; Will negates)	Electricity
Copper	30-foot cone of *slow* gas (slowed, as the spell, for 1d6 rounds; Will negates)	Acid
Gold	30-foot cone of weaknening gas (1d2 temporary Str damage; Fortitude negates)	Fire[2]
Green	30-foot cone of corrosive gas (6d6 points of acid damage; Reflex half)	Acid
Red	30-foot cone of fire (6d10 points of fire damage; Reflex half)	Fire[2]
Silver	30-foot cone of paralyzing gas (paralyzed for 1d6 rounds; Fortitude negates)	Cold[3]
White	30-foot cone of cold (6d6 points of cold damage; Reflex half)	Cold[3]

[1] *All lines are 5 feet high, 5 feet wide, and 60 feet long. All cones are 30 feet long and 30 feet wide at the base.*

[2] *Dragons with fire immunity take 50% more damage against cold-based attacks.*

[3] *Dragons with cold immunity take 50% more damage against fire-based attacks.*

Half-Ogre

Half-ogres are the offspring of ogres and humans. Half-ogres stand 8 feet tall and weigh 325 pounds, on average. Their leathery skin ranges from off-yellow to dull brown, and they have thick, dark hair. A protruding jaw and prominent brow gives them a Neanderthal-like appearance.

Half-ogres who enter the mundane world through Shadow have trouble integrating into society and tend to lurk on the fringes of human civilization. Half-ogres born in the mundane world are more apt to try to "fit in," despite their hulking appearance and slow wit, particularly if they are raised in the care of a loving human parent, guardian, or foster parent. They are frequently perceived and dismissed by "mundanes" as oversized, intellectually challenged humans good for manual labor and little else.

Species Traits

Size: Medium. Half-ogres have no special bonuses or penalties due to their size.

Ability Modifiers: +4 Strength, –2 Dexterity, +2 Constitution, –2 Intelligence, –2 Charisma.

Extra Starting Hit Dice: A half-ogre gains 2 Hit Dice (2d8 hit points). The half-ogre's Constitution modifier applies to each Hit Die when determining hit points.

Base Speed: 30 feet.

Natural Armor Bonus: Half-ogres have thick hides and gain a +3 natural armor bonus to Defense.

Attack Bonus: Half-ogres gain a +1 species bonus on attack rolls.

Low-Light Vision: Half-ogres can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions

Bonus Feat: Half-ogres gain the bonus feat Simple Weapons Proficiency.

Free Language Skills: Speak Giant (or local language).

Other Languages: Common, Gnoll, Goblin, Orc, Undertongue.

Level Adjustment: +1.

Large Characters

Large characters take a –1 size penalty to Defense, a –1 size penalty on attack rolls, and a –4 size penalty on Hide checks. Large characters gain a +4 bonus on grapple checks.

Large characters' lifting and carrying limits are twice of those of Medium characters.

Large characters generally move as fast as Medium characters.

Large characters may use larger weapons than Medium characters. A Large character may wield a weapon of Large size in one hand and a Huge weapon in two hands. A Large character treats a weapon of Medium or smaller as a light weapon.

Armor for Large creatures must be custom-made and weighs twice as much as Medium armor of similar type. Increase the purchase DC of Large armor by +2.

Ogre

Ogres are muscular brutes that stand 9 1/2 feet tall and weigh over 400 pounds, on average. Their warty hides range from dull yellow to dun-brown, and their hair is usually thick, greasy, and unkempt. They have poor fashion sense and show little interest in personal hygiene.

While a few ogres are willing to adjust their attitudes and drives to succeed in the mundane world, most ogres are belligerent brutes accustomed to getting what they want with a threat and a shove. They prefer brute force over subtlety and tend to solve problems by smashing them to pulp.

In the mundane world, ogres are often recruited by larger organizations, such as organized crime syndicates, which use them as muscle and treat them accordingly. Some ogres seek to reverse this trend, establishing themselves as powerful positive forces in their new world, but their limited intelligence and brutish appearance count against them.

Species Traits

Size: Large. Ogres take a –1 size penalty to Defense and a –1 size penalty on attack rolls. They gain a +4 size bonus on grapple checks and suffer a –4 size penalty on Hide checks.

Ability Modifiers: +10 Strength, –2 Dexterity, +4 Constitution, –4 Intelligence, –4 Charisma.

Extra Starting Hit Dice: An ogre gains 4 Hit Dice (4d8 hit points). The ogre's Constitution modifier applies to each Hit Die when determining hit points.

Base Speed: 30 feet.

Natural Armor Bonus: Ogres have thick hides and gain a +5 natural armor bonus to Defense.

Attack Bonus: Ogres gain a +3 species bonus on attack rolls.

Fighting Space: As Large creatures, ogres occupy a 10-foot-by-10-foot fighting space.

Reach: As Large creatures, ogres have a 10-foot reach.

Low-Light Vision: Ogres can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions

Allegiance: Ogres must begin play with an allegiance to chaos, evil, or both.

Bonus Feat: Ogres gain either Archaic Weapons Proficiency or Simple Weapons Proficiency as a bonus feat.

Free Language Skills: Speak Giant (or local language).

Other Languages: Common, Gnoll, Goblin, Orc, Undertongue.

Level Adjustment: +3.

Tiefling

Tieflings are similar to the aasimars, in that they have a touch of some greater power within them. However, unlike the aasimars, the power within tieflings is demonic or diabolic in nature. Tieflings carry the spark of greater, extraplanar beings of evil allegiance. These inhuman ancestors could be fiends (demons and devils) as well as other servants of malevolent gods.

Tieflings resemble ordinary humans with one or more distorted or disturbing physical features. Such features include small horns at the temples, jagged teeth, red eyes, cloven feet, or sulfurous body odor. Tieflings are not native to the mundane world. They reach maturity by age 20 and can live up to 300 years.

Tieflings tend to possess a negative, cynical outlook on the world. Selfish creatures, they succumb easily to temptation and vice. They frequently hang out with bad crowds. Some resist and deny their fiendish heritage, seeking to go their own way and forge their own destinies, but others embrace it with fiendish verve. These latter tieflings see their presence in this mundane world as an opportunity for personal growth and a chance to exploit the gullible, though many privately wonder if the intrusion of Shadow is the result of some malign



Shadowkind characters and their level adjustments.



Kailey, Tiefling

plot by their distant ancestors—a scheme in which they might someday play a role.

Given their origins, tieflings tend to be self-serving loners in this or any other world. Altruism is beyond their comprehension, and they view "mundanes" as rubes just waiting to be fleeced. Many tieflings work what bit of darkness they can manage before leaving town. Others shy away from evil schemes while achieving their personal ambitions and goals. Some tieflings can learn to work together, but a tiefling would be foolish to place too much trust in such allies.

Species Traits

Size: Medium. Tieflings have no special bonuses or penalties due to their size.

Ability Modifiers: +2 Dexterity, +2 Intelligence, –2 Charisma.

Base Speed: 30 feet.

Outsider Traits: As outsiders, tieflings can't be raised from the dead.

Darkvision: Tieflings can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and tieflings can function with no light at all.

Energy Resistance: Tieflings have cold, electricity, and fire resistance 5.

Spell-Like Abilities: A tiefling can use the *darkness* spell (see Chapter Three: Spells) once per day, as cast by an Acolyte of the tiefling's character level.

Allegiance: Tieflings must begin play with an allegiance to evil.

Skill Bonuses: Tieflings gain a +2 species bonus on Bluff and Hide checks.

Bonus Feat: Tieflings receive either Archaic Weapons Proficiency or Simple Weapons Proficiency as a bonus feat.

Free Language Skills: Read/Write Abyssal or Infernal, Read/Write Language (any one), Speak Abyssal or Infernal, Speak Language (any one).

Other Languages: Any Shadow or Earth-based languages.

Level Adjustment: +1.

LANGUAGES OF SHADOW

Creatures who reach our modern world through Shadow gain an innate knowledge of English, Spanish, Russian, or whatever the predominant language happens to be in the area in which they arrive. To them, the language resembles Common, a language that was used in trade or other negotiations between different species in the world of their birth. Whether this is mere coincidence or part of some great design remains a mystery.

"Languages of Shadow" are languages brought to our world by creatures of Shadow. Like Earth languages, these languages can be grouped together in families. Languages that belong to a single family share the same root alphabet. However, knowing one language in a family doesn't enable characters with the Smart hero's linguist talent to automatically speak, write, and understand the other languages in that family.

Natives of our world—human and Shadowkind alike—can learn new Shadow languages only after they are exposed to them; they can't master them spontaneously. To learn Draconic, for example, a character must spend time with creatures that speak Draconic or find someone with access to the written language (Draconic "books on tape" or ancient texts



TABLE 1–6: LANGUAGES OF SHADOW BY FAMILY

Language	Typical Speakers	Alphabet/Family
Abyssal	Outsiders with allegiances to chaos, evil	Fiendish
Aquan	Water-based creatures	Elven
Auran	Air-based creatures	Draconic
Celestial	Creatures with good allegiance	Celestial
Common	Various Shadowkind species	Common
Draconic	Dragons and other reptilian creatures	Draconic
Drow Sign Language	Drow	None*
Dwarven	Dwarves	Dwarven
Elven	Elves, drow, and half-elves	Elven
Giant	Giants, trolls, ogres	Dwarven
Gnoll	Gnolls	Dwarven
Gnome	Gnomes	Dwarven
Goblin	Goblins, bugbears, and other goblinoids	Dwarven
Halfling	Halflings	Elven
Ignan	Fire-based or fire-worshiping creatures	Draconic
Infernal	Outsiders with evil, law allegiances	Fiendish
Kuo-toan	Semi-aquatic underground creatures	Kuo-toan
Orc	Orcs and half-orcs	Dwarven
Sylvan	Forest-dwelling creatures and fey	Elven
Terran	Earth-based creatures	Dwarven
Undertongue	Subterranean creatures	Elven
Yuan-ti	Yuan-ti and snakeblooded humans	Yuan-ti

** See the Footnote on Sign Languages.*

written using the Draconic alphabet, for example). Certain Shadowkind know languages commonly spoken among members of their species, and all characters may study and learn new Shadow languages, investing in the appropriate Read/Write Language and Speak Language skills as they advance in level.

Table 1–6: Shadow Languages by Family lists various languages of Shadow and their root alphabets. Shadow language families include the following:

Celestial: Elegant in its simplicity and purity, celestial writing tends to be direct in its language. Spoken, it has a gentle, flowing tone.

Draconic: A florid, powerful alphabet, Draconic is often used for magical messages and inscriptions. It is said to descend from the dragons themselves and is often referred to as the Original Language and the Words of Power.

Dwarven: Using an alphabet similar to the Norse runes, the dwarven alphabet was made to be carved in stone, and its letters look as if they were chiseled in place. Languages in this family are generally rough and heavily accented.

Elven: The elven alphabet is a thin, flowing freehand script with letters overlapping and curling in on themselves, suitable for inscription on metal, ivory, or very hard woods. It is used by elves (including drow) and has a melodic tone when spoken.

Fiendish: The Fiendish alphabet is a jagged, powerful script. The two languages that form this group—Abyssal and Infernal—are dominated by harsh gutturals and accents. Favored by evil outsiders, its presence usually indicates something malefic.

Halfling: The halfling alphabet makes heavy use of pictograms and lettering passingly similar in appearance to musical notes. The spoken language is a patois incorporating elements of Elven combined with distinctive halfling idioms.

Undertongue: Represented by harsh lines and stark hieroglyphs, this debased version of Elven is spoken by countless subterranean species, usually for the purpose of doing business with one another.

Footnote on Sign Languages

Knowing one type of sign language does not grant knowledge of other sign languages. In the mundane world, ASL (American Sign Language) is a dominant form of nonverbal communication in the United States and may be used and understood by any character who takes the Speak American Sign Language skill. However, the communication is in the native language of the speaker. Two characters using ASL to communicate with each other must share another common language (such as English, for example).

advanced classes

URBAN ARCANA uses all the advanced classes from Chapter Six of the *d20 Modern Roleplaying Game*. It also places special emphasis on the Mage and Acolyte advanced classes from the URBAN ARCANA campaign model and allows for the use of all the other advanced classes in Chapter Nine of that book (you should get approval from your GM before creating a character with the Battle Mind or Telepath advanced classes).

This book adds a number of new advanced classes. There are additional classes, known as prestige classes, which are available to characters of higher level who already have some experience in advanced classes. The prestige classes start on page 59.

The advanced classes covered in this book are:

Arcane Arranger—A social engineer who can find the right service for the right price.

Archaic Weaponsmaster—A warrior trained in weapons not commonly found on the street—bows, swords, axes, and other accoutrements of medieval combat.

Glamourist—An amiable, engaging companion who uses charm and deception to get things most people have to buy or earn.

Mystic—A divine spellcaster with the ability to cast noncurative divine spells at will.

Shadow Hunter—A tracker who uses the ways of Shadow to find people and things that would rather stay hidden.

Shadowjack—A computer wizard, a keyboard conjurer capable of sneaking through the mainframes like a ghost and literally performing magic online.



Christopher Lewis, Arcane Arranger

Speed Demon—A master of automobiles and other vehicles, capable of pushing them to their utmost and beyond.

Street Warrior—A fighter versed in the unwritten laws of the urban jungle.

Swashbuckler—A light-footed, quick master of the sword.

Techno Mage—Blending magic and technology, a wizard that fully embraces and uses what the 21st century has to offer.

Thrasher—A supremely tough individual with the ability to call upon inner will to increase physical capabilities.

Wildlord—An individual in tune with the world around them, capable of dealing with both the wilderness and its inhabitants.

ARCANE ARRANGER

They say that anything can be bought for a price. But even if you have the cash, there are some things you can't get at the mall. The Arcane Arranger knows where even the rarest of commodities—particularly those of a magical nature—can be found. For a price, he puts sellers, buyers, and merchandise together, then leaves them to work out whatever deal they can. Not everything an Arcane Arranger sets up is illegal, quite often he simply acts as a facilitator so that people with a need can find the right commodity. The Arcane Arranger is a talent agent, corporate head hunter, event promoter, and supply sergeant all rolled into one.

Select this advanced class if you want a character who has his fingers on the pulse of the city—someone who knows how to build teams to achieve specific goals. If you want a character who is comfortable and well-known in every layer of society, top to bottom, this is the character for you.

The fastest path into this advanced class is from the Charismatic hero basic class, though other paths are possible. A high Intelligence is also useful for the Arcane Arranger, since knowledge is his province.

Requirements

To qualify to become an Arcane Arranger, a character must fulfill the following criteria.

Skills: Diplomacy 6 ranks, Gather Information 6 ranks, any Knowledge (arcane law, business, current events, popular culture, or streetwise) 6 ranks.

Class Information

The following information pertains to the Arcane Arranger advanced class.

Hit Die

Arcane Arrangers gain 1d6 hit points per level. The character's Constitution modifier applies.

Action Points

Arcane Arrangers gain a number of action points equal to 6 plus one-half their character level, rounded down, every time they advance a level in this class.



Class Skills

The Arcane Arranger's class skills are:

Bluff (Cha), Computer Use (Int), Decipher Script (Int), Diplomacy (Cha), Forgery (Int), Gather Information (Cha), Intimidate (Cha), Knowledge (arcane lore, business, current events, popular culture, streetwise) (Int), Listen (Wis), Profession (Wis), Read/Write Language (none), Repair (Int), Research (Int), Sense Motive (Wis), Speak Language (none).

Skill Points at Each Level: 7 + Intelligence modifier.

Class Features

The following features pertain to the Arcane Arranger advanced class.

Word on the Street

The Arcane Arranger filters information constantly and remembers everything. Through regular contacts, gossip, internet chats, and other situations, he has a deep knowledge of everyday things. The Arcane Arranger can make a Gather Information check on general or specific information instantaneously, and spends only an hour making a Gather Information check for restricted information. Retries may be made under normal rules. Protected information still requires 1d4+1 hours for a check.

False Allegiance

The Arcane Arranger fits in with whatever group he chooses to be with. At 2nd level, the Arcane Arranger can successfully emulate an allegiance he knows about, passing himself off as a liberal among liberals, or a member of a secret organization among those of that organization, or an orthodontist among orthodontists. He gains the +2 circumstance bonus on Charisma-based skills when dealing with an individual of the same allegiance. The allegiance and its bonus is considered in effect until a check is failed, at which point the false allegiance is revealed. Supernatural and spell-like abilities that determine allegiance, such as the Holy/Unholy Knight's sense allegiance ability, are not affected by the Arcane Arranger's false allegiance ability.

Bonus Feats

At 3rd, 6th, and 9th level, the Arcane Arranger gets a bonus feat. The bonus feat must be selected from the following list, and the Arcane Arranger must meet all of the prerequisites for the feat to select it.

Arcane Skills, Armor Proficiency (light), Attentive, Builder, Combat Expertise, Educated, Gearhead, Improved Disarm, Jack of All Trades, Renown, Studious, Trustworthy, Windfall.

Shadow Resources

At 4th level, the Arcane Arranger is well-enough wired into the social system to be able to get the names and numbers of individuals with particular abilities and talents. Even if away from his home stomping ground (say, in LA when normally operating out of New York), a phone call can produce a contact with the needed resource. Make a level check, adding all Arcane Arranger levels and any levels of Charismatic Hero. The difficulty of this task is based on how common the required abilities are:

Common Skill (Ride, Pilot, Treat Injury)	DC 10
Uncommon Skill (subgroups of other skills such as Knowledge (arcane lore) or Craft (structural))	DC 15
Rare Skill (skills available for a particular class—Spellcraft, Psicraft, Use Magic Device)	DC 20
Specific Feat	DC 20
Class Feature (spellcasting, turn undead, psionics)	DC 20
Specific Combination of Skills, Feats, and Abilities (someone with Knowledge (business) and the ability to cast the *augury* spell)	DC 25
Finding someone willing to perform activities secretly or illegally	DC +5
Finding someone with a specific level of ability	Add desired ranks to DC

A successful check indicates that the individual is available, and the Arcane Arranger knows about him. It does not guarantee the GM character contacted will be willing to perform the requested service—the party requesting the service must still negotiate for that person's services. An unsuccessful check means that no such individual is immediately known or available to the Arcane Arranger. This does not negate trying again for a different skill, nor from trying to locate a skill resource through more traditional methods (recommendations, universities, the telephone book, or individuals the heroes know from previous experience in the campaign).

The resource the Arcane Arranger knows about will have total ranks in the needed skill of at least the Arcane Arranger's total character level +3. A 4th-level Charismatic hero/5th-level Arcane Arranger who is looking for an expert in Renaissance sculpture will find someone with at least 12 ranks in Knowledge (art).

TABLE 1–7: THE ARCANE ARRANGER

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+0	+0	+1	Word on the street	+0	+2
2nd	+1	+0	+0	+2	False allegiance	+1	+2
3rd	+1	+1	+1	+2	Bonus feat	+1	+2
4th	+2	+1	+1	+2	Shadow resources	+1	+3
5th	+2	+1	+1	+3	Pack rat	+2	+3
6th	+3	+2	+2	+3	Bonus feat	+2	+3
7th	+3	+2	+2	+4	Expert in your field	+2	+4
8th	+4	+2	+2	+4	Up my sleeve	+3	+4
9th	+4	+3	+3	+4	Bonus feat	+3	+4
10th	+5	+3	+3	+5	Up my sleeve	+3	+5

Pack Rat

At 5th level, the Arcane Arranger is considered to have considerable material resources either at hand or easily and cheaply acquired. When making a Wealth check to determine if a particular item is "at hand," add the Arcane Arranger class levels as a circumstance bonus.

Expert in Your Field

At 7th level, the Arcane Arranger is considered a master of connections, such that his reputation precedes him in his dealings with others. The Arcane Arranger gains a circumstance bonus equal to his Reputation bonus when making skill checks that are directly involved with Gather Information and Diplomacy skills. In addition, the Arcane Arranger may add his Reputation bonus on Wealth checks for new purchases.

Up My Sleeve

At 8th level, the Arcane Arranger gains the supernatural ability to pull a specific item out of thin air. As a move action, the Arcane Arranger may cause any item currently in his possession (with a size no greater than Small) to disappear into an extra-dimensional space. The item becomes impossible to detect by any means, however *detect magical* aura spells will reveal a moderate magical aura around the hand that last held the item. As a move action, the Arcane Arranger can cause the item to reappear in his hand. The Arcane Arranger may only hide one item at a time in this fashion.

At 10th level, the Arcane Arranger may use this ability to hide a single object of up to Large size or up to three objects of up to Small size (each of which may be retrieved individually).

ARCHAIC WEAPONSMASTER

The Archaic Weaponsmaster is a trained specialist with the ability use archaic weaponry no longer common in the modern world, including swords and axes, as well as other medieval weapons such as maces, morningstars, and bows. Aficionados of archaic weapons such as members of medieval live-action troupes or medieval scholars can be Archaic Weaponsmasters, as can athletes who have concentrated upon a single weapon normally utilized in competition—including Olympic-level fencers and archers. The Archaic Weaponsmaster is familiar with tactics of any archaic weapon, but specializes in a single weapon type.

Select this advanced class if you want your character to deal with creatures from Shadow on an equal footing—sword to sword—and effectively utilize the weapons of your foes. It is also a good class for those seeking a signature style of combat, one that may not have the messy legal restrictions of firearms.

The fastest path into this advanced class is from the Strong hero basic class, though other paths are possible, in particular Fast heroes for those characters favoring archaic ranged weapons such as bows and crossbows.

Requirements

To qualify to become an Archaic Weaponsmaster, a character must fulfill the following criteria.

Base Attack Bonus: +3.

Skills: Knowledge (history) 4 ranks.

Feats: Archaic Weapon Proficiency, Weapon Focus with an archaic weapon.

Class Information

The following information pertains to the Archaic Weaponsmaster advanced class.

Hit Die

Archaic Weaponsmasters gain 1d10 hit points per level. The character's Constitution modifier applies.

Action Points

Archaic Weaponsmasters gain a number of action points equal to 6 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills

The Archaic Weaponsmaster's class skills are as follows:

Climb (Str), Craft (mechanical, structural, visual art, writing) (Int), Handle Animal (Cha), Jump (Str), Knowledge (art, history, theology and philosophy), Profession (Wis), Research (Int), Ride (Dex), and Swim (Str).

Skill Points at Each Level: 3 + Intelligence modifier.

Class Features

The following features pertain to the Archaic Weaponsmaster advanced class.

TABLE 1–8: THE ARCHAIC WEAPONSMASTER

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+2	+0	+0	Weapon specialization	+1	+1
2nd	+1	+3	+0	+0	Imbue weapon +1	+1	+1
3rd	+2	+3	+1	+1	Bonus feat	+2	+1
4th	+3	+4	+1	+1	Quick weapon draw	+2	+2
5th	+3	+4	+1	+1	Expert in your field	+3	+2
6th	+4	+5	+2	+2	Bonus feat	+3	+2
7th	+5	+5	+2	+2	Weapon stun	+4	+3
8th	+6	+6	+2	+2	Imbue weapon +2	+4	+3
9th	+6	+6	+3	+3	Bonus feat	+5	+3
10th	+7	+7	+3	+3	Increased weapon critical	+5	+4

Weapon Specialization

At 1st level, the Archaic Weaponsmaster gains the Weapon Specialization feat. She gains a +2 bonus on all damage rolls with a chosen archaic weapon. The Archaic Weaponsmaster must have weapon focus in that weapon in order to gain Weapon Specialization.

Imbue Weapon

At 2nd level, the Archaic Weaponsmaster may treat any archaic weapon she wields and has Weapon Focus with as a +1 magic weapon for purposes of striking creatures with damage reduction. This does not grant the weapon a +1 bonus, but only allows it to circumvent damage reduction.

At 8th level, the Archaic Weaponsmaster may treat any archaic weapon she wields and has Weapon Specialization with as a +2 magic weapon for purposes of striking creatures with damage reduction. This does not grant the weapon a +2 bonus, but only allows it to circumvent damage reduction.

Bonus Feats

At 3rd, 6th, and 9th levels, the Archaic Weaponsmaster gets a bonus feat. The bonus feat must be selected from the following list, and the Archaic Weaponsmaster must meet all of the prerequisites for the feat to select it.

Advanced Two-Weapon Fighting, Archaic Armor Proficiency, Blind-Fight, Combat Expertise, Cleave, Combat Reflexes, Dead Aim, Exotic Melee Weapon Proficiency, Far Shot, Great Cleave, Improved Bull Rush, Improved Disarm, Improved Trip, Improved Two-Weapon Fighting, Power Attack, Sunder, Two-Weapon Fighting, Weapon Focus.



Roxanne Wallace,
Archaic Weaponsmaster



Alexandra Gordon, Glamourist

Quick Weapon Draw

At 4th level, the Archaic Weaponsmaster gains the ability to draw her weapon as a free action. This applies only to the weapons for which the Archaic Weaponsmaster has Weapon Specialization.

Expert In Your Field

At 5th level, the Archaic Weaponsmaster is considered to be a master of her particular weapon, whether this is as a scholar with a detailed knowledge of the weapon's history, or as a practitioner, such as a professional archer. Starting with 5th level, the Archaic Weaponsmaster gains a circumstance bonus equal to her Reputation bonus on skill checks that are directly involved with her knowledge and proficiency with the weapon. Such skills would include applicable Knowledge skills, as well as such social skills as Intimidate and Bluff.

Weapon Stun

At 7th level, the Archaic Weaponsmaster can use his or her weapon to deal nonlethal damage, without taking the –4 penalty on attack rolls. The Archaic Weaponsmaster must have Weapon Specialization in the weapon to use it in this fashion.

Increased Weapon Critical

The Archaic Weaponsmaster increases her threat range by one when using an archaic weapon with which she has Weapons Specialization. A weapon that would threaten a critical on 20 would now do so on a 19 or 20, and one which threatens on a 19 or 20 would now do so on an 18 to 20. This ability works with other abilities that increase threat ranges.

GLAMOURIST

Some people can sell sno-cones in the middle of a blizzard, or make complete strangers feel so comfortable that they reveal their most closely guarded secrets. Glamourists have these knacks and a whole lot more. Through a combination of showmanship, deception, and supernatural tricks a Glamourist gets her marks to give her what she wants, and they always think that it was their idea to begin with. It's hard to say what motivates a Glamourist—avarice, laziness, a sense of entitlement, or simply the lure of getting something for nothing, but they can be found in all walks of life. If you wish to find a Glamourist, simply look for a person being lavished with attention and gifts, without the headache of having to give anything in return.

Select this advanced class if you want your character to excel at social interaction with just a touch of larceny.

The fastest path into this advanced class is from a combination of the Charismatic and Dedicated hero basic classes, though other paths are possible.

Requirements

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

Skills: Bluff 6 ranks, Sense Motive 6 ranks.



Class Information

The following information pertains to the Glamourist advanced class.

Hit Die

Glamourists gain 1d6 hit points per level. The character's Constitution modifier applies.

Action Points

Glamourists gain a number of action points equal to 6 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills

The Glamourist's class skills are as follows:

Bluff (Cha), Concentration (Con), Diplomacy (Cha), Decipher Script (Int), Disguise (Cha), Forgery (Int), Gamble (Wis), Gather Information (Cha), Intimidate (Cha), Knowledge (behavioral sciences, current events, popular culture, streetwise) (Int), Listen (Wis), Perform (act, sing) (Cha), Profession (Wis), Read/Write Language (none), Sense Motive (Wis), Speak Language (none), Spot (Wis).

Skill Points at Each Level: 5 + Intelligence modifier.

Class Features

The following features pertain to the Glamourist advanced class.

Self-Confidence

The Glamourist may treat her Glamourist levels as Charismatic levels for any talent where Charismatic levels are used (charm, favor, captivate, fast-talk, dazzle, taunt).

Hidden Motives

At 2nd level, the Glamourist increases her ability to hide her motives and intentions. She gains a circumstance bonus equal to her Glamourist levels when using Bluff against a Sense Motive skill. In addition, the DC for Bluff checks against her is increased by her levels of Glamourist.

Bonus Feats

At 3rd, 6th, and 9th level, the Glamourist gets a bonus feat. The bonus feat must be selected from the following list, and the Glamourist must meet all of the prerequisites for the feat to select it.

Alertness, Attentive, Builder, Confident, Creative, Deceptive, Improved Initiative, Iron Will, Low Profile, Renown, Trustworthy, Windfall.

Hidden Allegiance

At 4th level, the Glamourist gains the supernatural ability to suppress her loyalties, even from spells and abilities such as the Holy/Unholy Knight's sense allegiance. In cases where such divinations are made, the Glamourist gains a Will save (DC 15 + the character level of the individual making the attempt) to negate the attempt. Negated attempts reveal either no allegiance or a lack of the sought-for allegiance, as applicable for the ability or spell.

Audience

At 5th level, the Glamourist may extend any Charismatic hero talents to a number of targets equal to her total of Charismatic and Glamourist levels. Individual targets are otherwise affected as described under the Charismatic hero basic class.

Daze

At 7th level, the Glamourist gains the spell-like ability to *daze* an individual of her choice, which can be quite handy when a particularly willful or obsessive person manages to ingnore the Glamourist's other distracting abilities. This ability may be used once per day, and functions identically to the *daze* psionic power (*d20 Modern Roleplaying Game*, page 365).

Utterly Convincing

At 8th level, the Glamourist is a master at convincing people. Whenever the Glamourist spends an action point to improve some Charisma-based skill checks (see below), she adds an additional 1d6 to the result.

The skills that utterly convincing applies to are: Bluff, Diplomacy, Disguise, Gather Information, Intimidate, and Perform.

Charm Person

At 10th level, the Glamourist gains the spell-like ability to *charm person* once per day. This ability functions identically to the *charm person* psionic ability.

TABLE 1–9: THE GLAMOURIST

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+0	+2	+0	Self-confidence	+1	+0
2nd	+1	+0	+3	+0	Hidden motives	+1	+0
3rd	+1	+1	+3	+1	Bonus feat	+2	+1
4th	+2	+1	+4	+1	Hidden allegiance	+2	+1
5th	+2	+1	+4	+1	Audience	+3	+1
6th	+3	+2	+5	+2	Bonus feat	+3	+2
7th	+3	+2	+5	+2	Daze	+4	+2
8th	+4	+2	+6	+2	Utterly convincing	+4	+2
9th	+4	+3	+6	+3	Bonus feat	+5	+3
10th	+5	+3	+7	+3	Charm person	+5	+3

MYSTIC

The New Age crystal healer. The voudun mambo. The revival preacher with the magic touch. The motivational speaker that gets results. All of these are mystics, capable of pulling divine energies through themselves at will, without preparation, without planning, and sometimes without prayer. They have raw power, granted by higher beings, personal faith, knowledge, or self-confidence, which they then utilize as they see fit for the common good, and on occasion personal gain. They lack the curative powers of the Acolytes, but have more flexibility in their spellcasting.

Select this advanced class if you want your character to excel casting at divine spells on the fly, without having to choose them in advance.

The fastest path into this advanced class is from the Dedicated hero basic class, though other paths are possible. A high Charisma score is necessary to ensure the ability to cast spells.

Requirements

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

Skills: Diplomacy 6 ranks, Knowledge (theology and philosophy) 6 ranks, Listen 6 ranks.

Allegiance: At the time that the character receives her first level in the Mystic advanced class, she must select an allegiance to afaith, concept, tradition or alignment. The Mystic may choose positive (good) or negative (evil) energy as an allegiance, but is not required to.

Class Information

The following information pertains to the Mystic advanced class.

Hit Die

Mystics gain 1d6 hit points per level. The character's Constitution modifier applies.

Action Points

Mystics gain a number of action points equal to 6 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills

The Mystic's class skills are as follows:

Concentration (Con), Craft (chemical, pharmaceutical, visual arts) (Int), Diplomacy (Cha), Gather Information (Cha), Knowledge (art, behavioral sciences, earth and life sciences, theology and philosophy) (Int), Perform (act, dance, sing, stand-up) (Cha), Profession (Wis), Read/Write Language (none), Sense Motive (Wis), Sleight of Hand (Dex), Speak Language (none), Spellcraft (Int), Spot (Wis), Treat Injury (Wis).

Skill Points at Each Level: 5 + Intelligence modifier.

Class Features

The following features pertain to the Mystic advanced class.

Arcane Skills

At 1st level, the Mystic gains the Arcane Skills feat, granting access to the following skills: Spellcraft, Use Magic Device, and the arcane functions of Concentration and Craft (chemical).

Divine Spells

The Mystic casts divine spells the same as Acolytes. A Mystic's selection of spells is extremely limited. The Mystic begins play knowing three 0-level spells (called orisons) and two 1st-level spells. At each level, the mystic gains one or more new spells as indicated below). These spells can be common spells chosen from the Mystic's spell list or they can be unusual spells of the Mystic's own devising.

The Mystic is limited to casting a certain number of spells of each level per day, but need not prepare those spells in advance. The number of spells that may be cast per day may be increased by sufficiently high Charisma scores.

A Mystic may use a higher-level slot to cast a lower-level spell.

The Mystic may spend an action point to "trade out" a known spell (losing it entirely) in exchange for another; in this fashion the Mystic is not penalized for filling all the slots of their known spells list.

Mystics do not have "cure" or "inflict" spells in their spell lists. Mystic may use incantations to cast these spells.

The Difficulty Class for a saving throw against the Mystic's spell is 10 + the spell's level + the Mystic's Wisdom modifier.

The Mystic doesn't acquire her spells from books or scrolls, nor does she prepare them through study. Instead, she meditates or prays for her spells, receiving them through her own strength of faith or as divine inspiration. The Mystic must spend one hour each day in quiet contemplation or supplication to regain her daily allotment of spells. Time spent resting has no effect on the Mystic's spell preparation.

In addition, the Mystic receives bonus spells based on her Wisdom score, as shown on the chart below.

TABLE 1–10: THE MYSTIC

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+2	+1	+1	Arcane skills, divine spells	+1	+2
2nd	+1	+3	+2	+2	Turn undead, divine spells	+1	+2
3rd	+1	+3	+2	+2	Bonus feat, divine spells	+2	+2
4th	+2	+4	+2	+2	Combat casting, divine spells	+2	+3
5th	+2	+4	+3	+3	Brew Potion divine spells	+3	+3
6th	+3	+5	+3	+3	Bonus feat, divine spells	+3	+3
7th	+3	+5	+4	+4	Discern lie, divine spells	+4	+4
8th	+4	+6	+4	+4	Turn humans, divine spells	+4	+4
9th	+4	+6	+4	+4	Bonus feat, divine spells	+5	+4
10th	+5	+7	+5	+5	Empower spell, divine spells	+5	+5

Spell List: Mystics use the same spell list as Acolytes except that Mystics may not use the spells listed below.

0-level: *Cure minor wounds, inflict minor wounds*

1st-level: *Cure light wounds, inflict light wounds*

2nd-level: *Cure moderate wounds, inflict moderate wounds*

3rd-level: *Cure serious wounds, inflict serious wounds*

4th-level: *Cure critical wounds, inflict critical wounds*

5th-level: *Mass cure light wounds, mass inflict light wounds, raise dead*

Cha	—Bonus Spells by Spell Level—				
Score	1	2	3	4	5
12–13	1	—	—	—	—
14–15	1	1	—	—	—
16–17	1	1	1	—	—
18–19	1	1	1	1	—
20–21	2	1	1	1	1
22–23	2	2	1	1	1

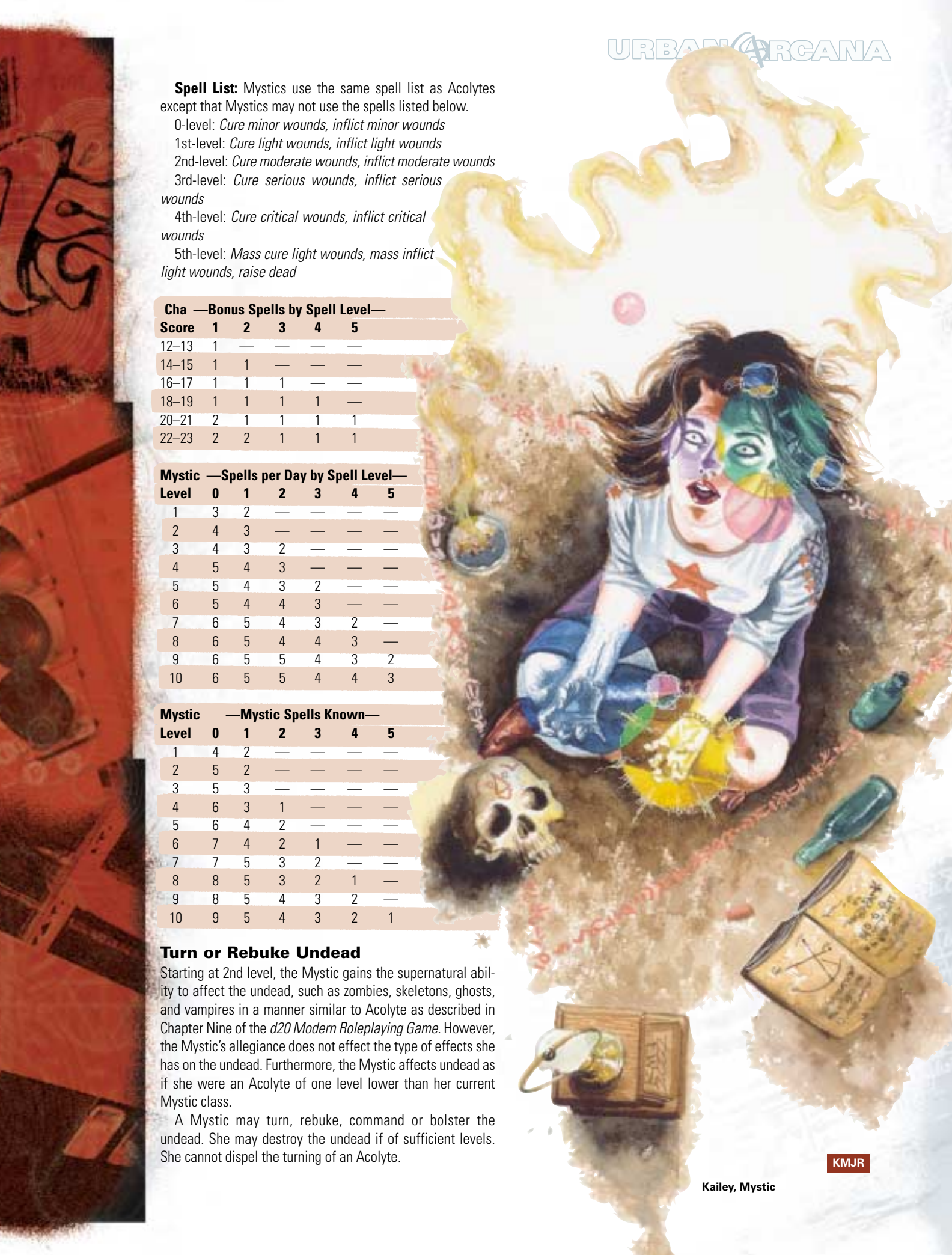
Mystic	—Spells per Day by Spell Level—					
Level	0	1	2	3	4	5
1	3	2	—	—	—	—
2	4	3	—	—	—	—
3	4	3	2	—	—	—
4	5	4	3	—	—	—
5	5	4	3	2	—	—
6	5	4	4	3	—	—
7	6	5	4	3	2	—
8	6	5	4	4	3	—
9	6	5	5	4	3	2
10	6	5	5	4	4	3

Mystic	—Mystic Spells Known—					
Level	0	1	2	3	4	5
1	4	2	—	—	—	—
2	5	2	—	—	—	—
3	5	3	—	—	—	—
4	6	3	1	—	—	—
5	6	4	2	—	—	—
6	7	4	2	1	—	—
7	7	5	3	2	—	—
8	8	5	3	2	1	—
9	8	5	4	3	2	—
10	9	5	4	3	2	1

Turn or Rebuke Undead

Starting at 2nd level, the Mystic gains the supernatural ability to affect the undead, such as zombies, skeletons, ghosts, and vampires in a manner similar to Acolyte as described in Chapter Nine of the *d20 Modern Roleplaying Game*. However, the Mystic's allegiance does not effect the type of effects she has on the undead. Furthermore, the Mystic affects undead as if she were an Acolyte of one level lower than her current Mystic class.

A Mystic may turn, rebuke, command or bolster the undead. She may destroy the undead if of sufficient levels. She cannot dispel the turning of an Acolyte.



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Kailey, Mystic

Bonus Feats

At 3rd, 6th, and 9th level, the Mystic gets a bonus feat. The bonus feat must be selected from the following list, and the Mystic must meet all of the prerequisites for the feat to select it.

Alertness, Archaic Weapons Proficiency, Armor Proficiency (light), Attentive, Creative, Dodge, Educated, Empower Turning, Greater Spell Focus, Greater Spell Penetration, Improved Turning, Renown, Spell Focus, Spell Penetration, Trustworthy, Windfall. The Mystic may also take any metamagic feats as bonus feats.

Combat Casting

At 4th level, the Mystic becomes adept at casting spells during combat. She gets a +4 bonus to Concentration checks made to cast a spell while on the defensive.

Brew Potion

At 5th level, the Mystic can create potions, which carry spells within themselves.

The Mystic can create a potion of any spell of 3rd level or lower that she knows. The spell must target a character or characters. Brewing a potion takes one day. When the Mystic creates a potion, she sets the caster level. The caster level must be sufficient to cast the spell in question and no higher than the Mystic's own level.

The purchase DC of the raw material to brew a potion is 15 + the potion's spell level + the potion's caster level.

The Mystic must also spend experience points to brew a potion. The XP cost is equal to the spell level × the caster level × the purchase DC of the raw materials.

Finally, the Mystic makes a Craft (chemical) skill check. The DC for the check is 10 + the spell level + the caster level. If the check fails, the raw materials are used up but the XP are not spent. The Mystic can try again the next day.

When the Mystic creates a potion, she makes any choices that she would normally make when casting the spell. Whoever drinks the potion is the target of the spell.

Any potion that stores a spell with a costly material component or an experience point cost also carries a commensurate cost. In addition to the raw materials cost, the Mystic must expend the material component or pay the XP cost when creating the potion.

Discern Lie

The Mystic develops the ability to gauge whether another character is telling the truth by reading facial expressions and interpreting body language. The Mystic must be able to see and hear (but not necessarily understand) the individual under scrutiny.

The Mystic can determine whether a spoken statement is true or false with a successful Sense Motive check opposed by the subject's Bluff check or DC 10, whichever is greater.

Turn or Rebuke Humans

Starting at 8th level, the Mystic gains the supernatural ability to affect humans, allowing her to command them or drive them off in the fashion of the Acolyte's turn undead ability. The Mystic's allegiance does not effect the type of effects she has on humans. The ability does not affect humanoids or other creatures. Unlike other turning abilities, the Mystic must spend an action point to turn or rebuke humans.

A Mystic may turn, rebuke, command or bolster humans. She cannot destroy the targeted humans with this ability, nor can she dispel the turning of another individual.

Empower Spell

At 10th level, the Mystic learns to cast spells to greater effect. All variable, numeric effects of an empowered spell are increased by one-half. An empowered spell deals half again as much damage as normal, cures half again as many hit points, affects half again as many targets, as appropriate. Spells without random variables are not affected. An empowered spell uses up a spell slot two levels higher than the spell's actual level. Therefore, a Mystic can only empower 1st, 2nd, or 3rd-level spells.

SHADOW HUNTER

The Shadow Hunter is a tracker, a stalker, a finder of lost things and people—particularly those that do not want to be found. The Shadow Hunter is familiar with all the modern forensic methods of tracking a subject, but places equal faith in magic and supernatural methods. Shadow Hunters generally work for hire, but they are often intense individuals with passionate beliefs who make impulsive decisions about which cases—and whose money—they will take, and what jobs they are willing to accept simply because they are the right thing to do. They are usually members of a Shadow community, either Shadowkind themselves or at least humans who are intimately familiar with Creatures of Shadow. If a Shadow Hunter is after you, chances are you won't know it until you've been caught.

TABLE 1–11: THE SHADOW HUNTER

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+1	+1	+1	Target bonus +1	+1	+0
2nd	+1	+2	+2	+2	Swift track	+2	+0
3rd	+2	+2	+2	+2	Bonus feat	+2	+0
4th	+3	+2	+2	+2	No trace, target bonus +2	+3	+0
5th	+3	+3	+3	+3	Play a hunch	+4	+1
6th	+4	+3	+3	+3	Bonus feat	+4	+1
7th	+5	+4	+4	+4	Target bonus +3	+5	+1
8th	+6	+4	+4	+4	Detect magical aura	+6	+2
9th	+6	+4	+4	+4	Bonus feat	+6	+2
10th	+7	+5	+5	+5	Locate target	+7	+2

Select this advanced class if you want your character to have both mundane and arcane investigative skills combined with a strong combat presence.

The fastest path into this advanced class is from the Dedicated hero basic class, though other paths are possible.

Requirements

To qualify to become a Shadow Hunter, a character must fulfill the following criteria. High Strength and Charisma scores are also useful.

Base Attack Bonus: +2

Skills: Investigate 6 ranks, Sense Motive 6 ranks, Knowledge (arcane lore) 3 ranks.

Feats: Track, and Personal Firearms Proficiency or Archaic Weapons Proficiency.

Class Information

The following information pertains to the Shadow Hunter advanced class.

Hit Die

Shadow Hunters gain 1d8 hit points per level. The character's Constitution modifier applies.

Action Points

Shadow Hunters gain a number of action points equal to 6 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills

The Shadow Hunter's class skills are as follows:

Bluff (Cha), Diplomacy (Cha), Gather Information (Cha), Intimidate (Cha), Investigate (Int), Knowledge (arcane lore, current events, popular cultures, streetwise) (Int), Listen (Wis), Profession (Wis), Read/Write Language (none), Research (Int), Search (Int), Sense Motive (Wis), Speak Language (none), Spot (Wis), Survival (Wis).

Skill Points at Each Level: 5 + Intelligence modifier.



Elliot Klein, Shadow Hunter



Deakon Micklethwaite, Shadowjack

Class Features

The following features pertain to the Shadow Hunter advanced class.

Target Bonus

The Shadow Hunter, as a full-round action, may designate an individual as a target. He spends one action point to select a target, and thereafter gains a competence bonus on certain actions involving that particular target. The Shadow Hunter does not need to know the target personally and may know her only through her actions or description ("The ogre from the armored car heist," or "the medusa who held up the jewelry store" will do, as will a picture or dossier). The Shadow Hunter may not select a target while he or the target is in combat, and once he chooses a target he must wait 24 hours before choosing another.

The Shadow Hunter gains the target bonus as a competence bonus on attacks against that particular target, as well as when using the following skills directly against the target, or in tracking a target: Bluff, Computer Use, Gather Information, Investigate, Listen, Research, Search, Sense Motive, and Spot.

The target bonus applies to a single individual and lasts until the Shadow Hunter chooses a new target. The bonus is +1 at 1st level, +2 at 4th, and +3 at 7th level.

Swift Track

At 2nd level, the Shadow Hunter may move at normal speed while using Track without taking the –5 penalty.

Bonus Feats

At 3rd, 6th, and 9th levels, the Shadow Hunter gets a bonus feat. The bonus feat must be selected from the following list, and the Shadow Hunter must meet all of the prerequisites for the feat to select it.

Armor Proficiency (archaic, light, medium), Brawl, Improved Brawl, Improved Feint, Improved Grapple, Improved Knockout Punch, Knockout Punch, Streetfighting.

No Trace

At 4th level, the Shadow Hunter knows how to hide his own tracks, and may, at his choice, move into "No Trace" mode. All attempts to use the Track feat against the Shadow Hunter (though not allies) treat the ground as "firm" for purposes of success. In addition, the DC of any attempts to use Computer Use, Gather Information, Investigate, and Research on matters involving the Shadow Hunter are increased by the Shadow Hunter's levels in this advanced class.

Play a Hunch

At 5th level, the Shadow Hunter gains the supernatural ability to make a guess and be assured that it is correct. The Shadow Hunter may, as a full-round action, spend an action point to determine whether an assumption, hunch, or guess is correct. The player states the assertion ("He's left the building," or "The mayor is really a mind flayer") and pays an action

point. The GM secretly rolls percentile dice; there is a 70% +1% per character level chance of getting a response on the hunch (failure indicates merely that you are unsure if this is true or not).

If the roll is a success, the GM lets the player know if the hunch is true, false, both or neither. A "both" response is possible for vague assumptions such as "the mayor is an evil man" can be both true and false—he is evil, but not a human. An "unknown" response is for questions with no immediate answer.

The GM may determine that a hunch is so obvious that it does not require a roll, or that it is so vague that there is no chance for success. In these cases, the action point is not spent (though the attempt still counts as a full-round action).

A hunch does not translate as a legal truth, and will not stand up in a court of law. Rather it is an obvious fact to the Shadow Hunter alone. Finding proof of an assumption such as "The mayor is a mind flayer" would require additional work.

Detect Magical Aura

At 8th level, the Shadow Hunter gains the spell-like ability to *detect magical aura*. The Shadow Hunter may use this effect up to three times per day, and each use lasts for 20 minutes.

Locate Target

At 10th level, the Shadow Hunter gains the supernatural ability to know where his target is, if in the target is in the general vicinity (1,000 feet of the Shadow Hunter). This ability applies only to the target, and does not reveal attitude, status, or the presence of others around the target.

This is a supernatural ability, and spells, psionics, and other FX that interfere with supernatural abilities will foil the locate target ability as well.

SHADOWJACK

The Shadowjack is literally a wizard at getting computers to perform beyond their usual parameters. He knows the Internet the way taxi drivers know the streets of the city, and reads and writes code as naturally as a cat meows. No password protection, encryption, or guard dog programs ever seem to be enough to hinder him—the Shadowjack comes and goes like the wind. Shadowjacks have a unique perspective when it comes to quaint notions like privacy and personal property. It goes something like this: "If you didn't want me to access it, then you wouldn't have made it so easy to get to."

Select this advanced class if you want your character to be an expert with computer programs and mixing technology with the supernatural.

The fastest path into this advanced class is from the Smart hero basic class, though other paths are possible.

Requirements

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

Skills: Computer Use 6 ranks, Craft (electronic) 6 ranks, and Disable Device 6 ranks.

Class Information

The following information pertains to the Shadowjack advanced class.

Hit Die

Shadowjacks gain 1d6 hit points per level. The character's Constitution modifier applies.

Action Points

Shadowjacks gain a number of action points equal to 6 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills

The Shadowjack's class skills are as follows:

Computer Use (Int), Craft (electronic, mechanical, writing) (Int), Decipher Script (Int), Disable Device (Int), Forgery (Int), Gamble (Wis), Gather Information (Cha), Intimidate (Cha), Knowledge (arcane lore, current events, history, popular culture, technology) (Int), Profession (Wis), Read/Write Language (none), Repair (Int), Research (Int), Speak Language (none), Search (Int).

Skill Points at Each Level: 7 + Intelligence modifier.

Class Features

The following features pertain to the Shadowjack advanced class.

Read/Write Code

Beginning at 1st level, the Shadowjack can understand both the nature of raw computer code and what the program is intended to accomplish when implemented. On a successful Decipher Script check (DC 10 + Computer Use skill modifier of

TABLE 1–12: THE SHADOWJACK

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+0	+0	+2	Read/write code	+1	+0
2nd	+1	+0	+0	+3	Online presence	+1	+0
3rd	+1	+1	+1	+3	Bonus feat	+2	+1
4th	+2	+1	+1	+4	Shadowjack abilities	+2	+1
5th	+2	+1	+1	+4	Shadowjack abilities	+3	+1
6th	+3	+2	+2	+5	Bonus feat	+3	+2
7th	+3	+2	+2	+5	Shadowjack abilities	+4	+2
8th	+4	+2	+2	+6	Shadowjack abilities	+4	+2
9th	+4	+3	+3	+6	Bonus feat	+5	+3
10th	+5	+3	+3	+7	Virtual incantations	+5	+3



Maddie Webber, Speed Demon

the code's author), the Shadowjack can determine both the function of the program and any bugs or potential weak points in the design. If weak points are found, the Shadowjack gains a +2 insight bonus on Computer Use checks attempting to degrade the program.

Online Presence

Beginning at 2nd level, when attempting to use a Charisma-based skill such a Bluff, Intimidate, Diplomacy, or Gather Information in an online situation, the Shadowjack adds any Shadowjack levels as a circumstance bonus.

Bonus Feats

At 3rd, 6th, and 9th level, the Shadowjack gets a bonus feat. The bonus feat must be selected from the following list, and the Shadowjack must meet all of the prerequisites for the feat to select it.

Alertness, Arcane Skills, Builder, Cautious, Educated, Gearhead, Lightning Reflexes, Low Profile, Meticulous, Renown, Studious, Windfall.

Shadowjack Abilities

Beginning at 4th level, the Shadowjack gains the following abilities:

Electronic Empathy: The Shadowjack gains a +2 competence bonus when repairing or disabling electronic devices. This is in addition to any synergy bonuses for related skills.

Careful Progress: When the Shadowjack attempts to defeat computer security, the administrator is alerted only if the Shadowjack fails his Computer Use check by 10 or more.

At 5th level, the Shadowjack gains the following abilities:

False Trail: When covering his electronically tracks through the internet, the Shadowjack can lay in a false trail. With a successful DC 25 Computer Use check, the Shadowjack imposes a –5 penalty on any attempt to trace him (as described in the *Defend Security* function of the Computer Use skill). If the trace fails by 10 or more points, the tracker follows the Shadowjack's false trail to an innocent internet address. If the trace fails by less than 10 points, the tracker realizes the trail is bogus and gives up.

Install Backdoor: After successfully breaking into a specific computer system, the Shadowjack can install a "backdoor" to the system. A backdoor is a piece of code that makes it easier for the Shadowjack to break into that particular system in the future. Writing and installing the program requires a Computer Use check (see chart below), but once successfully installed it automatically defeats that systems' security upon return trips—the Shadowjack no longer needs to make Computer Use checks to enter that system.

Level of Security	DC
Minimum	25
Average	30[o]
Exceptional	40
Maximum	45

It is important to keep backdoors hidden from the system administrator, who will always be on the lookout for such invasions. A backdoor automatically allows the Shadowjack entrance to a particular system, but every time he uses it he



must make an opposed Computer Use check against the administrator. Failure means the backdoor is discovered and will be deleted before the next time the Shadowjack returns.

At 7th level, the Shadowjack gains the following abilities:

Online Spell Resistance: The Shadowjack becomes harder to hurt by spells and spell-like abilities sent through email and electronic devices, including the Techno Mage's online spellcasting ability as well as magical items which use electronic components. The Shadowjack gains Spell Resistance equal to 10 + his Shadowjack levels. This is a supernatural ability.

Improved Degradation: The Shadowjack's attempts to alter and degrade existing programming get more insidious. The degradation is installed as normal (as described in the *Degrade Programming* function of the Computer Use skill). However, unless the Computer Use check to fix the degraded program exceeds the DC by 5, the degradation returns within 6 hours—this happens automatically, the Shadowjack does not have to make a second check.

At 8th level, the Shadowjack gains the following abilities:

Passfirewall: When the Shadowjack attempts to defeat computer security, the administrator is alerted only if the Shadowjack rolls a 1 on his Computer Use check.

Walking Database: The Shadowjack gains the supernatural ability to recall vast amounts of information gleaned while traveling through cyberspace. He may spend an action point and then substitute his Computer Use score instead of a Knowledge score for the purposes of one check.

Virtual Incantations

At 10th level, the Shadowjack gains the spell-like ability to use a computer to cast incantations. This process reduces the number of secondary casters required by 10, and may allow the Shadowjack to shorten the casting time. If he is successful at a Computer Use check with a DC equal to the DC for the incantation's skill check, the casting time is reduced to 1/10th of its original length. All other requirements for the incantation (components, saving throws, backlash, and so forth) remain the same.

SPEED DEMON

The Speed Demon is an expert at vehicles—how they work, what their limits are, and how to exceed those limits. A vehicle is merely an extension of the driver's body, and a quick thought translates into immediate action. They live for speed. Speed Demons include arcane wheelmen for the mob, professional race car drivers with a hint of shadowblood, and highway patrol officers with an uncanny awareness of the true nature of the world.

Select this advanced class if you want your character to excel at driving and the handling of vehicles. Check with your GM before pursuing this class; if her campaign does not promote car chases, then this class may not be ideal for your player character.

The fastest path into this advanced class is from the Fast hero basic class, though other paths are possible.

Requirements

To qualify to become a Speed Demon, a character must fulfill the following criteria.

Skills: Drive 6 ranks.
Feats: Vehicle Expert.
Other: Base Reflex save +2.

Class Information

The following information pertains to the Speed Demon advanced class.

Hit Die

Speed Demons gain 1d8 hit points per level. The character's Constitution modifier applies.

Action Points

Speed Demons gain a number of action points equal to 6 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills

The Speed Demon's class skills are as follows:

Balance (Dex), Concentration (Con), Craft (electronic, mechanical) (Int), Disable Device (Dex), Drive (Dex), Knowledge (current events, popular culture, technology) (Int), Listen (Wis), Profession (Wis), Navigate (Int), Pilot (Dex), Read/Write Language (none), Repair (Int), Speak Language (none), Tumble (Dex).

Skill Points at Each Level: 5 + Intelligence modifier.

Class Features

The following features pertain to the Speed Demon advanced class.

TABLE 1–13: THE SPEED DEMON

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+0	+2	+0	Uncanny dodge X	+1	+0
2nd	+1	+0	+3	+0	Hit the weak spot	+1	+0
3rd	+2	+1	+3	+1	Bonus feat, vehicle empathy	+2	+1
4th	+3	+1	+4	+1	Need for speed	+2	+1
5th	+3	+1	+4	+1	Nursing the turns	+3	+1
6th	+4	+2	+5	+2	Bonus feat, commandeer	+3	+2
7th	+5	+2	+5	+2	Leadfoot	+4	+2
8th	+6	+2	+6	+2	Redlining the needle	+4	+2
9th	+6	+3	+6	+3	Bonus feat. restore vehicle	+5	+3
10th	+7	+3	+7	+3	One with the machine	+5	+3



Uncanny Dodge X

The Speed Demon gains the ability of Uncanny Dodge, or increases the potency of this ability if she already has it.

If the Speed Demon does not have Uncanny Dodge 1 (usually gained as a Fast hero), she gains Uncanny Dodge 1**:** She retains her Dexterity bonus to Defense (if any) regardless of being caught flat-footed or struck by a hidden attacker. (She still loses her Dexterity bonus to Defense if she's immobilized.)

If the Speed Demon already has Uncanny Dodge 1, she gains Uncanny Dodge 2: She can no longer be flanked; she can react to opponents on opposite sides of herself as easily as she can react to a single attacker.

If the Speed Demon already has Uncanny Dodge 2, then she gains no further benefit from this ability.

Hit the Weak Spot

At 2nd level, the Speed Demon knows enough about vehicles to know the best way to damage and disable them. Whether using a weapon or another vehicle, the Speed Demon ignores the first 5 points of hardness when attacking a vehicle.

Bonus Feats

At 3rd, 6th, and 9th level, the Speed Demon gets a bonus feat. The bonus feat must be selected from the following list, and the Speed Demon must meet all of the prerequisites for the feat to select it.

Brawl, Builder, Dodge, Drive-By Attack, Force Stop, Gearhead, Improved Brawl, Renown, Streetfighting, Vehicle Dodge, Vehicle Specialization.

Vehicle Empathy

At 3rd level, the Speed Demon gains the supernatural ability to use Disable Device with a vehicle with which she has the Vehicle Specialization feat. This is a free action, but she must be touching the vehicle in question in order for the ability to function. This may include popping the locks without tools, starting the engine without keys, or cracking the engine block by touching the hood.

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Need For Speed

At 4th level, the Speed Demon can improve the top speed of a ground or water vehicle that she controls. The vehicle's top speed is increased by 25%.

Nursing the Turns

At 5th level, the Speed Demon can get better performance out of a vehicle, reducing some of its penalties. The Speed Demon may spend an action point to negate the Maneuver penalty of a vehicle or Initiative penalty of a vehicle she controls until the beginning of the Speed Demon's next turn.

Leonard, Street Warrior



Commandeer

At 6th Level, the Speed Demon gains the supernatural ability to control a vehicle even if she is not behind the wheel or otherwise in immediate control of the vehicle. The Speed Demon makes all Drive checks for the vehicle as long as she is in control.

The Speed Demon must be in contact with the vehicle, and loses control of it if she no longer maintains contact. The vehicle must be a vehicle with which the Speed Demon has the Vehicle Specialization feat.

The Speed Demon must make a Drive check for commandeering a vehicle. The DC is 10 for an otherwise uncontrolled vehicle or one in which the controller allows the Speed Demon to assume control. If the controller of the vehicle resists the Speed Demon's attempts, the DC is 10 + the controller's Drive skill.

Leadfoot

At 7th level, the Speed Demon gains a +2 competence bonus on initiative checks when controlling a vehicle.

Redlining the Needle

At 8th level, the Speed Demon treats Check/Roll Modifiers for All-Out and Highway Speeds as Street Speeds (reduced to –1 as opposed to –2 and –4, respectively).

Restore Vehicle

At 9th level, the Speed Demon gains the supernatural ability to, as a move action or part of a move action, restore a vehicle to working condition. The Speed Demon spends an action point and restores up to 10 points of damage to a vehicle she is in contact with. The restoration is magical in nature, and may be performed while the vehicle is in motion. The Speed Demon may restore damaged portions of the vehicle, such as tires, in the same manner.

One with the Vehicle

At 10th level, the Speed Demon develops supernatural reflexes behind the wheel, effectively reacting as if vehicle and body were one. When the Speed Demon is in control of a vehicle, she can add her Defense bonus to that of the vehicle. The Defense bonus applies to all parts of the vehicle, including windshields, tires, and passengers.

STREET WARRIOR

The Street Warrior knows that the city plays by its own rules, and that those rules have little to do with what's proper and respectable. He lacks the training of the Martial Artist, or the organization of the Soldier. He survives by his wits, his strength, and sometimes by the skin of his teeth. A Street Warrior can be a local gang member or a participant in a civilian vigilance committee, but regardless, owes his loyalty to his community and his comrades.

Select this advanced class if you want your character to excel at physical skills, primarily in the area of brawling and improvised weapons. This class functions best in a localized campaign, where the social skills of the Street Warrior would be most applicable. Check with your GM as to the suitability of this class for the campaign.

The fastest path into this advanced class is from the Strong hero basic class, though other paths are possible.

Requirements

To qualify to become a Street Warrior, a character must fulfill the following criteria.

Base Attack Bonus: +3.

Skills: Knowledge (streetwise) 6 ranks.

Feats: Streetfighting, Brawl.

Other: Before or upon taking the Street Warrior advanced class, the Street Warrior must have an allegiance to some urban area or group. This could include a particular neighborhood or organization that would be suitable for an urban-oriented character.

Class Information

The following information pertains to the Street Warrior advanced class.

Hit Die

Street Warriors gain 1d10 hit points per level. The character's Constitution modifier applies.

Action Points

Street Warriors gain a number of action points equal to 6 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills

The Street Warrior's class skills are as follows:

TABLE 1–14: THE STREET WARRIOR

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+1	+2	+0	+0	Urban survival	+1	+1
2nd	+2	+3	+0	+0	Improvised weapons	+1	+1
3rd	+3	+3	+1	+1	Bonus feat	+2	+1
4th	+4	+4	+1	+1	Street cred	+2	+2
5th	+5	+4	+1	+1	Improved streetfighting	+3	+2
6th	+6	+5	+2	+2	Bonus feat	+3	+2
7th	+7	+5	+2	+2	Weapon specialization	+4	+3
8th	+8	+6	+2	+2	Improvised weapon damage	+4	+3
9th	+9	+6	+3	+3	Bonus feat	+5	+3
10th	+10	+7	+3	+3	Advanced streetfighting	+5	+4

Bluff (Cha), Diplomacy (Cha), Disable Device (Int), Drive (Dex), Gamble (Wis), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Investigate (Int), Jump (Str), Knowledge (popular culture, streetwise, tactics) (Int), Move Silently (Dex), Profession (Wis), Sense Motive (Wis), Spot (Wis), Survival (Wis)

Skill Points at Each Level: 5 + Intelligence modifier.

Class Features

The following features pertain to the Street Warrior advanced class.

Urban Survival

At 1st level, the Street Warrior gains a +4 competence bonus on Survival checks in urban areas, which includes the ability to follow tracks, hunt feral animals, find (or lose) individuals in urban maze, find safe places to crash, and avoid hazards peculiar to a city environment.

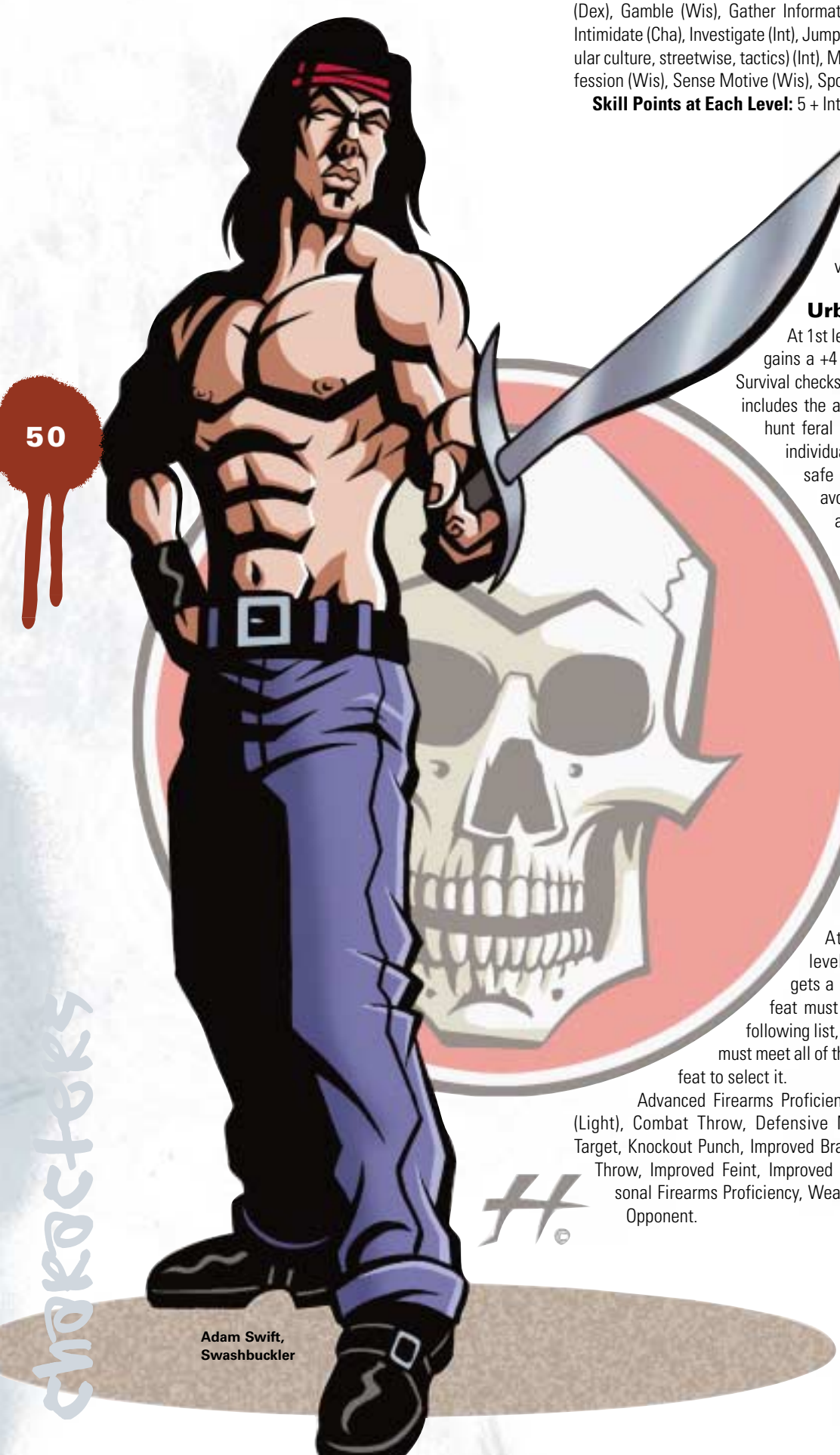
Improvised Weapons

At 2nd level, the Street Warrior becomes an expert at using improvised weapons. The Street Warrior does not take a –4 penalty on attack rolls when wielding an improvised weapon.

Bonus Feats

At 3rd, 6th, and 9th level, the Street Warrior gets a bonus feat. The bonus feat must be selected from the following list, and the Street Warrior must meet all of the prerequisites for the feat to select it.

Advanced Firearms Proficiency, Armor Proficiency (Light), Combat Throw, Defensive Martial Arts, Elusive Target, Knockout Punch, Improved Brawl, Improved Combat Throw, Improved Feint, Improved Knockout Punch, Personal Firearms Proficiency, Weapon Focus, Unbalance Opponent.



Adam Swift, Swashbuckler

Street Cred
At 4th level, the Street Warrior adds his Reputation bonus to Charisma skill checks in his home location, or in situations involving others of his chosen allegiance(s). These skills include Bluff, Diplomacy, Gather Information, and Intimidate.

Improved Streetfighting
The extra damage provided by the Streetfighting feat increases to 1d4+2.

Weapon Specialization
At 7th level, the Street Warrior gains weapon specialization with a specific melee weapon (including unarmed strike). The weapon must be one in which the Street Warrior has a Weapon Focus feat. He gets a +2 bonus on all damage rolls with the chosen weapon. Should the Street Warrior not have a Weapon Focus, he does not get this ability until such a time that he gains Weapon Focus.

Improvised Weapon Damage
At 8th level, the Street Warrior's attacks with improvised weapons deal more damage. He treats an improvised weapon as one size category larger than it is for the purpose of determining the damage it deals.

Advanced Streetfighting
The extra damage provided by the Streetfighting feat increases to 1d4+4.

SWASHBUCKLER
Not all would-be warriors embrace armor as protection. Instead, some rely on their wits, grace, and quickness to provide them with sufficient protection. The best example of this is the cinematic hero of pirate movies, and the modern swashbuckler embraces the ideals of those legendary warriors. While lacking the versatility and depth of knowledge of the Archaic Weaponsmaster, the Swashbuckler has the detailed knowledge of a particular weapon that he always keeps at his disposal.

Select this advanced class if you want your character to excel at swordplay and derring-do.

The fastest path into this advanced class is from the Fast hero basic class, though other paths are possible.

Requirements
To qualify to become a Swashbuckler, a character must fulfill the following criteria.

Base Attack Bonus: +2.
Skills: Balance 6 ranks, Tumble 6 ranks.
Feats: Weapon Finesse with any light melee weapon.

Class Information
The following information pertains to the Swashbuckler advanced class.

Hit Die
Swashbucklers gain 1d8 hit points per level. The character's Constitution modifier applies.

Action Points
Swashbucklers gain a number of action points equal to 6 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills
The Swashbuckler's class skills are as follows:

Balance (Dex), Climb (Str), Escape Artist (Dex), Hide (Dex), Jump (Str), Knowledge (current events, history, popular culture), Listen (Wis), Move Silently (Dex), Navigate (Int), Pilot (Dex), Profession (Wis), Sleight of Hand (Dex), Swim (Str), Tumble (Dex).

Skill Points at Each Level: 5 + Intelligence modifier.

Class Features
The following features pertain to the Swashbuckler advanced class.

Weapon Focus
At 1st level, the Swashbuckler gets the Weapon Focus feat for a weapon which he has Weapon Finesse. If he already has Weapon Focus for this weapon, then he gains Weapon Focus in another light melee weapon or smaller of his choice.

Quick Weapon Draw
At 2nd level, the Swashbuckler gains the ability to draw his weapon as a free action. This applies only to the weapons for which the Swashbuckler has Weapon Focus.

TABLE 1–15: THE SWASHBUCKLER

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+1	+2	+0	Weapon focus	+1	+0
2nd	+1	+2	+3	+0	Quick weapon draw	+2	+0
3rd	+2	+2	+3	+1	Bonus feat	+2	+0
4th	+3	+2	+4	+1	Weapon specialization	+3	+0
5th	+3	+3	+4	+1	Find the mark	+4	+1
6th	+4	+3	+5	+2	Bonus feat	+4	+1
7th	+5	+4	+5	+2	Greater weapon specialization	+5	+1
8th	+6	+4	+6	+2	Deflect missiles	+6	+1
9th	+6	+4	+6	+3	Bonus feat	+6	+2
10th	+7	+5	+7	+3	Touché	+7	+2



Roberta Cain, Techno Mage

Bonus Feats

At 3rd, 6th, and 9th levels, the Swashbuckler gets a bonus feat. The bonus feat must be selected from the following list, and the Swashbuckler must meet all of the prerequisites for the feat to select it. Blind-Fight, Combat Expertise, Combat Reflexes, Dodge, Exotic Melee Weapon Proficiency, Improved Damage Threshold, Improved Disarm, Improved Trip, Mobility, Spring Attack, Whirlwind Attack.

Weapon Specialization

At 4th level, the Swashbuckler gains the Weapon Specialization feat. He gains a +2 bonus on damage rolls with a chosen light slashing or piercing melee weapon. The Swashbuckler must have Weapon Focus in that weapon in order to gain Weapon Specialization.

Find the Mark

The Swashbuckler increases his threat range by one when using any melee weapon with which he has Weapon Finesse. A weapon that would threaten a critical on 20 would now do so on a 19 or 20, and one which threatens on a 19 or 20 would now do so on an 18 to 20. This ability works with other abilities which increase threat ranges.

Greater Weapon Specialization

At 7th level, the Swashbuckler gains Greater Weapon Specialization with a light or smaller melee weapon with which he has Weapon Specialization. This ability increases the bonus on damage rolls to +4 when using the selected weapon.

Deflect Missiles

At 8th level, the Swashbuckler can use his weapon to deflect missiles in the air, including arrows, spears, bolts, and bullets. This is a supernatural ability and costs an action point to activate.

If armed with a melee weapon with which he has Greater Weapon Specialization, the Swashbuckler may spend an action point to allow a Reflex save (DC 20 +1 per enhancement bonus of the attacking weapon). If he succeeds, he deflects the missile harmlessly away. The Deflect Missiles ability applies to bullets from handguns and

longarms, but not exceptional missiles (such as *magic missiles* or particularly large items—you can't deflect a Buick thrown at you by a troll). If used successfully against a grenade attack the grenade automatically scatters (as normal rules) and then explodes.

Touché

At 10th level, the Swashbuckler is so adept are using his chosen weapon (with which he has Greater Weapon Focus) that attacks with that weapon can deal additional damage. With a successful attack with this weapon, before damage is rolled, he can spend 1 action point to deal +3d6 points of damage. This damage is not doubled by the effects of critical hits.

TECHNO MAGE

A new world brings new opportunities as the magical and the mundane fuse into novel patterns. The Techno Mage combines the rising power of magic with a deep understanding of technology. The Techno Mage has a roster of spells that she may cast, and in addition gains new powers that meld magic and machinery.

Select this advanced class if you want your character to use magic with a modern twist and utilize technology with your spells.

The fastest path into this advanced class is from the Smart hero basic class, though other paths are possible.

Requirements

To qualify to become a Techno Mage, a character must fulfill the following criteria.

Skills: Computer Use 6 ranks, Craft (electronics) 6 ranks, Knowledge (arcane lore) 6 ranks, Repair 6 ranks.

Class Information

The following information pertains to the Techno Mage advanced class.

Hit Die

Techno Mages gain 1d6 hit points per level. The character's Constitution modifier applies.

Action Points

Techno Mages gain a number of action points equal to 6 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills

The Techno Mage's class skills are as follows:

Computer Use (Int), Concentration (Con), Craft (chemical, electronic, mechanical, pharmaceutical) (Int), Decipher Script (Int), Demolitions (Int), Disable Device (Int), Investigate (Int), Knowledge (arcane lore, art, current events, history, popular culture, streetwise, technology) (Int), Read/Write Language (none), Repair (Int), Research (Int), Speak Language (none), Spellcraft (Int).

Skill Points at Each Level: 7 + Intelligence modifier.

Class Features

The following features pertain to the Techno Mage advanced class.

Arcane Spells and Armor

The Techno Mage can become proficient in the use of armor, and while his limitations are not as great as the traditional Mage, he still has a difficult time casting most arcane spells while wearing it. Armor restricts movement, making the complicated gestures needed to cast spells with somatic components harder to perform. When casting an arcane spell with a somatic component, the chance of arcane spell failure depends on the type of armor being worn, as shown below.

Armor Type	Arcane Spell Failure, Proficient	Arcane Spell Failure, Nonproficient
Light	0%	10%
Medium	10%	20%
Heavy	20%	30%

Spellfiles

The Techno Mage must study her spellfiles each day to prepare her spells. The Techno Mage can't prepare any spell not recorded in her spellfiles (except for *read magic*, which the Techno Mage can prepare from memory). The Techno Mage begins play with spellfiles containing all 0-level arcane spells and three 1st-level arcane spells of the player's choice. For each point of Intelligence bonus the Techno Mage has, her spellfiles hold one additional 1st-level arcane spell. Each time the character attains a new level of Techno Mage, she gains two new spells of any level or levels that she can cast, according to her new level. The Techno Mage can also add spells found in other Techno Mages' spellfiles or Mage's spellbooks. (Mages may use spells found in the files of Techno Mages.)

TABLE 1–16: THE TECHNO MAGE

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+0	+1	+0	Arcane skills, arcane spells	+1	+0
2nd	+1	+0	+2	+0	Machine empathy, arcane spells	+1	+0
3rd	+1	+1	+2	+1	Bonus feat, arcane spells, program spell	+2	+1
4th	+2	+1	+2	+1	Create homunculus, arcane spells	+2	+1
5th	+2	+1	+3	+1	Arcane spontaneous casting, arcane spells	+3	+1
6th	+3	+2	+3	+2	Bonus feat, arcane spells	+3	+2
7th	+3	+2	+4	+2	Spell focus, arcane spells	+4	+2
8th	+4	+2	+4	+2	Online casting, arcane spells	+4	+2
9th	+4	+3	+4	+3	Bonus feat, arcane spells	+5	+3
10th	+5	+3	+5	+3	Quicken spells, arcane spells	+5	+3

A set of spellfiles is usually put into a notebook or desktop computer, or a PDA. Occasionally they are put on a secure website to allow access by cell phone or satellite phone. Backup files are a must, and are usually kept in another location (such as a safety deposit box). Hard copy is also used for storage of spellfiles, sometimes bound in spellbooks.

Arcane Skills

At 1st level, the Techno Mage gains access to the arcane skill Spellcraft and the expansion of the Concentration skill, as described under the Mage entry in Chapter Nine: Campaign Models of the *d20 Modern Roleplaying Game.*

Arcane Spells

The Techno Mage's key talent is the ability to cast arcane spells.

The Techno Mage is limited to a certain number of spells of each spell level per day, according to his Techno Mage class level. The Techno Mage must prepare spells ahead of time by resting for eight hours and spending one hour studying his spellfiles. While studying, the Techno Mage decides which spells to prepare. To learn, prepare, or cast a spell, the Techno Mage must have an Intelligence score of at least 10 + the spell's level. The Difficulty Class for saving throws against the Techno Mage's spells is 10 + the spell's level + the Techno Mage's Intelligence modifier.

In addition, the Techno Mage receives bonus spells based on his Intelligence score, as shown on the next page.

Machine Empathy

At 2nd Level, the Techno Mage is so comfortable with technology that she gains a +2 competence bonus with any electronic or mechanical device, and in addition may use any skill that involves technology untrained. A Techno Mage with no levels of Pilot may attempt to land the 747 despite being untrained (an Intelligence bonus in addition to the competence bonus would still apply in this case).

Program Spell

At 3rd level, the Techno Mage may spend an action point to insert a spell within a particular analog or digital device, such that by touching a key (or flicking a switch), the spell activates. All variables of the spell are set at the time of casting.

Example: The Techno Mage spends an action point then programs her keyboard with a *haste* spell where the target is a user who hits Alt-Control-H. The spell remains within the machine until she discharges it.

Bonus Feats

At 3rd, 6th, and 9th level, the Techno Mage gets a bonus feat. The bonus feat must be selected from the following list, and the Techno Mage must meet all of the prerequisites for the feat to select it.

Armor Proficiency (light), Builder, Educated, Gearhead, Greater Spell Focus, Greater Spell Penetration, Personal Firearms Proficiency, Spell Focus, Spell Penetration, Studious, Windfall.

The Techno Mage may also take any metamagic feats as bonus feats.

Int	—Bonus Spells by Spell Level—				
Score	1	2	3	4	5
12–13	1	—	—	—	—
14–15	1	1	—	—	—
16–17	1	1	1	—	—
18–19	1	1	1	1	—
20–21	2	1	1	1	1
22–23	2	2	1	1	1

Techno Mage	—Spells per Day by Spell Level—					
Level	0	1	2	3	4	5
1	3	1	—	—	—	—
2	4	2	—	—	—	—
3	4	2	1	—	—	—
4	4	3	2	—	—	—
5	4	3	2	1	—	—
6	4	3	3	2	—	—
7	4	4	3	2	1	—
8	4	4	3	3	2	—
9	4	4	4	3	2	1
10	4	4	4	3	3	2

Create Homunculus

At 4th level, the Techno Mage can create a homunculus. The homunculus may be flesh, digital, chemical, or biochemical in nature. Homunculus stats are presented in the Chapter Seven: Creatures.

Creating a homunculus requires a DC 25 Wealth check to acquire the appropriate equipment. The materials used are consumed in the creation of the homunculus. In addition, the creation of a homunculus requires a pint of the Techno Mage's blood.

It takes a week to create a homunculus. During this time the Techno Mage must labor for 8 hours a day. A character not actively working on the ritual must perform no other activities except eating, sleeping, or talking. If she misses a day, the process fails, and the ritual must begin anew. At the end of the period, the Techno Mage makes an appropriate skill check for the Craft skill connected with the particular subtype of homunculus (DC 20). A failure indicates loss of the subject (requiring the Techno Mage to begin again) but no other penalty.

The Techno Mage may create any number of homunculi. However, when a homunculi perishes, its death deals 2d10 points of damage to the Techno Mage, so caution is usually the by-word in homunculus creation.

Arcane Spontaneous Casting

At 5th, the Techno Mage chooses a number of spells she already knows equal to her Intelligence modifier. From that point on, the Techno Mage can cast those spells in place of already-chosen spells of the same level. The Techno Mage "loses" a prepared spell to cast another spell of the same level or lower.

Spell Focus

At 7th level, the Techno Mage gains Spell Focus as a bonus feat.





Online Casting

At 8th level, the Techno Mage can cast spells through electronic devices, including cameras, cell phones, and modems. If the spell requires the caster to be seen, then the target must see the caster, if it requires the caster to be heard, then the target must be able to hear the caster.

Range is determined from the caster to the pick-up device (camera, keyboard, etc.) and then from the device to its target. The space between keyboard and monitor, or camera and screen, is not considered.

The Techno Mage must be able to see or otherwise be able to determine the location of her target ("person at the keyboard" is a suitable target).

Spells cast online are less effective, such that the target gets a +4 circumstance bonus on saving throws.

Quicken Spell

At 10th level, the Techno Mage learns to cast some spells as free actions. With but a moment's thought (and the proper verbal, somatic, and material components). She can perform another action, even casting another spell, in the same round as she casts a quickened spell. She may only cast one quickened spell per round. A spell whose casting time is more than 1 full round cannot be quickened.

A quickened spell does not provoke an attack of opportunity. Quicken spell is considered a metamagic ability for purposes of interacting with metamagic feats.

When a quickened spell is prepared, it is treated as a spell of four levels higher than the spell's actual level, such that only 0- and 1st level spells may be quickened by a Techno Mage.

THRASHER

The Thrasher is an individual trained for extreme action. Through long physical trials, cross-training, and personal discipline, the Thrasher has developed his body and will to the point that he may call up extra reserves at key moments. Thrashers include long-distance runners, professional athletes, and extreme hobbyists who can absorb great amounts of physical damage and still push themselves to greater efforts.

Select this advanced class if you want your character to be able to soak up large amounts of damage while tapping into hidden reserves of energy.

The fastest path into this advanced class is from the Tough hero basic class, though other paths are possible.

Requirements

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

Base Attack Bonus: +2.
Skills: Concentration 6 ranks, Survival 6 ranks.
Feats: Athletic or Endurance.

Class Information

The following information pertains to the Thrasher advanced class.

Hit Die

Thrashers gain 1d12 hit points per level. The character's Constitution modifier applies.

Action Points

Thrashers gain a number of action points equal to 6 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills

The Thrasher's class skills are as follows:

Balance (Dex), Climb (Str), Concentration (Con), Drive (Dex), Profession (Wis), Read/Write Languages (none), Ride (Dex), Speak Language (none), Spot (Wis), Swim (Str), Survival (Wis), Tumble (Dex).

Skill Points at Each Level: 3 + Intelligence modifier.

Class Features

The following features pertain to the Thrasher advanced class.

Tough Defense

Using his constitution instead of his dexterity, the Thrasher applies his Constitution bonus to his Defense instead of his Dexterity bonus. Any situation that would deny the Thrasher his Dexterity bonus to Defense denies the Constitution bonus.

Ability Surge

At 2nd, 5th, and 8th level, the Thrasher can temporarily increase his Strength and Dexterity, but at a penalty to saving throws. The Thrasher gains a +4 morale bonus to both

TABLE 1–17: THE THRASHER

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+2	+1	+0	Tough Defense	+1	+0
2nd	+1	+3	+2	+0	Ability surge 1/day	+1	+0
3rd	+2	+3	+2	+1	Bonus feat	+2	+0
4th	+3	+4	+2	+1	Uncanny dodge X	+2	+0
5th	+3	+4	+3	+1	Ability surge 2/day	+3	+1
6th	+4	+5	+3	+2	Bonus feat	+3	+1
7th	+5	+5	+3	+2	Damage reduction 5/+1	+4	+1
8th	+6	+6	+4	+2	Ability surge 3/day	+4	+1
9th	+6	+6	+4	+3	Bonus feat	+5	+2
10th	+7	+7	+5	+3	Damage reduction 10/+1	+5	+2



Kurt Mason,
Thrasher

Strength and Dexterity, but takes a –2 penalty on all saving throws.

Activating ability surge is a free action, and the surge lasts for as many rounds as the character has Thrasher levels. Following an ability surge, the Thrasher is fatigued (–2 to Strength and Dexterity) for as many rounds as he surged, but may negate this penalty as a free action by spending an action point.

The Thrasher may use the ability surge once per day at 2nd level, twice per day at 5th level, and three times per day at 8th level.

Bonus Feats

At 3rd, 6th, and 9th level, the Thrasher gets a bonus feat. The bonus feat must be selected from the following list, and the Thrasher must meet all of the prerequisites for the feat to select it.

Alertness, Blind-Fight, Brawl, Cleave, Combat Expertise, Combat Reflexes, Far Shot, Focused, Great Cleave, Improved Brawl, Improved Knockout Punch, Improved Trip, Knockout Punch, Power Attack.

Uncanny Dodge X

The Thrasher gains the ability of Uncanny Dodge, or increases the potency of this ability if he already has it.

If the Thrasher does not have Uncanny Dodge 1 (usually gained as a Fast hero), he gains Uncanny Dodge 1**:** He retains his Dexterity bonus to Defense (if any) regardless of being caught flat-footed or struck by a hidden attacker. (He still loses his Dexterity bonus to Defense if he's immobilized.)

If the Thrasher already has Uncanny Dodge 1, he gains Uncanny Dodge 2: He can no longer be flanked; he can react to opponents on opposite sides of himself as easily as he can react to a single attacker.

If the Thrasher already has Uncanny Dodge 2, then he gains no further benefit from this ability.

Damage Reduction

Starting at 7th level, the Thrasher gains the ability to use the ambient magic around him to shrug off some amount of injury from each attack. The Thrasher gains damage reduction 5/+1. Subtract 5 from the damage the Thrasher takes each time he is dealt damage from a physical attack—usually weapons or natural attacks but not energy attacks (magical or nonmagical in origin, spells, spell-like abilities, or supernatural abilities). Ignore damage reduction if the damage is from a magic weapon or attack of +1 bonus or higher.

Damage reduction can reduce damage to 0, but not below 0. Damage reduction does not stack with itself unless otherwise stated—if the Thrasher gains other forms of damage reduction, apply the best damage reduction for the situation. Damage reduction from the Thrasher class may stack with the Tough hero damage reduction tree; in this case add the benefit of those damage reductions for attacks from melee and ranged weapons.

At 10th level, this damage reduction increases to 10/+1.



WILDLORD

The Wildlord is a hero versed in survival in the wild. Park rangers, guides, big game hunters, explorers, ecologists, and eco-terrorists are examples of this class. While the Wildlord is most comfortable in a rural setting, their skills can be often applied to the urban landscape as well. The Wildlord does not reject technology, but rather is very pragmatic about the tech she uses—she travels light, takes what she can carry, and lives off the land.

Select this advanced class if you want your character to excel at wilderness and physical skills, and to be able to interact well with animals.

The fastest path into this advanced class is from a combination of Strong and Tough hero basic classes, though other paths are possible.

Requirements

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

Base Attack Bonus: +2.

Skills: Handle Animal 6 ranks, Survival 6 ranks.

Class Information

The following information pertains to the Wildlord advanced class.

Hit Die

Wildlords gain 1d8 hit points per level. The character's Constitution modifier applies.

Action Points

Wildlords gain a number of action points equal to 6 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills

The Wildlord's class skills are as follows:

Climb (Str), Concentration (Con), Drive (Dex), Diplomacy (Cha), Handle Animal (Cha), Hide (Dex), Knowledge (Behavioral sciences, earth and life sciences, physical sciences), Move Silently (Dex), Navigate (Int), Pilot (Dex), Profession (Wis), Ride (Dex), Spot (Wis), Survival (Wis), Swim (Str), Treat Injury (Wis).

Skill Points at Each Level: 5 + Intelligence modifier.

Class Features

The following features pertain to the Wildlord advanced class.

Animal Empathy

At 1st level, the Wildlord gains the ability to use her Handle Animal skill to improve the attitude of an animal or magical beast. The interaction is treated as a Diplomacy skill check, with Handle Animal used instead of Diplomacy. The Wildlord needs to be within 30 feet of the creature to use this ability. Most domestic animals have a starting attitude of indifferent, while most wild animals are unfriendly. (Exceptions exist: trained guard dogs may have an initial reaction of hostile to strangers.)

The Wildlord may also seek to influence magical beasts (including those she has never encountered before) at a –4 penalty. Animal empathy does not function on vermin.

Track

At 2nd level, the Wildlord gains Track as a bonus feat, if she does not already have it.

Animal Companion

At 2nd level, the Wildlord may spend an action point to transform an encountered animal into an animal companion. This requires a full-round action. The animal must already be friendly in attitude toward the Wildlord. This animal accompanies the Wildlord on her adventures as is appropriate to its species (a porpoise may have problems if the Wildlord is based in Phoenix, Arizona). The Wildlord may have a single animal companion at a time.

Choose an animal from the following list: Ape, bear, big cat, boar, crocodile, deinonychus, dog (medium), donkey, eagle, elephant, herd animal (such as cow, camel, or bison), horse, lizard, monkey, octopus, porpoise, snake (constrictor, viper), squid, tiger, or wolf. The creature may be an animal of Shadow. The animal cannot have more Hit Dice than the Wildlord has character levels.

The animal chosen remains an animal, but may gain additional abilities according to the level of the Wildlord (see Animal Companions sidebar). The player running a Wildlord should consider the fact that certain animals may create problems in urban areas ("Excuse me ma'am, is that your bear?") .

TABLE 1–18: THE WILDLORD

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+2	+0	+2	Animal empathy	+1	+1
2nd	+1	+3	+0	+3	Track, animal companion	+1	+1
3rd	+2	+3	+1	+3	Bonus feat, fast climb	+2	+1
4th	+3	+4	+1	+4	Resist venom, call companion	+2	+2
5th	+3	+4	+1	+4	Skill mastery	+3	+2
6th	+4	+5	+2	+5	Bonus feat	+3	+2
7th	+5	+5	+2	+5	Expert in your field	+4	+3
8th	+6	+6	+2	+6	Command/rebuke animals	+4	+3
9th	+6	+6	+3	+6	Bonus feat, transform companion	+5	+3
10th	+7	+7	+3	+7	Command/rebuke magical beasts	+5	+4



Stephanie Lynch, Wildlord

The Wildlord may release the animal back to the wild, regaining the action point initially spent in the process. The Wildlord does not regain the action point if the creatures dies. In either case, the Wildlord must wait at least 24 hours before attempting to gain another animal companion.

Bonus Feats

At 3rd, 6th, and 9th level, the Wildlord gets a bonus feat. The bonus feat must be selected from the following list, and the Wildlord must meet all of the prerequisites for the feat to select it.

Animal Affinity, Athletic, Dodge, Endurance, Focused, Personal Firearms Proficiency, Renown, Stealthy.

Fast Climb

At 3rd level, the Wildlord becomes an expert at climbing. A successful Climb check allows her to move her full speed rather than at half speed when climbing.

Resist Venom

At 4th level, the Wildlord gains +4 resistance bonus on saving throws against natural poisons.

Call Companion

At 4th level, the Wildlord gains the supernatural ability to call her animal companion to her. The animal companion must be in the area (within a mile of the Wildlord's location), and will arrive within 10d6 minutes. Situations which the Wildlord and animal companion are clearly separated (separate cities, or the companion is chained or otherwise prevented from being anywhere near the Wildlord), the animal will express consternation and distress but will not be able to respond.

Skill Mastery

At 5th level, the Wildlord designates one skill from her Wildlord class skill list. When making a check with this skill, the Wildlord may take 10 even if stress and distractions would normally prevent her from doing so. She becomes so certain in the use of this skill that she can use it reliably even under adverse conditions.

Expert in Your Field

At 7th level, the Wildlord is considered to be a master of nature lore, animals, and plants. The Wildlord gains a circumstance bonus equal to her Reputation bonus when making skill checks that are directly involved with her knowledge of the natural world. Such skills would include applicable Knowledge skills, as well as such social skills as Intimidate and Bluff when animals are involved.

Command/Rebuke Animals

At 8th level, the Wildlord may spend an action point to turn, command, or rebuke animals. This functions in the same

Animal Companions

As the Wildlord grows in power and ability, so too does the power of her animal companion.

Class Level	Bonus HD	Natural Armor	Str/Dex Adj.	Special
2	+0	0	+0	Link, share spells
3–5	+2	2	+1	Evasion
6–8	+4	4	+2	Devotion
9–11	+6	6	+3	Multiattack
12–14	+8	8	+4	
15–17	+10	10	+5	Improved evasion
18–20	+12	12	+6	

Class Level: The level of the Wildlord.

Bonus HD: These are extra eight-sided (d8) Hit Dice, each of which gains a Constitution modifier, as normal. Remember that extra Hit Dice improve the animal companion's base attack and base save bonuses. An animal companion's base attack bonus is equal to a Wildlord whose level equals the animal's HD. An animal companion has good Fortitude and Reflex saves (treat it as a character whose level equals the animal's HD). The animal companion doesn't gain any extra skill points or feats for bonus HD.

Natural Armor: The number listed here is an improvement to the animal companion's natural armor rating.

Str/Dex Adj.: Add this figure to the animal companion's Strength and Dexterity scores.

Link (Ex): The Wildlord gains a +4 circumstance bonus on Animal Empathy and Handle Animal checks made regarding the animal companion.

Evasion (Ex): If the animal companion is subjected to an attack that normally allows a Reflex saving throw for half damage, it takes no damage if it makes a successful saving throw.

Devotion (Ex): The animal companion's devotion to its master is so complete, it gains a +4 morale bonus on all Will saves against Enchantment spells and effects.

Multiattack (Ex): The animal companion gains the Multiattack feat, if it has 3 or more natural attacks. If it does not have the requisite 3 or more natural attacks, the animal companion instead gains a second attack with its primary natural attack, albeit at a –5 to the base attack bonus.

Improved Evasion (Ex): If the animal companion is subjected to an attack that normally allows a Reflex saving throw for half damage, it takes no damage if it makes a successful saving throw and only half damage if the saving throw fails.

manner as the ability to turn undead for the Acolyte described in Chapter Nine: Campaign Models of the *d20 Modern Roleplaying Game*.

Transform Companion

At 9th level, the Wildlord gains the supernatural ability to transform her animal companion into a small, inert object, such as a charm, a totem, or a stuffed animal, that may be carried around. While in object form, the transformed companion has the properties of the item.

The Wildlord may, as a move action or part of a move action, cast the object to the ground and cause it to immediately take its original form. The transformed creature is considered a magical beast as long as it remains the Wildlord's companion.

Command/Rebuke Magical Beasts

At 10th level, the Wildlord may spend an action point to turn, command, or rebuke magical beasts. This functions in the same manner as the ability to turn, command, or rebuke undead for the Acolyte as described in Chapter Nine: Campaign Models of the *d20 Modern Roleplaying Game*.

prestige classes

In addition to advanced classes, the *Urban Arcana Campaign Setting* offers a number of prestige classes. These classes have requirements that are more restrictive than those for advanced classes, and therefore reflect deeper specialization. In general, prestige classes are usually accessible only after 8 to 10 character levels and often have requirements only found in advanced classes.

The prestige classes for Urban Arcana are:

Archmage: A veteran arcane spellcaster with increased power using her existing spells.

Artificer: A magical craftsperson capable of making powerful magic items

Ecclesiarch: A seasoned divine spellcaster with increased spellcasting abilities as well as ability to turn additional creature types.

Holy/Unholy Knight: The defenders of their faith, the crusaders for their beliefs, the first and last line of defense for their ideologies.

ARCHMAGE

Those who rise to master the magic are awarded with power greater than that of mere dabblers. They have the ability to work their spells to greater effect and frequency than their peers. To those with the devotion to break through into the higher levels of magic comes power in the form of the Archmage.

Select this prestige class if you want your character to be able to use spells and incantations more effectively and frequently than others.

The fastest path into this prestige class is from the Mage and Techno Mage advanced classes, though other paths are possible.

Requirements

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

Skills: Spellcraft 12 ranks, Knowledge (arcane lore) 12 ranks, Concentration 12 ranks.

Special: Ability to cast arcane spells.

Class Information
The following information pertains to the Archmage prestige class.

Hit Die
Archmages gain 1d6 hit points per level. The character's Constitution modifier applies.

Action Points
Archmage gain a number of action points equal to 7 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills
The Archmage's class skills are as follows:

Computer Use (Int), Concentration (Con), Craft (chemical, electronic, mechanical, pharmaceutical) (Int), Decipher Script (Int), Demolitions (Int), Disable Device (Int), Investigate (Int), Knowledge (arcane lore, art, behavioral sciences, business, civics, current events, earth and life sciences, history, physical sciences, popular culture, streetwise, technology, theology and philosophy) (Int), Profession (Wis), Read/Write Language (none), Repair (Int), Research (Int), Speak Language (none), Spellcraft (Int).

Skill Points at Each Level: 7 + Intelligence modifier.

Class Features
The following features pertain to the Archmage prestige class.

Total Spellcasting
Count all character caster levels when determining the Archmage's casting level for arcane spells.

Increased Spells/Day
At 2nd level, the Archmage increases the base number of arcane spells per day by one half (round down). This increase occurs before modifications for high intelligence or other alterations. At 4th level, the Archmage again increases the number of arcane spells available per day, this time to a total of twice what he would normally have. As before, this increase happens prior to any modifications or alterations.

Gifted Incantations
At 3rd level, the Archmage can spend an action point on an incantation to gain an additional +1d6 on all skill checks to complete the incantation.

Granted Incantations
At 5th level, failure during an Incantation holds no penalty for the Archmage.

ARTIFICER
The Artificer is an expert craftsperson, capable of forging magic items of superior quality. The artificer is capable not only of recreating legendary weaponry, but also creating new weapons, items, and protective gear from modern materials.

Select this prestige class if you want your character to specialize in building magic items.

The fastest path into this prestige class is from the Mage and Techno Mage advanced classes, though other paths are possible.

Requirements
To qualify to become an Artificer, a character must fulfill the following criteria.

Skills: Spellcraft 9 ranks, Knowledge (arcane lore) 9 ranks, and 9 ranks in any one Craft skill. The Craft skill will affect the Artificer's ability to use different types of Craft Artifice abilities.

Other: Ability to cast 2nd-level arcane spells.

Class Information
The following information pertains to the Artificer prestige class.

Hit Die
Artificers gain 1d6 hit points per level. The character's Constitution modifier applies.

Action Points
The Artificer gain a number of action points equal to 7 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills
The Artificer's class skills are as follows:

Computer Use (Int), Concentration (Con), Craft (chemical, electronic, mechanical, pharmaceutical, or structural) (Int), Decipher Script (Int), Disable Device (Int), Drive (Dex), Forgery (Int), Knowledge (arcane lore, art, business, current events, earth and life sciences, history, physical sciences, popular culture, technology, or theology and philosophy) (Int), Profession (Wis), Read/Write Language (none), Repair (Int), Research (Int), Search (Int), Speak Language (none).

Skill Points at Each Level: 7 + Intelligence modifier.

Class Features
The following features pertain to the Artificer prestige class.

Craft Artifice
At each level of Artificer, choose one of the following item creation talents. The Artificer must have ranks in the

TABLE 1–19: THE ARCHMAGE

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+0	+0	+2	Total spellcasting	+1	+2
2nd	+1	+0	+0	+3	Increased spells/day	+1	+2
3rd	+1	+1	+1	+3	Gifted incantations	+2	+2
4th	+2	+1	+1	+4	Increased spells/day	+2	+3
5th	+2	+1	+1	+4	Granted incantations	+3	+3

appropriate Craft skill to use the talent. Note that for talents that are available to other arcane advanced classes, the Artificer's version is less expensive. So, for example, a Mage can replace his brew potion ability with the Artificer's to get an improved version of the ability.

Craft Wand: With this talent, the Artificer can create wands, which carry spells within themselves.

The Artificer can create a wand of any spell of 4th level or lower that he knows. Crafting a wand takes 12 hours × the spell's level. When the Artificer creates a wand, he sets the caster level. The caster level must be sufficient to cast the spell in question and no higher than the Artificer's total class levels in all arcane spellcasting classes (Artificer, Mage, Techno Mage). The caster level has an effect on the purchase DC of the raw materials to craft the wand, the skill check to create the wand, the experience point cost to craft the wand, and the DC of a saving throw (if applicable) to resist the effect of the wand.

The purchase DC for the raw material that the Artificer requires to craft a wand is

Brandon Cross, the Artificer, and Deakon Micklethwaite, the Archmage

KM

18 + the level of the spell stored in the wand + the wand's caster level.

The Artificer must also spend experience points to craft a wand. The XP cost is equal to the spell level × the caster level × the purchase DC of the raw materials.

Finally, the Artificer makes a Craft (mechanical) skill check. The DC for the check is 10 + the spell level + the caster level of the spell stored in the wand. If the check fails, the raw materials are used up but the XP are not spent. The Artificer can try crafting the wand again as soon as he purchases more raw materials.

When an Artificer creates a wand, he makes any choices that he would normally make when casting the spell. A newly crafted wand has 50 charges.

Any wand that stores a spell with a costly material component or an XP cost also carries a commensurate cost. In addition to the raw materials cost, the Artificer must expend 50 copies of the material component or pay 50 times the XP cost when creating the wand.

Improved Brew Potion: With this talent, the Artificer can create potions, which carry spells within themselves.

The Artificer can create a potion of any spell of 3rd level or lower that he knows. The spell must target a character or characters. Brewing a potion takes 24 hours. When the Artificer creates a potion, he sets the caster level. The caster level must be sufficient to cast the spell in question and no higher than the Artificer's total class levels in all arcane spellcasting classes (Artificer, Mage, Techno Mage). The caster level has an effect on the purchase DC of the raw materials to brew the potion, the skill check to create the potion, the experience point cost to brew the potion, and the DC of a saving throw (if applicable) to resist the effect of the potion.

The purchase DC for the raw material that the Artificer requires to brew a potion is 12 + the potion's spell level + the potion's caster level.

The Artificer must also spend experience points to brew a potion. The XP cost is equal to the spell level × the caster level × the purchase DC of the raw materials.

Finally, the Artificer makes a Craft (chemical) skill check. The DC for the check is 10 + the spell level + the caster level of the potion. If the check fails, the raw materials are used up but the XP are not spent. The Artificer can try brewing the potion again as soon as he purchases more raw materials.

When an Artificer creates a potion, he makes any choices that he would normally make when casting the spell. Whoever drinks the potion is the target of the spell.

Any potion that stores a spell with a costly material component or an XP cost also carries a commensurate cost. In addition to the raw materials cost, the Artificer must expend the material component or pay the XP when creating the potion.

Improved Scribe Scroll: With this talent, the Artificer can create scrolls from which he or another spellcaster can cast a scribed spell. You can create a scroll of any spell you know. Scribing a scroll takes one day. The purchase DC for the raw materials to scribe a scroll is 10 + the scroll's spell level + the scroll's caster level.

The Artificer must also spend experience points to scribe a scroll. The XP cost is equal to the spell level × the caster level × the purchase DC of the raw materials.

Finally, the Artificer makes a Craft (writing) skill check. The DC for the check is 10 + the spell level + the caster level of the scroll. If the check fails, the raw materials are used up but the XP are not spent. The Artificer can try scribing the scroll again as soon as he purchases more raw materials.

Any scroll that stores a spell with a costly material component or an XP cost also carries a commensurate cost. In addition to the raw materials cost, the Artificer must expend the material component or pay the XP when scribing the scroll.

A scroll can be written on a sheet of paper or parchment, or it can be saved as a file on a computer or PDA.

Improved Scribe Tattoo: With this talent, an Artificer can create tattoos on his body or on someone else's. Tattoos function similarly to scrolls, and are created in the same way (see Scribe Scroll), except that the pertinent skill is Craft (visual arts). See Chapter Ten: FX Abilities in the *d20 Modern Role-playing Game* for more information about spell tattoos.

Magic Mastercraft: With this talent, the Artificer can create magical mastercraft items.

Each time the Artificer selects this Craft Artifice talent, he applies it to either armor or weapons. From this point on, he can build magical mastercraft items of that type.

The Artificer uses his Craft (mechanical) and Craft (chemical) to build weapons and armor and embue them with magical enhancements.

On average, it takes twice as long to build a magic mastercraft item as it does an ordinary item of the same type. The cost to build a magic mastercraft item is equal to the purchase DC for the components (see the appropriate Craft skill description) + an additional amount based on the magical enhancement bonus: +1 bonus, +5 to the purchase DC; +2 bonus, +10 to the purchase DC; +3 bonus, +15 to the purchase DC.

You can add the magic mastercraft feature to an existing ordinary item by making the Wealth check and then making the Craft check as though you were constructing the item from scratch.

The Artificer must also spend experience points to create a magic mastercraft item. The XP cost is equal to the enhancement bonus × 10 × the purchase DC of the components. The

TABLE 1–20: THE ARTIFICER

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+1	+0	+2	Craft artifice	+1	+2
2nd	+1	+2	+0	+3	Craft artifice, bonus feat	+1	+2
3rd	+1	+2	+1	+3	Craft artifice	+2	+2
4th	+2	+2	+1	+4	Craft artifice, bonus feat	+2	+3
5th	+2	+3	+1	+4	Craft artifice	+3	+3

XP must be paid before making the Craft checks. If the expenditure of these XP would drop the Artificer to below the minimum needed for his current level, then the XP can't be paid and the mastercraft work can't be done until the Artificer gains enough additional XP to remain at his current level after the expenditure is made.

Finally, the Artificer makes a Craft (mechanical) skill check and a Craft (chemical) skill check to complete the work. The DC for the Craft (mechanical) check is 20 + the enhancement bonus for armor; 25 + the enhancement bonus for weapons. The DC for the Craft (chemical) check is 25 + the enhancement bonus – the Artificer's class level.

Bonus Feat

At 2nd and 4th level, the Artificer gets a bonus feat. The bonus feat must be selected from the following list, and the Artificer must meet all of the prerequisites for the feat to select it.

Empower Spell, Enlarge Spell, Eschew Materials, Extend Spell, Heighten Spell, Nonlethal Spell, Reach Spell, Sacred Spell, Shadowbane Spell.

ECCLESIARCH

The Ecclesiarches are those individuals who rise to control the divine spirit, whether it the evocation of a god or a belief in personal strength and spirit. These are the high holy men and women, the most gifted of their clerical ranks, who have increased their spellcasting ability as well as their ability to influence both allies and enemies.

Select this prestige class if you want your character to excel at raw power within divine spellcasting and turning/ commanding/ rebuking creatures.

The fastest path into this prestige class is from the Acolyte and Mystic advanced classes, though other paths are possible.

Requirements

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

Skills: Spellcraft 10 ranks, Knowledge (theology and philosophy) 10 ranks, Concentration 8 ranks.

Special: Ability to cast divine spells, ability to turn a particular creature type.

Class Information

The following information pertains to the Ecclesiarch prestige class.

Hit Die

Ecclesiarches gain 1d8 hit points per level. The character's Constitution modifier applies.

Action Points

Ecclesiarches gain a number of action points equal to 7 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills

The Ecclesiarch's class skills are as follows:

Concentration (Con), Craft (chemical, electronic, visual art, writing) (Int), Decipher Script (Int), Diplomacy (Cha), Gather Information (Cha), Investigate (Int), Knowledge (arcane lore, art, behavioral sciences, current events, history, popular culture, theology and philosophy), Listen (Wis), Perform (any), Profession (Wis), Read/Write Language (none), Research (Int), Sense Motive (Wis), Speak Language (none), Spellcraft (Int), Survival (Wis), Treat Injury (Wis).

Skill Points at Each Level: 5 + Intelligence modifier.

Class Features

The following features pertain to the Ecclesiarch prestige class.

Total Spellcasting

Count all character levels when determining the Ecclesiarch's casting level for divine spells.

Increased Spells/Day

At 2nd level, the Ecclesiarch increases the base number of divine spells he may cast per day by one-half (round down). This increase occurs before modifications for high Intelligence or other alterations. At 4th level, the Ecclesiarch again increases the number of divine spells available per day, this time to a total of twice what he would normally have. As before, this increase happens prior to any modifications or alterations.

Total Turning

Count all character levels when determining the Ecclesiarch's level for attempts to turn, rebuke, or command creatures.

Innovative Turning

When the Ecclesiarch gains 5th level, and every time he gains a character level above this, he may spend an action point to alter the creature type he can turn, rebuke, or command. One Ecclesiarch may choose to affect fey, while another may affect constructs, and a third may choose to affect dragons. The new creature type replaces that of the previous one, and all limitations to the previous power apply (if the character could not bolster the previous creature type, he cannot bolster the new creature type). Certain types of creatures have

TABLE 1–21: THE ECCLESIARCH

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+0	+0	+2	Total spellcasting	+1	+2
2nd	+1	+0	+0	+3	Increased spells/day	+1	+2
3rd	+1	+1	+1	+3	Total turning	+2	+2
4th	+2	+1	+1	+4	Increased spells/day	+2	+3
5th	+2	+1	+1	+4	Innovative turning	+3	+3

restrictions on how they may be affected. The types that may be affected are:

Aberrations	Humans *
Animals	Magical beasts**
Constructs	Monstrous humanoids*
Dragons**	Oozes
Elementals	Outsiders**
Fey*	Plants
Giants*	Undead
Humanoids *	Vermin

*This type of creature cannot be destroyed by turning, regardless of the success of the turning.

**This type of creature cannot be destroyed by turning, and cannot be commanded.

HOLY/UNHOLY KNIGHT

Holy Knights, and their opposite numbers, Unholy Knights, are dedicated crusaders for their particular allegiances, the ultimate combatants in the conflict of good and evil. They combine their combat skills with devotion to their cause and gain access to divine spells as a result of their deeply held beliefs. While the image of the Knight in Shining Armor is appropriate for the Holy Knight (for they still use swords), they have adapted to modern technology admirably.

Select this prestige class if you want your character to be able to utilize both combat and divine spellcasting effectively.

The fastest path into this prestige class is from the Strong and Fast hero basic classes, in particular those which proceed through the Archaic Weaponsmaster and Swashbuckler advanced classes.

Requirements

To qualify to become a Holy/Unholy Knight, a character must fulfill the following criteria.

Base Attack Bonus: +8.

Skills: Diplomacy 9 ranks, Gather Information 9 ranks, Knowledge (any one) 9 ranks.

Feats: Weapon Focus in a melee weapon.

Other: At the time that the character receives his first level in the Holy/Unholy Knight prestige class, he must decide whether his faith leans toward the positive (good) or negative (evil) energy of the universe. This choice adds either the good or evil allegiance to the character, and determines how the Holy/Unholy Knight uses certain aspects of his faith.

Class Information

The following information pertains to the Holy/Unholy Knight prestige class.

Other Days, Other Knights

The GM may create other ranks of knighthood which are not tied to the good/evil dichotomy. Use the Unholy/Holy Knight as a framework for such knights (using their base attack bonus, saves, Defense, and Reputation bonus), but alter the allegiances and special abilities as follows:

Allegiance: The new Knight must choose an allegiance and an opposed allegiance. The presence of a good/evil dichotomy makes for easy selection, but others including law/chaos, nature/corporations and my nation/other dangerous nations.

Sense Allegiance and Smite Allegiance special abilities function within these new parameters.

Turning: Instead of turn undead, the GM may instead cause another creature type to affected, and decide whether the creature is affected by Turning/Destroying or by Rebuking/Commanding.

Example: The GM wishes to include a "Knight of Nature" in her campaign. The Knight of Nature has the abilities noted above, with the following modifications:

The Knight of Nature's allegiance is "Nature," and the GM sets the opposed nature as "Corporations" (as the GM, she will be responsible for opponents that carry that allegiance). The GM further chooses that the Knight of Nature should turn/destroy constructs as opposed to undead. All other abilities apply normally.

Hit Die

Holy/Unholy Knights gain 1d10 hit points per level. The character's Constitution modifier applies.

Action Points

Holy/Unholy Knights gain a number of action points equal to 7 plus one-half their character level, rounded down, every time they advance a level in this class.

Class Skills

The Holy/Unholy Knight's class skills are as follows:

Climb (Str), Diplomacy (Cha), Handle Animal (Cha),Intimidate (Cha), Jump (Str), Knowledge (arcane lore, current events, history, popular culture, streetwise, tactics, technology, theology and philosophy) (Int), Profession (Wis), Read/Write Language (none), Ride (Dex), Sense Motive (Wis), Speak Language (none), Treat Injury (Wis).

Skill Points at Each Level: 5 + Intelligence modifier.

TABLE 1–22: THE HOLY/UNHOLY KNIGHT

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+1	+2	+0	+2	Divine grace, divine spells	+0	+1
2nd	+2	+3	+0	+3	Sense allegiance, divine spells	+1	+1
3rd	+3	+3	+1	+3	Smite allegiance, divine spells	+1	+1
4th	+4	+4	+1	+4	Divine touch, divine spells	+1	+2
5th	+5	+4	+1	+4	Turn undead, divine spells	+2	+2



Class Features

The following features pertain to the Holy/Unholy Knight prestige class.

Divine Spells

The Holy/Unholy Knight casts divine spells. Unless noted below, the Holy/Unholy Knight's ability functions identically to the Acolyte's spellcasting abilities (see Chapter Nine: Campaign Models, in the *d20 Modern Roleplaying Game*). The Difficulty Class for a saving throw against the Holy/Unholy Knight's spell is 10 + the spell's level + the Holy/Unholy Knight's Wisdom modifier.

The Holy/Unholy Knight doesn't acquire spells from books, scrolls, or files, nor does he prepare them through study. Instead, he meditates or prays for his spells, receiving them through his own strength of faith or as divine inspiration. The Holy/Unholy Knight must spend one hour each day in quiet contemplation or supplication to regain his daily allotment of spells. Time spent resting has no effect on the Holy/Unholy Knight's spell preparation.

The Holy/Unholy Knight receives no benefit to number of spells due to higher ability scores.

Knight	—Spells per Day by Spell Level—			
Level	0	1	2	3
1	2	1	—	—
2	3	2	—	—
3	3	2	1	—
4	4	3	2	—
5	4	3	2	1

Divine Grace

At 1st level, a Holy/Unholy Knight applies his Charisma modifier (if positive) as a bonus on all saving throws.

Sense Allegiance

At 2nd level, The Holy/Unholy Knight cans sense the presence of characters, creatures, and items of both his chosen allegiance, and his opposing allegiance (the Holy Knight has "good" as a chosen allegiance, and "evil" as an opposing allegiance, while the Unholy Knight has the reverse). The sense allegiance ability extends in a 60-foot radius around the Knight, but may be concentrated to a quarter circle emanating forward from the Knight. You can pinpoint allegiance more finely (to a particular individual, for example, or a particularly evil toy among hundreds) with a successful Search check (DC 25).

Smite Allegiance

At 3rd level, the Holy/Unholy Knight gains the ability to smite characters, creatures, or items of opposing allegiance with a single melee attack (the Holy Knight has "evil" as an opposing allegiance, the Unholy Knight has "good" as an opposing allegiance).

The Holy/Unholy Knight spends an action point and, in addition to the normal benefit of the action point, gains a bonus to the attack equal to his Charisma modifier (if positive) and deals 1 extra point of damage per total character levels of the Holy/Unholy Knight. A 3rd-level Strong/5th-level Archaic Weaponsmaster/ 3rd-level Holy Knight will deal an additional 11 points of damage if he hits.

Should the attack miss, the action point is expended. Similarly, the action point is expended if the Holy/Unholy Knight uses it and strikes a target that does not have an opposing allegiance. Smite allegiance is considered a supernatural ability.

Divine Touch

At 4th level, the Holy/Unholy Knight gains the ability to channel divine energy through his body and apply it directly to himself or another character. With this ability the Knight can restore lost hit points with a single touch; he may also choose to deal holy damage to a target with a simple a touch attack. Each day the Holy/Unholy Knight may cure or deal a number of points of damage equal to his Charisma bonus times his total character level.

The Holy Knight is not limited to curing wounds, nor is the Unholy Knight restricted to inflicting them. It is possible to combine this ability with smite allegiance to increase the amount of damage dealt by a touch attack. Massive damage rules apply.

Use of this ability may be guided by the Holy/Unholy Knight's allegiance, and widespread abuse (a Holy Knight regularly inflicting damage on nonevil opponents) may cause the Holy/Unholy Knight to lose his chosen allegiance.

Turn Undead

At 5th level, the Holy/Unholy Knight can turn undead in the same manner as the Acolyte (see Chapter Nine: Campaign Models, in the *d20 Modern Roleplaying Game*).

The Holy Knight affects undead in the same manner as an Acolyte with good allegiance (turning or destroying undead), while the Unholy Knight affects undead in the same manner as an Acolyte with evil allegiance (rebuking or commanding them). Count all Holy/Unholy Knight and Acolyte levels when determining level for purposes of turning.

Former Knights

A Holy/Unholy Knight who loses his chosen allegiance, intentionally or not, loses all Holy/Unholy Knight special abilities, including the ability to cast divine spells. He may no longer progress in levels of Holy/Unholy Knight, but can regain use of those abilities if he atones for his actions.

The Holy/Unholy Knight may switch sides entirely, taking its former opposed allegiance. In this case, none of the Knight's abilities are lost, and the Knight merely changes his designation from Holy to Unholy (being a Fallen Knight) or Unholy to Holy (being a Redeemed Knight).

Such a switch of allegiance is dramatic, such that the Fallen/Redeemed Knight automatically kicks off the sense allegiance ability for Knights of its now-opposed allegiance. Fallen Knights are usually hunted by their former fellows, while Redeemed Knights are pursued by their one-time allies.



chapter two
equipment

Sometimes the difference between a hero and a corpse is the equipment each carried. In the battle against the Creatures of Shadow, heroes have a wide choice of equipment to take along with them. Most of the items described in this chapter are available through legitimate retailers and dealers. Some equipment is hard to find, and some might be available only in specific areas or not available at all for purchase. A few things might be difficult to obtain due to legal restrictions.

This chapter features items specific to the campaign. For more information, see Chapter Four: Equipment and Vehicles in the *d20 Modern Roleplaying Game*.

WEAPONS

In the URBAN ARCANA campaign, weapons are part of the natural routine. Monsters typically carry weapons, and some have discovered the incredible amount of damage that modern firearms can cause. Those with lower intelligence and less finesse (or out of simple nostalgia) carry a wide range of archaic weapons.

General firearms are detailed in Chapter Four: Equipment and Vehicles in the *d20 Modern Roleplaying Game*. The weapons in this chapter represent the odd, unusual, or unique types that might be used when fighting the Creatures of Shadow. Weapons that have magical enhancements are covered in Chapter Four: Magic Items.

Ranged Weapons

Descriptions of ranged weapons follow. Some are considered simple weapons (covered by the Simple Weapon Proficiency feat), some are archaic (covered by the Archaic Weapons Proficiency), and some are special in that they do not require a feat to be used effectively.

Air Pistols and Air Rifles

These low powered weapons are used to fire darts or pellets, typically to deliver a chemical payload (see Craft (chemical) in Chapter Two: Skills of the *d20 Modern Roleplaying Game*). They are very quiet when fired. Air pistols require a CO_2 cartridge to operate, which allows the gun to fire 10 times before needing to be replaced (purchase DC 3).

Bolas

A bolas consists of two or more wooden spheres connected by lengths of cord. The bolas is a ranged weapon that can be used to entangle a Small or larger opponent. First, you make a ranged touch attack against the target. The target must be at least 10 feet away, as the bolas cannot be used against adjacent opponents. If the attack roll succeeds, the target is entangled (see the Character Condition Summary on page 140 of the *d20 Modern Roleplaying Game*). A target can free itself from the bolas as a full-round action or make an Escape Artist check (DC 15) on its turn to escape from the bolas as an attack action. The bolas has 5 hit points and can be broken with a successful Strength check (DC 20) as a full-round action.

If you entangle a creature with the bolas, you may attempt to trip it on your next attack. The trip attack works as described in the Combat chapter of the *d20 Modern Roleplaying Game*, except that a failed trip does not allow the target to make a trip attack against you.

Blowgun

The blowgun is a long tube through which you fire needles. A needle can deliver poison of either the injury or contact type (see Craft [chemical] in Chapter Two: Skills in the *d20 Modern Roleplaying Game* for poisons).

Crossbow, Grapple-Firing

This device helps heroes scale unclimbable walls, bridge chasms, escape down buildings, and the like. A grapple-firing crossbow is a heavy crossbow modified to fire a special, grapple-headed metal bolt attached to 100 feet of thin, light line.

A successful shot at an appropriate target (see the Attack an Object section in Chapter Five: Combat in the *d20 Modern Roleplaying Game*) indicates that the grapple has hooked onto something, anchoring the rope firmly enough for a character to ascend it with a successful Climb check (DC 15). Failure brings one of three results: the grapple simply failed to snag anything, it has lodged but is not secure enough to support a character's weight, or there's simply nothing up there for it to catch onto. In the first case, the user can simply recoil the rope and try again. In the second case, a successful Intelligence check (DC 10) made before anyone tries to climb reveals the instability. The user cannot free that grapple but may try to fire another. (Should anyone try to climb the unstable rope, the grapple gives way after the climber has progressed 2d10 feet. Determine damage normally for the resulting fall.) In the third case, retries automatically fail.

A character can easily anchor a grapple-bolt by hand in a niche or use pitons to secure it on smooth stone. This provides the same aid for descent without the need to fire the weapon.

TABLE 2–1: RANGED WEAPONS

Nonfirearms (feat needed listed in parentheses)

Weapon	Damage	Critical	Damage Type	Range Increment	Rate of Fire	Magazine	Size	Weight	Purchase DC	Restriction
Air pistol (simple)*	1d2	20	Piercing	30 ft.	1	1 Int.	Small	2 lb.	7	—
Air rifle (simple)*	1d2	20	Piercing	50 ft.	1	1 Int.	Large	5 lb.	8	—
Blowgun (simple)*	1	20	Piercing	10 ft.	1	1 Int.	Small	2 lb.	4	—
Bolas (archaic)*	*	—	*	10 ft.	1	—	Small	2 lb.	3	—
Crossbow, grapple-firing (archaic)*	1d3	*	Piercing	120 ft.	1	1 Int.	Med.	12 lb.	12	—
Crossbow, hand (archaic)	1d4	19–20	Piercing	30 ft.	1	1 Int.	Tiny	3 lb.	11	—
Crossbow, repeating (exotic)	1d8	19–20	Piercing	80 ft.	1	5 Int.	Med.	16 lb.	13	—
Flare gun (simple)*	1d8	20	Fire	30 ft.	1	1 Int.	Small	2 lb.	11	—
Net (archaic)*	*	—	*	10 ft.*	1	—	Med.	10 lb.	6	—
Net launcher (grenade launcher)	*	—	—	10 ft.	1	1 Int.	Large	20 lb.	15	Lic (+1)
Paint ball gun (simple)	—	20*	*	30 ft.	Semi	40 Int.	Small	2 lb.	8	
Sling (archaic)	1d4	20	Ballistic	50 ft.	1	—	Small	—	3	—
Slingshot (simple)	1d3	20	Ballistic	50 ft.	1	—	Tiny	1 lb.	4	—
Speargun (simple)*	2d6	20	Piercing	10 ft.	1	1 Int.	Large	5 lb.	10	—
Super watergun (no feat required)*	*	*	*	10 ft.	1	5 Int.	Med.	2 lb.	4	—
Water cannon (simple)*	*	—	*	10 ft.	*	20 Int.	Huge	50 lb.	19	Lic (+1)

**See weapon description for more information.*

Crossbow, Hand

This exotic weapon is common among spies and others who favor stealth over power. Assassins also use these weapons to launch poison-coated bolts at the target. You can draw a hand crossbow back manually. Loading a hand crossbow is a move action that provokes attacks of opportunity.

Crossbow, Repeating

The repeating crossbow holds five crossbow bolts. When loaded, you can shoot the crossbow according to your normal number of attacks without reloading. Loading a new case of five bolts is a full-round action that provokes attacks of opportunity.

Flare Gun

Normally used as a signaling device, a flare gun can be used as a weapon in a pinch. If fired in the air, it releases a brightly colored flame that can be seen for miles, depending on surrounding terrain. A flare gun automatically ignites flammable items (see Catching on Fire in Chapter Seven: Gamemastering of the *d20 Modern Roleplaying Game*).

Net

A fighting net has small barbs in the weave and a trailing rope to control netted opponents. You use it to entangle opponents.

When you throw a net, you make a ranged touch attack against your target. A net's maximum range is 10 feet, and you suffer no range penalties to throw it even to its maximum range. If you hit, the target is entangled. An entangled creature suffers a –2 penalty on attack rolls and a –4 penalty on effective Dexterity. The entangled creature can only move at half speed and cannot charge or run. If you control the trailing rope by succeeding at an opposed Strength check while holding it, the entangled creature can only move within the limits that the rope allows. If the entangled creature attempts to cast a spell, it must succeed at a Concentration check (DC 15) or the spell fails.

The entangled creature can escape with an Escape Artist check (DC 20) that requires a full-round action. The net has 5 hit points and can be burst with a Strength check (DC 25, also a full-round action).

A net is only useful against creatures within one size category of you. For instance, a Small character wielding a net can entangle Tiny, Small, and Medium creatures.

A net must be folded to be thrown effectively. The first time you throw your net in a fight, you make a normal ranged touch attack roll. After the net is unfolded, you suffer a –4 penalty on attack rolls with it. It takes 2 rounds for a proficient user to fold a net and twice that long for a nonproficient one to do so.

Net Launcher

This is a bulky, compressed air rifle with a conical muzzle that throws a weighted net when fired. Police and animal control personnel use net launchers, as well as big game hunters and the occasional field researcher hoping to bag a live Shadow creature.

Net launchers have a much greater range than a regular thrown net. It takes 10 minutes to reset a net that was previously fired or 1 minute to set the net launcher with a prepackaged net (purchase DC 6, 2 lb. per package).

Paintball Gun

Paintball guns offer a way for the average person to experience what it's like to be in a "live fire" scenario, but without the possibility of taking lethal damage. A paintball deals no damage, but a successful hit will spatter the target with a large splotch of bright, degradable paint. Getting struck with a paintball stings and, if the target is not aware of the circumstance, they might believe they have been shot with an actual bullet.

A critical hit with a paintball gun deals 1d6 points of nonlethal damage.

Sling

The sling, commonly used by primitive people, hurls lead bullets to kill small game. It's not as easy to use as the crossbow or as powerful as a bow, but it's cheap and easy to improvise from common materials.

You can hurl ordinary stones with a sling. Stones are not as dense or as round as bullets, so you deal only 1d3 points of damage and suffer a –1 penalty on attack rolls.

Slingshot

Less powerful than a regular sling, a slingshot has a strong pair of rubber bands attached to a V-shaped handle. The damage listed in the table is for lead bullets (as the sling above), but you can also hurl other small objects like firecrackers, paintballs, rocks, and the like.

Speargun

A speargun uses a powerful set of bands to propel a stainless steel shaft at the target. Most speargun shafts are tied to a thin, strong line (DC 20 Strength check to break). This line is attached to a reel, allowing the shooter to draw the shaft back.

If you deal damage to your opponent, the shaft may lodge in the victim if the victim fails a Reflex saving throw against a DC equal to 10 + the damage dealt. The creature moves at only half speed and cannot charge or run while a spear is lodged in its body. If you control the trailing rope by succeeding at an opposed Strength check while holding it, the harpooned creature can only move within the limits that the rope allows (the trailing rope is 30 feet long). If the speared creature attempts to cast a spell, it must succeed at a Concentration check (DC 15) or the spell fails.

The speared creature can pull the shaft from its wound if it takes a full-round action, but in so doing it deals 2d6 points of damage to itself. Reloading a speargun is a full-round action.

Sticky Foam Sprayer

This bulky and unusual weapon looks similar to a flamethrower, with a fuel tank and sprayer nozzle. However, instead of jellied flaming fuel, the sticky foam sprayer launches a stream of liquid goop that hinders movement and can create impromptu barriers.

The sticky foam sprayer has a range of 15 feet and fills a 5-foot square per round. A creature hit by the sticky foam suffers a –2 penalty to attack rolls and a –4 penalty to effective Dexterity. The entangled character must make a Reflex save (DC 15) or be glued to the floor, unable to move. A creature simply moving into a square with the foam also must make





this save, but does not suffer the penalty to attack rolls or Dexterity. Even with a successful save, it can only move at half speed. Creatures that are Huge or larger are unaffected by sticky foam.

A character who is glued to the floor can break free with a successful Strength check (DC 20) or by dealing 15 points of damage to the sticky foam with a slashing weapon. A character trying to scrape sticky foam off himself, or another character assisting, does not need to make an attack roll; hitting the sticky foam is automatic, after which the character who hit rolls damage to see how much of the goo he scraped off. A character capable of spellcasting who is bound by the sticky foam must make a Concentration check (DC 15) to cast a spell. The sticky foam becomes brittle and breaks apart easily after 10 minutes.

Super Watergun

The super watergun is a toy gun that shoots a thin stream of water. The tank holds enough water to shoot 5 times before needing to be refilled. A super watergun has a maximum range of 10 feet. No attack roll is required to hit, and thus no feat is required to operate one effectively. Any creature caught in the path of the stream can make a Reflex save (DC 15) to take half damage (if applicable). Creatures with cover (see Chapter Five: Combat in the *d20 Modern Roleplaying Game*) get a bonus on their Reflex save.

Regular water deals no damage, but special substances (such as holy water) can be used for different effects. If you make a full-round attack against a target, it deals the same amount of damage as a vial of the substance—an attack action does not produce enough of a stream to deal damage.

The super watergun has a handle that must be pumped to shoot, thus requiring both hands to use effectively.

A super watergun cannot hold acid, which will eat through the thin plastic tank in a matter of seconds. The entire tank of water must contain the given substance to be effective—mixing with regular water will negate the effect.

Water Cannon

Used for crowd control and riot dispersion, water cannons are essentially mounted fire hoses built into vehicles with a large tank. A water cannon can fire continuously for 2 minutes before needing to be refilled.

A person struck by a water cannon takes 1d10 points of nonlethal damage per round, and must make a Reflex save (DC 15) or be knocked prone by the force of the blast.

A water cannon that is attached to a vehicle cannot be removed. Use these same statistics if attacking someone with a firehose.

Ammunition

This section covers unique and exotic ammunition that a hero might use during an adventure. For more information on regular ammunition, see Chapter Four: Equipment and Vehicles in the *d20 Modern Roleplaying Game*.

Armor Piercing

Armor-piercing ammunition reduces the effectiveness of armor. When fired at an opponent wearing any type of armor, the attack receives a +2 bonus. It has no benefit against targets that are not wearing armor.

TABLE 2–2: AMMUNITION

Ammunition Type	Purchase DC Modifier	Restriction
Armor Piercing	+3	Res (+2)
Beanbag	+2	Res (+2)
Birdshot	–1	Lic (+1)
Flechette	+4	Mil (+3)
Frangible	+2	Res (+2)
High Explosive	+5	Mil (+3)
Rubber Round	+1	Res (+2)
Silver	+6	—
Subsonic	+4	Mil (+3)
Tracer	+1	Mil (+3)
Tranquilizer	7*	Res (+2)
White Phosphorous (WP)	+5	Mil (+3)

**This is the regular purchase DC, not modifier.*

Beanbag

Riot police use this type of ammunition for crowd control. Loads are available for shotguns and grenade launchers only. It deals the same amount of damage as a normal load, but the damage dealt is nonlethal.

Birdshot

This is a lighter shotgun ammunition. It reduces the damage dealt by a shotgun by 1 die.

Flechette

Flechette rounds fire bundles of razor-sharp, fin-stabilized tungsten darts. A weapon that fires this ammunition improves its critical threat range by one, but takes a –1 penalty on attack rolls.

Frangible

This ammunition scatters through a target rather than punching through and hitting something else. It increases the damage dealt to unarmored targets by +1. This bonus is negated if the target is wearing any sort of armor or has a natural armor bonus of +2 or more.

High Explosive

High explosive ammunition is used mostly in grenade launchers and occasionally shotguns, but can be found for other weapons. It is very expensive and difficult to come by. High explosive ammunition deals 1 extra die of damage of the appropriate type for the weapon.

Rubber Rounds

Rubber rounds exist for all types of handguns and longarms. Rubber ammunition deals nonlethal damage.

Silver

Silver ammunition is useful for dealing with some types of Shadow creatures. Silvered ammunition deals lethal damage to regular targets and bypasses the damage reduction of any creature that is vulnerable to silver. It is never mass-produced and must be made by hand, as reflected by its high cost.

Because silvered ammunition must be manufactured by hand, it is not licensed. It requires a Craft (mechanical) check (DC 12) to manufacture a single silver bullet.

Subsonic

Assassins and snipers use subsonic ammunition; it is rarely found outside those circles. Its primary use is to reduce the noise of a shot, making it more difficult to spot the shooter after the gun is fired.

Subsonic ammunition reduces damage dealt by –2 points, but the DC to Listen checks to hear the gunshot is increased by +10. Subsonic ammunition decreases the range increment by 20 feet. It is available for handguns and longarms, except shotguns.

Tracer

These phosphorous-coated rounds aid the shooter of an automatic weapon in leading bullets to a target, but makes them easier to spot in turn. Tracer ammunition provides a +1 bonus to attack rolls made with a weapon when fired on autofire only. Opponents gain a +5 circumstance bonus on Spot checks when trying to find someone firing tracer ammunition.

Tranquilizer

This ammunition is actually a large dart with a reservoir that is used to deliver a tranquilizer (or poison) to the target. It is only available for air rifles and pistols. For more information on poisons, see the Craft (chemical) skill in Chapter Two: Skills in the *d20 Modern Roleplaying Game*.

White Phosphorous (WP)

White phosphorous-tipped rounds can inflict terrible burns on a target. These rounds go off if they strike anything between the shooter and the target.

Any target damaged by a "Willie P" shot takes an additional 1d6 points of fire damage and risks catching on fire (see Catching on Fire in Chapter Seven: Gamemastering of the *d20 Modern Roleplaying Game*).

Melee Weapons

Melee weapons are used in close combat and are generally among the simplest weapons to use. The feat that provides proficiency with these weapons varies from weapon to weapon; some are considered simple weapons (covered by the Simple Weapon Proficiency feat); others are archaic (covered by the Archaic Weapons Proficiency feat) or exotic (covered by the Exotic Melee Weapons feat).

Axe, Orc Double

An orc double axe is a double weapon. You can fight with it as if fighting with two weapons, but if you do, you incur all the normal attack penalties associated with fighting with two weapons, as if you were wielding a one-handed weapon and

TABLE 2–3: MELEE WEAPONS

Weapon	Damage	Critical	Damage Type	Range Increment	Size	Weight	Purchase DC	Restriction
Simple Weapons								
Club, spiked	1d8	20	Bludgeoning, Piercing	—	Med.	8 lb.	5	—
Dagger, punching	1d4	20/×3	Piercing	—	Tiny	2 lb.	5	—
Gauntlet	*	*	Bludgeoning	—	*	2 lb.	5	—
Gauntlet, spiked	1d4	20	Piercing	—	Tiny	2 lb.	6	—
Ketch-all pole*	1d4*	20	Bludgeoning	—	Large	8 lb.	11	—
Mace, heavy	1d8	20	Bludgeoning	—	Med.	8 lb.	5	—
Mace, light	1d6	20	Bludgeoning	—	Small	6 lb.	4	—
Quarterstaff*‡	1d6/1d6	20	Bludgeoning	—	Large	4 lb.	3	—
Shortspear	1d8	20/×3	Piercing	20 ft.	Large	5 lb.	5	—
Sickle	1d6	20	Slashing	—	Small	3 lb.	3	—
Archaic Weapons								
Battleaxe	1d8	20/×3	Slashing	—	Med.	7 lb.	11	—
Cutlass*	1d6	19–20	Piercing, Slashing	—	Small	3 lb.	11	—
Falchion	2d4	18–20	Slashing	—	Large	16 lb.	12	—
Flail, heavy*	1d10	19–20	Bludgeoning	—	Large	20 lb.	8	—
Flail, light*	1d8	20	Bludgeoning	—	Med.	5 lb.	7	—
Glaive†	1d10	20/×3	Slashing	—	Large	15 lb.	9	—
Greataxe	1d12	20/×3	Slashing	—	Large	20 lb.	12	—
Greatclub	1d10	20	Bludgeoning	—	Large	10 lb.	6	—
Greatsword	2d6	19–20	Slashing	—	Large	15 lb.	13	—
Guisarme*†	2d4	20/×3	Slashing	—	Large	15 lb.	9	—
Halberd*†	1d10	20/×3	Piercing, Slashing	—	Large	15 lb.	10	—
Lance, heavy	1d8	20/×3	Piercing	—	Med.	10 lb.	7	—
Lance, light	1d6	20/×3	Piercing	—	Small	5 lb.	6	—
Maul	1d10	20/×3	Bludgeoning	—	Large	20 lb.	10	—
Naginata†	1d10	20/×3	Slashing	—	Large	15 lb.	13	—

a light weapon (see Attacking with Two Weapons, Chapter Five: Combat in the *d20 Modern Roleplaying Game*). A creature using a double weapon in one hand, such as an ogre using an orc double axe, can't use it as a double weapon.

Battleaxe
The battleaxe has a large metal head and is popular with cultists and others who like to leave big, bloody wounds.

Club, Spiked
Also called a morningstar, this simple weapon combines the impact of a club with the piercing force of spikes.

Cutlass
The cutlass is a short, heavy, slightly curved blade useful for both stabbing and slashing. Its heavy basket hilt gives the wielder a +2 equipment bonus on any checks to resist being disarmed.

Dagger, Punching
Also called a katar, the punching dagger puts the full force of the wielder's punch behind it, making it capable of deadly strikes.

Falchion
This sword, which is essentially a two-handed scimitar, has a curve that gives it a keener edge.

Flail, Dire
A dire flail is a double weapon. You can fight with it as if fighting with two weapons, but if you do, you incur all the normal attack penalties associated with fighting with two weapons, as if you were using a one-handed weapon and a light weapon (see Attacking with Two Weapons in Chapter Five: Combat in the *d20 Modern Roleplaying Game*). A creature using a double weapon in one hand can't use it as a double weapon.

With a dire flail, you gain a +2 bonus on your opposed attack roll when attempting to disarm an enemy (including the opposed attack roll to avoid being disarmed if you fail to disarm your enemy).

You can also use this weapon to make trip attacks. If you are tripped during your own trip attempt, you can drop the dire flail to avoid being tripped.

Flail, Light and Heavy
With a flail, you gain a +2 bonus on your opposed attack roll when attempting to disarm an enemy (including the roll to avoid being disarmed if you fail to disarm your enemy).

You can also use this weapon to make trip attacks. If you are tripped during your own trip attempt, you can drop the flail to avoid being tripped.

TABLE 2–3: MELEE WEAPONS (CONT.)

Weapon	Damage	Critical	Damage Type	Range Increment	Size	Weight	Purchase DC	Restriction
Archaic Weapons								
Pick	1d4	20/×4	Piercing	—	Small	4 lb.	6	—
Pickaxe	1d6	20/×4	Piercing	—	Med.	6 lb.	7	—
Ranseur†	2d4	20/×3	Piercing	—	Large	15 lb.	9	—
Saber*	1d8	19–20	Slashing, Piercing	—	Med.	4 lb.	11	—
Scimitar	1d6	18–20	Slashing	—	Med.	4 lb.	12	—
Scythe	2d4	20/×4	Piercing, Slashing	—	Large	12 lb.	7	—
Sword, short	1d6	19–20	Piercing	—	Small	3 lb.	10	—
Trident	1d8	20	Piercing	10 ft.	Med.	5 lb.	7	—
Wakizashi	1d6	19–20	Slashing	—	Small	3 lb.	11	—
Warhammer	1d8	20/×3	Bludgeoning	—	Med.	8 lb.	9	—
Exotic Melee Weapons								
Axe, orc double*‡	1d8/1d8	20/×3	Slashing	—	Large	25 lb.	15	—
Flail, dire*‡	1d8/1d8	20	Bludgeoning	—	Large	20 lb.	15	—
Hammer, gnome hooked*‡	1d6/1d4	×3/×4*	Bludgeoning, Piercing	—	Med.	6 lb.	15	—
Khopesh*	1d8	19–20	Slashing	—	Med.	12 lb.	11	—
Nekode*	1d4	20	Piercing	—	Tiny	2 lb.	8	—
Ninja-to*	1d6	19–20	Slashing	—	Small	3 lb.	10	—
Scourge*	1d8	20	Slashing	—	Med.	2 lb.	6	—
Shikomi-zue	1d8	20/×3	Piercing	—	Large	5 lb.	12	—
Sword, bastard*	1d10	19–20	Slashing	—	Med.	10 lb.	15	—
Sword, two-bladed*‡	1d8/1d8	19–20	Slashing	—	Large	15 lb.	16	—
Urgosh, dwarven*‡	1d8/1d6	20/×3	Slashing, Piercing	—	Large	15 lb.	15	—
Waraxe, dwarven*	1d10	20/×3	Slashing	—	Med.	15 lb.	15	—
War fan*	1d6	20/×3	Slashing	—	Small	3 lb.	12	—

**See the description of this weapon for special rules.* †*Reach weapon.* ‡*Double weapon.*

Gauntlet
These metal gloves protect your hands and let you deal lethal damage with unarmed strikes rather than nonlethal damage. A strike with a gauntlet is otherwise considered an unarmed attack. The cost and weight given are for a single gauntlet. Medium and heavy archaic armors (except breastplates) come with gauntlets.

Gauntlet, Spiked
Your opponent cannot use a disarm action to disarm you of spiked gauntlets. The cost and weight given are for a single gauntlet. An attack with a spiked gauntlet is considered an armed attack that deals lethal damage.

Glaive
A glaive has reach. You can strike opponents 10 feet away with it, but you can't use it against an adjacent foe.

Greataxe
This big, heavy axe is a favorite of large Shadow creatures or anybody else who wants the capability to deal out incredible damage.

Greatclub
A greatclub is a two-handed version of a regular club.

Greatsword
This huge sword, including the Scottish claymore, can deal tremendous damage in the right hands.

Guisarme
A guisarme has reach. You can strike opponents 10 feet away with it, but you can't use it against adjacent foes.

Because of the guisarme's curved blade, you can also use it to make trip attacks. If you are tripped during your own trip attack, you can drop the guisarme to avoid being tripped.

Halberd
Halberds are extremely rare outside of ceremonial functions or museums, although some Shadow creatures wield them. Normally, you strike with the halberd's axe head, but the spike on the end is useful against charging opponents.

Because of the hook on the back of the halberd, you can use it to make trip attacks. If you are tripped during your own trip attempt, you can drop the halberd to avoid being tripped.

Hammer, Gnome Hooked
A gnome hooked hammer is a double weapon. You can fight with it as if fighting with two weapons, but if you do, you incur all the normal attack penalties associated with fighting with two weapons, as if you were using a one-handed weapon and a light weapon (see Attacking with Two Weapons, page 137 in the *d20 Modern Roleplaying Game*). A creature using a double weapon in one hand, such as a human using a gnome hooked hammer, can't use it as a double weapon. The hammer's blunt head is a bludgeoning weapon that deals 1d6 points of damage (x3 crit). Its hook is a piercing weapon that deals 1d4 points of damage (x4 crit). You can use either head as the primary weapon head. The other head is the off-hand weapon.

Ketch-All Pole
A ketch-all pole is designed to capture opponents with a minimum of harm. A wielder who hits an opponent with a ketch-all pole can immediately initiate a grapple (as a free action) without provoking an attack of opportunity. In addition to the normal options available to a grappler, the wielder of a ketch-all pole can attempt to pull his target to the ground (the equivalent of a trip attack, though no attack roll is necessary).

The ketch-all pole has reach and cannot be used against adjacent opponents. A ketch-all pole can only be used against opponents within one size category of the wielder.

Khopesh
This bizarre sword is popular with cultists of Egyptian gods. The khopesh looks like a normal longsword whose blade suddenly turns sickle-shaped about a foot from the hilt. It is heavy and awkward to use without a lot of training. You can use the khopesh to make trip attacks due to its hooklike blade.

Lance, Heavy and Light
A lance deals double damage when used from the back of a charging mount or vehicle (like a motorcycle or bicycle). A heavy lance has reach. You can strike opponents 10 feet away with it, but you can't use it against an adjacent foe. Light lances are primarily for Small riders.

Maul
Bigger than a sledgehammer, the maul is a two-handed warhammer of enormous size. Ogres and other brutes favor it.

Naginata
A naginata is a finely crafted Japanese polearm. A naginata has reach. You can strike opponents 10 feet away with it, but you can't use it against an adjacent foe.

Nekode
A nekode is a strap or glove fitted with spikes in the palm, favored as both a weapon and a climbing tool by ninja. Your opponent cannot use a disarm action to disarm you of a nekode. An attack with a nekode is considered an armed attack.

Using a pair of nekodes while climbing gives a +1 equipment bonus on Climb checks. This bonus does not stack with the +2 bonus provided by a climber's kit.

The bagh nakh ("tiger's claws") is similar to the nekode, but wielded more like brass knuckles. Its statistics are the same, but it does not give a bonus on Climb checks.

Ninja-to
The ninja-to—a short, straight sword similar to a wakizashi—is the standard sword of the ninja. True to a ninja's methods, the scabbard of the ninja-to is a multipurpose tool. It is open at both ends, allowing it to be used as a blowpipe for powders or poisons or as a breathing tube. It is also stiff and strong, allowing it to be used as the rung of a ladder or even as a weapon (use the statistics for a club).

Pick
A pick is designed to concentrate its force on a small, penetrating point. It is a small, one-handed instrument that includes rock cutting picks and picks designed for combat.



Pickaxe
This is a heavy, two-handed tool commonly used for mining and digging dirt. The version listed here is strengthened for martial use.

Quarterstaff
You can strike with either end of a quarterstaff, allowing you to take full advantage of openings in your opponent's defenses.

A quarterstaff is a double weapon. You can fight with it as if fighting with two weapons, but if you do, you incur all the normal attack penalties associated with fighting with two weapons as if you are using a one-handed weapon and a light weapon. A creature using a double weapon in one hand, such as a Large creature using a quarterstaff, can't use it as a double weapon.

Ranseur
This curious-looking polearm has reach. You can strike opponents 10 feet away with it, but you can't use it against an adjacent foe.

With a ranseur, you get a +2 bonus on your opposed attack rolls when attempting to disarm an opponent (including the roll to avoid being disarmed if you fail to disarm your opponent).

Saber
The saber is a long, heavy sword specialized for use in mounted combat. You gain a +1 equipment bonus on your attack rolls when you use a saber while mounted (horse or a vehicle such as a motorcycle).

Scourge
A scourge is a multitailed, barbed whip. The scourge is often dipped in a poison delivered via injury. With a scourge, you get a +2 bonus on your opposed attack roll when attempting to disarm an enemy (including the roll to avoid being disarmed if you fail to disarm your foe).

You can also use this weapon to make trip attacks. If you are tripped during your own trip attempt, you can drop the scourge to avoid being tripped.

Scimitar
A curved sword. The curve on this blade makes the weapon's edge effectively sharper.

Scythe
The scythe can be a powerful weapon in the right hands. The design of the scythe focuses tremendous force on the sharp point as well as allowing devastating slashes with the blade edge.

Sickle
This weapon is like a farmer's sickle, but it is strengthened for use as a weapon.

Shikomi-zue
This ninja weapon appears to be a stout bamboo or wooden staff, but a quick twist or press of a button causes a spearhead to spring from one end. Without the blade, the shikomi-zue deals the same damage as a quarterstaff (1d6, ×2 crit), and can be used as a double weapon. With the blade out, it has the statistics shown on Table 2–3: Melee Weapons.

Shortspear
A smaller spear that can be thrown.

Sword, Bastard
A bastard sword is too large to use in one hand without special training, thus it is an exotic weapon. A Medium character can use a bastard sword two-handed as a martial weapon, or a Large creature can use it one-handed in the same way.

Sword, Short
This sword is popular with heroes for its concealability.



Leonard captures an undead creature with his ketch-all pole.

Sword, Two-Bladed

A two-bladed sword is a double weapon. You can fight with it as if fighting with two weapons, but if you do, you incur all the normal attack penalties associated with fighting with two weapons as if you were using a one-handed weapon and a light. A creature using a double weapon in one hand can't use it as a double weapon.

Trident

This three-tined piercing weapon can be thrown just as a shortspear can be, but its range increment is shorter because it's not as aerodynamic. Scuba divers and aquatic Shadow creatures make use of tridents.

Urgosh, Dwarven

A dwarven urgrosh is a double weapon. You can fight with it as if fighting with two weapons, but if you do, you incur all the normal attack penalties associated with fighting with two weapons as if you were using a one-handed weapon and a light. A creature using a double weapon in one hand can't use it as a double weapon.

The urgrosh's axe head is a slashing weapon that deals 1d8 points of damage. Its spear head is a piercing weapon that deals 1d6 points of damage. You can use either head as the primary weapon head. The other is the off-hand weapon.

If you use an urgrosh against a charging character, the spear head is the part of the weapon that does damage.

An urgrosh is also called a spear-axe.

Wakizashi

The wakizashi is a Japanese masterwork short sword, granting a +1 bonus on your attack rolls. A masterwork weapon's bonus to attack does not stack with an enhancement bonus to attack.

A samurai's wakizashi is part of a matched pair with his katana, and—like the katana—is an important part of his honor. Its most prominent use is in the suicide ritual called seppuku.

Waraxe, Dwarven

A dwarven waraxe is too large to use in one hand without special training; thus, it is an exotic weapon. A Medium character can use a dwarven waraxe two-handed as a martial weapon, or a Large creature can use it one-handed in the same way.

Warhammer

This is a one-handed sledge with a large, heavy head. It includes large work hammers such as those that can be found around construction sites.

War Fan

This weapon appears to the untrained eye as nothing more than a beautifully crafted fan. In fact, the vanes of the fan are crafted from steel, and the tips are needle-sharp. When first brought into melee, the wielder may attempt a Bluff check against an opponent's Sense Motive check. If the wielder wins the contest, he adds a +4 bonus to the attack roll for his first round's attack(s).

Armor and Protective Gear

Armor is extremely rare in the modern setting, except among SWAT teams and military units. However, Shadow creatures sometimes wear archaic armor, either because they don't know any better or prefer its protection to modern versions. Most magic armor is archaic by default, though there is nothing stopping a Mage or Acolyte from crafting magic armor using modern materials.

Archaic armor provides a tremendous amount of protection, but is usually cumbersome, heavy, or both. Wearing this armor outside of an SCA event will draw attention, especially by law enforcement officials.

Three feats cover proficiency in the use of armor: Armor Proficiency (light), Armor Proficiency (medium), and Armor Proficiency (heavy).

A creature that is proficient in medium or heavy armor is also proficient in the use of shields.

For more detailed information on armor and how it works, see Chapter Four: Equipment and Vehicles in the *d20 Modern Roleplaying Game*. Magic armor is described in Chapter Ten: FX Abilities in the core rulebook.

Banded Mail

This armor is made of overlapping strips of metal sewn to a backing of leather and chainmail. The strips cover vulnerable areas, while the chain and leather protect the joints and provide freedom of movement. Straps and buckles distribute the weight evenly. A suit of this armor includes gauntlets.

Breastplate

A breastplate covers your front and your back. It comes with a helmet and greaves (plates to cover your lower legs). A light suit or skirt of studded leather beneath the breastplate protects your limbs without overly restricting movement.

Buckler

This small metal shield is strapped to your forearm. You can use a pistol, longarm, or melee weapon without penalty. You can also use an off-hand weapon, but you but suffer a –1 penalty on attack rolls because of the extra weight on your arm. This penalty stacks with those for fighting with your off-hand and for fighting with two weapons. In any case, if you use a weapon in your off-hand, you don't get the buckler's shield bonus for the rest of the round.

Fire Resistant Suit

This bulky, silver-coated suit provides fire resistance 10, but does not protect against any other type of damage. It is used primarily by fire fighters.

Half-Plate

This armor is a combination of chainmail with metal plates (breastplate, epaulettes, elbow guards, gauntlets, tasses, and greaves) covering vital areas. Buckles and straps hold the whole suit together and distribute the weight, but the armor still hangs more loosely than full plate. It includes gauntlets.

Hide

This armor is prepared from multiple layers of leather and animal hides. It is stiff and hard to move in. Shadow creatures





TABLE 2–4: ARMOR AND PROTECTIVE GEAR

Armor	Type	Equipment Bonus	Nonprof. Bonus	Max Dex Bonus	Armor Penalty	Arcane Spell Failure	Speed (30 ft.)	Weight	Purchase DC	Restriction
Light Armor										
Padded	Impromptu	+1	+1	+8	–3	5%	30	10 lb.	9	—
Studded leather	Archaic	+3	+1	+5	–1	15%	30	20 lb.	13	—
NBC suit	Tactical	–	–	+5	–4	40%	30	10 lb.	15	Res (+2)
Fire resistant suit	Tactical	–	–	+5	–4	40%	30	10 lb.	13	—
Medium Armor										
Hide	Impromptu	+3	+2	+4	–3	20%	20	25 lb.	10	—
Lamellar	Archaic	+5	+2	+3	–4	30%	20	35 lb.	20	—
Scale mail	Archaic	+4	+2	+3	–4	25%	20	30 lb.	16	—
Breastplate	Archaic	+5	+2	+3	–4	25%	20	30 lb.	18	—
Heavy Armor										
Splint mail	Archaic	+6	+3	+0	–7	40%	20	45 lb.	18	—
Banded mail	Archaic	+6	+3	+1	–6	35%	20	35 lb.	19	—
Half-plate	Archaic	+7	+3	+0	–7	35%	20	50 lb.	21	—
O-yoroi	Archaic	+7	+3	+2	–5	40%	20	45 lb.	28	—

Shield	Type	Shield Bonus	Nonprof. Bonus	Max Dex Bonus	Armor Penalty	Arcane Spell Failure	Speed (30 ft.)	Weight	Purchase DC	Restriction
Buckler	Shield	+1	+0	—	–1	5%	—	5 lb.	9	—
Shield, impromptu	Shield	+1	+0	—	–2	5%	—	varies	—	—
Shield, small	Shield	+1	+0	—	–1	5%	—	6 lb.	5	—
Shield, large	Shield	+2	+1	—	–2	15%	—	15 lb.	7	—
Shield, riot	Shield	+3	+1	—	–1	30%	—	6 lb.	10	Res (+2)

and other primitive individuals that are unconcerned about appearance or hygiene commonly wear hide armor.

Lamellar

Similar to splint armor, lamellar consists of small, overlapping plates of metal sewn together or stitched to a backing of leather or cloth.

NBC Suit

Although technically not armor, this oversized suit does protect the wearer from nuclear (radiation), biological, and chemical hazards. When worn and completely sealed, it grants a +10 equipment bonus on Fortitude saves against radiation, disease, chemicals, or poisons (airborne or contact only).

An NBC suit comes with an internal air supply that lasts for one hour. The suit takes 5 minutes to don with someone's aid or 10 minutes without.

If an NBC suit takes 4 points of damage from ballistic, slashing, or piercing weapons, the benefits it provides are negated. If the suit has been exposed to some hazard, it must be cleaned and neutralized, taking 1 hour and requiring special chemicals (purchase DC 15) and high-pressure water hoses.

O-Yoroi

O-yoroi, also called great armor, is a full suit of armor formed from small metal plates tied together with colored leather lacings and lacquered to seal them from moisture. The full suit consists of a corselet (do-maru, covering the stomach, chest, shoulders, and back), large rectangular shoulder pieces (sode), an apron of large plates to cover the thighs and knees (haidate), a great helmet with a face mask (kabuto), and shin guards made of metal splints (sune-ate). Wearing great armor is a badge of honor for bushi of the samurai caste of Japan, and they frown on anyone else wearing such a suit.

Padded

Padded armor features layers of cloth and batting. Armor used for training attack dogs and extremely heavy winter clothing fall under this classification of armor.

Scale Mail

This is a coat and leggings (and perhaps a separate skirt) of leather covered with overlapping pieces of metal, much like the scales of a fish. It includes gauntlets.

Shield

You strap a shield to your forearm and grip it with your hand.

Small Shield: A small shield's light weight lets you carry other items in that hand (although you cannot use weapons).

Large Shield: A large shield is too heavy for you to use your shield hand for anything else.

Wooden or Steel: Wooden and steel shields offer the same protection, although they respond differently to special attacks.

Impromptu: This includes "picked up" shields like garbage can lids or stop signs. They are bulky, unwieldy, and tend to fall apart after a few hits (hardness 5, 3 hp).

Riot: A riot shield is a large shield made of tough, transparent plastic, providing cover without hindering sight.

Splint Mail

This armor is made of narrow vertical strips of metal riveted to a backing of leather that is worn over cloth padding. Flexible chainmail protects the joints. It includes gauntlets.

Studded Leather

This armor is made from tough but flexible leather (not hardened leather as with normal leather armor) reinforced with close-set metal rivets. Some heavily studded motorcycle gear can be considered studded leather.

GENERAL EQUIPMENT

This section covers the variety of general gear available to adventurers of all sorts.

Many of the items in this section are battery operated. Any device that uses batteries comes with them. As a general rule, ignore battery life—assume characters are smart enough to recharge or replace their batteries between adventures, and that the batteries last as long as needed during adventures. If battery life is important in your game, roll 1d20 every time a battery-operated item is used. On a result of 1, the battery charge runs out and the item is useless. New batteries have a purchase DC of 2.

General equipment is described through a number of stats (see Table 2–5: General Equipment).

Weight: This column gives the item's weight.

Purchase DC: This is the purchase DC to buy the item.

Restriction: The restriction rating for the item.

Clothing

Here are some additional outfits that heroes might wear during their adventures. These supplement the material provided in Chapter Four: Equipment and Vehicles in the *d20 Modern Roleplaying Game*.

Stealth

Worn by anyone who wants to go someplace without being seen. Includes long-sleeved shirt, cargo pants, tabi shoes, and ski mask. All these items are tight-fitting and matte black.

Double-sided

Any type of clothing can be made double-sided, allowing quick-change artists to switch outfits by turning their clothes inside out. It takes one minute to swap clothing to the other side and grants a +2 equipment bonus on Disguise checks. Double-sided clothing adds +1 to the purchase DC of an outfit, but does not change the weight.

Surveillance Equipment

Keeping an eye on suspects or tracking the moves of potential enemies is a crucial part of the modern adventurer's job.

Bug Sweeper

A bug sweeper is a handheld device that measures radio frequency signals and looks for "suspicious" wavelengths. It gives a +5 equipment bonus on Search checks when trying to find microtransmitters.

Fiber Optic Camera

This tiny camera mounted on a flexible cable allows a person to peer into places without being spotted or getting in harm's way (such as slipping it under a door or through an air vent). It includes a small viewer and can be connected to a video camera or monitor. It requires a Computer Use check (DC 10) to use properly.

Microphone, Contact

Originally designed for bomb-disposal applications, contact mikes allow the operator to hear through walls, packages, doors, and so on, merely by placing the suction-cup microphone in contact with the surface in question. It can listen through 6 inches of material.

Microphone, Laser

Trying to hear someone from a distance is fine, unless there is something in the way. A laser microphone bypasses this by measuring the vibrations on a glass surface (such as a window). The listener can hear past a glass window and 10 feet around that area. It does not work on any other type of surface. A laser microphone has a range of 100 feet.

Microphone, Parabolic

The specific function of this microphone is to pick up quiet sounds at a distance. Otherwise, it functions just like an ordinary pickup microphone. It has a range of 50 feet.

Microphone, Pick Up

The standard microphone, designed to pick up sounds within a few meters. A standard pick up microphone can hear all sounds within 10 feet, granting a +5 equipment bonus on Listen checks.

JP



Roberta and Kurt search the sewers in NBC suits.



Microphone, Shotgun

A shotgun mike can pick up sounds up to 100 feet away, but must be pointed directly at the target. It has a very narrow corridor, roughly three feet across, and cannot pick up anything beyond that range. A shotgun mike gives a +5 equipment bonus on Listen checks.

Microtransmitter

Commonly called a "bug," this tiny microphone is the size of a nickel and sends a signal to a waiting transmitter. Average quality bugs have a range of 100 feet, good quality bugs have a range of 300 feet, and amazing quality bugs can reach one mile. For +1 to the purchase DC, microtransmitters can be built into pens, calculators, clocks, and other mundane items.

Finding a microtransmitter requires a Search check opposed by the Hide skill of the person who planted it. A good quality microtransmitter grants a +2 equipment bonus on Hide checks. An amazing quality microtransmitter provides a +4 equipment bonus on Hide checks.

Police Scanner

A police scanner allows a person to listen to emergency broadcast frequencies—fire, medical, animal control, and so forth. It has a range of 10 miles.

Video Shades

Incorporating a tiny pinhole camera and a microtransmitter, these otherwise ordinary sunglasses see whatever the wearer sees. There are two models—one transmits in black and white and the other in color. They include a microtransmitter with a range of 150 feet.

Professional Equipment

This category covers a wide variety of specialized equipment used by professionals in adventure-related fields. Some of these are kits that contain a variety of items bundled in one package.

Breaking and Entering Kit

This kit is designed for stealthy individuals who try to get into someplace without being seen and while making minimal noise. It includes a contractor field bag (black), circular glasscutter, boltcutters, car opening kit, contact microphone, penlight, lockpick set, lock release gun, microphone headset (walkie-talkie bought separately), and a multipurpose tool.

Capture Kit

This kit is designed for neutralizing and capturing a live, dangerous target. Additional methods of incarceration are up to the hero—cages, lead-lined boxes, etc. The capture kit includes the following items: Mossberg shotgun with 12 beanbag rounds, air rifle, 6 tranquilizer darts (poison or tranquilizers must be bought separately), 2 sets of handcuffs, 25 zip-ties, ketch-all pole, taser, duct tape, net launcher, and an additional net pack.

Concertina Wire

So named because it folds up like a squeezebox, concertina wire is the latest generation of barbed wire. It comes in 20-foot-long rolls that are stretch across the surface or fence to be protected. For each 2-foot section that a person tries to cross, he or she must make a Reflex save (DC 15) or take 1d6 points of damage (save for half). Concertina wire has hardness 2, 5 hp, and can only be damaged by slashing weapons or cut with a tool like boltcutters.

What Does a Police Officer Carry?

Police and other law-enforcement officers carry a large amount of equipment with them at all times. Here is a sample list of the typical equipment carried by a uniformed police officer, excluding items that are normally carried inside the police cruiser or during special situations, such as a raid or SWAT action. For more information on these items, see Chapter Four: Equipment and Vehicles in the *d20 Modern Roleplaying Game*.

- Glock 17 (plus 2 extra clips of ammunition)
- Undercover vest
- Flashlight (can be used as a club)
- Handcuffs, steel
- Zip-ties (6)
- Walkie-talkie (professional)
- Cell phone
- Pepper spray canister
- Metal baton and/or tonfa
- Multitool
- Latex gloves (12)
- Citation book

Fiend Hunter's Kit

Considered by some to be the most dangerous of prey, fiends require extreme force and quick thinking to bring down. This kit contains a Beretta M3P shotgun, 10 high-explosive rounds, 10 white phosphorous rounds, 2 white phosphorous grenades, 2 fragmentation grenades, night vision goggles, holy symbols (various faiths), and 5 vials of holy water, all contained in a duffle bag.

Generator, Portable

A single cylinder, gas-powered generator on wheels that can produce enough electricity to power a house for eight hours. It requires two gallons of gasoline to operate and is noisy.

Glasscutter, Circular

This special device allows a person to cut through glass panes without cracking or shattering them in the process. It fits onto the glass with a suction cup and has a rotating arm that cuts a hole from 3 to 12 inches in diameter. Once the hole is cut, the suction cup is tugged, pulling out the circle of glass.

The user makes a Dexterity check (DC 10) to create a hole without shattering the glass. If the check fails, the glass shatters with a loud crash.

Hydraulic Compressor

A hydraulic compressor is used to provide power to tools like the jaws of life, jackhammers, pumps, and the like. Without a compressor, many of these items will not operate.

TABLE 2–5: GENERAL EQUIPMENT

Item	Weight	Purchase DC	Restriction
Clothing			
Clothing outfit			
Business	3 lb.	12	—
Double-sided	*	+1*	—
Stealth	2 lb.	9	—
Surveillance Gear			
Bug sweeper	4.5 lb.	21	—
Fiber optic camera			
3-foot cable w/monitor	3.5 lb.	17	—
6-foot cable w/monitor	4.5 lb.	18	—
9-foot cable w/monitor	5.5 lb.	19	—
Microphone			
Contact	1 lb.	12	—
Laser	3.5 lb.	18	—
Parabolic	4.5 lb.	14	—
Pick-up	.5 lb.	12	—
Shotgun	3.5 lb.	14	—
Microtransmitter			
Average quality	—	11	—
Good quality	—	12	—
Amazing quality	—	14	—
Police scanner	2 lb.	11	—
Video shades			
Black and white	—	23	—
Color	—	24	—
Professional Equipment			
Breaking and entering kit	50 lb	20	III (+4)
Capture kit	57 lb.	21	Res (+2)
Chemistry kit	15 lb.	13	Licensed
Concertina wire (20 ft.)	15 lb.	11	
Fiend hunter's kit	40 lb.	21	Res (+2)
Forced entry kit	135 lb.	21	Res (+2)
Generator, portable	125 lb.	19	—
Glasscutter, circular	5 lb.	13	Res (+2)
Headset, microphone	—	13	—
Headset w/light	—	14	—
Headset w/camera	1 lb.	16	—
Hydraulic compressor	50 lb.	13	—
Holy water (flask)	1 lb.	15	—
Jaws of life	40 lb.	18	Res (+2)
Liquid metal embrittlement sprayer	50 lb.	18	Res (+2)
Marbles, bag of	.5 lb.	3	—
Ram, portable	35 lb.	12	Res (+2)
Road flare (3)	1.5 lb.	3	—
Vampire slayer's kit	20 lb.	16	Res (+2)
Winch, portable	15 lb.	16	—
Sports Equipment			
In-line skates	5 lb.	11	—
Skateboard	3 lb.	7	—
Skis and poles	10 lb.	19	—
Snowboard	8 lb.	16	—

**See item description for more information.*

Headset, Microphone

This is a small, unobtrusive microphone and earphone headset, often hooked up to a professional walkie-talkie or cell phone (which must be purchased separately). It allows a person to keep their hands free while engaging in conversation. Better quality versions also include a small, powerful flashlight attachment or tiny video camera.

Holy Water

Holy water damages undead and evil outsiders almost as if it were acid. Typically, a flask of holy water deals 2d4 points of damage to an undead creature or an evil outsider on a direct hit, or 1 point of damage if it splashes such a creature. Also, holy water is considered blessed, which means it has special effects on certain creatures. A flask of holy water can be thrown as a grenadelike weapon. A flask breaks if thrown against the body of a corporeal creature, but against an incorporeal creature, the flask must be opened and the holy water poured out onto it. Thus, you can only douse an incorporeal creature with holy water if you are adjacent to it. Doing so is a ranged touch attack that does not provoke an attack of opportunity.

Jaws of Life

This rescue tool is used by firefighters and aid personnel to pry open the mangled doors of auto accidents. It requires a hydraulic compressor to work, but gives a +10 equipment bonus on Strength checks to open doors, bust through gates, and the like.

Liquid Metal Embrittlement Sprayer

Although superficially resembling a flamethrower, this tool is used to spray a special liquid that makes metal brittle. It has a range of 10 feet and can coat a 5-foot square of metal in one round. After 1d6 x 10 minutes, the liquid reduces the hardness of the metal permanently by half (round down).

The tank holds enough liquid to coat 50 square feet of surface. The liquid has no effect on any other type of substance.

Ram, Portable

This modern ram is the perfect tool for battering down doors. Not only does it give you a +4 circumstance bonus on your Strength check to break open a door, but it allows a second person to help you without having to make an aid another check, adding another +2 bonus to your check.

Road Flare

Road flares are small chemical sticks that produce a brilliant red light. They are lit by striking the cap against the stick. A road flare lasts for an hour before being completely consumed and fills a 5-foot square with flickering red light. Anyone struck with a road flare takes 1d6 points of fire damage. Road flares are sold in packs of three.

Forced Entry Kit

Sometimes it's necessary to enter an area that someone really doesn't want you to get into. This kit is not subtle, but effective, relying on battering down doors and blasting holes through walls. Police and military personnel are most likely to use this kit. The forced entry kit contains the following items: Mossberg shotgun with integrated flashlight,





10 high-explosive shells, 5 beanbag rounds, boltcutters, liquid metal embrittlement sprayer, portable ram, sledgehammer (equivalent to warhammer), and chainsaw.

Marbles, Bag of

About two dozen assorted glass spheres in a pouch. Commonly used as a toy, but also useful for checking slopes (just set one down and see which way it rolls) or as a nondamaging alternative to caltrops, one bag covers a 5-foot square. Creatures moving through or fighting in the area must make a Balance check (DC 15) every round they remain within that area or fall prone.

Vampire Slayer's Kit

This kit is specially tailored for dealing with undead bloodsuckers. Because not all vampires are vulnerable to the same things (see Chapter Eight: Friends and Foes in the *d20 Modern Roleplaying Game*), the kit covers a variety of possiblities. The kit contains the following items: 5 wooden stakes, Mossberg shotgun, 5 white phosphorous shotgun shells, silver holy symbols (various faiths), hand crossbow, 5 bolts with wooden tips, small metal mirror, garlic clove necklace. All this is packaged in an aluminum travel case.

Winch, Portable

This small, portable electrical winch and cable has a solid hook on the end. If properly bolted down (such as being mounted to the front of a vehicle), it has enough strength to pull a car out of a ditch or a small tree out of the ground (an equivalent Strength 30). The cable is 150 feet long and has hardness 4 and 5 hp. The cable can only be damaged with slashing weapons or a boltcutter.

Sports Equipment

Extreme sports and extreme danger go hand-in-hand. The following items are sports and recreational equipment that heroes might use in their adventures.

In-Line Skates

In-line skates allow a character to increase his or her speed by an additional 20 feet per round on level ground and an additional 30 feet per round on a downward slope. The character can only take attack or move actions while using in-line skates (no full-round actions except a double move). If the character attempts any fancy maneuvers, he must make a Balance check (DC 10); the DC can increase based on how difficult the GM determines the maneuver to be. A failed check means that he falls, taking damage as if he fell 10 feet vertically for every 20 feet of movement.

Skateboard

The skateboard has become a ubiquitous part of city living. On level ground, a skateboard increases a person's speed by an additional 10 feet per round. On a downward slope, this increases by an additional 20 feet per round.

The character can only take attack or move actions while riding a skateboard. Any time he does anything fancy, the rider must make a Balance check (DC 15). The DC can increase based on how difficult a maneuver he is attempting. A failed check means that he falls, taking damage as if he fell 10 feet vertically for every 20 feet of movement.

Skis and Snowboards

For game purposes, skis and snowboards operate the same way. When moving downhill on snow or icy terrain, the character's speed increases by an additional 30 feet per move action (20 feet when using cross-country skis on more-or-less level terrain). A person can only move at half speed while using skis up a slope.

Any time the character performs some sort of fancy maneuver, he must make a Balance check (DC 15). The DC can increase based on how difficult a maneuver he is attempting. A failed check means that he falls, taking damage as if he fell 10 feet vertically for every 20 feet of movement. If the character is skiing on fresh snow, this damage is reduced by one die.

Ski poles can be used as impromptu weapons—see Improvised Weapons in Chapter Four: Equipment and Vehicles in the *d20 Modern Roleplaying Game*.

VEHICLES

For vehicle statistics, see Table 2–6: Vehicles. For more information on vehicles and how to use them in game play, see Chapter Four: Equipment and Vehicles in the *d20 Modern Roleplaying Game*.

Crew: The standard crew. In most cases, only one crewperson is needed to drive the vehicle; others serve as gunners or co-pilots.

Passengers: The number of passengers the vehicle is designed to carry. This is in addition to the crew. Vehicles that carry passengers can use passenger space to carry additional cargo when passengers aren't present. Each unused passenger slot allows the vehicle to carry an additional 250 pounds of cargo.

Cargo Capacity: The amount of cargo the vehicle is designed to carry. Many vehicles can, in a pinch, carry extra passengers instead of cargo, but doing so is usually a cramped, uncomfortable, and often unsafe experience for those passengers. As a rule of thumb, one additional passenger can be carried for each 250 pounds of unused cargo capacity.

Initiative: The modifier added to initiative rolls when driving the vehicle.

Maneuver: The modifier added to any Drive or Pilot checks attempted with the vehicle.

Max Speed: The maximum number of squares the vehicle can cover in a single round at character scale (with the number of squares at chase scale in parentheses). This is the fastest the vehicle can move.

Defense: The vehicle's Defense.

Hardness: The vehicle's hardness. Subtract this number from ay weapon damage dealt to the vehicle.

Hit Points: The vehicle's maximum hit points.

Size: The vehicle's size category.

Purchase DC: The purchase DC to buy the vehicle.

Restriction: The restriction rating for the vehicle.

General Purpose Aircraft

There are many models of civilian aircraft—from single-engine propeller planes to jumbo jets. All use the Pilot skill to operate.

Maulle M-7-260C Seaplane

The Maulle M-7-260C seaplane has a fast cruise speed and low stall speed, making it ideal for water landings. With twin pontoons instead of wheels, landing a seaplane on anything

Operating a Bicycle

Operating a bicycle uses the same rules as any other vehicle, but with a few special rules:

- Operating a bicycle uses the Balance skill instead of Drive, but is otherwise treated the same when using the Vehicle rules.
- A bicycle can only reach a maximum of street speed and doing so requires a full-round action, unless going down a significant downward slope (GM's discretion). The rider must use a full-round action to climb up a significant slope and can only move a maximum of alley speed on such an action.
- After every hour of strenuous riding, the rider must make a Constitution check or become fatigued for 1d10 minutes per hour of riding.
- It is a free action to get on or off a bicycle.
- All attacks made from a bicycle suffer a –2 penalty. The rider cannot use any weapons that require both hands.
- Bicycles are Small vehicles, granting a +1 bonus to Initiative, maneuver modifier, and Defense (the size modifier is already included in the vehicle statistics on Table 2–6: Vehicles.)
- Bicycle tires have 2 hit points each.



Deakon narrowly evades a fireball in his ultralight

but water would be disastrous. A seaplane is six squares wide and six squares long.

Ultralight

Ultralights are essentially powered hang gliders. An ultralight only requires 100 feet or so to land and take off, depending on wind conditions. It is small enough to fit in the back of a pickup truck when disassembled. It takes 15 minutes to disassemble an ultralight and 30 minutes to assemble it. An ultralight is two squares wide and two squares long. The vehicle is very fragile and provides no cover to its pilot.

General Purpose Bicycles

Bicycles are common in urban settings and have the main advantage of being able to skirt past traffic jams.

See the sidebar for additional rules on operating a bicycle.

Diamondback X-20 Mountain Bike

The Diamondback X-20 is a rugged mountain bike that works equally well on smooth streets or rough terrain. The rider suffers no additional penalties for taking the bike offroad. A mountain bike is one square wide and one square long.

LeMond Victoire Racing Bike

The LeMond Victoire is a top of the line, aerodynamic 10-speed bicycle designed for riding on streets and highways. A rider suffers a –4 penalty on Balance checks if they take the bike offroad. A racing bike is one square wide and one square long.

Mongoose Pro Fuzz BMX Bike

A typical BMX bike used for offroad trails and stunt riding. The rider suffers no additional penalties for going offroad with this bicycle. A BMX bike is one square wide and one square long.

Police Bicycle

A police bicycle is a mountain bike (usually black and emblazoned with "POLICE" on the side) that includes large saddlebags that hold a small amount of equipment: 6 zip-ties, 3 road flares, a multipurpose tool, a first-aid kit, and a flashlight. A police bicycle is one square wide and one square long.

General Purpose Cars

Most new general purpose cars include such standard features as air conditioning, air bags, anti-lock brakes, cruise control, keyless entry, and AM/FM radio with CD player. Luxury vehicles also include extras like heated side mirrors, power seats, leather upholstery, and sunroofs. In general, these luxury amenities can be added to a non-luxury car with a +1 increase in the vehicle's purchase DC.

Unless otherwise noted, civilian cars provide three-quarters cover for their occupants (although passengers who lean out of windows or sunroofs, perhaps to fire weapons, may be reduced to one-half or even one-quarter cover).



1967 Chevrolet Camaro

A good example of a "muscle car," a 1967 Chevy Camaro has a 350 cubic inch V8 engine that produces 295 horsepower. This does not include additional upgrades such as turbocharging and racing tires. A Camaro is two squares wide and four squares long.

Police Cruiser

This version is based on the Ford Crown Victoria, with a strengthened chassis and improved engine. It is the typical police vehicle found in cities and other urban areas. The police cruiser is three squares wide and three squares long.

Dodge Intrepid Police Interceptor

With faster sports cars on the streets, the police occasionally need faster cars to catch them. Only the largest and best-funded police departments can afford this vehicle. It contains the same equipment as a regular police cruiser. Police interceptors are three squares wide and three squares long.

General Purpose Trucks

Trucks include pickups, sport-utility vehicles, vans and minivans. They generally have the same range of features as civilian cars.

Like cars, trucks generally provide three-quarters cover to their occupants. The rear beds of pickup trucks, however, provide only one-half cover.

Ford Econoline 150

A typical full-sized van used for hauling cargo or passengers, the Ford Econoline 150 comes with two conventional doors up front, sliding doors on the side, and a rear hatch-style door. It is three squares wide and three squares long.

TABLE 2–6: VEHICLES

Name	Crew	Pass	Cargo (lb.)	Init	Maneuver	Max Speed	Armor Class	Hardness	Hit Points	Size	Purchase DC	Restriction
General Purpose Aircraft												
Ultralight	1	1	50	–4	–4	28 (2)	9	3	10	L	21	Lic (+1)
Maulle M-7-260C (seaplane)	2	3	900	–4	–4	90 (9)	6	5	55	G	37	Lic (+1)
General Purpose Bicycles												
Diamondback X-20 (mountain)	1	0	0	–1	+4	5	11	5	6	S	14	—
LeMond Victoire (racing bike)	1	0	0	–1	+4	6	11	5	5	S	21	—
Mongoose Fuzz Pro (BMX bike)	1	0	0	–1	+4	4	11	5	5	S	13	—
Civilian Cars												
1967 Chevrolet Camaro (sports coupe)	1	4	250	–2	–1	200 (20)	8	5	36	H	28	Lic (+1)
Police cruiser	1	4	425	–2	0	190 (19)	8	5	34	H	30	Res (+2)
Dodge Intrepid police interceptor (sports coupe)	1	1	200	–2	+1	200 (20)	9	5	34	L	31	Res (+2)
General Purpose Motorcycles												
Police motorcycle (street bike)	1	0	10	+1	+1	290 (29)	9	5	22	L	27	Res (+2)
Vespa ET4 (scooter)	1	1	0	–2	+3	22 (2)	10	5	10	M	18	Lic (+1)
Harley Davidson V-Rod (street bike)	1	1	0	+1	+1	300 (30)	9	5	22	L	27	Lic (+1)
General Purpose Trucks												
Jeep Wrangler (SUV)	1	3	800	–2	–2	140 (14)	8	5	32	H	28	Lic (+1)
Ford Econoline 150 (van)	1	8	4800	–2	–2	195 (19)	8	5	34	H	29	Lic (+1)
Peterbilt Model 379 (tractor trailer)	1	1	80,000*	–4	–4	50 (5)	6	5	85	G	33	Lic (+1)
General Purpose Water Vehicles												
Tug boat	5	5	50 tons	–4	–4	7	6	5	150	G	38	Lic (+1)
Fishing trawler	9	2	100 tons	–4	–4	7	6	5	175	G	43	Lic (+1)
Avanti 39 (cigarette boat)	1	8	300	+1	–2	55 (5)	8	5	50	H	35	Lic (+1)
Other General Purpose Vehicles												
Emergency aid vehicle	2	2	1000	–2	–2	100 (10)	8	5	34	H	30	Res (+2)
Fire truck	4	2	2500	–4	–4	50 (5)	6	5	80	G	35	Res (+2)
Police peacekeeper	3	10	250	–2	–2	70 (7)	8	10	48	H	40	Res (+2)
Tow truck	1	1	50,000*	–2	–4	130 (13)	6	5	39	G	31	Lic (+1)

** Towing and/or hauling capacity*

What's Inside a Police Cruiser?

Police vehicles vary in terms of what equipment they carry, depending on whether they belong to state, county, or city precincts. Despite this, there is enough similarity to assume that the following equipment could be found in any police cruiser. Most of the items listed here are described in Chapter Four: Equipment and Vehicles in the *d20 Modern Roleplaying Game*. The following items are located in the front passenger compartment of the vehicle:

- Mossberg shotgun (including box of ammunition with 12 rounds; Disable Device check DC 20 to open the lock)
- Patrol box
- CB radio (professional)
- Maps (road atlas)
- GPS receiver
- Searchlight (as battery flood flashlight but double the range; mounted to vehicle)
- Pepper spray canister
- Baton (use club) or tonfa
- Flashlight (standard and 12 chemical light sticks)
- Taser (50% chance)

The following equipment is typically located in the trunk of the vehicle (Disable Device check DC 15 to open the lock):

- First-aid kit
- Basic evidence kit
- Basic toolkit (including duct tape, boltcutters, and multipurpose tool)
- Handcuffs and plastic zip ties
- Blankets
- Food (the equivalent of 2 days trail rations)
- 12 road flares
- Traffic cones
- Gas siphon
- Crime scene tape
- Portable fire extinguisher
- Trauma kit (50% chance)
- 4 tear gas canisters (50% chance)
- Spike strip (50% chance)

Jeep Wrangler

The Wrangler is a small truck designed for serious off-roading. It sports oversized tires, a roll bar, and heavy-duty shock absorbers. It's not fast, but can get through difficult terrain much better than a normal car. A Wrangler is three squares wide and three squares long.

Peterbilt 379

The cab of this 18-wheeler has the classic long nose of most big rigs. It is spacious, powerful, and comfortable. This model includes a sleeper space immediately behind the cab, giving the driver a home away from home. The Peterbilt 379 also carries a basic mechanical tool kit, a CB radio (essentially a professional walkie-talkie with twice the usual range), and a GPS receiver. The vehicle is six squares wide and six squares long. The cab itself is two squares long. The cab provides three-quarters cover to its occupants, and being in the trailer provides full cover.

Tow Truck

A tow truck is a large diesel-powered vehicle with a professional grade tow bar/winch used for hauling inoperative cars. It takes 2d10 minutes to hook up a car with the tow bar—a successful Repair check (DC 10) can halve the time. Most tow trucks also carry a basic mechanical tool kit, CB radio, and one-gallon gas can.

General Purpose Motorcycles

Unlike getting into a car, mounting a motorcycle is a free action. Motorcycles tend to perform better than automobiles, but they provide no cover to their occupants.

V-Rod

The V-Rod combines the aesthetics of a traditional Harley with the engine of a racing bike. Using a liquid-cooled engine that kicks out 115 horsepower, this monster combines the "biker" mystique with the speed of a racing bike. The V-Rod is two squares wide by two squares long.

Police Motorcycle

Most police departments use Harley-Davidson motorcycles, specially altered to suit the department's needs and painted to look obvious. It has a professional CB radio, siren, bubble lights, and a powerful 1450 cc engine. It has two large saddlebags that contain the following items: 6 zip-ties, 3 road flares, a multipurpose tool, a first-aid kit, and a flashlight. A police motorcycle is two squares wide by two squares long.

Vespa ET4

A compromise between a bicycle and a motorcycle, scooters are useful for getting through clogged city streets. Because they only have small, single-cylinder engines, scooters are not allowed on highways. A scooter is one square wide and one square long.

General Purpose Water Vehicles

Piloting a water vehicle is covered by the Drive skill. Because of their size, most large boats are more likely to be used as places to stage an adventure rather than as a vehicle to get around.

Avanti 39 Cigarette Boat

Long and sleek, this expensive and high-powered boat is designed to move fast and look good. It is commonly used for smuggling cargo between ports that are not likely to stop something that obviously belongs to an "upstanding citizen." A cigarette boat is two squares wide and eight squares long.

Fishing Trawler

Fishing trawlers are found around commercial fishing ports. They are huge boats with most of their space dedicated to equipment that harvests and stores fish. They are slow, but handle well in rough water (+2 bonus on Drive checks in rough seas). A fishing boat is six squares wide and sixteen squares long.

Tug Boat

Common around ports, tug boats help guide larger vessels to and from the docks. They are slow but incredibly powerful, being able to nudge huge ships with their oversized and





What's Inside a Fire Truck?

Fire trucks are enormous vehicles that carry a tremendous amount of firefighting, medical, and search and rescue equipment. Obviously, most of the space is dedicated to the operation of the fire hoses. The following items can be found in the front cab of a fire truck:

- CB radio (equivalent to professional walkie-talkie with double the range).
- GPS receiver
- Searchlight (mounted to vehicle)
- 4 walkie-talkies (professional) with charger
- Maps (road atlas)
- Instant camera and extra film
- Binoculars
- Shovels, brooms, and steel rake
- 2 battery powered floodlights

The following items are located in various storage panels on the sides and rear of the fire truck. Some of these items have been condensed into kits:

- 1 crash kit
- 2 trauma kits
- 3 first-aid kits
- 1 basic evidence kit
- Hose and pipe fittings
- Flashlights (3 battery flood, 3 regular)
- Basic mechanical tool kit (including duct tape, bolt-cutters, multipurpose tool)
- Long tools (shovels, rakes, brooms, wrenches, pry bar, fire axe, sledgehammer)
- Hand-held fire extinguishers (pressure water, dry chemical, C02, halon)
- Rope (100 feet)
- 2 searchlights (mounted on sides of the vehicle)
- Submersible water pump
- Tarps
- 2 chainsaws

The following equipment is located in the hose bed and open top compartment of a fire truck:

- Fire hoses (100+ feet)
- Hose fittings and couplings
- 5 gallon can of gasoline
- 2 15-foot ladders
- Gas-powered circular saw
- Gas-powered electrical generator and cables

overtorqued engines. A tug boat is eight squares wide and eighteen squares long.

Other Vehicles

A few types of vehicles don't fit neatly into the categories covered above. Many of these (like the emergency aid vehicle and urban assault vehicle) are usually custom built, so the model name isn't specified as it is with most other vehicles. The description and statistics reflect a typical design.

Emergency Aid Vehicle

When someone needs medical attention, this is what shows up. It contains a large amount of medical and emergency rescue supplies. An emergency aid vehicle is two squares wide and four squares long.

Fire Truck

There are technically two types of fire trucks—pumpers, which have large water tanks, and ladder trucks, which mount enormous ladders for getting firefighters up high.

Police Peacekeeper

When mobs are rioting in the streets, some police departments roll out these armored personnel carriers to help quell violence. In addition to their size and intimidating appearance, police APCs mount a water cannon, loudspeaker, and grenade launcher that fires tear gas rounds.

The police peacekeeper is crewed by a driver, a "gunner" (for the water cannon), and a commander. It has three top hatches, one above each crew position, and a large door in back for police to load or disembark. It takes one full-round action to enter an APC through a top hatch, and another full-round action to start it moving. Police armored personnel carriers are three squares wide and four squares long.

What's in an Emergency Aid Vehicle?

Obviously, aid vehicles are loaded with a huge variety of medical equipment. Instead of listing every single item, assume that the following "kits" can be assembled from the gear carried inside.

- 1 crash cart
- 4 trauma kits
- 6 first-aid kits
- 1 basic evidence kit

In addition, aid vehicles contain a large number of non-medical equipment, allowing them to provide assistance under almost any circumstance.

- CB radio (as professional walkie-talkie with twice the range)
- GPS receiver
- Maps (road atlas)
- Flashlights (2 standard, 4 penlights, 1 battery flood)
- Cellular phone
- Basic mechanical tool kit (including duct tape, bolt-cutters, multipurpose tool)
- Rope (50 feet)
- Blankets
- Physical restraints (equivalent to handcuffs)
- Sand bags (for stabilization)
- Wood blocks (for setting tires)
- Searchlight (as a battery flood flashlight, but twice the range; mounted on vehicle)
- Winch and cable
- Hydraulic compressor (50% chance; mounted on outside of vehicle)
- Jaws of life (only if there is a hydraulic compressor)
- Metal cutting saw (only if there is a hydraulic compressor)
- Tire chains (+2 bonus on Drive checks on icy surfaces)

chapter three

spells



Roberta demonstrates a mastery of arcane magic

Magic is an ancient tradition, and many of its effects reflect its venerable roots. The modern world has given magic new applications, however, a few of which are reflected here.

ARCANE SPELLS

The following spells may be cast by arcane spellcasters (for example, Mages and Techno Mages). Spells printed in ***bold italic*** text can be found in Chapter Ten: FX Abilities in the *d20 Modern Roleplaying Game*.

0-level Arcane Spells

Arcane Graffiti. Inscribes personal rune or short message on object or surface.

Daze. Subject takes no actions for 1 round.

Detect Magical Aura. Detects spells and magic items within 60 feet.

Haywire. Causes a single device to behave randomly and erratically.

Light. Object shines like a torch.

Mage Hand. 5-pound telekinesis.

Magic ID. Creates a false but visually accurate identification card.

Mending. Repairs small breaks or tears in objects.

Message. Whispered conversation at distance.

Prestidigitation. Perform minor tricks.

Read Magic. Read scrolls, spellbooks, and magical writing.

Resistance. Subject gains +1 on saving throws.

1st-level Arcane Spells

Burning Hands. 1d4 fire damage/level (max 5d4).

Cause Fear. One creature flees for 1d4 rounds.

Change Self. Changes your appearance.



Clean. Eliminates grime, dirt, and bacterial contaminants from the target, and renders target scentless.

Comprehend Languages. Understands all spoken and written languages.

Dancing Lights. Creates up to four lights or a glowing, vaguely humanoid shape.

Degauss. Erase a single device that contains electronic data.

Feather Fall. Objects or creatures fall slowly.

Hold Portal. Holds door shut.

Instant Identify. Determines all magic properties of a single magic item.

Jump. Subject gets bonus on Jump checks.

Mage Armor. Gives subject +4 Defense bonus.

Magic Missile. 1d4+1 damage; +1 missile/two levels above 1st (max 5).

Magic Weapon. Weapon gains +1 bonus.

Mask Metal. Renders a metal object undetectable to metal detectors.

Obscuring Mist. Creates cloud of vapor that obscures all sight, including darkvision, beyond 5 feet.

Power Device. Powers one inoperative electrical or mechanical device.

Ray of Fatigue. Ray fatigues target.

Shield. Invisible disc gives cover, blocks magic missiles.

Sleep. Put 2d4 HD of creatures into comatose slumber.

Summon Vivilor I. Summons a 1st-level vivilor from Shadow to fight for you.

Trace Purge. Removes physical traces of the subject's presence or passage.

True Strike. Adds +20 bonus to your next attack roll.

Undetectable Magical Aura. Masks a magic item's aura from detection.

2nd-level Arcane Spells

Arcane Lock. Magically locks a portal or chest.

Blur. Attacks miss subject 20% of the time.

Burglar's Buddy. Suppresses mechanic or electronic intrusion alarms and alarm sensors within a 15-foot radius.

Darkvision. See 60 feet in total darkness.

Dataread. You can access and read data stored in any machine-readable data source.

Enhance Ability. Subject gains +5 bonus to one ability score for 1 min./level.

Glitterdust. Blinds creatures, outlines invisible creatures.

Invisibility. Subject is invisible for 10 min./level or until it attacks.

Knock. Opens locked or magically sealed door.

Levitate. Subject moves up and down at your direction.

Locate Object. Senses direction toward object (specific or type).

Machine Invisibility. One creature or object cannot be detected by machines.

Magic Message. Device delivers a message of 25 words or less when specific conditions are met.

Magic Mouth. Speaks once when triggered.

Protection from Arrows/Bullets. Subject immune to most ranged attacks.

Relay Text. You can transmit a message of up to 25 words via electronic device to someone you know.

Resist Energy. Ignores 10 points of damage/round from one energy type.

See Invisibility. Reveals invisible creatures or objects.

Spider Climb. Grants ability to travel on walls and ceilings.

Summon Vivilor II. Summons a 2nd-level vivilor or 1d3 1st-level vivilors to fight for you.

Web. Fills 20-foot-radius spread with sticky spider webs.

3rd-level Arcane Spells

Dispel Magic. Cancels magical spells and effects.

Displacement. Attacks miss subject 50% of the time.

Electromagnetic Pulse. Ruins or scrambles electronic circuitry in a 20-foot-radius burst.

Fireball. 1d6 damage per level, 20-foot radius.

Flaming Projectiles. Projectiles deal +1d6 fire damage.

Gaseous Form. Turns subject into translucent mist or wispy smoke and grants damage reduction 10/+1.

Greater Magic Weapon. +1/three levels (max +5).

Halt Undead. Immobilizes undead for 1 round/level.

Haste. Extra attack action, additional move, and +2 Defense.

Hold Person. Holds one person helpless; 1 round/level.

Improved Arcane Lock. Closes and locks all specifically targeted doors within range.

Invisibility Sphere. Makes everyone within 10 feet invisible.

Keen Edge. Doubles normal weapon's threat range.

Lightning Bolt. Electricity deals 1d6 damage/level.

Nondetection. Creature or object becomes difficult to detect by divination and detection spells.

Phantom Chopper. Conjures a quasi-real motorcycle that seats one creature.

Secret Pocket. Creates extradimensional space within a pocket on a garment.

Shutdown. Electric devices in area cease to function for the duration of the spell.

Slow. One subject/level may only move or attack; –2 to Defense, –2 on melee attack and damage rolls, –2 on Reflex saves.

Summon Vivilor III. Summons a 3rd-level vivilor, 1d3 2nd-level vivilors, or 1d4+1 1st-level vivilors to fight for you.

Tongues. Speak any language.

Vampiric Touch. Touch deals 1d6 points of damage per two caster levels; caster gains damage as temporary hit points.

Wall Walk. Subject can move on ceilings and walls at normal speed as well as hold and wield weapons.

Water Breathing. Subjects can breathe underwater.

4th-level Arcane Spells

Animate Dead. Creates undead skeletons and zombies.

Arcane Eye. Invisible floating eye moves 30 feet/round.

Bestow Curse. –6 to an ability; –4 on attacks, saves, and checks; or 50% chance of taking no action.

Clown Car. Creates extradimensional space within enclosed vehicle that holds one passenger per caster level.

Confusion. Makes subject behave oddly for 1 round/level.

Detect Scrying. You are aware of any attempt to scry on you and can sense the presence of scrying devices.

Dimension Door. Teleports you and up to 50 lb./level.

Energy Trap. Opened object deals 1d4 +1/level damage of given energy type.

Fear. Subjects within cone flee for 1 round/level.

Ice Storm. Hail deals 5d6 damage in cylinder 40 feet across.

Magic Bullets. Enchants bullets with the power to knock out or panic targets.

Minor Globe of Invulnerability. Stops 1st- through 3rd-level spell effects.

Phantasmal Killer. Fearsome illusion kills subject or deals 3d6 points of damage.

Remove Curse. Frees object or person from curse.

Scrying. Spies on subject from a distance.

Shout. Deafens all within cone and deals 2d6 damage.

Stoneskin. Stops blows, cuts, stabs, and slashes.

Summon Vivilor IV. Summons a 4th-level vivilor, 1d3 3rd-level vivilors, or 1d4+1 2nd-level vivilors to fight for you.

Via Negativa. Crackling energy deals 4d6 points of damage per round to grappled foe; +5 bonus to grapple checks.

Wall of Fire. Deals 2d4 fire damage out to 10 feet and 1d4 out to 20 feet. Passing through wall deals 2d6 +1/level.

Wall of Ice. Ice plane creates wall with 15 hp +1/level, or hemisphere can trap creatures inside.

Wire Walk. Subjects teleport instantly to the location of a telephone you call.

5th-level Arcane Spells

Cloudkill. Kills 3 HD or less; 4–6 HD save or die.

Cone of Cold. 1d6 cold damage/level.

Hold Monster. As hold person, but any creature.

Instant Connectivity. Instantly transport one or more creatures through the Internet using instant-message software.

Passwall. Breaches walls 1 foot thick/level.

Phantom Limousine. Conjures a quasi-real limousine that seats eight Medium creatures.

Phantom Projectiles. Projectiles pass through obstacles and armor and ignore most damage reduction.

Phantom Watchdog. Spectral dog can guard or attack.

Secret Vault. Creates extradimensional space in which to hide a container, which you can retrieve at will.

Seeming. Changes the appearance of one creature per two levels.

Summon Vivilor V. Summons a 5th-level vivilor, 1d3 4th-level vivilors, or 1d4+1 3rd-level vivilors to fight for you.

Synchronicity. Subject isn't delayed by the inconveniences of modern life.

Telekinesis. Lifts or moves 25 lb./level at long range.

Wall of Force. Wall is immune to damage.

Wall of Iron. 30 hp/four levels; can topple onto foes.

Wall of Stone. Creates a stone wall that can be shaped.

DIVINE SPELLS

The following spells may be cast by divine spellcasters (for example, Acolytes, Mystics, and Unholy/Holy Knights). Note that spells printed in ***bold italic*** text can be found in Chapter Ten: FX Abilities in the *d20 Modern Roleplaying Game*.

0-level Divine Spells

Create Water. Creates 2 gallons/level of pure water.

Cure Minor Wounds. Cures 1 point of damage.

Detect Magical Aura. Detects spells, magic items within 60 feet.

Haywire. Causes a single device to behave randomly and erratically.

Inflict Minor Wounds. Touch attack, 1 point of damage.

Light. Object shines like a torch.

Mending. Repairs small breaks or tears in objects.

Read Magic. Read scrolls and magical writing.

Resistance. Subject gains +1 on saving throws.

Virtue. Subject gains 1 temporary hp.

1st-level Divine Spells

Bane. Enemies suffer –1 attack, –1 on saves against fear.

Bless. Allies gain +1 attack and +1 on saves against fear.

Cause Fear. One creature flees for 1d4 rounds.

Clean. Eliminates grime, dirt, and bacterial contaminants from the target, and renders target scentless.

Command. One subject obeys one-word command for 1 round.

Comprehend Languages. Understand all spoken and written languages.

Cure Light Wounds. Cures 1d8 +1/level damage (max +5).

Degauss. Erases a single device that contains electronic data.

Faerie Fire. Pale glow surrounds and outlines creatures and objects in a 5-foot-radius burst.

Inflict Light Wounds. Touch, 1d8 +1/level damage (max +5).

Instant Identify. Determines all magic properties of a single magic item.

Magic Weapon. Weapon gains +1 bonus.

Obscuring Mist. Creates cloud of vapor that obscures all sight, including darkvision, beyond 5 feet.

Remove Fear. +4 on saves against fear for one subject + one additional subject/four levels.

Sanctuary. Opponents can't attack you, and you can't attack them.

Shield of Faith. Aura grants +2 or higher deflection bonus.

Summon Vivilor I. Summons a 1st-level vivilor from Shadow to fight for you.

Trace Purge. Removes physical traces of the subject's presence or passage.

2nd-level Divine Spells

Aid. +1 attack, +1 on saves against fear, 1d8 temporary hit points.

Augury. Learn whether an action will be good or bad.

Cure Moderate Wounds. Cures 2d8 +1/level damage (max +10).

Darkness. Causes an object to radiate darkness out to a 20-foot radius.

Dataread. You can access and read data stored in any machine-readable data source.

Daylight. Object touched sheds light as bright as full daylight in a 60-foot radius.

Delay Poison. Stops poison from harming subject for 1 hour/level.



Enhance Ability. Subject gains +5 bonus to one ability score for 1 min./level.

Hold Person. Holds one person helpless; 1 round/level.

Inflict Moderate Wounds. Touch attack, 2d8 +1/level damage (max +10).

Lesser Restoration. Dispels magic ability penalty or repairs 1d4 ability damage.

Remove Paralysis. Frees one or more creatures from paralysis, hold, or slow.

Resist Energy. Ignores 10 points of damage/round from one energy type.

Shatter. Sonic vibration damages objects or crystalline creatures.

Shield Other. You take half of the subject's damage. Subject gains +1 deflection bonus to Defense and +1 resistance bonus to saves.

Silence. Negates sound in 15-foot radius.

Speak with Animals. You can comprehend and communicate with animals.

Spider Climb. Grants ability to travel on walls and ceilings.

Summon Vivilor II. Summons a 2nd-level vivilor or 1d3 1st-level vivilors to fight for you.

Zone of Truth. Subjects within range cannot lie.

3rd-level Divine Spells

Animate Dead. Creates undead skeletons and zombies.

Bestow Curse. –6 to an ability; –4 on attacks, saves, and checks; or 50% chance of losing each action.

Cure Serious Wounds. Cures 3d8 +1/level damage (max +10).

Dispel Magic. Cancels magical spells and effects.

Glyph of Warding. Inscription harms those who pass it.

Inflict Serious Wounds. Touch attack, 3d8 +1/level damage (max +10).

Locate Object. Senses direction toward object (specific or type).

Magic Circle. 10-foot-radius area grants +2 bonus to Defense and saves, counters mind control, and hedges out summoned and conjured creatures of specified allegiance.

Prayer. Allies gain +1 on most rolls, and enemies suffer –1.

Recharge. Removes debilitating conditions and grants a +4 bonus on Fortitude saves against poison for 1 minute.

Remove Curse. Frees object or person from curse.

Remove Disease. Cures all diseases affecting subject.

Searing Light. Ray deals 1d8/two levels, more against undead.

Secret Pocket. Creates extradimensional space within a pocket on a garment.

Shadowmoth Plague. Summons a cloud of shadowmoths that fills a 5-foot-high, 10-foot-radius spread.

Shutdown. Electric devices in area cease to function for the duration of the spell.

Status. Monitors condition and position of one ally per 3 caster levels.

Summon Vivilor III. Summons a 3rd-level vivilor, 1d3 2nd-level vivilors, or 1d4+1 1st-level vivilors to fight for you.

Vampiric Touch. Touch deals 1d6 points of damage per two caster levels; caster gains damage as temporary hit points.

Water Breathing. Subjects can breathe underwater.

4th-level Divine Spells

Crawling Carpet. Summons a 10-foot-radius carpet of monstrous centipedes, scarab beetles, or spiders.

Cure Critical Wounds. Cures 4d8 +1/level damage (max +10).

Discern Lies. Reveals deliberate falsehoods.

Divination. Provides useful (if cryptic) advice to a single question.

Faith's Fury. Damages and blinds creatures with a specific allegiance.

Freedom of Movement. Subject moves normally despite impediments.

Greater Magic Weapon. +1 bonus/three levels (max +5).

Inflict Critical Wounds. Touch attack, 4d8 +1/level damage (max +10).

Magic Bullets. Enchants bullets with the power to *cure light wounds* or *inflict light wounds*.

Neutralize Poison. Detoxifies venom in or on subject.

Restoration. Restores level and ability score drains.

Spell Immunity. Subject is immune to one spell per four levels.

Summon Vivilor IV. Summons a 4th-level vivilor, 1d3 3rd-level vivilors, or 1d4+1 2nd-level vivilors to fight for you.

Tongues. Speak any language.

Via Negativa. Crackling energy deals 4d6 points of damage per round to grappled foe; +5 bonus to grapple checks.

Wall Walk. Subject can move on ceilings and walls at normal speed as well as hold and wield weapons.

5th-level Divine Spells

Break Enchantment. Frees subjects from enchantments, alterations, curses, and petrification.

Flaming Wrath. Smites foes with fire (1d6/level).

Greater Command. As *command*, but affects one subject/level.

Insect Plague. Insect horde limits vision, inflicts damage, and weak creatures flee.

Mass Cure Light Wounds. Cures 1d8 +1/level damage for many creatures.

Mass Inflict Light Wounds. Deals 1d8 +1/level damage to many creatures.

Rage of Bees. Summons 1d3 swarms of sentient killer bees to fight for you.

Raise Dead. Restores life to subject who died up to 1 day/level ago.

Scrying. Spies on subject from a distance.

Spell Resistance. Subject gains spell resistance 12 + your caster level.

Summon Vivilor V. Summons a 5th-level vivilor, 1d3 4th-level vivilors, or 1d4+1 3rd-level vivilors to fight for you.

Synchronicity. Subject isn't delayed by the inconveniences of modern life.

True Seeing. See all things as they really are.

Wall of Stone. Creates a stone wall that can be shaped.

Spell Descriptions

The spells herein are presented in alphabetical order.

Arcane Graffiti

Conjuration (Creation)

Level: Arcane 0; **Components:** V, S; **Casting Time:** Attack action; **Range:** 0 ft.; **Effect:** One personal rune or short message; **Duration:** Instantaneous; **Saving Throw:** None; **Spell Resistance:** No

This spell allows you to inscribe your personal rune or a short message, which can be no larger than 2 feet tall and consist of no more than six words, on a nonliving creature or object. The writing can be visible or invisible. An *arcane graffiti* spell enables you to etch the words upon any substance (even stone or metal) without harming the material upon which the mark is placed. If invisible graffiti is made, the casting of any spell or use of any spell-like ability within 30 feet causes the words to become visible for 5 rounds.

The mark cannot be dispelled, but it can be removed by the caster or with a *clean* spell.



Burglar's Buddy

Illusion

Level: Arcane 2; **Components:** V, S, M; **Casting Time:** Attack action; **Range:** Long (400 ft. + 40 ft./level); **Area:** 15-ft.-radius emanation centered on a creature, object, or point in space; **Duration:** 1 minute/level; **Saving Throw:** None and Will negates (object); **Spell Resistance:** Yes and no (object)

This spell suppresses all mechanical or electronic intrusion alarms and alarm sensors in the affected area. Burglar alarms or other intrusion alarms within the affected area simply fail to function; sensors for intrusion alarm systems (such as motion detectors, IR detectors, pressure sensors, electric eyes, and so forth) also fail to function, sending no signal to monitoring stations. Video surveillance devices continue to send whatever image they were photographing the moment when the spell was cast.

Material Component: A camera lens cover.

Clean

Transmutation

Level: Arcane 1, Divine 1; **Components:** V, S, M; **Casting Time:** Full-round action; **Range:** Close (25 ft. + 5 ft./2 levels); **Target:** One creature, object of up to 1,000 lb./level, or room of up to 100 square feet/level; **Duration:** Instantaneous; **Saving Throw:** Fortitude negates (harmless); **Spell Resistance:** Yes (harmless)

The *clean* spell completely eliminates grime, dirt, and bacterial contaminants from the target. Smooth surfaces gain a faint shine, as if they had been polished.

If cast on a room or object, the *clean* spell destroys dirt, dust, and anything else that would ordinarily be wiped away with a thorough mundane cleaning. The room or object retains no fingerprints, and even the smallest hairs, skin cells, and garment fibers are cleaned away—rendering most evidence collection impossible, for example.

If cast on a creature, the *clean* spell disinfects wounds (doubling the natural healing rate for that day) and renders the creature scentless for 1 minute. This means that creatures with the scent extraordinary ability won't be able to detect the subject by scent alone.

Material Component: Bar of soap.

Clown Car

Conjuration (Summoning)

Level: Arcane 4; **Components:** V, S, F; **Casting Time:** 1 minute; **Range:** 0 ft.; **Effect:** Extradimensional space within an enclosed vehicle capable of holding one creature per caster level; **Duration:** 1 hour/level; **Saving Throw:** None; **Spell Resistance:** No

You create a temporary extradimensional space within an enclosed passenger compartment of a vehicle. The spell cannot be cast on vehicles without enclosed passenger compartments, such as motorcycles. The extradimensional space allows the vehicle to hold a number



Crawling carpet



of additional passengers equal to the caster's level. A passenger may be up to Large size and can bring up to a medium load into the extradimensional space; creatures with more than a medium load cannot enter the extradimensional space.

Creatures that enter the extradimensional space cannot interact with anything outside of the vehicle, nor can creatures outside the vehicle perceive or interact with the occupants and contents of the extradimensional space (or even see the extradimensional space itself). Creatures within the extradimensional space effectively occupy the same 5-foot-square and are incapable of making attacks while so contained. Exiting the extradimensional space requires the passengers to physically exit the vehicle as well.

If the vehicle is destroyed or the extradimensional space is successfully dispelled, the extradimensional space collapses. Any creatures or objects within the extradimensional space are ejected before the space implodes. Ejected creatures fall prone in squares adjacent to the vehicle.

Focus: A klaxon, which must be honked when the spell is cast.

Crawling Carpet

Conjuration (Summoning)

Level: Divine 4; **Components:** V, S, DF; **Casting Time:** Full-round action; **Range:** Long (400 ft. + 40 ft./level); **Effect:** Carpet of monstrous spiders, scarab beetles, or centipedes filling a 10-ft.-radius spread; **Duration:** 1 minute/level; **Saving Throw:** None; **Spell Resistance:** No

You summon a number of monstrous insect swarms, each of which attacks any creature occupying its square. Each square of the spell's effect contains a swarm of monstrous spiders, monstrous scarab beetles, or monstrous centipedes, to a maximum of 12 swarms, assuming that the spell's effect isn't blocked by obstacles. The swarms are stationary after being summoned, and won't pursue creatures that flee.

Chapter Seven: Creatures presents statistics for a monstrous spider swarm. Use these statistics for monstrous scarab beetle swarms and monstrous centipede swarms as well.

Dancing Lights

Evocation [Light]

Level: Arcane 0; **Components:** V, S; **Casting Time:** Attack action; **Range:** Medium (100 ft. + 10 ft./level); **Effect:** Up to four lights, all within a 10-ft.-radius area; **Duration:** 1 minute (D); **Saving Throw:** None; **Spell Resistance:** No

You create up to four lights that resemble lanterns or flashlights (and cast that amount of light), or up to four glowing spheres of light, or one faintly glowing, vaguely humanoid shape. The *dancing lights* must stay within a 10-foot-radius area in relation to each other but otherwise move as you desire (no concentration required): forward or back, up or down, straight or turning corners, and so forth. The lights can move up to 100 feet per round. A light winks out if the distance between you and the nearest light exceeds the spell's range.

Darkness

Evocation [Darkness]

Level: Divine 2; **Components:** V, DF; **Casting Time:** Attack action; **Range:** Touch; **Target:** Object touched; **Duration:** 10 minutes/level (D); **Saving Throw:** None; **Spell Resistance:** No

This spell causes an object to radiate darkness out to a 20-foot radius. Not even creatures who can normally see in the dark (such as with darkvision) can see in an area shrouded in magical *darkness*. Normal lights (flashlights, candles, lanterns, and so forth) do not illuminate the darkened area, nor do light spells of lower level (such as *light* and *dancing lights*). *Darkness* and the 2nd-level spell *daylight* cancel each other, leaving whatever light conditions normally prevail in the overlapping areas of the spells.

If the spell is cast on a small object that is then placed inside or under a lightproof covering, the spell's effects are blocked until the covering is removed.

Darkness counters or dispels any light spell of equal or lower level.

Dataread

Divination

Level: Arcane 2, Divine 2; **Components:** V, S, F/DF; **Casting Time:** Attack action; **Range:** Touch; **Effect:** Read machine-readable data; **Duration:** 1 minute/level; **Saving Throw:** None; **Spell Resistance:** No

You run your finger over any machine-readable data source (a barcode, a computer disk, a CD, magnetic tape, or any similar record) to understand the content of the data. You experience the data as it would normally be experienced through an appropriate machine. For example, if reading a music CD, you hear the music in your head. If reading a word processor file, you visualize and read an image of the page. If reading a barcode, you see the serial number, pricing information, or other barcoded data.

The amount of time required to experience the data is the same as that required to read it by conventional means. You can normally read 2 pages of documents in 1 minute. This spell does not decode encrypted data. Without the encryption code, an encrypted document or file appears as a seemingly random string of characters. If you know the encryption code, however, you can read encrypted data normally with this spell.

Daylight

Evocation [Light]

Level: Divine 2; **Components:** V, DF; **Casting Time:** Attack action; **Range:** Touch; **Target:** Object touched; **Duration:** 10 minutes/level (D); **Saving Throw:** None; **Spell Resistance:** No

The object touched sheds light as bright as full daylight in a 60-foot radius. Creatures who suffer penalties in bright light suffer them while exposed to this magical light. Despite its name, this spell isn't equivalent to daylight insofar as it does not damage or destroy creatures normally harmed by daylight (such as vampires). If the spell is cast on a small object that is then placed inside or under a lightproof covering, the spell's effects are blocked until the covering is removed.

Daylight brought into an area of magical darkness (or vice versa) is temporarily negated, so that the otherwise prevailing light conditions exist in the overlapping areas of effect.

Daylight counters or dispels any darkness spell of equal or lower level, such as *darkness*.

Degauss

Transmutation

Level: Arcane 1, Divine 1; **Components:** V, S; **Casting Time:** Attack action; **Range:** Touch; **Effect:** Stored data is erased; **Duration:** Instantaneous; **Saving Throw:** None; **Spell Resistance:** No

By touching a single device that contains electronic files, such as a computer, external hard drive, CD-ROM, or magnetic disk, you erase all files on that device. The device is rendered empty of data.

Detect Scrying

Divination

Level: Arcane 4; **Components:** V, S, M; **Casting Time:** Attack action; **Range:** 120 ft.; **Area:** 120-ft.-radius emanation centered on you; **Duration:** 24 hours; **Saving Throw:** None; **Spell Resistance:** No

You immediately become aware of any attempt to observe you by means of scrying (including the *scrying* spell). The spell's effect radiates from you moves as you move. The spell also reveals the use of crystal balls or other magic scrying devices. You know the location of every magical sensor within the spell's area.

If the scrying attempt originates within the area, you also know its location. If the attempt originates outside this range, you and the scrier immediately make opposed caster level checks. If you match or beat the scrier's result, you get a visual image of the scrier and a sense of the scrier's direction and distance from you (accurate to within one-tenth the distance).

Material Components: A small shard of mirror and a miniature trumpet.

Divination

Divination

Level: Acolyte 4; **Components:** V, S, M; **Casting Time:** 10 minutes; **Range:** Personal; **Target:** You; **Duration:** Instantaneous

Similar to *augury* but more powerful, a *divination* spell can provide you with a useful piece of advice in reply to a question concerning a specific goal, event, or activity that is to occur within one week. The advice can be as simple as a short phrase, or it might take the form of a cryptic rhyme or omen.

For example, suppose the question is "Will we do well if we venture into the temple of the snake cult?" The GM knows that a pair of yuan-ti guard a huge treasure but estimates that the party could beat the creatures after a hard fight. The *divination* response might be: "A steady will and sharp eye will conquer the serpent and claim its trove." In all cases, the GM controls what information the caster receives. Note that if the caster doesn't act on the information, the conditions may change so that the information no longer proves useful. (For example, the yuan-ti could leave the temple and take their treasure with them.)

The base chance for a correct divination is 70% + 1% per caster level. The GM adjusts the chance if unusual circumstances require it (if, for example, unusual precautions against *divination* spells have been taken). If the dice roll fails, the caster knows the spell failed unless specific magic yielding false information is at work. As with *augury*, multiple divinations about the same topic by the same caster use the same dice result as the first divination and yield the same answer each time.

Material Components: Incense and a sacrificial offering appropriate to the caster's religion (purchase DC 13).

Electromagnetic Pulse

Evocation [Electricity]

Level: Arcane 3; **Components:** V, S; **Casting Time:** Attack action; **Range:** Short (25 ft. + 5 ft./2 levels); **Area:** 20-ft. burst; **Duration:** Instantaneous; **Saving Throw:** Will negates (object); **Spell Resistance:** Yes (object)

When you cast *electromagnetic pulse,* you send a powerful burst of energy that ruins electronic circuitry within the spell's area. Any computer, telephone, television, or other device with a computer processor inside ceases to function immediately, and the contents of hard drives and other storage media are scrambled.

The *electromagnetic pulse* affects only devices with extensive circuitry, not everything that uses electricity. Ordinarily the lights stay on, although their electronic switches might not function. Automobiles continue to run, although their engines will run more roughly without electronic guidance. Most cars manufactured after the 1980s won't start after an *electromagnetic pulse* because they have electronic ignition systems.

Devices affected by an *electromagnetic pulse* can be fixed according to the following table.

Repair Task (Example)	Relevant Skill	Purchase DC	Repair DC	Time
Simple processors (cars, elevator controls)	Repair	7	15	10 min.
Complex processors (computers, home theaters)	Repair	10	20	1 hr.
Data recovery (scrambled hard drive)	Computer Use	4	25	2 hr.

You can jury-rig repairs more quickly and cheaply, but the repairs may not last. See the description of the Repair skill in Chapter Two: Skills of the *d20 Modern Roleplaying Game*.

Some military gear is immune to energy effects such as *electromagnetic pulse* thanks to a process called tempest hardening. Tempest hardening adds +1 to the purchase DC of an item and makes it Restricted (+2).

Faerie Fire

Evocation [Light]

Level: Divine 1; **Components:** V, S, DF; **Casting Time:** Attack action; **Range:** Long (400 ft. + 40 ft./level); **Area:** Creatures and objects within a 5-ft.-radius burst; **Duration:** 1 minute/level (D); **Saving Throw:** None; **Spell Resistance:** Yes



A pale glow surrounds and outlines the subjects. Outlined subjects shed light as candles. Outlined creatures do not benefit from the concealment normally caused by darkness (but not magical *darkness*), *blur, displacement, invisibility,* or similar effects. The light is too dim to have any special effect on undead or dark-dwelling creatures. The *faerie fire* can be blue, green, or violet, according to your word at the time of casting. The *faerie fire* does not cause any harm to the objects or creatures thus outlined.

Gaseous Form

Transmutation

Level: Arcane 3; **Components:** S, M; **Casting Time:** Attack action; **Range:** Touch; **Target:** Willing corporeal creature touched; **Duration:** 1 minute/level (D); **Saving Throw:** None; **Spell Resistance:** No

The subject and all her gear become insubstantial, misty (or smoky), and translucent. The subject gains damage reduction 10/+1. Her material armor (including natural armor) becomes worthless, though her size, Dexterity, deflection bonuses, and Defense bonuses from force armor (for example, from the *mage armor* spell) still apply. She becomes immune to poison and critical hits. She can't attack or cast spells with verbal, somatic, material, or focus components while in gaseous form. The subject loses supernatural abilities while in gaseous form. If she has a touch spell ready to use, it is discharged harmlessly when the spell takes effect.

The gaseous subject can't run but she can fly (speed 10 feet, perfect maneuverability). She can pass through small holes or narrow openings, even mere cracks, with all she was wearing or holding in her hands, as long as the spell persists. She is subject to wind. She can't enter water or other liquid.

Material Component: A bit of gauze or pinch of ash.

Haywire

Transmutation

Level: Arcane 0, Divine 0; **Components:** V, S, M; **Casting Time:** Attack action; **Range:** Close (25 ft. + 5 ft./2 levels); **Target:** One object of up to 100 lb./level; **Duration:** 1 minute/level; **Saving Throw:** Will negates (object); **Spell Resistance:** Yes (object)

The *haywire* spell causes a single device to behave randomly and erratically, defying any attempts to bring it under control. Cash registers display random prices and open their money drawers repeatedly. Escalators surge forward, then reverse themselves. Automatic teller machines flash random patrons' account balances on the screen as they spew forth receipts (not money, though).

It's impossible to describe the exact effects of *haywire* on every modern device. In general, a machine subject to *haywire* functions as if someone were pressing random buttons or otherwise manipulating it randomly.

Turning off a device subject to a *haywire* spell doesn't work, because the spell disables the "off" switch. Cutting off the power supply (by unplugging it, for example) disables the device 1d4 rounds later, ending the spell.

Material Component: A small magnet.

Improved Arcane Lock

Abjuration

Level: Arcane 3; **Range:** Long (400 ft. + 40 ft./level); **Target:** One door, cabinet, chest, or portal/level, up to 30 sq. ft./level each; **Duration:** 1 hour/level

As *arcane lock,* except as described above. Additionally, *improved arcane lock* closes all targeted doors or containers if



Casting Spells through Email

Any spell that can be scribed onto a scroll can likewise be saved in electronic format—as email. In order to accomplish this, the caster must have the Scribe Scroll ability and a minimum of 8 ranks in Computer Use.

All the spellcaster needs is a computer with Internet access and the usual components necessary to cast the spell. First she writes the email, which takes one minute per level of the spell. At the end of that time, the spellcaster must cast the spell and succeed at a Computer Use check (DC 15 + spell level). If the check fails, the email is not correctly typed, the spell is ruined, and the spellcaster must begin anew. If the check succeeds, the email carries the spell through cyberspace and delivers it to the mailbox of the target.

There are several rules and restrictions pertaining to spells sent through email:

Target: The target of the spell is always the person who first opens the email. Any target with 10 or more ranks in Computer Use, Knowledge (arcane lore or technology), or Spellcraft receives a +5 competence bonus to any saving throws required by the spell.

No Spam: The email may only be sent to a single account. If you put more than one address in the "Recipient" line, the spell is ruined and wasted.

Subject Line: The spell's name must be typed into the "Subject" line of the email. One can attempt to disguise the name by writing it in an obscure language, an illegible font, or burying it in the middle of a larger phrase. (An email with the subject line, "Fierce ice storm in the Midwest" could be a bulletin from your local weather service, or it could have an *ice storm* spell attached to the file.)

Duration: All spells begin immediately upon the email being opened. It is not possible for a spellcaster to save the power from an email spell and discharge it later.

Undeliverable: If the email is not opened within 72 hours, it becomes undeliverable. The account that sent the original email will receive an email notification of this. If the target opens the email after 2 hours have elapsed, the body of the message will be blank.

they're open when the spell is cast, then locks them. Unlike most spells, the caster need not have an unblocked line of effect to each door targeted by the spell, but the caster must know the location of each door. Mages and Techno Mages often use *improved arcane lock* to simultaneously close and lock every door in a building, either to trap something inside or lock something out.

Instant Connectivity

Conjuration (Teleporting)

Level: Arcane 5; **Components:** V, S, F; **Casting Time:** Attack action; **Range:** Touch (see text); **Target:** Creature touched, or up to eight willing creatures joining hands; **Duration:** Instantaneous; **Saving Throw:** Will negates; **Spell Resistance:** Yes

Instant connectivity can only be cast through a computer network (see the Casting Spells through Email sidebar). With the aid of instant messaging software, you physically transport the subject or subjects from one place to another. If several willing persons link hands in a circle, up to eight creatures can be affected by the spell at the same time.

At least one of the creatures affected must be touching a computer with an Internet connection and active instant messaging (IM) software. The targets must be sent to a specific IM address that is currently active online. *Instant connectivity* causes the targets to appear in the room from which that IM address is being accessed, automatically gaining surprise on anyone else in that room.

Focus: A computer hard drive (purchase DC 23 or higher).

Instant Identify

Divination

Level: Arcane 1, Divine 1; **Components:** V, S, M/DF; **Casting Time:** Full-round action; **Range:** Touch; **Target:** One touched object; **Duration:** Instantaneous; **Saving Throw:** None; **Spell Resistance:** No

The spell determines all magic properties of a single magic item, including how to activate those functions (if appropriate) and how many charges (if any) are left.

Arcane Material Component: A pearl (purchase DC 12).

Machine Invisibility

Illusion

Level: Arcane 2; **Components:** V, S, F; **Casting Time:** Attack action; **Range:** Personal or touch; **Target:** One creature or object weighing no more than 100 lb./level; **Duration:** 1 minute/level (D); **Saving Throw:** Will negates (harmless) or Will negates (harmless, object); **Spell Resistance:** Yes (harmless) or Yes (harmless, object)

The creature or object touched cannot be detected by video cameras, electronic sensors, or other high-tech detection machines. The creature is also invisible to mechanical constructs such as gear golems, digital homunculi, and mechanical homunculi. If the recipient is a creature carrying gear, the gear is likewise undetectable. The subject is missing from still photos taken while the spell is in effect, closed-circuit television monitors don't display the subject, and other machines are likewise fooled. The creature or object touched can stand on a scale and doesn't appear to weigh anything. Infrared and heat sensors detect only the ambient heat levels. X-ray machines don't reveal the presence of an object with *machine invisibility.* Microphones don't pick up sounds that the subject makes directly, although they will pick up sounds that subject makes by interacting with the environment. A hidden microphone wouldn't hear the subject's voice but would record the sound of that creature throwing a brick through a window.

Items dropped or put down by an affected creature become visible to machine detectors; items picked up disappear if tucked into clothing or a bag carried by the creature. Light never becomes invisible, although a source of light can become so (thus, the effect in a photograph or video image is that of a light with no visible source). Any part of an item that

Magic Bullet Type	Other Spell Known	Effect
Curing bullet (divine)	*Cure light wounds*	Bullet deals no damage and instead cures 1d8+5 points of damage.
Inflicting bullet (divine)	*Inflict light wounds*	Creature damaged by pain bullet must succeed at a Will save (DC 14) or take an additional 1d8+5 points of damage.
Knock-out bullet (arcane)	*Sleep*	Creature damaged by knock-out bullet must succeed at a Will save (DC 14) or fall into a comatose slumber. Creatures with 5 or more Hit Dice are immne to this effect.
Panic bullet (arcane)	*Cause fear*	Creature damaged by terror bullet must succeed at a Will save (DC 14) or be panicked (–2 morale penalty on attack rolls, weapon damage rolls, and saves) for 1d4 rounds.

the subject carries but that extends more than 10 feet from it becomes visible, such as a trailing rope.

The spell ends if the subject attacks any creature. For purposes of this spell, an "attack" includes any spell targeting a foe or whose area or effect includes a foe. (Exactly who is a foe depends on the invisible character's perceptions.) Actions directed at unattended objects do not break the spell. Causing harm indirectly is not an attack. If the subject attacks directly, however, the subject and its gear immediately becomes visible to machines.

While *machine invisibility* is useful for many tasks requiring stealth, it sometimes makes the subject's life more difficult. A stoplight sensor under an intersection might not pick up a motorcycle with *machine invisibility.* Automatic sliding doors at the supermarket won't open for the subject of *machine invisibility.* Talking on the telephone or radio is impossible.

Focus: A glass lens, which the caster fogs by breathing on it.

Magic Bullets

Transmutation

Level: Arcane 4, Divine 4; **Components:** V, S, F; **Casting Time:** Attack action; **Range:** Touch; **Target:** 50 bullets, all of which must be in contact with each other at the time of casting; **Duration:** 1 hour/level; **Saving Throw:** Will negates (harmless, object); **Spell Resistance:** Yes (harmless, object)

You enhance up to 50 individual bullets of the same caliber or a single magazine of up to 50 rounds with the power of a 1st-level spell you already know. The bullets must be fired from a gun for the subsidiary magical effects to take hold. The related spells you must know to create *magic bullets* of a particular type are listed below.

Each time you cast the spell, all the bullets receive the same enchantment, but afterward it is possible to mix *magic bullets* with different effects in the same magazine. Be sure to note the order in which the bullets are loaded to correctly track the effect of each shot. Unless otherwise noted, *magic bullets* deal normal damage before they impart their magical effect.

This spell can be used to create one type of bullet (as noted in the chart on this page), or others at the GM's discretion.

Magic Circle

Abjuration

Level: Divine 3; **Components:** V, S, DF; **Casting Time:** Attack action; **Range:** Touch; **Area:** 10-ft.-radius emanation from touched creature; **Duration:** 10 minutes/level; **Saving Throw:** Will negates (harmless); **Spell Resistance:** No (see text)

This spell wards an area from attacks by creatures of a specific allegiance (chosen when the spell is cast), from mental control, and from summoned or conjured creatures. It creates a magical barrier around the subject at a distance of 10 feet. The barrier moves with the subject and has three major effects:

First, everyone inside the *magic circle* gains a +2 deflection bonus to Defense and a +2 resistance bonus on saves. Both these bonuses apply only against attacks made by creatures with the specified allegiance.

LB



Simple gestures beget complex spells

Second, the barrier blocks any attempt to possess creatures within the *magic circle* (as by a *possession* incantation). The barrier keeps out a possessing life force but does not expel one if it is in place before the spell is cast.

Third, the *magic circle* thwarts any attempt to exert mental control over creatures within its area. If a dominated creature enters the *magic circle*, mental control is lost for the duration of the *magic circle* spell or until the creature leaves the protected area.

Fourth, the spell prevents bodily contact by summoned or conjured creatures of the specified allegiance. This causes the natural weapon attacks of such creatures to fail and the creatures to recoil if such attacks require touching a creature inside the *magic circle*. The protection against contact by summoned or conjured creatures ends if anyone inside the *magic circle* makes an attack against a blocked creature or the subject tries to force the barrier against the blocked creature. Spell resistance can allow a creature to overcome this protection and reach and step inside the *magic circle*.

Magic ID

Illusion

Level: Arcane 0; **Components:** V, S, F; **Casting Time:** Attack action; **Range:** Touch; **Effect:** Illusory identification card; **Duration:** See description; **Saving Throw:** Will disbelief (if interacted with); **Spell Resistance:** No

With this glamer, you make a small card or slip of paper appear to be a valid identification card of your choosing. For example, you might make a business card look like a driver 's license, or a video club card look like an FBI identification card. The card bears your name, likeness, and all other data expected by anyone examining such a card. However, it is only visually accurate and does not contain any valid machine-readable data or electronic coding. You cannot use this spell to make an electronic passkey. The illusion lasts only as long as you touch the card, to a maximum of 5 rounds.

Focus: A small card or slip of paper.

Magic Message

Illusion

Level: Arcane 2; **Components:** V, S, M; **Casting Time:** Full-round action; **Range:** Close (25 ft. + 5 ft./2 levels); **Target:** One object (see text); **Duration:** Permanent until discharged; **Saving Throw:** Will negates (object); **Spell Resistance:** Yes (object)

This spell imbues a modern device such as a television, radio, computer monitor, or news ticker with a message you set that's delivered when a specified event occurs. The message, which must be 25 words or less, is delivered in a manner appropriate to the device targeted by the spell. A newscaster on a targeted television will appear to speak the message. A stereo plays the message as a repetitive song lyric. An electronic traffic sign displays the message for all motorists to see.

The spell functions when specific conditions are fulfilled according to your command as set in the spell. Commands can be as general or specific as desired, although only visiual and audible triggers can be used such as the following: "Deliver the message when a man in a dark suit walks past with a gun drawn." Triggers react to what appears to be the case. Disguises and illusions can fool them. Normal darkness does not defeat a visual trigger (it's common for a television to flicker to life in a dark apartment, delivering a *magic message*). Magical darkness and *invisibility* will defeat a visual trigger, however, and silent movement and magical silence defeats audible triggers. Audible triggers can be keyed to general types of noises (footsteps, elevator music) or to a specific noise or a spoken work. Actions can serve as triggers if they are visible or audible. For example, "Deliver the message when any creature picks up the talking doll" is an acceptable command if the creature is visible. A *magic message* cannot distinguish class, level, Hit Dice, or allegiance.

The range limit of a trigger is 15 feet per caster level, so a 6th-level caster can command a *magic message* to respond to triggers up to 90 feet away. Regardless of range, the *magic message* can respond only to visible or audible triggers and actions in line of sight or within hearing distance.

Material Component: A carved jade figurine (purchase DC 8).

Mask Metal

Illusion

Level: Arcane 1; **Components:** V, S, M; **Casting Time:** Attack action; **Range:** Touch; **Target:** A single metal object weighing no more than 10 lb./level; **Duration:** 10 minutes/level (D); **Saving Throw:** None or Will negates (harmless, object); **Spell Resistance:** No or yes (harmless, object)

This glamer makes a metal object undetectable to metal detectors. When any creature or character makes a Search or Spot check to detect the object, he or she does not gain equipment bonuses from any device that detects metal.

Material Component: A magnet.

Mending

Transmutation

Level: Arcane 0, Divine 0; **Components:** V, S; **Casting Time:** Attack action; **Range:** 10 ft.; **Target:** One object of up to 1 pound/level; **Duration:** Instantaneous; **Saving Throw:** Will negates (harmless, object); **Spell Resistance:** Yes (harmless, object)

Mending repairs small breaks or tears in objects (not warps). In metallic objects, it will weld a broken chain link, a necklace, or a knife, providing but one break exists. Ceramic or wooden objects with multiple breaks can be rejoined to be as strong as new. A hole in a backpack or garment is completely healed over by *mending*. The spell can repair a magic item, but the item's magical abilities are not restored. The spell has no effect on creatures (even constructs).

Nondetection

Abjuration

Level: Arcane 3; **Components:** V, S, M; **Casting Time:** Attack action; **Range:** Touch; **Target:** Creature or object touched; **Duration:** 1 hour/level; **Saving Throw:** Will negates (harmless, object); **Spell Resistance:** Yes (harmless, object)





The warded creature or object becomes difficult to detect by divination and detection spells, such as *scrying*. *Nondetection* also prevents location by such magic items as crystal balls. If a divination is attempted against the warded creature or item, the caster of the divination must succeed at a caster level check (1d20 + caster level) against a DC of 11 + the caster level of the spellcaster who cast *nondetection*. If you cast *nondetection* on yourself or on an item currently in your possession, the DC is 15 + your caster level.

If cast on a creature, *nondetection* wards the creature's gear as well as the creature itself.

Material Component: A pinch of diamond dust (purchase DC 10).

Obscuring Mist

Conjuration (Creation)

Level: Arcane 1, Divine 1; **Components:** V, S; **Casting Time:** Attack action; **Range:** 30 ft.; **Effect:** Cloud centered on you spreads 30 ft. and is 20 ft. high; **Duration:** 1 minute/level; **Saving Throw:** None; **Spell Resistance:** No

A misty vapor arises around you. It is stationary once created. The vapor obscures all sight, including darkvision, beyond 5 feet. A creature 5 feet away has one-half concealment (attacks have a 20% miss chance). Creatures farther away have total concealment (50% miss chance, and the attacker cannot use sight to locate the target).

A moderate wind (11+ mph) disperses the fog in 4 rounds. A strong wind (21+ mph) disperses the fog in 1 round. A *fireball, flaming wrath*, or similar spell burns away the fog in the spell's area. A *wall of fire* burns away the fog in the area into which it deals damage.

This spell does not function underwater.

Phantasmal Killer

Illusion [Fear, Mind-Affecting]

Level: Arcane 4; **Components:** V, S; **Casting Time:** Attack action; **Range:** Medium (100 ft. + 10 ft./level); **Target:** One living creature; **Duration:** Instantaneous; **Saving Throw:** Will disbelief (if interacted with), then Fortitude partial; **Spell Resistance:** Yes

You create the phantasmal image of the most fearsome creature imaginable to the subject simply by forming the fears of the subject's subconscious mind into something that its conscious mind can visualize: this most horrible beast. Only the spell's subject can perceive the *phantasmal killer*. You see only a shadowy shape. The subject first gets a Will save to recognize the image as unreal. If the subject fails the Will save, the phantasm touches him, and he must succeed at a Fortitude save or die from fear. Even if the Fortitude save is successful, the subject takes 3d6 points of damage.

Phantom Chopper

Conjuration (Creation)

Level: Arcane 3; **Components:** V, S; **Casting Time:** 10 minutes; **Range:** 0 ft.; **Effect:** One quasi-real motorcycle; **Duration:** 1 hour/level (D); **Saving Throw:** None; **Spell Resistance:** No

You conjure a quasi-real motorcycle. The motorcycle can be ridden only by you or the one person for whom you specifically create the cycle. A phantom chopper looks like a heavily customized motorcycle of indeterminate make and model. It has realistic-looking license plates, and you decide what the license plate says when you cast the spell.

The *phantom chopper* has a Defense of 10, hardness of 5, and 20 hit points +1 hit point per caster level. If it loses all its hit points, the *phantom chopper* disappears. A *phantom chopper* has a top speed of 40 feet per caster level, an initiative modifier of +0, and a maneuver modifier of +1.

The *phantom choppers* gains certain powers according to caster level. A motorcycle's abilities include those of motorcycles of lower caster levels. Thus, the *phantom chopper* created by a 9th-level caster has the 7th-level and 8th-level abilities.

7th Level: The motorcycle can ride over sandy, muddy, or even swampy ground without difficulty or decrease in speed.

8th Level: The motorcycle can ride over water as if it were firm, dry ground.

9th Level: The motorcycle can ride in the air as if it were firm land, so chasms and the like can be crossed without benefit of a bridge. The *phantom chopper* cannot take off and fly. It can only ride horizontally across the air. After 1 round in the air, the motorcycle falls.

Phantom Limousine

Conjuration (Creation)

Level: Arcane 5; **Components:** V, S, F; **Casting Time:** 1 minute; **Range:** 0 ft.; **Effect:** One quasi-real limousine; **Duration:** 1 hour/level (D); **Saving Throw:** None; **Spell Resistance:** No

You conjure forth a quasi-real limousine that seats eight Medium characters (two in the front and six in a comfortable passenger area), four Large creatures (one in the front and three in the back), or sixteen Small creatures (four in the front and twelve in the back). The limousine has the exterior color and design details you choose when you prepare the spell, and the interior is one of opulent luxury. You decide what its license plates look like when you cast the spell.

The *phantom limousine* has a Defense of 6, hardness of 15, and 50 hit points +1 point per caster level. If it loses all its hit points, the *phantom limousine* disappears. A *phantom limousine* is much faster than it looks, with a top speed of 60 feet per caster level, an initiative modifier of –2, and a maneuver modifier of –2.

A *phantom limousine* has enough luxurious food and drink inside to provide a hearty meal for all passengers. It has all the powers of a *phantom chopper* (ability to drive over bad terrain, water, or air). Additionally, it is airtight and can even travel underwater at a speed of 10 feet per caster level.

Focus: A pair of car keys on a silver keychain.

Phantom Projectiles

Transmutation

Level: Arcane 5; **Components:** V, S, M; **Casting Time:** Attack action; **Range:** Touch; **Target:** 50 projectiles, all of which must be in contact with each other at the time of casting; **Duration:** 1 hour/level; **Saving Throw:** Will negates (harmless, object); **Spell Resistance:** Yes (harmless, object)



You turn ammunition (such as arrows, bolts, bullets, and shuriken) into incorporeal projectiles that damage only their intended targets.

Phantom projectiles pass through intervening obstacles (including armor) and thus ignore cover bonuses and equipment bonuses to Defense. Barriers of magical force, such as a *wall of force*, stops them. *Phantom bullets* count as having a +3 enhancement bonus for the purpose of overcoming damage reduction, although they don't actually receive the enhancement bonus on attacks or damage. Additionally, the *phantom bullets* disappear 1d4 rounds after being fired, making it impossible to gather ballistic evidence.

Material Component: In addition to the bullets, the caster needs a small chunk of lithium.

Rage of Bees

Conjuration (Summoning)

Level: Divine 5; **Components:** V, S, DF; **Casting Time:** Full-round action; **Range:** Long (400 ft. + 40 ft./level); **Effect:** 1d3 swarms of sentient killer bees, no two of which can be more than 30 ft. apart; **Duration:** 1 minute/level; **Saving Throw:** None; **Spell Resistance:** No

You summon 1d3 swarms of sentient killer bees, each one filling a 5-foot square within the spell's effect. The swarms independently attack targets designated by you.

Chapter Seven: Creatures has statistics for a sentient killer bee swarm.

Recharge

Conjuration (Healing)

Level: Divine 3; **Components:** V, S, F; **Casting Time:** Attack action; **Range:** Touch; **Target:** Creature touched; **Duration:** Instantaneous and special (see text); **Saving Throw:** Will negates (harmless); **Spell Resistance:** Yes (harmless)

By converting electrical energy into eldritch power, you can recover quickly from debilitating physical effects. However, you must draw current from a wall socket to power this healing magic.

The *recharge* spell instantly eliminates the following conditions, as described in Chapter Five of the *d20 Modern Roleplaying Game:* cowering, dazed, exhausted, fatigued, nauseated, shaken, and stunned. The caster can heal herself of some of these conditions, but others (such as stunned) don't allow spellcasting or other actions.

In addition, the *recharge* spell instantly cures blindness or deafness caused by a spell or spell-like ability, and it grants a +4 bonus on Fortitude saves against poison for 1 minute.

Focus: An active electrical outlet.

Relay Text

Transmutation

Level: Arcane 2; **Components:** V, S; **Casting Time:** Attack action; **Range:** Unlimited; **Effect:** A text message reaches an electronic device of someone you know; **Duration:** Instantaneous; **Saving Throw:** None; **Spell Resistance:** No

You cause a text message of up to 25 words to appear on the screen of an electronic device capable of receiving such messages, such as a cell phone, pager, PDA, or computer. If the device is turned on, the message appears instantly; if not, the message appears as soon as someone turns it on. The message remains onscreen until read, then disappears, leaving no electronic record of its appearance. You must have seen the device to send a message to it.

Sanctuary

Abjuration

Level: Divine 1; **Components:** V, S, DF; **Casting Time:** Attack action; **Range:** Touch; **Target:** Creature touched; **Duration:** 1 round/level; **Saving Throw:** Will negates; **Spell Resistance:** No

Any opponent attempting to strike or otherwise directly attack the warded creature, even with a targeted spell, must attempt a Will save. If the save succeeds, the opponent can attack normally and is unaffected by that casting of the spell. If the save fails, the opponent can't follow through with the attack, that part of the attacker's action is lost, and the attacker can't directly attack the warded creature for the duration of the spell. Those not attempting to attack the subject remain unaffected. This spell does not prevent the warded creature from being attacked or affected by area or effect spells. The subject cannot attack without breaking the spell but may use nonattack spells or otherwise act. This allows a warded



acolyte to heal wounds, for example, or to *bless*, perform an *augury*, summon creatures, and so on.

Scrying

Divination

Level: Arcane 4, Divine 5; **Components:** V, S, M/DF, F; **Casting Time:** 1 hour; **Range:** See text; **Effect:** Magical sensor; **Duration:** 1 minute/level; **Saving Throw:** Will negates; **Spell Resistance:** Yes

You can see and hear some creature, who may be at any distance. If the subject succeeds at a Will save, the scrying attempt fails. The difficulty of the save depends on how well you know the subject and what sort of physical connection (if any) you have to that creature. Furthermore, if the subject is on another plane or in some other dimension (such as the extradimensional space created by a *clown car* spell), it gains a +5 circumstance bonus to its Will save.

Knowledge of Subject	Will Save Modifier
None*	+10
Secondhand (you have heard of the subject)	+5
Firsthand (you have met the subject)	+0
Familiar (you know the subject well)	–5

**You must have some sort of connection to a creature you have no knowledge of.*

Connection	Will Save Modifier
Likeness or picture	–2
Possession or garment	–4
Body part, lock of hair, nail clippings, etc.	–10

If the save fails, you can see the subject and the subject's immediate surroundings (approximately 10 feet in all directions of the subject). If the subject moves, the sensor follows at a speed of up to 150 feet.

The following spells, if active on the caster during the scrying, operate through the sensor: *darkvision, read magic, tongues,* and *true seeing. Detect magical aura* has a 5% chance per caster level of operating correctly through the sensor.

Arcane Material Components: Some droplets of nitric acid in an eyedropper.

Arcane Focus: A mirror of finely wrought silver (at least 2 feet by 4 feet) or an orb of polished crystal (at least 5 inches in diameter). Either item has a purchase DC of 19.

Divine Focus: A font filled with holy water (purchase DC 8).

Secret Pocket

Conjuration (Summoning)

Level: Arcane 3, Divine 3; **Components:** V, S, M/DF; **Casting Time:** Attack action; **Range:** Object touched; **Target:** One pocket on a garment; **Duration:** 1 hour/level; **Saving Throw:** None; **Spell Resistance:** No

The *secret pocket* spell creates an extradimensional space that only you can reach through a pocket in the target garment. The *secret pocket* can hold 1 pound per caster level, and you can put anything in it that will physical fit through the pocket opening. The item can be of any length and isn't otherwise restricted by the pocket's actual dimensions—it just has to be able to fit through the opening. The contents of the extradimensional space never cause the pocket to bulge, and items inside the *secret pocket* have no weight once they're placed inside (although the weight still counts against the capacity of the extradimensional space).

Whenever you reach into the pocket, you access the extradimensional space rather than the actual pocket. Anyone else who examines the pocket finds it completely ordinary. If someone else puts something in the pocket, you can't reach it because your hand goes into the extradimensional space instead.

You can give the garment to someone else to wear if you like, but only you can access the extradimensional space through the pocket.

Arcane Material Component: A black handkerchief.

Secret Vault

Conjuration (Summoning)

Level: Arcane 5; **Components:** V, S, F; **Casting Time:** 10 minutes; **Range:** See text; **Target:** One chest and up to 1 cu. ft. of goods/caster level; **Duration:** 60 days or until discharged; **Saving Throw:** None; **Spell Resistance:** No

You hide a briefcase, backpack, dufflebag, or similar item in an extradimensional space for up to 60 days and can retrieve it at will. The item used as a *secret vault* can contain up to 1 cubic foot of material per caster level (regardless of the item's actual size). If you put anything living inside the *secret vault,* the spell fails. Once you cast the spell, the item and its contents disappear. You can retrieve it anytime thereafter by concentrating (an attack or move action), and it appears next to you.

To create the *secret vault*, you cast the spell while touching both the full-size container and a miniscule replica of it. The container and anything within it or touching it (subject to the volume limitation above) vanishes into an extradimensional space. You need the miniature replica to recall the container. After 60 days, the container reappears in your hand whether you wish it to or not.

Focus: A briefcase, duffle bag, or similar container prepared with expensive and rare reagents, as well as a miniscule replica of it. The actual storage container and the miniature replica have a combined purchase DC of 25.

Seeming

Illusion

Level: Arcane 5; **Components:** V, S; **Casting Time:** Attack action; **Range:** Close (25 ft. + 5 ft./2 levels); **Targets:** One creature/two levels, no two of which can be more than 30 ft. apart; **Duration:** 12 hours (D); **Saving Throw:** Will negates or Will disbelief (if interacted with); **Spell Resistance:** Yes or No (see text)

This glamer functions like the *change self* spell (see Chapter Ten: FX Abilities in the *d20 Modern Roleplaying Game*) except you can change the appearance of other creatures as well. Affected creatures resume their normal appearances if slain.

Unwilling targets can negate the spell's effect on them by making Will saves or with spell resistance.

Shadowmoth Plague

Conjuration (Summoning)

Level: Divine 3; **Components:** V, S, DF; **Casting Time:** Full-round action; **Range:** Long (400 ft. + 40 ft./level); **Effect:** 5-ft.-high cloud of shadowmoths filling a 10-ft.-radius spread; **Duration:** 1 minute/level; **Saving Throw:** None; **Spell Resistance:** No

You summon a number of shadowmoth swarms, each of which attacks any creature occupying its square. Each square of the spell's effect is filled with a swarm of shadowmoths, to a maximum of 12 swarms, assuming that the spell's effect isn't blocked by obstacles. The swarms are stationary after being summoned, and won't pursue creatures that flee.

Chapter Seven: Creatures has statistics for a shadowmoth swarm.

Shatter

Evocation [Sonic/Concussion]

Level: Divine 2; **Components:** V, S, F; **Casting Time:** Attack action; **Range:** Close (25 ft. + 5 ft./2 levels); **Area or Target:** 5-ft.-radius spread; or one solid object or one crystalline creature; **Duration:** Instantaneous; **Saving Throw:** Will negates (object) or Fortitude half (see text); **Spell Resistance:** Yes (object)

Shatter creates a loud, ringing noise that shatters brittle, nonmagical objects; sunders a single solid, nonmagical object; or damages a crystalline creature.

Used as an area attack, *shatter* destroys nonmagical objects of glass, crystal, ceramic, or porcelain, such as vials, windows, mirrors, bottles, windshields, and so forth. All such objects within a 5-foot radius of the point of origin are smashed into dozens of pieces by the spell. Objects weighing more than 1 pound per your level are not affected, but all other objects of the appropriate composition are shattered.

Alternatively, you can target *shatter* against a single solid object, regardless of composition, weighing up to 10 pounds per caster level.

Targeted against a crystalline creature (of any weight), *shatter* deals 1d6 points of sonic/concussion damage per caster level (maximum 10d6), with a Fortitude save for half damage.

Focus: A tuning fork.

Shield Other

Abjuration

Level: Divine 2; **Components:** V, S, F; **Casting Time:** Attack action; **Range:** Close (25 ft. + 5 ft./2 levels); **Target:** One creature; **Duration:** 1 hour/level (D); **Saving Throw:** Will negates (harmless); **Spell Resistance:** Yes (harmless)

This spell creates a mystic connection between you and the subject so that some of the subject's wounds are transferred to you. The subject gains a +1 deflection bonus to Defense and a +1 resistance bonus on saving throws. Additionally, the subject takes only half damage from all wounds and attacks (including damage dealt by special abilities) that deal hit point damage. The amount of damage not taken by the warded creature is taken by you. Forms of harm that do not involve hit points, such as charm effects, temporary ability damage, and level draining are not affected. If the subject suffers a reduction of hit points from a lowered Constitution score, the reduction is not split with you because it is not hit point damage. When the spell ends, subsequent damage is no longer divided between the subject and you, but damage already split is not reassigned to the subject.

If you and the subject of the spell move out of range of each other, the spell ends.

Focus: A pair of platinum rings (purchase DC 15 each) worn by both you and the warded creature.

Shutdown

Transmutation

Level: Arcane 3, Divine 3; **Components:** V, M/DF; **Casting Time:** Attack action; **Range:** Close (25 ft. + 5 ft./2 levels); **Area:** 15-ft.-radius emanation centered on a point in space; **Duration:** 1 minute/level; **Saving Throw:** None; **Spell Resistance:** No

All electrical devices within the spell's area—lights, computers, cell phones, digital watches, and so forth—do not function for the duration of the spell. The spell does not prevent devices outside of the area of effect from operating normally, even if they are on the same electrical circuit as those affected. (Even if the spell is cast on a generator supplying power to devices outside the area of effect, those outside devices continue to remain powered.) At the end of the spell's duration, the devices operate again as if their operation had not been interrupted. (Computers do not need to be restarted, and clocks display the correct time.) Many sophisticated mechanical devices, including automobiles and aircraft, rely on electrical components, and so are usually affected by this spell.

Arcane Material Components: The CONTROL, ALT, and DELETE keys from a computer keyboard.

Speak with Animals

Divination

Level: Divine 2; **Components:** V, S; **Casting Time:** Attack action; **Range:** Personal; **Target:** You; **Duration:** 1 minute/level

You can comprehend and communicate with animals. You are able to ask questions of and receive answers from animals, although the spell doesn't make animals any more friendly or cooperative than normal. Furthermore, wary and cunning animals are likely to be terse and evasive, while the more stupid ones make inane comments. If the animal is friendly, it may do some favor or service for you (as determined by the GM).

This spell does not work on magical beasts or vermin.

Spell Immunity

Abjuration

Level: Divine 4; **Components:** V, S, DF; **Casting Time:** Attack action; **Range:** Touch; **Target:** Creature touched; **Duration:** 10 minutes/level; **Saving Throw:** Will negates (harmless); **Spell Resistance:** Yes (harmless)

The warded creature is immune to the effects of one specified spell for every four levels you have. The spells must be of 4th level or lower. The warded creature effectively has unbeat-



able spell resistance regarding the specified spell or spells. Naturally, such immunity doesn't protect a creature from spells for which spell resistance doesn't apply.

Spell immunity protects against spells, spell-like effects of magic items, and innate spell-like abilities of creatures. It does not protect against supernatural or extraordinary abilities, such as breath weapons or gaze attacks. Only a particular spell can be protected against, not a school of spells or a group of spells that are similar in effect. Thus, a creature given immunity to *fireball* is still vulnerable to *burning hands* and *flaming wrath*.

A creature can have only one *spell immunity* spell in effect on it at a time.

Spell Resistance

Abjuration

Level: Divine 5; **Components:** V, S, DF; **Casting Time:** Attack action; **Range:** Touch; **Target:** Creature touched; **Duration:** 1 minute/level; **Saving Throw:** Will negates (harmless); **Spell Resistance:** Yes (harmless)

The creature gains spell resistance equal to 12 + your caster level.

Summon Vivilor I

Conjuration (Summoning)

Level: Arcane 1, Divine 1; **Components:** V, S; **Casting Time:** Full-round action; **Range:** Close (25 ft. + 5 ft./2 levels); **Effect:** One summoned creature; **Duration:** 1 round/level; **Saving Throw:** None; **Spell Resistance:** No

This spell summons a 1st-level vivilor, a strange creature from the edge of Shadow (see Chapter Seven: Creatures). The caster chooses the form the vivilor will take when it appears, and the vivilor maintains that shape for the duration of the spell.

The vivilor appears where you designate and acts immediately, attacking your enemies unless you give it other orders. You can mentally direct it not to attack, to attack particular enemies, or to perform other actions. The vivilor acts normally on the last round of the spell and dissipates into nothingness at the end of its turn.

You choose the form the vivilor will take (see Chapter Seven: Creatures for more information on vivilors).

Summon Vivilor II

Conjuration (Summoning)

Level: Arcane 2, Divine 2; **Effect:** One or more summoned creatures, no two of which can be more than 30 ft. apart

As *summon vivilor I,* except you can summon one 2nd-level vivilor or 1d3 1st-level vivilors. If you create more than one vivilor, you can choose their forms separately; they need not be identical.

Summon Vivilor III

Conjuration (Summoning)

Level: Arcane 3, Divine 3; **Effect:** One or more summoned creatures, no two of which can be more than 30 ft. apart

As *summon vivilor I,* except you can summon one 3rd-level vivilor, 1d3 2nd-level vivilors, or 1d4+1 1st-level vivilors. If you create more than one vivilor, you can choose their forms separately; they need not be identical.

Summon Vivilor IV

Conjuration (Summoning)

Level: Arcane 4, Divine 4; **Effect:** One or more summoned creatures, no two of which can be more than 30 ft. apart

As *summon vivilor I,* except you can summon one 4th-level vivilor, 1d3 3rd-level vivilors, or 1d4+1 2nd-level vivilors. If you create more than one vivilor, you can choose their forms separately; they need not be identical.

Summon Vivilor V

Conjuration (Summoning)

Level: Arcane 5, Divine 5; **Effect:** One or more summoned creatures, no two of which can be more than 30 ft. apart

As *summon vivilor I,* except you can summon one 5th-level vivilor, 1d3 4th-level vivilors, or 1d4+1 3rd-level vivilors. If you create more than one vivilor, you can choose their forms separately; they need not be identical.

Synchronicity

Abjuration

Level: Arcane 5, Divine 5; **Components:** V, S, F/DF; **Casting Time:** Attack action; **Range:** Touch; **Target:** Creature touched; **Duration:** 10 minutes/level; **Saving Throw:** Will negates (harmless); **Spell Resistance:** Yes (harmless)

The *synchronicity* spell subtly rearranges reality so that the subject isn't inconvenienced by the minor delays in modern life. For the subject of *synchronicity,* the traffic light is always green and there's always a waiting elevator. On a city street, *synchronicity* ensures that a taxicab pulls up within 1 round of the subject standing on the curb. The subway trains always run on time for the subject of *synchronicity,* and waiters and clerks promptly arrive whenever they're needed.

Though designed for convenience, the *synchronicity* spell offers advantages for a caster in harm's way. The subject of *synchronicity* can run at full speed through even through a dense crowd, because people subconsciously move aside. The *synchronicity* spell also provides a +4 bonus to Defense when the subject's movement provokes an attack of opportunity (just like the Mobility feat), because even enemies have a tendency to stay out of the subject's way.

Synchronicity is also useful during car chases. Because other cars naturally get out of the way and traffic lights always turn green, a driver with *synchronicity* gains a +8 inherent bonus on Drive checks in urban areas and can make an unlimited number of avoid hazard and hard turn stunts (drivers are ordinarily limited to one or two stunts, as described in the Chapter Five of the *d20 Modern Roleplaying Game*). When engaged in vehicular hide-and-seek, the *synchronicity* spell provides a +8 inherent bonus on Bluff and Hide checks (if you're being chased) or Sense Motive and Spot checks (if you're pursuing another vehicle) because other cars and pedestrians naturally aid your efforts.

Arcane Focus: A gold-level credit card or garage door remote control.

Trace Purge

Transmutation

Level: Arcane 1, Divine 1; **Components:** V, S, M/DF; **Casting Time:** Attack action; **Range:** Close (25 ft. + 5 ft./2 levels); **Area:** 15-ft.-radius emanation centered on a point in space; **Duration:** Instantaneous; **Saving Throw:** None; **Spell Resistance:** No

When you cast this spell, you touch one creature (yourself or someone else). The spell eliminates all physical evidence left by that person's body (fingerprints, fluids, hairs, and so forth) within the affected area along with any evidentiary materials accidentally deposited by that person's body, clothes, or gear (such as fibers, mud, dust, and so forth). The spell only affects materials no larger than a few strands of hair or a few ounces of dirt. It does not change any disturbances that person created (including footprints, tool marks, or broken items) or remove any object the target person deliberately left.

Arcane Material Component: A pair of tweezers.

Undetectable Magical Aura

Illusion

Level: Arcane 1; **Components:** V, S, F; **Casting Time:** Attack action; **Range:** Touch; **Target:** Object touched weighing up to 5 lb./level; **Duration:** 1 day/level (D); **Saving Throw:** None (see text); **Spell Resistance:** No

This glamer allows you to mask a magic item's aura from detection. It fools *detect magical aura* spells such that the item appears nonmagical. If the object bearing *undetectable magical aura* has *instant identify* cast on it, the examiner recognizes that the aura is false and detects the object's actual qualities if he succeeds at a Will save.

Focus: A small square of silk that must be passed over the object.

Vampiric Touch

Necromancy

Level: Arcane 3, Divine 3; **Components:** V, S; **Casting Time:** Attack action; **Range:** Touch; **Target:** Living creature touched; **Duration:** Instantaneous and 1 hour (see text); **Saving Throw:** None; **Spell Resistance:** Yes

You must succeed at a melee touch attack. Your touch deals 1d6 points of damage per two caster levels (maximum 5d6). You gain temporary hit points equal to the damage you deal. However, you can't gain more than the target's current hit points +10, which is enough to kill the target. The temporary hit points disappear 1 hour later.

Via Negativa

Necromancy

Level: Arcane 4, Divine 4; **Components:** S, F/DF; **Casting Time:** Attack action; **Range:** Touch; **Target:** Creature touched; **Duration:** 1 round/level; **Saving Throw:** Fortitude half; **Spell Resistance:** Yes

When you cast the *via negativa* spell, your right hand is covered with crackling black energy that causes intense pain to any living creature that comes into prolonged contact with it. Meanwhile, it imbues you with necromantic power.

The *via negativa* spell affects any living creature that you grapple, dealing 4d6 points of damage on round the grapple is initiated and each round the grapple is maintained. If your foe escapes the grapple, you can attempt to attain another hold. Furthermore, the *via negativa* spell grants a +5 enhancement bonus to Strength as long as you're grappling.

The somatic component for the *via negativa* spell begins with a handshake motion. If you use an innocuous handshake with someone to start an *via negativa* spell, your melee touch attack automatically succeeds and you don't provoke an attack of opportunity to start the grapple.

Arcane Focus: A ring with a black pearl (purchase DC 22).

Wall Walk

Transmutation

Level: Arcane 3, Divine 4; **Components:** V, S, M; **Casting Time:** Attack action; **Range:** Touch; **Target:** Creature touched; **Duration:** 10 minutes/level; **Saving Throw:** Will negates (harmless); **Spell Resistance:** Yes (harmless)



Via negativa



Converting Psionic Powers into Spells

Almost all the psionic powers featured in the *d20 Modern Roleplaying Game* can be converted into spells for use in any Urban Arcana campaign. To convert a psionic power into a spell, change "Manifestation Time" to "Casting Time," and "Power Resistance" to "Spell Resistance." Ignore the Power Point Cost and the Display, as neither applies to spells.

To determine the level, components, and school (and subschool) for the spell equivalents of psionic powers, consult this list.

Level	School	Components
0-Level Arcane Spells		
Burst	Transmutation	V, S, M (shoelaces)
Distract	Enchantment [Mind-Affecting]	V, S, M (ball of twine)
Far punch	Evocation	V, S
Finger of fire	Evocation [Fire]	V, S, M (lit match)
1st-Level Arcane Spells		
Charm person	Enchantment (Compulsion) [Mind-Affecting, Language-Dependent]	V, S
Control object	Transmutation	V, S
Lesser concussion	Evocation [Sonic/Concussion]	V, S, M (copper coin)
Lesser mindlink	Divination	V, S
2nd-Level Arcane Spells		
Brain lock	Enchantment [Mind-Affecting]	V, S
Clairaudience/clairvoyance	Divination	V, S, F (chunk of quartz)
Claws of the bear	Transmutation	V, S
Concussion	Evocation [Sonic/Concussion]	V, S, M (fistful of coins)
Electric charge	Evocation [Electricity]	V, S, M (small battery)
Inflict pain	Necromancy	V, S, M (needle)
3rd-Level Arcane Spells		
Detect thoughts	Divination	V, S, F (deck of cards)
False sensory input	Illusion	V, S, M (camera film)
Mental blast	Necromancy	V, S
Mind darts	Evocation	V, S
Mindlink	Divination	V, S, F (radio antenna)
Suggestion	Enchantment (Compulsion) [Mind-Affecting, Language-Dependent]	V, M (honeycomb)
4th-Level Arcane Spells		
Forced mindlink	Divination	V, S, M (telephone cord)
Lesser domination	Enchantment (Compulsion) [Mind-Affecting]	V, S
Natural armor	Transmutation	V, S, M (strip of leather)
Tailor memory	Enchantment [Mind-Affecting]	V, S, F (scalpel)
5th-Level Arcane Spells		
Domination	Enchantment (Compulsion) [Mind-Affecting]	V, S
Mind probe	Divination	V, S, F (goggles)
0-Level Divine Spells		
Far punch	Evocation	V, S
Sending	Transmutation [Language-Dependent]	V, S, M (air-mail stamp)
Valor	Enchantment	V, DF
1st-Level Divine Spells		
Attraction	Enchantment (Compulsion) [Mind-Affecting]	V, S, M (iron filings)
Combat precognition	Divination	V, S, DF
Lesser bioweapon	Conjuration (Creation)	V, S, DF
Lesser concussion	Evocation [Sonic/Concussion]	V, S, M (copper coin)
Object reading	Divination	V, S, DF
Vigor	Transmutation	V, S, DF
2nd-Level Divine Spells		
Combat focus	Divination	V, S, M (caffeinated drink)
Combat prescience	Divination	V, S, DF
Concussion	Evocation [Sonic/Concussion]	V, S, M (fistful of coins)
Sensitivity to psychic impressions	Divination	V, S, DF
3rd-Level Divine Spells		
Lightning strike	Conjuration (Creation) [Electricity]	V, S
Whitefire	Evocation [Fire]	V, S, DF
4th-Level Divine Spells		
Fire storm	Evocation [Fire]	V, S, DF
Greater bioweapon	Conjuration (Creation)	V, S, DF
Telekinesis	Transmutation	V, S, DF
5th-Level Divine Spells		
Spell resistance (formerly *power resistance*)	Abjuration	V, S, DF

An improved version of the *spider climb* spell, *wall walk* allows for faster, easier movement. The subject can travel on vertical surfaces or ceilings as well as they can walk on the ground. No matter how smooth the wall, the subject of a *wall walk* spell can run up it or even fight from a sideways position, never needing to make Climb checks to do so. The subject can switch from floor to walls to ceilings as many times as his speed allows.

Unlike the *spider climb* spell, *wall walk* doesn't require the subject to use his hands to climb, so the subject can hold items and wield weapons normally.

Material Component: A black strip of Velcro.

Wire Walk

Conjuration (Teleporting)

Level: Arcane 4; **Components:** V; **Casting Time:** Attack action; **Range:** Personal and touch; **Target:** You and touched objects or other touched willing creatures weighing up to 25 lb./level; **Duration:** Instantaneous; **Saving Throw:** None and Will negates (object); **Spell Resistance:** No and yes (object)

You and any other objects or creatures targeted by the spell teleport instantly to the location of a telephone you call. The telephone must be answered; the spell only works over an open line. You arrive adjacent to the device (within 5 feet of it), and any other creatures transported by the spell appear next to you.

For example, you might use a cell phone to call home. As soon as anyone answers the phone (including an answering machine), you could use the spell to teleport home. Willing subjects of the spell (and the objects they carry) need not make a saving throw, nor does spell resistance apply in this instance.

INCANTATIONS

Incantations function like spells, except a character need not be a spellcaster to cast them. Anyone can cast an incantation simply by performing the correct ritual gestures and phrases. Incantations don't use spell slots, so they don't have to be prepared ahead of time, and there's no limit on the number of times one can cast an incantation per day. Since they do not use up spell slots, incantations cannot be improved using metamagic feats. Finally, incantations generally have more powerful, far-reaching effects than even 5th-level spells.

There is, of course, a catch. Incantations take much longer to cast than normal spells. Success with an incantation is never assured, and the consequences for failure can be dramatic. The most powerful incantations can require rituals involving multiple participants, strange or expensive material components, or other aspects that make them difficult to cast.

Discovering Incantations

The instructions for performing incantations are generally found in various obscure tomes. Such books are filled with "magic spells," and most of them are utterly bogus. But hidden among the dross is the real stuff, and discerning whether an incantation found in a book will actually work is a matter for experts in arcane lore.

Finding a set of instructions for a particular incantation requires a successful Research check with a DC equal to the Knowledge (arcane lore) DC for the incantation –10. Just learning of the existence of a particular incantation is an easier Research check, with a DC equal to the Knowledge (arcane lore) DC –15.

Casting an Incantation

At its core, casting an incantation means having the required incantation components, then succeeding at a number of Knowledge (arcane lore) checks during the incantation's casting time.

Each incantation lists how many Knowledge (arcane lore) checks are required to cast the incantation successfully. Unless otherwise specified, the caster makes Knowledge (arcane lore) checks every 10 minutes. Failing a Knowledge (arcane lore) check doesn't mean that the entire incantation is a failure, just that the previous 10 minutes have been wasted. However, if you fail two Knowledge (arcane lore) checks in a row, the incantation immediately fails. The consequences for failure are detailed in the description of the specific incantation. Even if the incantation fails, material components and experience points are still lost and the backlash still takes effect.

Incantation Components

Most incantations require components not unlike spells, including verbal, somatic, focus, and material components. In addition, some require secondary casters (abbreviated SC), cause some sort of backlash (abbreviated B), or cost the caster some experience points (abbreviated XP).

Secondary Casters

Some incantations require multiple participants to cast successfully. These secondary casters (abbreviated SC) are indispensable to the success of the spell. No matter how many people are gathered in the dark room, chanting with candles, only one character—generally the one with the highest Knowledge (arcane lore) check—is the primary caster who'll make the relevant checks. Secondary casters can't help the primary caster with the Aid Another rules, but their presence is required for certain aspects of the ritual nonetheless. If an incantation requires some other skill check (the *polymorph* incantation, for example), any of the secondary casters can make that check if they have a higher bonus than the primary caster. Even if you're not a required caster of the spell, you can step in and make the non-Knowledge check if you're better at the relevant skill than the actual caster. Casters who favor the *polymorph* incantation, for example, keep biologists on hand if they aren't trained in that discipline themselves.

Backlash

Some spells damage or drain the caster in some way. They have a backlash component, generally damage, negative levels, or some other condition (described in the Character Condition Summary section in Chapter Five of *d20 Modern Roleplaying Game*). The caster takes the backlash regardless of the success or failure of the spell.





Saves and Spell Resistance

If the incantation allows a save, the formula to calculate it is included in the spell's description. For checks to overcome spell resistance, divide the incantation's Knowledge (arcane lore) DC by 2 to get the effective caster level for the spell resistance check. For example, the caster of a *baleful polymorph* incantation (DC 41) would add 20 to a 1d20 roll to attempt to overcome the spell resistance of the target.

Incantations as Spell-Like Abilities

Some creatures have spell-like abilities that duplicate the effects of incantations. There's no chance of failure and no backlash for such spell-like abilities, which don't require components of any kind and take only an attack action to activate.

Failed Incantations

Each incantation has its own consequences for failure (two failed skill checks in a row). In general, they can be divided into the following categories.

Attack: A creature is called from elsewhere to battle the caster (and often any bystanders and secondary casters). The incantation's description tells the GM what Challenge Rating the creature should have, how it behaves, and how long it persists.

Augment: The incantation was supposed to weaken or destroy its target, but it makes it more powerful instead. A damaging spell might heal its target or cause it to grow in size, for example.

Betrayal: The incantation seemingly succeeds, but the subject of the incantation (or in rare cases the caster) loses all allegiances and gains their opposites. In general, the subject now hates all it loved before the incantation. The subject may keep its new allegiances a secret. Whenever a character attempts an incantation with a chance of betrayal failure, the GM should make the relevant die rolls in secret.

Damage: The simplest consequence of failure, damage is dealt to the caster or the target, depending on the incantation.

Death: Someone—usually the caster or the target—dies. Depending on the incantation, a successful saving throw may avoid the effect of failure.

Delusion: The caster believes the incantation had the desired effect, but in fact it had no effect or a very different one.

Falsehood: Common with divinations, the incantation delivers false results to the caster, but the caster believes the results are true. Whenever a character attempts an incantation with a chance of falsehood failure, the GM should make the relevant die rolls in secret.

Hostile Spell: The caster of the incantation is targeted by a harmful spell or incantation. The spell description specifies the specific spell or incantation, save DC, and so on.

Mirrorcast: The spell has the opposite effect of that intended.

Reversal: The spell targets the caster, rather than the intended target of the incantation.

Baleful Polymorph

Transmutation

Skill Check: Knowledge (arcane lore) DC 41, 6 successes, and Knowledge (earth and life sciences), 1 success; **Failure:** Two consecutive failed skill checks; **Components:** V, S, M, F, SC; **Casting Time:** 70 minutes (minimum); **Range:** Touch; **Target:** Helpless creature touched; **Duration:** Permanent; **Saving Throw:** Fortitude negates (DC 17 + caster's Cha modifier) and see text; **Spell Resistance:** Yes

As the *polymorph* incantation, except that you change the subject into a Small or smaller animal of no more than 1 HD (such as a dog, lizard, monkey, toad, or viper). If the new form would prove fatal to the creature (such as polymorphing a landbound target into a fish), the subject gets a +4 bonus on the save.

If the incantation succeeds, the target must also make a Will save. If this second save fails, the creature gains the Intelligence, Wisdom, and Charisma scores of its new form. It still retains its class and level, hit points, base attack bonus, base save bonuses, allegiances, extraordinary abilities, supernatural abilities, and spell-like abilities, as well as any spellcasting ability possessed.

Note that incorporeal or gaseous creatures are immune to being polymorphed, and a shapeshifter (such as a werewolf) can revert to its natural form as a move action.

Material Component: Laboratory equipment and alchemical supplies (purchase DC 25).

Focus: Part of the kind of creature that the target will turn into, such as a hair, scale, or feather. If you have a living, helpless creature that can serve as a model for the target creature, you gain a +2 bonus on the Knowledge (arcane lore) checks required for this incantation.

Secondary Casters: 12 required (not including the primary caster).

Failure: Reversal on all secondary casters, using the same saving throw DC.

Bibliolalia

Divination

Skill Check: Knowledge (arcane lore) DC 33, 6 successes; **Failure:** Two consecutive failed skill checks; **Components:** V, S, F, XP; **Casting Time:** 60 minutes (minimum); **Range:** Personal; **Target:** You; **Duration:** Instantaneous; **Saving Throw:** None; **Spell Resistance:** No

The *bibliolalia* incantation puts you in an oracular trance as you pore through books in a library. At the incantation's conclusion, you uncover lore about an important person, place, or thing beyond the limits of mundane research.

The information gleaned through a *bibliolalia* incantation isn't necessarily known to anyone, and it may not be in any of the books in the library. Nonetheless, something within the books triggers the burst of magical inspiration that reveals the information.

No set of rules can adequately describe how much information the *bibliolalia* incantation provides. If you have the item or person at hand, you'll learn more than if you just have a name or a cryptic clue. Ultimately, how much you learn is up to the GM, who may find the following examples useful.

A divination about a mysterious magic sword you have at hand: *"Forged in the dim time when Shadow last crept up the shore of the world, this sword, known as* Fedifensor*, has been cleaned of blood in each of the Seven Seas. Only the pure of heart and confident of virtue may wield it safely, for it loathes base motives and dark hearts. Fiends in particular fear the caress of its steel. The phrase 'Kreyva jahto' causes it to glow with a chilly light."*

A divination about a vampire named Vualek that the characters just fought: *"Vualek is not the first to wear his name, but he is the first to wear it with fell intent. By subverting everything the noble Vualek held dear seven centuries ago, he hopes to bathe the moon in an inky shroud and bring his ancient sire to life."* (This gives the caster some avenues for further research, but says little outright.)

A divination about a Mayan temple about which you have only a passing reference: *"The priests of Mokochem, known as the Tongueless, abandoned their temples every summer. They returned every winter, but claimed never to have left."* (This information is downright cryptic, but perhaps some future clue will explain its relevance.)

Focus: A large library with at least a token occult section (purchase DC 25).

Experience Point Cost: 200 XP.

Failure: Falsehood. The *bibliolalia* incantation reveals information that seems accurate, but is actively misleading.

Body Double

Conjuration (Creation)

Skill Check: Knowledge (arcane lore) DC 39, 6 successes (and see text) and Disguise DC 39, 1 success; **Failure:** Two consecutive failed skill checks; **Components:** V, S, M (see text), XP; **Casting Time:** 7 hours (minimum); **Range:** Touch; **Effect:** One duplicate creature; **Duration:** 12 days; **Saving Throw:** None; **Spell Resistance:** No

The *body double* incantation creates a duplicate of any creature formed from mystic clay, with alchemical blood and an eldritch life of its own. At first glance, the duplicate appears to be exactly the same as the creature you modeled it after, but there are differences: The *body double* has only half the level or Hit Dice (which affects its skills, feats, and class features). It has the surface mannerisms and personality of the real creature, but its Intelligence, Wisdom, and Charisma scores are all 5. Creatures familiar with the original might detect the ruse with a successful Spot check. You must make a Disguise check when you cast the incantation to determine how good the likeness is, and this Disguise check sets the DC for Spot checks (to notice imperfections in the duplication) and Sense Motive checks (to discern that the *body double* is behaving oddly).

At all times the *body double* remains under your absolute command. No special telepathic link exists, so command must be exercised in some other manner. The *body double* has no ability to become more powerful. It cannot earn experience points. If destroyed, it reverts to clay and melts into a vaguely humanoid lump within 1 minute. The *body double* doesn't naturally heal and responds to neither conventional medicine nor natural healing. A complex process requiring at least one day, materials (purchase DC 5 + 1 per hit point), and a fully equipped magical laboratory can repair damage to the *body double*.

Material Component: The spell is cast over an elaborate clay simulacrum of the creature to be duplicated, and some piece of the creature (a hair or fingernail, for instance) must be placed within the clay. Additionally, the incantation requires rare earths and unguents (purchase DC 30).

XP Cost: 1,000 XP.

Failure: Betrayal. The *body double* has allegiances opposite the original creature and a pathological hatred of both the original creature and the caster. Furthermore, the *body double* isn't under the command of the caster, although it may play along for a while while it learns about its new enemies.

Caduceus

Conjuration (Healing)

Skill Check: Knowledge (arcane lore) DC 31, 4 successes, and Treat Injury DC 31, 2 success; **Failure:** Two consecutive failed skill checks; **Components:** V, S, F; **Casting Time:** 6 hours (minimum); **Range:** Touch; **Target:** Living creature; **Duration:** Instantaneous; **Saving Throw:** Will negates (harmless); **Spell Resistance:** Yes (harmless)

Caduceus enables you to channel magic into a creature to wipe away injury and afflictions. It immediately ends any and all of the following adverse conditions affecting the target: temporary ability damage (but not permanent ability drain), blindness (including dazzled effects), confusion or insanity, daze, deafness, fatigue, exhaustion, feeblemindedness, nausea, and poison. It also cures up to 150 points of damage. A single casting of the incantation is enough to simultaneously achieve all these effects.

Caduceus also removes negative levels, but it does not restore permanently drained levels.

The *caduceus* incantation has no effect on undead or constructs.

Focus: Medical equipment found in a hospital emergency room (purchase DC 25).

Failure: Death. Target must succeed at a Fortitude save (DC 15) or die. If the save succeeds, the target is reduced to –1 hit points, unless he was already below that.

Cast into Shadow

Abjuration

Skill Check: Knowledge (arcane lore) DC 33, 6 successes (see text); **Failure:** Two consecutive failed skill checks; **Components:** V, S, M, XP, B; **Casting Time:** 1 hour (minimum); **Range:** 55 ft.; **Target:** One or more outsiders, no two of which can be more than 30 ft. apart; **Duration:** Permanent; **Saving Throw:** Fortitude negates (DC 17 + caster's Cha modifier) and see text; **Spell Resistance:** Yes

The *cast into Shadow* incantation enables you to force outsiders (usually, but not always, fiends) away from the world you know, trapping them in some distant dimension. Up to 2 HD of creatures per caster level can be sent away in this fashion. To target a creature, you must present at least one object or substance that it hates, fears, or otherwise opposes.

If you successfully overcome the target's spell resistance, and the target fails its save, the target disappears. In general, targets never find their way back from beyond Shadow—or if they do, they don't remember their previous time here.

Options: If the target or targets are all helpless, the DC for the incantation is reduced by –6. At the GM's option, certain rare items might work twice as well (each providing +2 against spell resistance and +4 on the spell's DC).

Material Component: An object the creature hates, fears, or opposes. Discovering such an item may require a Research





check (see Researching Creatures in in Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game*). Table 8–26: Sources of Weakness in the *d20 Modern Roleplaying Game* provides a list of possible objects.

Experience Point Cost: 1,000 XP.

Backlash: Caster is exhausted.

Failure: Attack from an outsider of the same allegiance. The attacking outsider has a Challenge Rating equal to the average party level +1. It attacks the caster within a few rounds of the incantation's failure. It has been brought to this world by the failed incantation, so it may retreat and try to make a home for itself here. It will always bear a grudge against the caster for bringing it here, however, and it is a potential source of later mischief.

Control Weather

Evocation

Skill Check: Knowledge (arcane lore) DC 34, 6 successes; **Failure:** Two consecutive failed skill checks; **Components:** V, S, SC; **Casting Time:** 60 minutes (minimum); **Range:** Two miles; **Area:** Two-mile-radius circle, centered on you; **Duration:** 24 hours (D); **Saving Throw:** None; **Spell Resistance:** No

You change the weather in the local area. It takes 10 minutes for the effects to manifest after the incantation is completed. The current, natural weather conditions are determined by the GM. You can call forth weather appropriate to the climate and season of the area you are in.

Season	Possible Weather
Spring	Tornado, thunderstorm, sleet storm, or hot weather
Summer	Torrential rain, heat wave, or hailstorm
Autumn	Hot or cold weather, fog, or sleet
Winter	Frigid cold, blizzard, or thaw
Late winter	Hurricane-force winds or early spring (coastal area)

You control the general tendencies of the weather, such as the direction and intensity of the wind. You cannot control specific applications of the weather—where lightning strikes, for example, or the exact path of a tornado. When you select a certain weather condition to occur, the weather assumes that condition 10 minutes later (changing gradually, not abruptly). The weather continues as you left it for the duration, or until you use an attack action to designate a new kind of weather (which fully manifests itself 10 minutes later). Contradictory conditions are not possible simultaneously—fog and strong wind, for example.

Control weather can do away with atmospheric phenomena (naturally occurring or otherwise) as well as create them.

Secondary Casters: 12 required (not including the primary caster).

Failure: Mirrorcast. The opposite weather effect manifests over the course of 10 minutes (rain rather than a heat wave, for example, or a thaw rather than a blizzard). This weather persists for 4d12 hours and cannot be dismissed.

Create Clone

Necromancy

Skill Check: Knowledge (arcane lore) DC 32, 7 successes, and Knowledge (earth and life sciences) DC 32, 1 success; **Failure:** Two consecutive failed skill checks; **Components:** V, S, M, F, XP; **Casting Time:** 8 hours (minimum) and see text; **Range:** Touch; **Effect:** One clone; **Duration:** Instantaneous; **Saving Throw:** None; **Spell Resistance:** No

This incantation makes an inert duplicate of a creature. If the original individual has been slain, the original's soul transfers to the clone, creating a replacement. The original's physical remains, should they still exist, become inert matter and cannot thereafter be restored to life.

To create the duplicate, you must have a piece of flesh (not hair, nails, scales, or the like) taken from the original's living body, with a volume of at least 1 cubic inch. The piece of flesh need not be fresh, but it must be kept from rotting (through periodic applications of *cure minor wounds* or more advanced medical means). Prior to the incantation being cast, the duplicate body must be grown in a laboratory for 2d4 months.

When the clone is completed, if the original is dead, the original's soul enters the clone. The clone has the personality, memories, skills, and levels the original had at the time the piece of flesh was taken. However, the replacement must be at least one level lower than the original was at the time of death. If the original was 1st level, the clone's Constitution score drops by 1; if this would give the clone a Constitution score of 0, the incantation fails. If the original creature has lost levels since the flesh sample was taken and died at a lower level than the clone would otherwise be, the clone is at the level at which the original died.

The spell duplicates only the original's body and mind, not its equipment.

A duplicate can be grown while the original still lives, or when the original soul is somehow unavailable, but the resulting creature is merely a soulless bit of inert flesh, which rots if not somehow preserved.

Material Component: The piece of flesh and various laboratory supplies (purchase DC 25).

Focus: Genetics laboratory (purchase DC 30).

Experience Point Cost: 500 XP.

Failure: Betrayal, and possibly reversal as well. If the caster and cloned creature were allies or neutral toward one another, then the cloned creature gains allegiances opposite the ones it once had. If the caster and cloned creature were enemies, then each one gains the allegiances the other one had (although neither one knows the other has new allegiances).

Create Golem

Conjuration (Creation)

Skill Check: Knowledge (arcane lore) DC 32, 7 successes; **Failure:** Two consecutive failed skill checks; **Components:** V, S, M, XP; **Casting Time:** 7 hours (minimum); **Range:** Touch; **Target:** One corpse; **Duration:** Instantaneous; **Saving Throw:** None; **Spell Resistance:** No

This incantation fuses an elemental spirit with a patchwork collection of body parts knitted into a single bipedal form. *Create golem* brings a flesh golem (as described in Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game*) to life under your command. The golem can follow simple instructions. It does not speak.

Options: If you want to create a gear golem (described in Chapter Seven: Creatures) rather than a flesh golem, increase the DC of the Knowledge (arcane lore) check by +8 and increase the experience point cost to 700 XP. If you want to create an advanced golem, increase the DC of the Knowledge (arcane lore) check by +2 for each additional Hit Die.

Material Component: The body of the golem must be made to exacting eldritch specifications, with rare ingredients and unusual components (purchase DC 25).

Experience Point Cost: 400 XP.

Failure: Attack. The golem immediately goes berserk, attacking everyone and everything.

Create Undead

Necromancy [Evil]

Skill Check: Knowledge (arcane lore) DC 31, 7 successes; **Failure:** Two consecutive failed skill checks; **Components:** V, S, M, XP; **Casting Time:** 7 hours (minimum); **Range:** Touch; **Target:** One corpse or skeleton; **Duration:** Instantaneous; **Saving Throw:** None; **Spell Resistance:** No

Much more potent than the *animate dead* spell, this evil incantation allows you to create a powerful undead creature from the creature's dead remains. The incantation raises a corpse as a liquefied zombie, mummy, or vampire. It turns a skeleton into an ash wraith or spirit, and the bones turn to dust upon completion of the incantation.

You can create an undead creature up to 20 Hit Dice, and you may control up to 20 Hit Dice of undead at a time. If you create new undead in excess of this amount, older undead slip from your control.

This incantation must be cast at night.

Options: The type of undead you're creating has a great influence on the Knowledge (arcane lore) check DC. Apply the following modifiers: animating spirit –10, frightful spirit –8, groaning spirit –6, Small or smaller liquefied zombie –4, Medium liquefied zombie –2, weakening spirit +0, mummy +0, Large liquefied zombie +0, possessing spirit +2, Huge liquefied zombie +2, ash wraith +4, Gargantuan liquefied zombie +8, Colossal liquefied zombie +10. If you're creating a vampire, increase the DC of the Knowledge (arcane lore) check by the vampire's Hit Dice + 4.

Material Components: A clay pot filled with grave dirt and another filled with brackish water. The spell requires a creature's corpse or complete skeletal remains. You must place a black onyx gem (purchase DC 20) into the mouth of the corpse or skeleton. The magic of the spell turns the gem into a worthless shell.

Experience Point Cost: 100 XP.

Failure: Betrayal and attack. The undead creature rises and attacks the caster immediately, fighting until slain.

Dedicate Site

Evocation [Good]

Skill Check: Knowledge (arcane lore) DC 35, 5 successes, and Spellcraft DC 35, 1 success; **Failure:** Two consecutive failed skill checks; **Components:** V, S, M, SC, B; **Casting Time:** 6 hours (minimum); **Range:** Touch; **Area:** 120-ft.-radius emanation centered on touched point; **Duration:** One year; **Saving Throw:** See text; **Spell Resistance:** See text

Dedicate site makes a particular place, building, or structure particularly attuned to a specific allegiance. This has two major effects.

First, the site or structure is guarded by a *magic circle* effect (as the spell) against any allegiance you choose.

Second, you may choose to fix a single spell effect to the dedicated site. The spell effect lasts for one year and functions throughout the entire site, regardless of the normal duration and area or effect. You may designate whether the effect applies to all creatures, creatures that share an allegiance with you, or creatures that have another allegiance. For example, you may create a *bless* effect that aids all creatures of your allegiance in the area, or a *bestow curse* effect that hinders creatures of the opposed allegiance or an enemy faith. At the end of the year, the chosen effect lapses, but it can be renewed or replaced simply by casting the *dedicate site* incantation again.

Spell effects that may be tied to a dedicated site include *aid, bane, bless, cause fear, darkness, daylight, detect magical aura, discern lies, dispel magic, freedom of movement, remove fear, resist energy, silence, tongues,* and *zone of truth*. Saving throws and spell resistance might apply to these spells' effects. (See the individual spell descriptions for details.)

An area can receive only one *dedicate site* spell (and its associated spell effect) at a time.

Material Component: Various symbols relevant to your allegiance (purchase DC 25). For example, holy water, religious icons, and spiritually themed art might be appropriate if you're dedicating a church to good with this incantation.

Secondary Casters: 11 required (not including the primary caster).

Backlash: All casters are exhausted.

Failure: Hostile spell. The primary caster is targeted with a *bestow curse* spell, but does not get a saving throw or spell resistance. The GM chooses the exact curse.

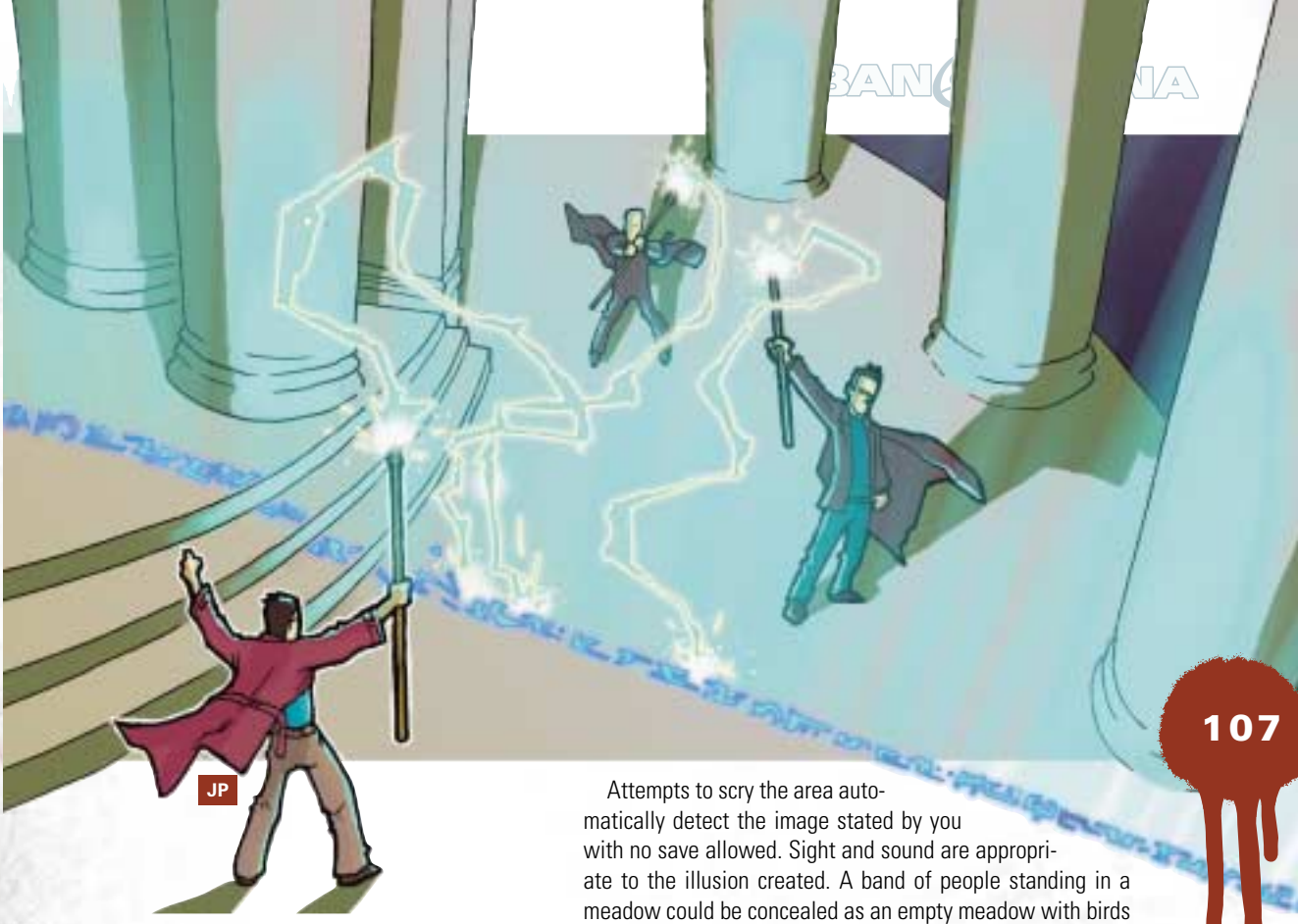
Greater Dispel Magic

Abjuration

Skill Check: Knowledge (arcane lore) DC 31, 4 successes, and Spellcraft DC 31, 2 successes; **Failure:** Two consecutive failed skill checks; **Components:** V, S, M, B; **Casting Time:** 60 minutes (minimum); **Range:** 220 ft.; **Target:** One spellcaster, creature, or object; or 30-ft.-radius burst; **Duration:** Instantaneous; **Saving Throw:** None; **Spell Resistance:** No

As the *dispel magic* spell, except that the bonus on the dispel check is +15, not the caster level. Additionally, *greater dispel magic* has a chance to dispel any effect that *remove curse* can remove, even if *dispel magic* can't dispel that effect.





Material Component: Various rare incenses, herbs, and reagents (purchase DC 20).

Backlash: Caster takes 4d6 points of damage.

Failure: Augment. One characteristic of the magical effect targeted (area, range, duration, etc.) doubles. The target spell might deal twice as much damage or a curse might bestow twice the penalty, for example. The GM determines which aspect of the target spell is so augmented.

Mystic Veil

Illusion

Skill Check: Knowledge (arcane lore) DC 34, 7 successes (and see text); **Failure:** Two consecutive failed skill checks; **Components:** V, S, M (see text), B; **Casting Time:** 70 minutes (minimum); **Range:** 55 ft.; **Effect:** Visual and audible figment that covers 12 10-foot cubes (S); **Duration:** 12 hours; **Saving Throw:** None or Will disbelief (if interacted with) (see text); **Spell Resistance:** No

This incantation combines several elements to create a powerful protection from scrying and direct observation. When casting the incantation, you dictate what will and will not be observed in the incantation's area. The illusion created must be stated in general terms. Thus, you could specify the illusion of yourself and another character playing chess for the duration of the incantation, but you could not have the illusory chess players take a break, make dinner, and then resume their game. You could have a crossroads appear quiet and empty even while an infantry squad is actually passing through the area. You could specify that no one be seen (including passing strangers), that your troops be undetected, or even that every fifth person should be visible. Once the conditions are set, they cannot be changed.

Attempts to scry the area automatically detect the image stated by you with no save allowed. Sight and sound are appropriate to the illusion created. A band of people standing in a meadow could be concealed as an empty meadow with birds chirping, for instance.

Direct observation may allow a save (as per a normal illusion), if there is cause to disbelieve what is seen. Certainly onlookers in the area would become suspicious if marching soldiers disappeared at one point to reappear at another. Even entering the area does not cancel the illusion or necessarily allow a save, assuming that hidden beings take care to stay out of the way of those affected by the illusion.

Options: You can create the material component for the *mystic veil* illusion yourself at no cost. If you do, the incantation also requires a successful Craft (visual arts) check (DC 34).

Material Component: Realistic paintings, digitally-altered photos, or other representations of the desired illusion (purchase DC 17).

Backlash: Caster takes 2d6 points of damage.

Failure: Delusion. The caster and anyone else present at the conclusion of the incantation believe the *mystic veil* is effective, but no one else is fooled.

Polymorph

Transmutation

Skill Check: Knowledge (arcane lore) DC 31, 5 successes, and Knowledge (earth and life sciences) DC 31, 1 success; **Failure:** Two consecutive failed skill checks; **Components:** V, S, M, F; **Casting Time:** 60 minutes (minimum); **Range:** Touch; **Target:** Willing creature touched; **Duration:** 12 minutes; **Saving Throw:** Fortitude negates; **Spell Resistance:** Yes

The *polymorph* incantation gives a creature another form that you designate, which must be within one size category of the subject's normal size. The new form can have no more Hit Dice than you or the subject has (whichever is greater), and in

any case the assumed form cannot have more than 15 Hit Dice. You can transform the subject into an average member of its own species. The new form cannot be an elemental, outsider, or undead unless the subject is that type already. The new form can't be incorporeal or gaseous.

The subject's Strength, Dexterity, and Constitution scores change to the average scores for the new form. You cannot, for example, turn someone into a mighty weight lifter to gain great Strength. Likewise, you cannot change someone into a bigger or more powerful version of a creature (or a smaller, weaker version). The subject doesn't gain or lose any hit points, regardless of its new Constitution score.

The subject retains its own Intelligence, Wisdom, and Charisma scores. The subject's class and level, hit points, alignment, base attack bonus, and base save bonuses all remain the same. (New Strength, Dexterity, and Constitution scores may affect final attack and save bonuses.) The subject also retains all extraordinary, supernatural, and spell-like abilities, as well as any spellcasting ability.

You can freely designate the new form's minor physical qualities (such as hair color, hair texture, and skin color) within the normal ranges for a creature of that type. The new form's significant physical qualities (such as height, weight, and gender) are also under your control, but must fall within the norms for the new form's species. The subject is effectively disguised as an average member of the new form's race. If you use this spell to create a disguise, you get a +10 bonus on your Disguise check.

The subject acquires the physical qualities of the new form while retaining its own mind. Physical qualities include natural size, mundane movement capabilities (such as burrowing, climbing, walking, swimming, and flight with wings, up to a maximum speed of 120 feet for flying or 60 feet for nonflying), darkvision and/or low-light vision, natural armor bonus, natural weapons (such as claws, bite, and so on), species skill bonuses, species bonus feats, and any gross physical qualities (presence or absence of wings, number of extremities, and so forth). A body with extra limbs does not allow a character to make more attacks (or more advantageous two-weapon attacks) than normal.

The subject also gains any extraordinary special qualities (such as a troglodyte's stench) possessed by the new form. You do not gain any extraordinary special qualities not listed above under physical qualities, such as blindsight, fast healing, regeneration, energy resistance, scent, or spell resistance.

You do not gain any supernatural abilities or spell-like abilities of the new form.

If the new form is capable of speech, the subject can communicate normally. Though the subject retains any spellcasting ability he had in his original form, the form must be able to speak intelligibly (that is, speak a language) to use verbal components and must have humanlike hands to use somatic or material components.

When the *polymorph* occurs, the subject's equipment, if any, either remains worn or held by the new form (if the new form is capable of wearing or holding the item), or melds into the new form and becomes nonfunctional. When the subject reverts to his true form, any objects previously melded into the new form reappear in the same locations they previously were and are once again functional. Any new items he wore in polymorphed form and can't wear in his normal form (such as a saddle, rider, or halter) fall off and land at his feet; any that he could wear in either form or carried in a body part common to both forms (mouth, hands, or the like) at the time of reversion are still held in the same way. Any part of the body or piece of equipment that is separated from the whole reverts to its original form.

Options: If you have a living, helpless creature that can serve as a model for the target creature, the DC on the Knowledge (arcane lore) checks for this incantation is reduced by –2.

Material Component: Part of the kind of creature that the target will turn into, such as a hair, scale, or feather.

Focus: Laboratory equipment (purchase DC 25).

Failure: Damage. The target takes 12d6 points of damage.

Possession

Necromancy

Skill Check: Knowledge (arcane lore) DC 34, 6 successes; **Failure:** Two consecutive failed skill checks; **Components:** V, S, M, XP; **Casting Time:** 60 minutes (minimum); **Range:** Touch; **Target:** One helpless creature of fewer Hit Dice than you; **Duration:** 12 hours (D); **Saving Throw:** Will negates (DC 16 + caster's Charisma modifier); **Spell Resistance:** Yes

By casting the *possession* incantation, you place the subject's soul in a receptacle (a gem or large crystal) while your soul inhabits the subject's body, leaving your body lifeless. Then you can attempt to take control of a nearby body, forcing its soul into the receptacle. The spell ends when you send your soul back to your own body (restoring the subject's soul to its body and causing the receptacle to crumble into dust).

You possess the body and force the creature's soul into the receptacle unless the subject succeeds at a Will save. Failure to take over the host leaves your life force in your body, and the receptacle turns to dust.

If successful, your life force occupies the host body, and the host's life force is imprisoned in the receptacle. You keep your Intelligence, Wisdom, Charisma, level, class, base attack bonus, base save bonuses, alignment, and mental abilities. The body retains its Strength, Dexterity, Constitution, hit points, natural abilities, and automatic abilities. For example, a troglodyte's body breathes water and a troll's body regenerates. A body with extra limbs does not allow you to make more attacks (or more advantageous two-weapon attacks) than normal. You can't choose to activate the body's extraordinary or supernatural abilities. The creature's spells and spell-like abilities do not stay with the body.

As an attack or move action, you can send the trapped soul back to its body and return to yours. This ends the spell.

If the host body is slain, you return to your body and the life force of the host departs (that is, it is dead). If the spell ends while you are in a host, you return to your body and the soul in the receptacle returns to its body. Destroying the receptacle ends the spell and returns both souls to their original bodies. The spell can be dispelled at either the receptacle or the host.

When you transfer your soul upon casting, your body is, as near as anyone can tell, dead.



Material Component: A large gem or crystal (purchase DC 25).

Experience Point Cost: 1,000 XP.

Failure: Mirrorcast. You wind up trapped inside the receptacle, and the subject's soul inhabits your body.

Quartz Compulsion

Enchantment (Compulsion) [Mind-Affecting, Language-Dependent]

Skill Check: Knowledge (arcane lore) DC 33, 6 successes, and Intimidate DC 33, 2 successes; **Failure:** Two consecutive failed skill checks; **Components:** V, S, F, B; **Casting Time:** 80 minutes (minimum); **Range:** Unlimited; **Target:** One creature with fewer Hit Dice that you; **Duration:** 16 hours (see text); **Saving Throw:** Will partial (DC 18 + caster's Cha modifier); **Spell Resistance:** Yes

The *quartz compulsion* incantation lets you telepathically contact the subject by gazing through a quartz shard, regardless of where the subject is located. You can telepathically converse for 16 minutes with the subject. Your telepathic contact can also contain a *suggestion* (as per the *suggestion* psionic power), which the subject does her best to carry out. A successful Will save negates the suggestion effect but not the contact itself. Telepathic communcation is possible even if the creature's Intelligence score is as low as 1, but you must have a language in common with the subject to communicate. If the message is impossible or meaningless according to the circumstances that exist for the subject at the time the *quartz compulsion* comes, the message is understood but the *suggestion* is ineffective.

Focus: A carefully cut shard of quartz (purchase DC 22).

Backlash: Caster is exhausted.

Failure: Reversal. You converse with the subject normally, but the *suggestion* attempt automatically fails, and the subject can instead compel you (as per the *suggestion* psionic power). You don't get a saving throw, and spell resistance does not apply. Depending on the specific *suggestion*, you may not realize that your attempt failed or that you've been compelled.

Satellite Tracking

Divination

Skill Check: Knowledge (arcane lore) DC 34, 6 successes, and Computer Use DC 34, 2 successes; **Failure:** Two consecutive failed skill checks; **Components:** V, S, F; **Casting Time:** 80 minutes (minimum); **Range:** Unlimited; **Target:** One living creature or object; **Duration:** Instantaneous; **Saving Throw:** None; **Spell Resistance:** No

A *satellite tracking* incantation is among the most powerful means of locating creatures or objects. You learn the exact location of a single individual or object. *Satellite tracking* circumvents normal means of protection from scrying or location. The incantation reveals global positioning system (GPS) coordinates for the subject, and a successful computer search (Computer Use check, DC 15) supplies the name of the location (place, name, business name, building name, or the like), community, county (or similar political division), and country where the subject lies.

To find a creature with the spell, you must have seen the creature or have some item that once belonged to it. To find an object, you must have touched the object at least once.

Focus: A satellite dish, computer, and telemetry software (purchase DC 25).

Failure: Falsehood. The caster obtains bogus GPS data. At the GM's discretion, the bogus data may lead the caster to a creature or object thematically similar to the intended target. For example, a failed *satellite tracking* incantation targeting the kidnapped U.S. Secretary of Defense may instead lead the caster to another nation's Secretary of Defense.

Sigil of Algos

Enchantment (Compulsion) [Mind-Affecting]

Skill Check: Knowledge (arcane lore) DC 32, 6 successes; **Failure:** Two consecutive failed skill checks; **Components:** V, S, M, XP; **Casting Time:** 60 minutes (minimum); **Range:** Touch; **Effect:** 60 ft. burst centered on magic rune (see text); **Duration:** 12 minutes (and see text); **Saving Throw:** Will negates (DC 16 + caster's Charisma modifier); **Spell Resistance:** Yes

This incantation, named after the Greek god of pain, allows you to scribe a potent rune of power upon a surface. When triggered, the *sigil of Algos* causes one or more creatures within 60 feet of the rune (treat as a burst) to suffer wracking pain if they fail a Fortitude save. The pain imposes a –4 penalty on attack rolls, skill checks, and saving throws. These effects last for 12 hours after the creature leaves the area of the spell.

Once triggered, the symbol becomes active and glows, lasting for 12 minutes. Any creature who enters the area while the *sigil of Algos* is active is subject to its effects, whether or not that creature was in the area when it was triggered. A creature need only save against the symbol once as long as it remains within the area, though if it leaves the area and returns while the symbol is still active, it must save again.

Until it is triggered, the *sigil of Algos* is inactive (though visible and legible at a range of up to 60 feet). To be effective, a *sigil of Algos* must always be placed in plain sight and in a prominent location. Covering or hiding the rune renders it ineffective (unless a creature removes the covering, in which case the *sigil of Algos* works normally).

As a default, a *sigil of Algos* is triggered whenever a creature does one or more of the following, as you select: looks at the rune; reads the rune; touches the rune; passes over the rune; or passes through a portal bearing the rune. Regardless of the trigger method or methods chosen, a creature more than 60 feet from a *sigil of Algos* can't trigger it (even if they meet one or more of the triggering conditions, such as reading it). Once the incantation is complete, the triggering conditions cannot be changed.

In this case, "reading" the rune means any attempt to study it, identify it, or fathom its meaning. Throwing a cover over a *sigil of Algos* to render it inoperative triggers it if it reacts to touch. You can't use a *sigil of Algos* offensively; for instance, a touch-triggered rune remains untriggered if an item bearing the *sigil of Algos* is used to touch a creature. Likewise, a *sigil of Algos* cannot be placed on a weapon and set to activate when the weapon strikes a foe.

You can also set special triggering limitations of your own. These can be as simple or elaborate as you desire. Special conditions for triggering a *sigil of Algos* can be based on a creature's name, identity, or allegiances, but otherwise must be based on observable actions or qualities. Intangibles such as level, class, Hit Dice, and hit points don't qualify. For example, a *sigil of Algos* can be set to activate when an evil creature approaches, but not when a Fast Hero approaches.

When scribing a *sigil of Algos*, you can specify a password or phrase that prevents a creature using it from triggering the rune. Anyone using the password remains immune to that particular rune's effects so long as the character remains within 60 feet of the *sigil of Algos*. If the character leaves the radius and returns later, he must use the password again.

You also can attune any number of creatures to the *sigil of Algos*, but doing this can extend the casting time. Attuning one or two creatures takes negligible time, and attuning a small group (up to ten creatures) extends the casting time by 1 hour. Attuning a large group (up to 25 creatures) takes one day. Attuning larger groups takes proportionately longer, as the GM sees fit. Any creature attuned to a *sigil of Algos* cannot trigger it and is immune to its effects, even if within its radius when triggered. You are automatically considered attuned to your own sigils, and thus always ignore the effects and cannot inadvertently trigger them.

Read magic allows you to identify a *sigil of Algos* with a successful Spellcraft check (DC 16). Of course, if the *sigil of Algos* is set to be triggered by reading it, this will trigger the symbol.

The *sigil of Algos* can be removed by a successful *dispel magic* targeted solely on the rune. A *clean* spell has no effect on a *sigil of Algos*. Destruction of the surface where a *sigil of Algos* is inscribed destroys the rune but also triggers its effects.

Note: Magic traps such as *sigil of Algos* are hard to detect and disable. Characters can use the Search skill to find a *sigil of Algos* and the Disable Device skill to thwart it. The DC in each case is 31.

Material Component: Rare alchemical paints and herbs (purchase DC 20).

Experience Point Cost: 500 XP.

Failure: Reversal. The sigil affects anyone, including the caster and any bystanders, who looks at it or reads it.

Sigil of Lyssa

Enchantment (Compulsion) [Mind-Affecting]

Skill Check: Knowledge (arcane lore) DC 35, 7 successes (and see text); **Failure:** Two consecutive failed skill checks; **Components:** V, S, M, XP; **Casting Time:** 70 minutes (minimum); **Range:** Touch; **Effect:** 60 ft. burst centered on magic rune (see text); **Duration:** 16 minutes (and see text); **Saving Throw:** Will negates (DC 18 + caster's Charisma modifier); **Spell Resistance:** Yes

As the *sigil of Algos* incantation, except that the rune causes creatures within 60 feet of the rune (treat as a burst) to go temporarily insane if they fail their Will saves.

Creatures affected by this spell behave randomly for the next 16 hours, as indicated on the following table:

1d10	Behavior
1	Wander away for 1 minute (unless prevented)
2–6	Do nothing for 1 round
7–9	Attack nearest creature for 1 round
10	Act normally for 1 round

Except on a result of 1, roll again each round on the creature's turn to see what the subject does that round. Wandering creatures leave the scene as if disinterested. Attackers are not at any special advantage when attacking them. Behavior is checked at the beginning of each creature's turn. Any confused creature that is attacked automatically attacks its attackers on its next turn. *Remove curse* won't end the insanity, but a *break enchantment* spell or *heal* incantation will.

Once triggered, the symbol becomes active and glows, lasting for 16 minutes. Any creature that enters the area while the *sigil of Lyssa* is active is subject to its effects, whether or not that creature was in the area when it was triggered. A creature need only save against the symbol once as long as it remains within the area, though if it leaves the area and returns while the symbol is still active, it must save again.

Read magic allows you to identify a *sigil of Lyssa* with a successful Spellcraft check (DC 18). Of course, if the *sigil of Algos* is set to be triggered by reading it, this will trigger the symbol.

Note: Magic traps such as *sigil of Lyssa* are hard to detect and disable. Characters can use the Search skill to find a *sigil of Lyssa* and Disable Device to thwart it. The DC in each case is 33.

Material Component: Rare alchemical paints and herbs (purchase DC 25).

Experience Point Cost: 700 XP.

Failure: Reversal. The sigil affects anyone, including the caster and any bystanders, who looks at it or reads it.

Subjugate Outsider

Conjuration (Calling)

Skill Check: Knowledge (arcane lore) DC 33, 6 successes; **Failure:** Two consecutive failed skill checks; **Components:** V, S, M, SC, B; **Casting Time:** 6 hours (minimum); **Range:** 55 ft.; **Target:** One outsider of up to CR 6 (see text); **Duration:** Instantaneous (see text); **Saving Throw:** Will negates (DC 16 + caster's Charisma modifier); **Spell Resistance:** Yes

Casting this incantation attempts a dangerous act: to lure a creature from another dimension or plane to a specifically prepared trap. The called creature is held in the trap until it agrees to perform one service in return for its freedom.

The trap is a ward similar to a *magic circle* spell, but focused inward. The type of creature to be bound must be known and stated. If it has a specific, proper, or given name, this must be uttered during the incantation. If you wish to call a vivilor with this incantation, you can choose its abilities just as if you had cast the *summon vivilor* spell.

The target creature must attempt a Will saving throw. If the saving throw succeeds, the creature resists the incantation. If the saving throw fails, the creature is immediately drawn to the trap (spell resistance does not keep the creature from being called). The creature can escape from the trap



with a successful spell resistance roll or a successful Charisma check (DC 20 + the caster's Charisma modifier). It can try each method once per day. If it breaks loose, it can flee or attack you.

If the creature does not break free of the trap, you can keep it bound for as long as you dare. You can attempt to compel the creature to perform a service by describing the service and perhaps offering some sort of reward. You make a Charisma check opposed by the creature's Charisma check. The GM then assigns a bonus based on the service and reward, from +0 to +6. This bonus applies to your Charisma check. If the creature wins the opposed check, it refuses service. New offers, bribes, and the like can be made or the old ones reoffered every 24 hours. This can be repeated until the creature promises to serve, until it breaks free, or until you decide to get rid of it by means of some other spell or incantation (such as the *cast into Shadow* incantation). Impossible demands or unreasonable commands are never agreed to. If you roll a 1 on the Charisma check, the creature breaks free of the trap and can escape or attack you.

Once the requested service is completed, the creature need only so inform you to be instantly sent back whence it came. The creature might later seek revenge. If you assign some open-ended task that the creature cannot complete though its own actions (such as "Wait here" or "Defend this area against attack"), the incantation remains in effect for a maximum of ten days, and the creature gains an immediate chance to break free. Note that a clever recipient can subvert some instructions.

Options: If you call an outsider of CR 11 to CR 15, the DC for the incantation is increased by +4. If you call an outsider of CR 16 or higher, the DC for the incantation is increased by +8.

Material Component: Various rare alchemical pigments (purchase DC 25), which are used to trace a series of symbols in a circle on the floor. This circle is the trap for the outsider.

Secondary Casters: 12 required (not including primary caster).

Backlash: All casters (primary and secondary) receive one negative level (Fortitude save, DC 15, to remove).

Failure: Attack. The called outsider immediately attacks the casters, and is thereafter roams the world freely for 10 days before returning to its home plane or dimension.

Teleport

Conjuration (Teleporting)

Skill Check: Knowledge (arcane lore) DC 31, 5 successes, and Navigate DC 31, 1 success; **Failure:** Two consecutive failed skill checks; **Components:** V, S, SC, B; **Casting Time:** 60 minutes (minimum); **Range:** Personal and Touch; **Target:** You, up to six touched willing creatures, and touched objects weighing up to 500 lb./level; **Duration:** Instantaneous; **Saving Throw:** None; **Spell Resistance:** No

This incantation instantly transports you to a designated destination up to 1,000 miles away. You can bring along up to 500 pounds of touched objects and up to six additional willing creatures (and their gear or objects up to their maximum load). All creatures to be transported must be in contact with one another, and at least one of those creatures must be in contact with you. The creatures may be the secondary casters of the incantation, but they don't need to be.

You must have some clear idea of the location and layout of the destination. You can't simply teleport to the NORAD command bunker if you don't know where that bunker is, what it looks like, or what's in it. The clearer your mental image, the more likely the teleportation works. Areas of strong physical or magical energies may make teleportation more hazardous or even impossible.

Options: If you have global positioning system coordinates for your destination, decrease the Knowledge (arcane lore) and Navigate check DCs by –2.

Secondary Casters: Three required (not including primary caster).

Backlash: All casters take 2d6 points of damage.

Failure: Mirrorcast. If the second consecutive Knowledge (arcane lore) check fails by 5 or less, you arrive off target, appearing safely a random distance away from the destination in a random direction. Distance off target is 1d10 × 1d10% of the distance that was to be traveled. For example, if you tried to travel 120 miles, landed off target, and rolled 5 and 3 on the two d10s, then you would be 15% off target. That's 18 miles, in this case. The DM determines the direction off target randomly, such as by rolling 1d8 and designating 1 as north, 2 as northeast, and so forth. If you were teleporting to a coastal city and wound up 18 miles out at sea, you could be in trouble.

If the second Knowledge (arcane lore) check fails by 6 or more, you wind up in an area that's visually or thematically opposite to the destination. A caster heading for her mountain stronghold might wind up in an inner-city alley, or deep in a canyon somewhere. The GM determines the point of arrival.

Creating New Incantations

Designing unique incantations for your URBAN ARCANA campaign is a tricky balancing act. Incantations are intentionally constructed to be much more idiosyncratic than spells. Since incantations hinge on Knowledge (arcane lore) checks, it's possible for characters to gain access to powerful magic before they—or the campaign—are ready for it.

Incantations are built from building blocks called seeds, which describe in general terms the magic effect you're trying to create. When you're designing your own incantation, you'll first choose which seed (or seeds) you want for the incantation. Each seed comes with its own Knowledge (arcane lore) DC, which will serve as the base DC for the incantation you're designing. If you're designing an incantation with more than one seed, choose the most important one to provide the Knowledge (arcane lore) DC. Other seeds add one-third their Knowledge (arcane lore) DC to the total. For example, the *create clone* incantation has *life* as its most important seed and *animate* as a second seed. Thus the *create clone* incantation has a base DC of 43 (33 + 10).

Next you'll apply a number of factors: modifications to the Knowledge (arcane lore) DC based on the specifics of your ritual. Increasing the base range of an incantation, for example, is a factor that will increase the Knowledge (arcane lore) DC. Reducing the duration of the incantation, on the other hand, is a factor that reduces the Knowledge (arcane lore) DC.

Incantation Definitions

The following terms are used extensively in this section of the chapter:

Incantation: Powerful ritual magic that requires successful Knowledge (arcane lore) checks to cast. Incantations don't require spellcasting ability, don't take up spell slots, can't be improved using metamagic feats, and need not be prepared ahead of time.

Factor: An aspect of the incantation that's built in when the incantation is designed. Casters have no control over factors; they're an indelible part of the incantation. When a GM designs an incantation for an Urban Arcana campaign, factors are useful ways to customize an incantation.

Option: Aspects of the incantation that make it easier or harder, depending on choices the caster makes. Options provide modifiers to the caster's Knowledge (arcane lore) check.

Seed: The building blocks of incantation, seeds describe magical effects in general terms.

The third step is to identify components and options for the incantation. Some of your choices here may modify the Knowledge (arcane lore) DC further.

Next, you'll set the effective level of the incantation. In some respects, incantations are like 6th- through 9th-level spells. Assess how powerful the incantation is, and assign it an effective level. The effective level determines a number of relatively minor aspects to the incantation: how many total successes are required, the exact save DC of the incantation, and sometimes its precise range and duration.

Total Successes: Equal to the incantation's effective level (minimum 6).

Save DC: Equals 10 + incantation's effective level + caster's Charisma modifier.

Duration and Range: Assume a caster level of twice the spell's level, using the same formula a spell would. For example an incantation built from a seed with a duration of "minutes" would last 12 minutes if it's effectively a 6th-level spell. The same incantation with Medium range can affect a target up to 220 feet away.

Finally, you'll decide how to put the new incantation in your game. Usually, a Research check will suffice to reveal it to the characters, but some incantations can be powerful tools in the hands of NPCs.

Create with Caution

Fundamentally, it's important to realize that this system is meant as a starting point, not the last word. Anytime you have multiple modifiers to a single DC, the potential for accidental consequences or intentional abuse is there.

To keep incantations under control in your campaign, avoid creating incantations with Knowledge (arcane lore) DCs lower than 30. Conversely, don't allow any feat, class feature, or magic item that provides a large bonus to Knowledge (arcane lore) checks. Bonuses of +2 or even +4 are fine, but larger bonuses might unbalance your game.

GMs should emphasize how much faster, easier, and safer spells are than incantations. Every incantation you create should have at least one component that's difficult for the caster to deal with, such as an experience point cost, expensive material component, or significant backlash. Because incantations don't require spell slots—or even spellcasting ability—you need to make sure that characters can't simply cast incantations repeatedly, stopping only to sleep.

Seed Descriptions

Each seed description hereafter describes the relevant Knowledge (arcane lore) check DC for incantations using the seed and describes typical effects that incantations with that seed produce. Most of the parameters of the seed (range, duration, and so on) can be modified for a specific incantation by applying factors, described in the seed description and in Table 3–1: General Factors.

The following seeds can be used alone or in combination to create incantations for any purpose. If you're seeking an effect not described below, simply choose a seed that approximates what you're looking for, then apply an ad-hoc adjustment as you see fit.

TABLE 3–1: GENERAL FACTORS

Factor	DC modifier
Skill Checks	
Requires skill check other than Knowledge (arcane lore)	–1
Casting Time	
1 hour between checks	–1
Range	
Touch to Close/Close to Touch	+2/–2
Close to Medium/Medium to Close	+2/–2
Medium to Long/Long to Medium	+2/–2
Target	
Unwilling target must be helpless	–2
Limited targets (by HD, creature type, etc.)	–3
Single target to multiple targets	+4
Duration	
Rounds to minutes/minutes to rounds	+2/–2
Minutes to hours/hours to minutes	+4/–2
Hours to days /days to hours	+6/–2
Days to permanent/permanent to days	+10/–4
Material Components	
Expensive component (purchase DC 20–24)	–1
Expensive component (purchase DC 25–29)	–2
Expensive component (purchase DC 30+)	–4
Expensive focus (purchase DC 25–29)	–1
Expensive focus (purchase DC 30+)	–2
XP Cost	
per 100 XP (max 1,000 XP)	–1
Extra Casters	
Up to 10 secondary casters	–2
11–100 secondary casters	–6
101+ secondary casters	–10
Backlash	
Per 2d6 points of damage	–1
Caster is exhausted	–2
Per negative level caster suffers	–2
Caster reduced to –1 hp	–3
Caster infected with disease	–4
Backlash affects secondary casters too	–1



Seed: Afflict

Enchantment (Compulsion) [Fear, Mind-Affecting]

Knowledge (arcane lore) DC: 30; **Range:** Close; **Target:** One living creature; **Duration:** Minutes; **Saving Throw:** Will negates; **Spell Resistance:** Yes

You afflict the target with a –2 morale penalty on attack rolls, checks, and saving throws. For each additional –1 penalty assessed on either the target's attack rolls, checks, or saving throws, increase the Knowledge (arcane lore) check DC by +2.

You may also develop an incantation with this seed that afflicts the target with a –1 penalty on caster level checks, a –1 penalty to an ability score, a –1 penalty to spell resistance, or a –1 penalty to some other aspect of the target. For each additional –1 penalty assessed in one of the above categories, increase the Knowledge (arcane lore) check DC by +4.

You can afflict a character's ability scores to the point where they reach 0, save for Constitution where 1 is the minimum. If you're applying ability penalties, you can't lengthen the duration. Instead, you can increase the Knowledge (arcane lore) check DC by +2 to turn the penalties into temporary ability damage, or increase the Knowledge (arcane lore) DC by +10 to turn the penalties into permanent ability drain.

If you increase the Knowledge (arcane lore) check DC by +2, you can afflict whichever one of the target's senses you select: sight, touch, hearing, taste, touch, or a special sense the target possesses. If the target fails its saving throw, the sense you select doesn't function for the spell's duration, with all attendant penalties that apply for losing the specified sense.

Options: Useful options for incantations with the *afflict* seed include having a hair, fingernail, or other part of the target (+2 bonus); having the target present and helpless during the incantation (+6 bonus); or building an elaborate model or doll of the target (+4 bonus).

Seed: Animate Dead

Necromancy

Knowledge (arcane lore) DC: 34; **Range:** Touch; **Targets:** One or more corpses touched; **Duration:** Instantaneous; **Saving Throw:** None; **Spell Resistance:** No

You can turn the bones or bodies of dead creatures into undead that follow your spoken commands. The undead can follow you, or they can remain in an area and attack any creature (or a specific type of creature) entering the place. The undead remain animated until they are destroyed. (A destroyed undead can't be animated again.) Intelligent undead can follow more sophisticated commands.

The *animate dead* seed (which is more potent than the *animate dead* spell presented in the *d20 Modern Roleplaying Game*) allows you create 20 HD of undead. For each additional 1 HD of undead created, increase the Knowledge (arcane lore) check DC by +1.

The undead you create remain under your control indefinitely. You can naturally control 20 HD of undead creatures you've personally created, regardless of the method you used. If you exceed this number, newly created creatures fall under your control, and excess undead from previous castings become uncontrolled (you choose which creatures are released). Any undead you command through a class-based ability to command or rebuke undead do not count toward the limit.

For each additional 2 HD of undead to be controlled, increase the Knowledge (arcane lore) check DC by +1. Only undead in excess of 20 HD created with this seed can be controlled using this DC adjustment. If you want to both create and control more than 20 HD of undead, increase the Knowledge (arcane lore) DC by +3 per additional 2 HD of undead.

Type of Undead: All types of undead can be created with the *animate dead* seed, although creating more powerful undead increases the Knowledge (arcane lore) check DC, according to the chart below. The GM must set the Knowledge (arcane lore) check DC for undead not included on the chart, using similar undead as a basis for comparison.

Undead	Knowledge (arcane lore) DC Modifier
Medium or smaller skeleton	–12
Medium or smaller zombie	–12
Animating spirit	–10
Frightful spirit	–8
Large skeleton	–8
Large zombie	–6
Groaning spirit	–6
Small or smaller liquefied zombie	–4
Medium liquefied zombie	–2
Weakening spirit	+0
Mummy	+0
Large liquefied zombie	+0
Possessing spirit	+2
Huge skeleton	+2
Huge liquefied zombie	+2
Ash wraith	+4
Huge zombie	+4
Gargantuan or Colossal skeleton	+6
Gargantuan or Colossal zombie	+8
Gargantuan liquefied zombie	+8
Colossal liquefied zombie	+10
Vampire	Hit Dice + 4

Seed: Armor

Conjuration (Creation)

Knowledge (arcane lore) DC: 30; **Range:** Touch; **Target:** Creature touched; **Duration:** Hours (D); **Saving Throw:** Will negates (harmless); **Spell Resistance:** Yes (harmless)

You grant a creature additional armor, providing a +4 bonus to Defense. The bonus is either an equipment bonus or a natural armor bonus, whichever you select. Unlike mundane armor, the *armor* seed provides an intangible protection that entails no armor check penalty, arcane spell failure chance, or speed reduction. Incorporeal creatures can't bypass the *armor* seed the way they can ignore normal armor. For each additional point of Defense bonus, increase the Knowledge (arcane lore) check DC by +2.

You can also grant a creature a +1 bonus to Defense with different bonus types, including deflection, insight, sacred, or

others. For each additional point of Defense bonus in one of these types, increase the Knowledge (arcane lore) check DC by +10.

Seed: Banish

Abjuration

Knowledge (arcane lore) DC: 34; **Range:** Close; **Targets:** One or more summoned or called creatures, no two of which can be more than 30 ft. apart; **Duration:** Instantaneous; **Saving Throw:** Will negates; **Spell Resistance:** Yes

You force summoned or called creatures back to where they came from. You can banish up to 14 HD of such creatures. For each additional Hit Die of creatures you banish, increase the Knowledge (arcane lore) check DC by +1. To banish a creature that's not summoned or called, increase the Knowledge (arcane lore) check DC by +6 if the target creatures are limited to elementals and outsiders, or by +10 if the target creatures are of a different type.

In general, creatures return whence they came. Some creatures, such as vivilors, return to the edge of Shadow. Elementals fade into nothingness, their elemental nature suffusing and dispersing throughout the immediate area. Outsiders likewise disappear to a place beyond Shadow, though some eventually find their way back with dim memories of their previous sojourn in the mundane world. Other creatures simply reappear wherever they were before they were summoned.



Seed: Compel

Enchantment (Compulsion) [Mind-Affecting, Language-Dependent]

Knowledge (arcane lore) DC: 30; **Range:** Close; **Target:** One living creature; **Duration:** Hours (D); **Saving Throw:** Will negates; **Spell Resistance:** Yes

You compel a target to follow a specified course of activity.

At the basic level of effect, an incantation using the *compel* seed must be worded in such a manner as to make the activity sound reasonable. Asking the creature to stab itself, throw itself onto a spear, immolate itself, or do some other obviously harmful act automatically negates the effect. However, urging a dragon to stop attacking your friends so that everyone could jointly assault a mob safehouse elsewhere is a reasonable use of the incantation's power.

The compelled course of activity can continue for the entire duration, such as in the case of the dragon mentioned above. If the compelled activity can be completed in a shorter time, the incantation ends when the subject finishes what he was asked to do. You can instead specify conditions that will trigger a special activity during the duration. For example, you might compel a rock star to give her the first panhandler she meets a ride in her limo. If the condition is not met before the incantation using this seed expires, the activity is not performed.

Seed: Conceal

Illusion

Knowledge (arcane lore) DC: 30; **Range:** Personal or touch; **Target:** You or a creature or object up to 2,000 lb.; **Duration:** Minutes; **Saving Throw:** None or Will negates (harmless, object); **Spell Resistance:** No or Yes (harmless, object)

You can conceal a creature or object touched from sight, even from darkvision. If the target is a creature carrying gear, the gear vanishes, too, rendering the creature invisible, with all the rules that apply to invisibility. An incantation using the *conceal* seed ends if the subject attacks any creature. Actions directed at unattended objects do not break the incantation, and causing harm indirectly is not an attack. To create invisibility that lasts regardless of the actions of the subject, increase the Knowledge (arcane lore) check DC by +4.

Alternatively, you can conceal the exact location of the subject so that it appears to be about 2 feet away from its true location; this increases the Knowledge (arcane lore) check DC by +2. The subject benefits from a 50% miss chance as if it had full concealment. However,



unlike actual full concealment, this displacement effect does not prevent enemies from targeting him normally.

The *conceal* seed can also be used to block out divinatory spells such as *scrying* spells, spell-like effects, and incantations developed using the *reveal* seed; this increases the Knowledge (arcane lore) check DC by +6. In all cases where incantations are used against the subject of a incantation using the *conceal* seed for this purpose, an opposed Knowledge (arcane lore) check determines which incantation works.

Seed: Conjure

Conjuration (Creation)

Knowledge (arcane lore) DC: 30; **Range:** 0 ft.; **Effect:** Unattended, nonmagical object of nonliving matter, 20 cu. ft.; **Duration:** Hours; **Saving Throw:** None; **Spell Resistance:** No

You create a nonmagical, unattended object of up to 20 cubic feet. You must succeed at an appropriate skill check to make a complex item, such as a Craft (mechanical) check to make a motorcycle. The object can be composed of any organic or manufactured subtance (or combination of substances) with a hardness of 10 or less. For each additional cubic foot of matter created, increase the Knowledge (arcane lore) DC by +2.

Attempting to use any created object as a material component causes the spell or incantation to fail and the object to disappear.

Seed: Contact

Divination

Knowledge (arcane lore) DC: 30; **Range:** See text; **Targets:** One other creature; **Duration:** Hours; **Saving Throw:** None; **Spell Resistance:** No

You forge a telepathic bond with a particular creature with whom you are familiar (or can currently see directly or through magical means) and can converse back and forth. The subject recognizes you if it knows you. It can answer in like manner immediately, though it does not have to.

You can forge a communal bond among more than two creatures. For each additional creature contacted, increase the Knowledge (arcane lore) check DC by +1. The bond can be established only among willing subjects. For telepathic communication through the bond regardless of language, increase the Knowledge (arcane lore) check DC by +4. No special influence is established as a result of the bond, only the power to communicate at a distance.

Seed: Delude

Illusion

Knowledge (arcane lore) DC: 30; **Range:** Long; **Effect:** Visual figment that can extend up to 12 10-ft. cubes (S); **Duration:** Minutes; **Saving Throw:** Will disbelief (if interacted with); **Spell Resistance:** No

An incantation developed with the *delude* seed creates the visual illusion of an object, creature, or force, as visualized by you. You can move the image within the limits of the size of the effect by concentrating (the image is otherwise stationary). The image disappears when struck by an opponent unless you cause the illusion to react appropriately. For an illusion that includes audible, olfactory, tactile, taste, and thermal aspects, increase the Knowledge (arcane lore) check DC by +2 per extra aspect. Even realistic tactile and thermal illusions can't deal damage, however.

For each additional image with the effect, increase the Knowledge (arcane lore) check DC by +1. For an illusion that follows a script determined by you, increase the Knowledge (arcane lore) check DC by +2. The illusion can include intelligible speech if you wish.

For an illusion that makes any area appear to be something other than it is (such as making a swamp appear as a grassland or a village), increase the Knowledge (arcane lore) check DC by +4. Additional components, such as sounds, can be added as noted above. Concealing creatures requires additional incantation development using this or other seeds.

Seed: Destroy

Transmutation

Knowledge (arcane lore) DC: 30; **Range:** Long; **Targets:** 1 creature, or up to a 10-foot cube of nonliving matter; **Duration:** Instantaneous; **Saving Throw:** Fortitude half; **Spell Resistance:** Yes

You deal 10d6 points of damage to the target. The damage is of no particular type or energy—it is purely destructive. For each additional 1d6 points of damage dealt, increase the Knowledge (arcane lore) check DC by +2. If the target is reduced to –10 hit points or less (or a construct, object, or undead is reduced to 0 hit points), it is destroyed as if disintegrated, leaving behind only a trace of fine dust. Up to a 10-foot cube of nonliving matter is affected, so an incantation using the *destroy* seed destroys only part of any very large object or structure targeted.

The *destroy* seed affects even magical matter, energy fields, and force effects that are normally immune to damage, such as *wall of force*. Such effects are automatically destroyed. Incantations using the *ward* seed may also be destroyed, though you must succeed at an opposed Knowledge (arcane lore) check against the other caster to bring down such an effect.

Seed: Dispel

Abjuration

Knowledge (arcane lore) DC: 30; **Range:** Medium; **Target:** One creature or object; **Duration:** Instantaneous; **Saving Throw:** None; **Spell Resistance:** No

You can end ongoing spells and incantations that have been cast on a creature or object, temporarily suppress the magical abilities of a magic item, or end ongoing spells and incantations (or at least their effects) within an area. A dispelled spell ends as if its duration had expired. The *dispel* seed can defeat all spells, even those not normally subject to *dispel magic*. The *dispel* seed can dispel (but not counter) the ongoing effects of supernatural abilities as well as spells, and it affects spell-like effects just as it affects spells.

One object, creature, or spell is the target of the *dispel* seed. You make a dispel check against the spell or against each ongoing spell currently in effect on the object or crea-

ture. A dispel check is 1d20 + 10 against a DC of 11 + the target spell's caster level. For each additional +1 on your dispel check, increase the Knowledge (arcane lore) check DC by +1.

If you target an object or creature that is the effect of an ongoing spell (such as a vivilor summoned by a *summon vivilor* spell), make a dispel check to end the spell that conjured the object or creature.

If the object you target is a magic item, you make a dispel check against the item's caster level. If you succeed, all the item's magical properties are suppressed for 1d4 rounds, after which the item recovers on its own. A suppressed item becomes nonmagical for the duration of the effect. An extradimensional space targeted by the dispel is destroyed, and anything within it is instantly ejected. A magic item's physical properties are unchanged.

You automatically succeed at your dispel check against any spell that you cast yourself.

Seed: Energy

Evocation [Acid, Fire, Electricity, Cold, or Sonic/Concussion]

Knowledge (arcane lore) DC: 30; **Range:** Medium, or touched creature or object of up to 2,000 lbs.; **Area:** A bolt 5 ft. wide to 300 ft. long; or 5-ft.-radius emanation; or a wall whose area is up to one 200-ft. square; or a sphere or hemisphere with a radius of up to 20 ft.; **Duration:** Instantaneous or hours; **Saving Throw:** Reflex half; **Spell Resistance:** Yes

You can work with whichever one of five energy types you choose: acid, cold, electricity, fire, or sonic/concussion. You can cast the energy forth as a bolt, imbue an object with the energy, or create a freestanding manifestation of the energy.

If your incantation developed using the *energy* seed releases a bolt, that bolt instantaneously deals 10d6 points of damage of the appropriate energy type, and all creatures in bolt's area must make a Reflex save for half damage. For each additional 1d6 points of damage dealt, increase the Knowledge (arcane lore) check DC by +2. The bolt begins at your fingertips. If you wish to imbue another creature with the ability to use an energy bolt as a spell-like ability at its option or when a particular condition is met, increase the Knowledge (arcane lore) check DC by +12.

You can also cause a creature or object to emanate the specific energy type to a radius of 10 feet. The emanated energy deals 2d6 points of energy damage per round against unprotected creatures (the target creature is susceptible if not separately warded or otherwise resistant to the energy). For each additional 1d6 points of damage emanated, increase the Knowledge (arcane lore) check DC by +2.

You may also create a wall, half-circle, circle, dome, or sphere of the desired energy that emanates the energy. One side of the wall, selected by you, sends forth waves of energy, dealing 2d4 points of energy damage to creatures within 10 feet and 1d4 points of energy damage to those past 10 feet but within 20 feet. The wall deals this damage when it appears and each round that a creature enters or remains in the area. In addition, the wall deals 6d6 points of energy damage to any creature passing through it. The wall deals double damage to undead creatures, provided the undead creature is not immune to the selected energy type. For each additional 1d6 points of damage, increase the Knowledge (arcane lore) check DC by +2.

You can also use the *energy* seed to create an incantation that carefully releases and balances the emanation of cold, electricity, and fire, creating specific weather effects for a period of 24 hours. Using the *energy* seed this way has a base Knowledge (arcane lore) check DC of 34. The area extends to a two-mile-radius centered on you. Once the incantation is cast, the weather takes 10 minutes to manifest. With the base use, you can't directly target a creature or object, though indirect effects are possible. But you can create cold snaps, heat waves, thunderstorms, fogs, blizzards—even a tornado that moves randomly in the affected area. Creating targeted damaging effects requires an additional use of the *energy* seed.

Seed: Foresee

Divination

Knowledge (arcane lore) DC: 32; **Range:** Personal; **Target:** You; **Duration:** Instantaneous (see text)

You can foretell the immediate future, or gain information about specific questions.

You are 90% likely to receive a meaningful reading of the future of the next 30 minutes. If successful, you know whether a particular action will bring good results, bad results, or no result. For each additional 30 minutes into the future, multiply the Knowledge (arcane lore) check DC by 2.

For better results, you can pose up to ten specific questions (one per round while you concentrate), but the base Knowledge (arcane lore) check DC for such an attempt is 32. Your questions reverberate through dimension interstices beyond the veil of Shadow, seeking an answer from some willing entity. The answers return in a language you understand, but use only one-word answers such as "yes," "no," "maybe," "never," "irrelevant," or some other one-word answer. All questions answered are 90% likely to be answered truthfully. However, a specific incantation using the *foresee* seed can only be cast once every five weeks.

The *foresee* seed is also useful for incantations requiring specific information before functioning, such as those that use the *reveal* and *transport* seeds.

You can also use the *foresee* seed to gain one basic piece of information about a living target: location, level, class, alignment, or other special ability (or an object's magical abilities, if any). For knowledge revealed in each additional category, increase the Knowledge (arcane lore) check DC by +2. To obtain information about an object, increase the Knowledge (arcane lore) check DC by +4.

Seed: Fortify

Transmutation

Knowledge (arcane lore) DC: 30; **Range:** Touch; **Target:** Creature touched; **Duration:** Hours; **Saving Throw:** Will negates (harmless); **Spell Resistance:** Yes (harmless)

Incantations using the *fortify* seed grant a +1 enhancement bonus to whichever one of the following you choose:



- Any one ability score.
- Any one kind of saving throw.
- Spell resistance.
- Natural armor bonus.

The *fortify* seed can also grant energy resistance 1 for one energy type or 1 temporary hit point. For each additional +1 bonus, point of energy resistance, or hit point, increase the Knowledge (arcane lore) check DC by +2.

The *fortify* seed has a base Knowledge (arcane lore) check DC is 34 if it grants a +1 bonus of a type other than enhancement (such as luck or insight). For each additional +1 bonus of a type other than enhancement, increase the Knowledge (arcane lore) check DC by +4. If you apply a factor to make the duration permanent, the bonus must be an inherent bonus, and the maximum inherent bonus allowed is +5.

The *fortify* seed can also grant SR 22, and each additional point of spell resistance increases the Knowledge (arcane lore) check DC by +4 (each –1 to spell resistance reduces the Knowledge (arcane lore) check DC by –2). If an incantation with the *fortify* seed grants an inanimate object an ability score it wouldn't normally possess (such as Intelligence), the incantation must also incorporate the *life* seed.

The *fortify* seed can also grant damage reduction 10/+1. For each additional point of damage reduction, increase the Knowledge (arcane lore) check DC by +1. For each additional point of required weapon enhancement above +1, increase the Knowledge (arcane lore) check DC by +3. For example, a damage reduction of 15/+3 would increase the Knowledge (arcane lore) DC check by a total of +11.

Seed: Heal

Conjuration (Healing)

Knowledge (arcane lore) DC: 32; **Range:** Touch; **Target:** Creature touched; **Duration:** Instantaneous; **Saving Throw:** Yes (harmless; see text); **Spell Resistance:** Yes (harmless)

Incantations developed with the *heal* seed channel positive energy into a creature to wipe away disease and injury. Such an incantation completely cures all diseases, blindness, deafness, hit point damage, and temporary ability damage. To restore permanent ability damage, increase the Knowledge (arcane lore) check DC by +4. The *heal* seed neutralizes poisons in the subject's system so that no additional damage or effects are suffered. It offsets feeblemindedness and cures mental disorders caused by spells or injury to the brain. It dispels all magical effects penalizing the character's abilities, including effects caused by spells and even incantations developed with the *afflict* seed. Only a single application of the incantation is needed to simultaneously achieve all these effects. It does not restore levels or Constitution points lost due to death.

To dispel all negative energy levels afflicting the target, increase the Knowledge (arcane lore) check DC by +2.

Seed: Life

Conjuration (Healing)

Knowledge (arcane lore) DC: 33; **Range:** Touch; **Target:** Dead creature touched; **Duration:** Instantaneous; **Saving Throw:** None (see text); **Spell Resistance:** Yes (harmless)

An incantation developed with the *life* seed will restore life and complete vigor to any deceased creature. The condition of the remains is not a factor. So long as some small portion of the creature's body still exists, it can be returned to life, but the portion receiving the incantation must have been part of the creature's body at the time of death.

The creature is immediately restored to full hit points, vigor, and health, with no loss of prepared spells. However, the subject loses 1 level (or 1 point of Constitution if the subject was 1st level). You cannot revive someone who has died of old age.

You can also use the *life* seed to give an animal or plant a soul, personality, and sentience. For each point of Intelligence, Wisdom, or Charisma you give your creation, increase the Knowledge (arcane lore) check DC by +1. You can't create a creature with a higher Intelligence, Wisdom, or Charisma than you have.

The newly sentient animal or plant is friendly toward you. The newly sentient creature understands one language automatically; to give the creature the ability to speak, increase the Knowledge (arcane lore) check DC by +1.

Seed: Reflect

Abjuration

Knowledge (arcane lore) DC: 32; **Range:** Personal; **Target:** You; **Duration:** Until expended or 12 hours

Attacks targeted against you rebound on the original attacker. Each use of the *reflect* seed in an incantation is effective against one type of attack only: spells (and incantations and spell-like effects), ranged attacks, or melee attacks. To reflect an area spell, where you are not the target but are caught in the vicinity, increase the Knowledge (arcane lore) check DC by +8. A single successful use of *reflect* expends its protection.

Incantations developed with the *reflect* seed against spells and spell-like effects return spell effects of up to 1st level. For each additional level of spells to be reflected, increase the Knowledge (arcane lore) check DC by +6. Other incantations are treated as 6th-level spells for this purpose.

Against 0- to 5th-level spells, the desired effect is automatically reflected. An opposed Knowledge (arcane lore) check is required when the *reflect* seed is used against another incantation. If the enemy caster gets his incantation through by winning the Knowledge (arcane lore) check, the incantation using the *reflect* seed is not expended, just momentarily suppressed.

If the *reflect* seed is used against a melee attack or ranged attack, five such attacks are automatically reflected back on the original attacker. For each additional attack reflected, increase the Knowledge (arcane lore) check DC by +4. The reflected attack rebounds on the attacker using the same attack roll. Once the allotted attacks are reflected, the incantation using the *reflect* seed is expended.

Seed: Reveal

Divination

Knowledge (arcane lore) DC: 30; **Range:** See text; **Effect:** Magical sensor; **Duration:** Minutes (D); **Saving Throw:** None; **Spell Resistance:** No

You can hear or see some distant location almost as if you were there. To both hear and see, increase the Knowledge (arcane lore) check DC by +2. Distance is not a factor, but the locale must be known—a place familiar to you or an obvious one (such as behind a door, around a corner, or in a grove of trees). The incantation creates an invisible sensor, similar to that created by a *scrying* spell, that can be dispelled. Lead sheeting or magical protection (such as *nondetection*) blocks the incantation, and you sense that the incantation is so blocked.

If you prefer to create a mobile (speed 30 feet) sensor that you control, increase the Knowledge (arcane lore) check DC by +2. To allow magically enhanced senses to work through an incantation built with the *reveal* seed, increase the Knowledge (arcane lore) check DC by +4.

To cast any spell whose range is Touch or greater from the sensor instead of you, increase the Knowledge (arcane lore) check DC by +6; however, you must maintain line of effect to the sensor at all times. If your line of effect is obstructed, the incantation ends.

Increase the Knowledge (arcane lore) check DC by +6 if you use the *reveal* seed to pierce illusions and see things as they really are. You can see through normal and magical darkness, notice secret doors hidden by magic, see the exact locations of creatures or objects under *blur* or *displacement* effects, see invisible creatures or objects normally, see through illusions, and see the true form of polymorphed, changed, or transmuted things. The range of such sight is 120 feet. The *reveal* seed cannot identify creatures or objects within extradimensional spaces.

Seed: Slay

Necromancy [Death]

Knowledge (arcane lore) DC: 34; **Range:** Medium; **Target:** One living creature; **Duration:** Instantaneous; **Saving Throw:** Fortitude partial; **Spell Resistance:** Yes

An incantation developed using the *slay* seed snuffs out the life force of a living creature, killing it instantly. The *slay* seed kills a creature of up to 20 HD. The subject is entitled to a Fortitude saving throw to survive the attack. If the save is successful, it instead takes 4d6 points of damage. For each additional 20 HD affected (or each additional creature affected), increase the Knowledge (arcane lore) check DC by +8.

Alternatively, you can use the *slay* seed in an incantation to suppress the life force of the target by bestowing 2d4 negative levels on the target (the incantation bestows half as many negative levels on a successful Fortitude save). For each additional 1d4 negative levels bestowed, increase the Knowledge (arcane lore) check DC by +4. If the subject has at least as many negative levels as Hit Dice, it dies. Assuming the subject survives, the negative levels will become permanently drained levels 24 hours later if the subject fails a Fortitude saving throw.

Seed: Summon

Conjuration (Summoning)

Knowledge (arcane lore) DC: 32; **Range:** Close; **Effect:** One summoned creature; **Duration:** Rounds (D); **Saving Throw:** Will negates (see text); **Spell Resistance:** Yes (see text)

You can summon an outsider. It appears where you designate and acts immediately, on your turn, if its spell resistance is overcome and it fails a Will saving throw. It attacks your opponents to the best of its ability. If you can communicate with the outsider, you can direct it not to attack, to attack particular enemies, or to perform other actions.

The incantation conjures an outsider you select of CR 6 or less. For each +1 CR of the summoned outsider, increase the Knowledge (arcane lore) check DC by +2.

If you increase the Knowledge (arcane lore) check DC by +6, you can summon a creature of CR 6 or less from another monster type, such as giant, aberration, or undead.

For each +1 CR of the summoned creature, increase the Knowledge (arcane lore) check DC by +2. The summoned creature is assumed to have been plucked from some faraway place (perhaps somewhere beyond Shadow). The summoned creature attacks your opponents to the best of its ability, or if you can communicate with it, it will perform other actions. However, the summoning ends if the creature is asked to perform a task inimical to its nature, such as commanding a good creature to attack an innocent, or commanding any creature to commit suicide.

Seed: Transform

Transmutation

Knowledge (arcane lore) DC: 32; **Range:** Close; **Target:** One creature or inanimate, nonmagical object; **Duration:** Hours; **Saving Throw:** Fortitude negates (and see text); **Spell Resistance:** Yes

Incantations using the *transform* seed change the subject into another form of creature or object. The new form can range in size from Diminutive to one size larger than the subject's normal form. If you want transform a creature into a nonmagical, inanimate object, increase the Knowledge (arcane lore) check DC by +10. If you want to change a creature of one type into another type (for example, undead to outsider), increase the Knowledge (arcane lore) check DC by +5.

Transformations involving nonmagical inanimate substances with hardness are more difficult; for each 2 points of hardness, increase the Knowledge (arcane lore) check DC by +1.

The *transform* seed can also change its target into someone specific. To transform an object or creature into the specific likeness of another individual, increase the Knowledge (arcane lore) check DC by +6. If the transformed creature doesn't have the level or Hit Dice of its new likeness, it can only use the abilities of the creature at its own level or Hit Dice.

If slain or destroyed, the transformed creature or object reverts to its original form. The subject's equipment, if any, remains untransformed.



The transformed creature or object acquires the physical and natural abilities of the creature or object it has been changed into while retaining its own mind and mental ability scores. Mental abilities include personality, Intelligence, Wisdom, and Charisma scores, level and class, hit points (despite any change in its Constitution score), alignment, base attack bonus, base saves, extraordinary abilities, spells, and spell-like abilities, but not its supernatural abilities. Physical abilities include natural size and Strength, Dexterity, and Constitution scores. Natural abilities include armor, natural weapons, and similar gross physical qualities (presence or absence of wings, number of extremities, etc.), and possibly hardness. Creatures transformed into inanimate objects do not gain the benefit of their untransformed physical abilities, and may well be blind, deaf, dumb, and unfeeling.

The transformed subject can have no more Hit Dice than you have or that the subject has (whichever is greater). In any case, for each Hit Die the assumed form has above 15 HD, increase the Knowledge (arcane lore) check DC by +2.

Seed: Transport

Conjuration (Teleporting)

Knowledge (arcane lore) DC: 32; **Range:** Touch; **Target:** You and touched objects or other touched willing creatures weighing up to 500 lb.; **Duration:** Instantaneous; **Saving Throw:** None and Will negates (object, subject); **Spell Resistance:** No and Yes (object, subject)

Incantations using the *transport* seed instantly transport you to a designated destination up to 1,000 miles away. For each additional 500 miles you wish to travel, increase the Knowledge (arcane lore) check DC by +2.

For each additional 50 pounds in objects (beyond the base 500 pounds), increase the Knowledge (arcane lore) check DC by +2. To bring along willing creatures, increase the Knowledge (arcane lore) check DC by +2 per three additional creatures.

You need not make a saving throw, nor is spell resistance applicable to you. Only objects worn or carried (attended) by another unwilling creature receive saving throws and spell resistance. For an incantation intended to transport unwilling creatures, increase the Knowledge (arcane lore) check DC by +6.

You must have at least a reliable description of the place to which you are transporting. If you attempt to use the *transport* seed with insufficient or misleading information, you disappear and simply reappear in your original location.

Seed: Ward

Abjuration

Knowledge (arcane lore) DC: 30; **Range:** Touch; **Target:** Creature or object of 1,000 lbs. or less touched; or 10-ft.-radius spherical emanation, centered on you; **Duration:** Hours (D); **Saving Throw:** None; **Spell Resistance:** Yes

You can grant a creature protection from damage of a specified type. You can protect a creature from standard damage or from energy damage. You can protect a creature or area from magic. Alternatively, you can hedge out a type of creature from a specified area.

A ward against standard damage protects a creature from two of the following damage types: ballistic, bludgeoning, piercing, and slashing. For a ward against all types, increase the Knowledge (arcane lore) check DC by +4. Each round, the incantation created with the *ward* seed absorbs the first 5 points of damage the creature would otherwise take, regardless of whether the source of the damage is natural or magical. For each additional point of protection, increase the Knowledge (arcane lore) check DC by +2.

A ward against energy grants a creature protection from whichever one you select of the five energy types: acid, cold, electricity, fire, or sonic/concussion. Each round, the incantation absorbs the first 5 points of damage the creature would otherwise take from the specified energy type, regardless of whether the source of damage is natural or magical. The incantation protects the recipient's equipment as well. For each additional point of protection, increase the Knowledge (arcane lore) check DC by +1.

A ward against a specific type of creature prevents bodily contact from whichever one of several monster types you select from the Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game* (giants, humanoids, or outsiders, for example). This causes the natural weapon attacks of such creatures to fail and the creatures to recoil if such attacks require touching the warded creature. The protection ends if the warded creature makes an attack against or intentionally moves within 5 feet of the blocked creature. Spell resistance can allow a creature to overcome this protection and touch the warded creature.

A ward against magic creates an immobile, faintly shimmering magical sphere (with radius 10 feet) that surrounds you and excludes all spell effects of up to 1st level. Alternatively, you can ward just the target and not create the radius effect. For each additional level of spells to be excluded, increase the Knowledge (arcane lore) check DC by +6. The area or effect of any such spells does not include the area of the ward, and such spells fail to affect any target within the ward. This includes spell-like abilities and spells or spell-like effects from magic items. However, any type of spell can be cast through or out of the ward. You can leave and return to the protected area without penalty (unless the incantation specifically targets a creature and does not provide a radius effect).

Instead of creating an incantation that uses the *ward* seed to nullify all spells of a given and lower level, you can create a ward that nullifies a specific spell (or specific set of spells). For each specific spell so nullified, increase the Knowledge (arcane lore) check DC by only +1 per spell level above 1st. For example, if you want to create an incantation that protects you specifically against *charm person* and *dominate*, the Knowledge (arcane lore) check DC would increase by +0 and +4, respectively.

The ward could be brought down by a targeted *dispel magic* spell. Incantations using the *dispel* seed may bring down a ward if the enemy spellcaster succeeds at a caster level check.

chapter four

magic items

The *d20 Modern Roleplaying Game* contains the basic rules for creating FX items. What follows are a number of FX items suitable to an URBAN ARCANA campaign.

Even in the *URBAN ARCANA Campaign Setting*, magic items are rare and wondrous things, well beyond the reach of most ordinary folk. Low-level characters might stumble upon one in the course of an adventure, while mid- to high-level characters could amass a small trove of a half-dozen items to spread among themselves. Through their travails, high-level characters may even gain access to an artifact (a particularly powerful item). Although the GM ultimately controls the proliferation of magic items, as a general rule magic items should be distributed sparingly. A minor, well-equipped URBAN ARCANA villain might possess one, possibly two, single-use items (such as potions and scrolls). A major villain might possess a handful of single-use items as well as one or two more powerful items.

Although purchase DCs are given for all of the magic items, characters are more likely to *find* magic items than *buy* them. Even in the URBAN ARCANA setting, magic item vendors are few and far between. Intrepid characters might locate an occultist or artificer with a few items stashed away, or they might be able to acquire items at private auctions. But for the most part, characters acquire magic items as treasure, either by defeating powerful adversaries or by completing major story goals.

Stephanie goes to town in her demonic biker's jacket



Magic Items and Mundanes

For the most part, magic items won't function for a mundane. Sure, the mundane might feel joy and attachement to such an item, or perhaps fear and loathing, depending on the person and the function of the item, but rarely does a mundane recognize and understand asuch an item for what it truly is. Remember, most of the world doesn't believe in magic or the supernatural. So, for these people, a magic item that actually operates while in their possession is either seen as a trick or a special effect, or the person convinces himself that he didn't really see what he thinks he just saw. In some cases, such an event might disturb a mundane to such an extent that psychological harm occurs.

ARMOR AND SHIELDS

Below are some examples of modern-day magical armor and shields. See Chapter Two: Equipment for general rules and information about armor and shields.

Bulletproof Shirt

This light shirt provides the same protection as a *+1 leather jacket*. In addition, the wearer gains the benefits of a continuous *protection from arrows/bullets* spell (damage reduction 5/+1 against arrows, bullets, and crossbow bolts).

Type: Armor (magic); *Caster Level:* 3rd; *Purchase DC:* 22; *Weight:* 1 lb.

Riot Shield of Fear

Introduced by police forces that employ magical gear, this riot shield provides an enhancement bonus to Defense (+1 to +3). At its wielder's command, the shield can also cast *cause fear* three times per day as a 3rd-level Acolyte.

Type: Armor (magic); *Caster Level:* 3rd; *Purchase DC:* 26 (+1), 31 (+2), 36 (+3); *Weight:* 6 lb.

Scalemail of the Silver Dragon

Artificers working for the Knights of the Silver Dragon (see Chapter Six: Organizations) fashion suits of silvery scalemail for high-ranking warriors of the order. This suit, which weighs half as much as a normal suit of scalemail, provides an enhancement bonus to Defense (+1 to +3). In addition, the armor has an arcane spell failure chance of 10%, a maximum Dexterity bonus of +6, and no armor penalty. Speed while wearing *scalemail of the silver dragon* is 30 feet for Medium creatures and 20 feet for Small creatures.

Type: Armor (magic); *Caster Level:* 7th; *Purchase DC:* 33 (+1), 38 (+2), 43 (+3); *Weight:* 15 lb.

Magic Armor and Shield Special Abilities

Most magic armor and shields only have enhancement bonuses. Such items can also have the special abilities detailed here. Armor or a shield with a special ability must have at least a +1 enhancement bonus.

Acid Resistance: A suit of armor or a shield with this enchantment normally has a dull gray appearance. The armor absorbs the first 10 points of acid damage per attack that the wearer would normally take (similar to the *resist energy* spell).

Purchase DC Modifier: +2.

Animated (shields only): Upon command, an animated shield floats within 2 feet of the wielder, protecting her as if she were using it herself but freeing up both her hands. Only one shield can protect a character at a time.

Purchase DC Modifier: +2.

Bashing (shields only): This shield is made to make a shield bash. No matter what the size of the attacker, a large bashing shield or bashing riot shield deals 1d8 points of damage; a small bashing shield or bashing buckler deals 1d6 points of damage. The shield acts as a *+1 weapon* when used to bash. (Impromptu shields cannot be bashing shields.)

Purchase DC Modifier: +1.

Blinding (shields only): A shield with this enchantment flashes with a brilliant light up to twice per day upon command of the wielder. All within 20 feet except the wielder must succeed at a Reflex saving throw (DC 14) or be blinded for 1d4 rounds.

Purchase DC Modifier: +1.

Converting Dungeons & Dragons® Magic Items

The *Dungeon Master's Guide*, written for the Dungeons & Dragons game, contains a tremendous selection of magic items that can easily be dropped into an Urban Arcana campaign. With just a little bit of work, you can make use of all the items described in that book.

Missing Spells: Some of the magic items described in the *Dungeon Master's Guide* have effects that duplicate spells not found in Chapter Three: Spells or in Chapter Ten: FX Abilities of the *d20 Modern Roleplaying Game*. To import a D&D magic item into your Urban Arcana game, first locate the appropriate spell description in the D&D *Player's Handbook*. If you are the GM, you must consider the ramifications of adding a new D&D spell to your Urban Arcana campaign. Some D&D spells are more appropriate for a medieval fantasy setting than a modern-world fantasy setting and could unbalance the game if introduced into an Urban Arcana campaign. GMs should be especially wary of 6th-level or higher D&D spells.

The GM decides what spells are available in an Urban Arcana campaign. However, spell effects produced by magic items need not have spell equivalents that can be learned and cast by spellcasters. The game can allow magic items that duplicate "lost spells" that no spellcaster in the Urban Arcana campaign has the skill or knowledge to cast. Such spells are forever lost if the magic item is destroyed or drained of all charges.

The GM also has the option of suppressing one or more of a magic item's spell-like effects; perhaps the voyage through Shadow renders these spell-like effects inert in the mundane world. It's conceivable that an item crafted on a medieval fantasy world functions differently when brought to the real world.

Purchase DC: To determine the purchase DC of a D&D magic item, multiply the market price of the item (given in gold pieces) by 20 and compare the result with Table 7–1: Purchase DCs in the *d20 Modern Roleplaying Game*. Reduce the purchase DC by 2 for magic items that lose some of their power (or spell-like effects) when brought into the mundane world.

Catching (shields only): A shield with this ability attracts ranged weapons to it. It has a deflection bonus of +1 versus ranged weapons because projectiles and thrown weapons veer toward it. Additionally, any projectile or thrown weapon aimed at a target within 5 feet of the shield's wearer diverts from its original target and targets the shield's bearer instead. (If the wielder has total cover with respect to the attacker, the projectile or thrown weapon is not diverted.) Additionally, those attacking the wearer with ranged weapons ignore any miss chances that would normally apply. Projectiles and thrown weapons that have an enhancement bonus higher than the shield's base Defense bonus are not diverted to the wearer (but the shield's increased Defense bonus still applies against these weapons). The wielder activates this ability with a command word and can shut it off by repeating the command word.

Purchase DC Modifier: +1.

Cold Resistance: A suit of armor or a shield with this enchantment normally has a bluish, icy hue or is adorned with furs. The armor absorbs the first 10 points of cold damage per attack that the wearer would normally take (similar to the *resist energy* spell).

Purchase DC Modifier: +2.

Damage Reduction (armor only): This suit of armor grants the wearer damage reduction of a specific type:

Damage Reduction	Purchase DC Modifier
5/+1	+1
10/+1	+2

Electricity Resistance: A suit of armor or a shield with this enchantment normally has a bluish hue and often bears a storm or lightning motif. The armor absorbs the first 10 points of electrical damage per attack that the wearer would normally take (similar to the *resist energy* spell).

Purchase DC Modifier: +2.

Fire Resistance: A suit of armor or a shield with this enchantment normally has a reddish hue and often is decorated with a draconic motif. The armor absorbs the first 10 points of fire damage per attack that the wearer would normally take (similar to the *resist energy* spell).

Purchase DC Modifier: +2.

Fortification: This suit of armor or shield produces a magical force that protects vital areas of the wearer more effectively. When a critical hit or sneak attack is scored on the wearer, there is a chance that the critical hit or sneak attack is negated and damage is instead rolled normally:

Fortification Type	Chance for Normal Damage	Purchase DC Modifier
Light	25%	+1
Moderate	75%	+2
Heavy	100%	+3

Ghost Touch: This armor or shield seems almost translucent. Both its enhancement bonus and its armor bonus count against the attacks of incorporeal creatures. Further, it can be picked up, moved, and worn by incorporeal creatures at any time. Incorporeal creatures gain the armor or shield's enhancement bonus against both corporeal and incorporeal attacks, and they can still pass freely through solid objects.

Purchase DC Modifier: +2.

Glamered (armor only): A suit of armor with this capability appears normal. Upon command, the armor changes shape and form to assume the appearance of a normal set of clothing. The armor retains all its properties (including weight) when glamered. Only a *true seeing* spell or similar magic reveals the true nature of the armor when disguised.

Purchase DC Modifier: +1.

Shadow (armor only)**:** This type of armor is jet black and blurs the wearer whenever she tries to hide, granting a +5 competence bonus on Hide checks (essentially a bonus for an extremely favorable condition). This bonus does not stack with obscuring or blinding-based Hide check bonuses. (The armor's armor check penalty still applies normally.)

Purchase DC Modifier: +1.

Silent Moves (armor only): This armor is well oiled and magically constructed so that it not only makes little sound, but it dampens sound around it. It adds a +10 competence bonus on its wearer's Move Silently checks. (The armor's armor check penalty still applies normally.)

Purchase DC Modifier: +1.

Slick (armor only): Slick armor seems coated at all times with a slightly greasy oil. It adds a +5 competence bonus on its wearer's Escape Artist checks. (The armor's armor check penalty still applies normally.)

Purchase DC Modifier: +1.

Sonic Resistance: A suit of armor or a shield with this enchantment normally has a glistening appearance. The armor absorbs the first 10 points of sonic/concussion damage per attack that the wearer would normally take (similar to the *resist energy* spell).

Purchase DC Modifier: +2.

Spell Resistance (armor only): This enchantment grants the armor's wearer spell resistance while the armor is worn.

Spell Resistance	Purchase DC Modifier
15	+1
19	+2
23	+3

Sponsorship: This suit of armor or a shield is emblazoned with corporate logos, emblems, and advertisements. The armor gains no special benefits but is cheaper to purchase.

Purchase DC Modifier: –2.

WEAPONS

Below are some new modern-day magical weapons. See Chapter Two: Equipment for general rules and information about ranged weapons and melee weapons of assorted types.

Bladegun

A *bladegun* is a magic pistol that transforms into a magic short sword (and back again) upon command. Each *bladegun* is a specific make of handgun, such as a Colt M1911 or Beretta 92F. The handgun and short sword versions of the weapon possess the same enhancement bonus (+1 to +3). Turning the handgun into a short sword—and vice versa—

takes a move action. A *bladegun* in handgun form must be loaded with ammunition to fire (as any gun).

Type: Weapon (magic); *Caster Level:* 9th; *Purchase DC:* 16 + pistol's purchase DC (+1), 21 + pistol's purchase DC (+2), 26 + pistol's purchase DC (+3); *Weight:* Varies (as pistol or short sword).

Chain Saw of the Psycho

This battered chain saw has a +1 to +3 enhancement bonus. It constantly drips oil and small amounts of blood, and it does not require gas to activate. The chain saw deals ×3 damage (instead of ×2 damage) on a successful critical hit.

Any creature with a good allegiance who handles a *chain saw of the psycho* gains two negative levels. These negative levels remain so long as the chain saw is in hand and disappear when it is no longer wielded. These negative levels never result in actual level loss, but they cannot be overcome in any way while the chain saw is wielded.

Type: Weapon (magic); *Caster Level:* 10th; *Purchase DC:* 25 (+1), 30 (+2), 35 (+3); *Weight:* 10 lb.

Cloudkill Grenade

This smoke grenade contains greenish ooze. When used, it releases a pungent green cloud, as the *cloudkill* spell cast by a 9th-level Mage. The grenade is destroyed once used. The price listed is for a box of six grenades.

Type: Weapon (magic); *Caster Level:* 9th; *Purchase DC:* 30 (per box); *Weight:* 2 lb. (per grenade).

Deadeye Rifle

The *deadeye rifle* is a Barrett Light Fifty sniper rifle with an enhancement bonus of +1 to +3. The stock is covered with elaborate runes, and the *deadeye rifle* is considerably lighter than a normal Barrett Light Fifty. The rifle's wielder suffers no penalties for 5 range increments, with each additional increment accruing only a –1 penalty.

Type: Weapon (magic); *Caster Level:* 5th; *Purchase DC:* 42 (+1), 47 (+2), 52 (+3); *Weight:* 20 lb.

Demolition Hammer

This weapon resembles a standard sledgehammer (use the warhammer statistics presented in Chapoter Two: Equipment) with runes carved into its wooden handle. Besides its enhancement bonus (+1 to +3), the hammer has a *destroy* seed incantation bound into it that the wielder may activate once per day after a successful melee attack. The target must succeed at a Fortitude save (DC 20) or take 10d6 points of damage. If the target is reduced to –10 hit points or less (or a construct, object, or undead is reduced to 0 hit points), it is destroyed as if disintegrated, leaving behind only a trace of fine dust. See Chapter Three: Spells for more information on incantations.

Type: Weapon (magic); *Caster Level:* 11th*; *Purchase DC:* 30 (+1), 35 (+2), 40 (+3); *Weight:* 8 lb.

* *See the Incantation-Based FX Items sidebar.*



Shotgun of wounding* and *merciful revolver

Thunderclap Taser

This taser releases a deafening blast of thunder when it strikes an opponent. It deals normal damage (1d4 electrical) plus an additional 2d6 points of sonic/concussion damage. The taser's battery is exhausted after a successful hit and must be replaced after each use.

Type: Weapon (magic); *Caster Level:* 5th; *Purchase DC:* 20; *Weight:* 1 lb.

Magic Weapon Special Abilities

Most magic weapons have a +1 or better enhancement bonus. They can also have special abilities detailed here. A weapon with a special ability must have at least a +1 enchantment bonus.

Acidic: Upon command, this weapon drips with acid. The acid does not harm the hands that hold the weapon. These weapons deal +1d6 points of bonus acid damage on a successful hit. Ranged weapons so enchanted bestow the energy type upon their ammunition.

Purchase DC Modifier: +1.

Bane: A bane weapon excels at attacking a specific kind of creature (such as black dragons, ogres, or trolls). Against its designated foe, its effective enhancement bonus is +2 better than its normal enhancement bonus and deals +2d6 points of bonus damage against the foe.

Purchase DC Modifier: +2.

Brilliant (melee weapons only)**:** A brilliant energy weapon has its significant portion transformed into light, although this does not modify the item's weight. It gives off light as a torch (20-foot radius). A brilliant energy weapon ignores nonliving matter. Equipment and enhancement Defense bonuses do not count against it because the weapon passes through armor. (Dexterity, deflection, dodge, natural armor, and other such

bonuses still apply.) A brilliant energy weapon cannot harm undead, constructs, and objects. Ranged weapons cannot be enchanted with this ability.

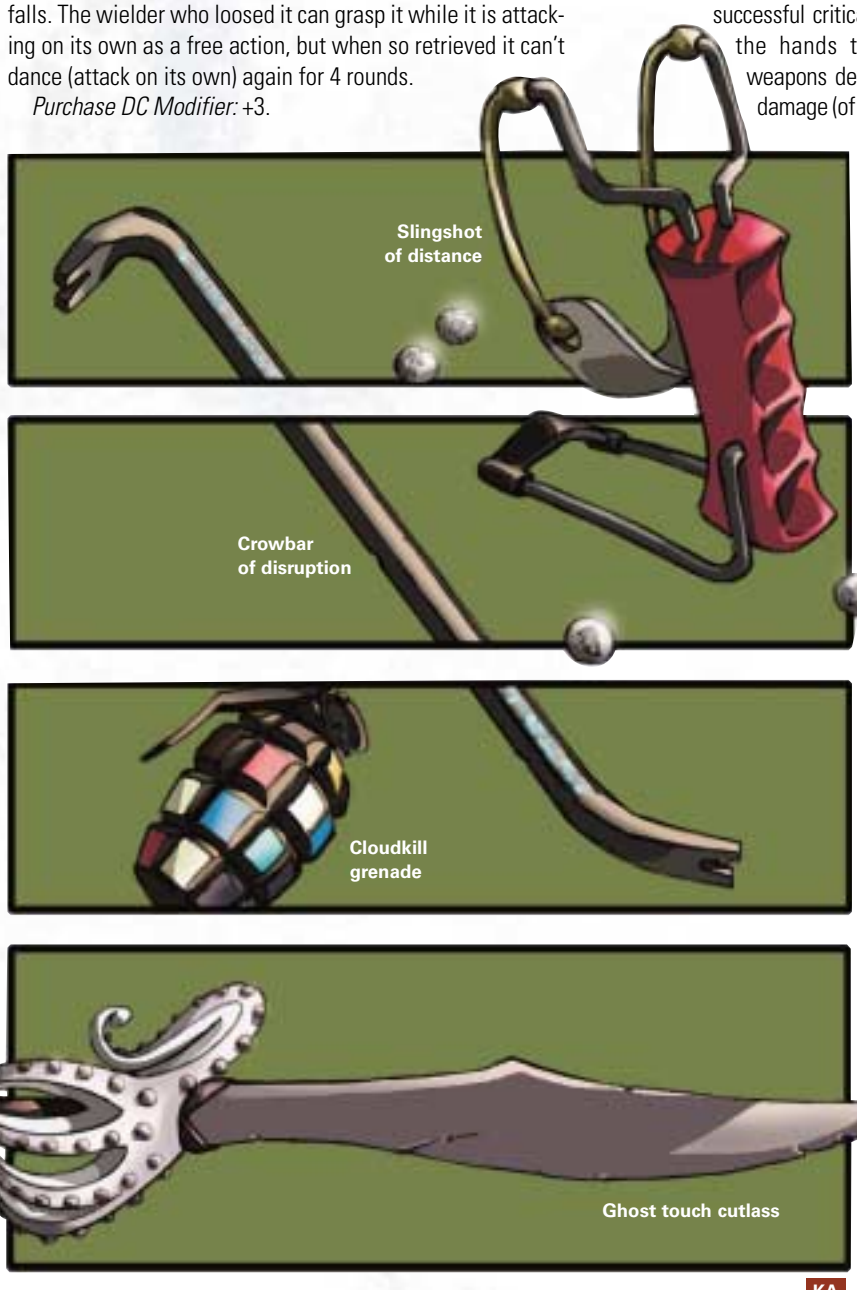
Purchase DC Modifier: +3.

Chaotic: This weapon is infused with the power of chaos. It deals +2d6 points of bonus damage against any creature with an allegiance to law. It bestows one negative level on any creature with the law allegiance attempting to wield it. The negative level remains as long as the weapon is in hand and disappears when the weapon is no longer wielded. This negative level never results in actual level loss, but it cannot be overcome in any way while the weapon is wielded. Ranged weapons so enchanted bestow the power upon their ammunition.

Purchase DC Modifier: +1.

Dancing: A dancing weapon can be loosed (requiring a move action) to attack on its own. It fights for 4 rounds using the base attack bonus of the one who loosed it and then drops. It never leaves the side of the one who loosed it (never straying more than 5 feet) and fights on even if that creature falls. The wielder who loosed it can grasp it while it is attacking on its own as a free action, but when so retrieved it can't dance (attack on its own) again for 4 rounds.

Purchase DC Modifier: +3.



Defending (melee weapons only)**:** A defending weapon allows the wielder to transfer some or all of the weapon's enhancement bonus to his Defense as a special bonus that stacks with all others. As a free action, the wielder chooses how to allocate the weapon's enhancement bonus at the start of his turn before using the weapon, and the effect to Defense lasts until his next turn. This ability cannot be placed on ranged weapons.

Purchase DC Modifier: +2.

Disruption (melee weapons only)**:** This type of weapons deals +2d6 points of damage to undead creatures.

Purchase DC Modifier: +1.

Distance (ranged weapons only)**:** A weapon of distance doubles its range increment.

Purchase DC Modifier: +2.

Energy Blast: Energy blast weapons come in five types: acid blast, fiery blast, icy blast, electrical blast, and concussive blast. A burst weapon explodes with the appropriate energy type (acid, cold, electricity, fire, or sonic/concussion) upon scoring a successful critical hit. The energy does not harm the hands that hold the weapon. These weapons deal +1d10 points of bonus energy damage (of the requisite type) on a successful critical hit. If the weapon's critical multiplier is ×3, add +2d10 points of bonus energy damage instead, and if the multiplier is ×4, add +3d10 points of bonus energy damage. Ranged weapons so enchanted bestow the energy upon their ammunition.

Any electrical device that is damaged by a shocking blast weapon has its electronics scrambled. A successful Repair check (DC 10 + the damage dealt) fixes the short.

Subjects dealt a critical hit by a concussive blast weapon must make a Fortitude save (DC 14) or be deafened permanently.

Purchase DC Modifier: +2.

Flaming: Upon command, this weapon bursts into flame. The flame does not harm the hands that hold the weapon. These weapons deal +1d6 points of bonus fire damage on a successful hit. Ranged weapons so enchanted bestow the energy type upon their ammunition.

Purchase DC Modifier: +1.

Frost: Upon command, this weapon is engulfed in a bluish nimbus of cold energy. The cold does not harm the hands that hold the weapon. These weapons deal +1d6 points of bonus cold



damage on a successful hit. Ranged weapons so enchanted bestow the energy type upon their ammunition.

Purchase DC Modifier: +1.

Ghost Touch (melee weapons only)**:** A ghost touch weapon deals damage normally against incorporeal creatures, regardless of its bonus. Further, it can be picked up and moved by incorporeal creatures at any time.

Purchase DC Modifier: +1.

Holy: This weapon is infused with holy power. It deals +2d6 points of bonus damage against any creature with an allegiance to evil. It bestows one negative level on any creature with the evil allegiance attempting to wield it. The negative level remains as long as the weapon is in hand and disappears when the weapon is no longer wielded. This negative level never results in actual level loss, but it cannot be overcome in any way while the weapon is wielded. Ranged weapons so enchanted bestow the power upon their ammunition.

Purchase DC Modifier: +1.

Keen (slashing weapons only)**:** This enchantment doubles the threat range of a weapon.

Purchase DC Modifier: +1.

Lawful: This weapon is infused with the power of law. It deals +2d6 points of bonus damage against any creature with an allegiance to chaos. It bestows one negative level on any creature with the chaos allegiance attempting to wield it. The negative level remains as long as the weapon is in hand and disappears when the weapon is no longer wielded. This negative level never results in actual level loss, but it cannot be overcome in any way while the weapon is wielded. Ranged weapons so enchanted bestow the power upon their ammunition.

Purchase DC Modifier: +1.

Merciful: The weapon deals +1d6 points of damage, and all damage it deals is nonlethal damage. On command, the weapon suppresses this ability until commanded to resume it. Ranged weapons so enchanted bestow the merciful effect upon their ammunition.

Purchase DC Modifier: +1.

Mighty Cleaving (melee weapons only)**:** This weapon allows a wielder with the Cleave feat to make one additional cleave attempt in a round. Only one extra cleave attempt is allowed per round.

Purchase DC Modifier: +2.

Returning (thrown weapons only)**:** A returning weapon returns to the thrower's hand at the beginning of his or her next turn.

Purchase DC Modifier: +1.

Shocking: Upon command, this weapon crackles with lightning. The electricity does not harm the hands that hold the weapon. These weapons deal +1d6 points of bonus electricity damage on a successful hit. Ranged weapons so enchanted bestow the energy type upon their ammunition. Any electrical device damaged by a shocking weapon has its electronics scrambled. A successful Repair check (DC 10 + the damage dealt) fixes the short.

Purchase DC Modifier: +1.

Speed: A weapon of speed allows the wielder one single extra attack each round at his highest bonus.

Purchase DC Modifier: +3.

Thundering: Upon command, this weapon resonates with sonic energy. These weapons deal +1d6 points of bonus sonic/concussion damage on a successful hit. Ranged weapons so enchanted bestow the energy type upon their ammunition.

Purchase DC Modifier: +1.

Unholy: This weapon is infused with unholy power. It deals +2d6 points of bonus damage against any creature with an allegiance to good. It bestows one negative level on any creature with the good allegiance attempting to wield it. The negative level remains as long as the weapon is in hand and disappears when the weapon is no longer wielded. This negative level never results in actual level loss, but it cannot be overcome in any way while the weapon is wielded. Ranged weapons so enchanted bestow the power upon their ammunition.

Purchase DC Modifier: +1.

Wounding (melee weapons only)**:** This weapon deals damage to a creature such that a wound it inflicts bleeds for 1 point of damage per round thereafter in addition to the normal damage the weapon deals. Multiple wounds from the weapon result in cumulative bleeding loss. The bleeding can only be stopped by a successful Treat Injury check (DC 15) or the application of any *cure* spell or other healing spell.

Purchase DC Modifier: +3.

STAFFS

Staffs are long shafts of wood, metal, or other materials that store a specific combination of spells. Staffs are described in Chapter Ten: FX Abilities in the *d20 Modern Roleplaying Game*.

Doppler Staff

This staff is unusual in that it performs only one function—albeit a considerable one. Crafted from sandalwood carved with cloud patterns spiraling up its shaft, the *doppler staff* requires that the user hold it above her head using both hands. The staff enables its user to cast a *control weather* incantation without secondary casters. The staff also grants a +4 equipment bonus on all Knowledge (arcane lore) checks to successfully complete the incantation. Each attempted use costs one charge, even if the incantation fails.

Type: Staff (magic); *Caster Level:* 11th (arcane); *Purchase DC:* 41; *Weight:* 5 lb.

* *See the Incantation-Based FX Items sidebar.*

Staff of Swarms

This polished black staff often doubles as a walking cane, one end of which is capped with a ornate silver insect or arachnid.

The staff has a number of uses, some identical to the corresponding divine spell. Each time the staff is used, it depletes a certain number of charges. A fully-charged staff holds 50 charges.

- *Shadowmoth plague* (lasts 9 minutes); uses 1 charge.
- *Crawling carpet* (lasts 9 minutes); uses 1 charge.
- *Rage of bees* (lasts 9 minutes); uses 2 charges.

Type: Staff (magic); *Caster Level:* 9th (divine); *Purchase DC:* 45; *Weight:* 5 lb.

Incantation-Based FX Items

Making most magic items is a solitary endeavor, one in which the spellcaster spends days (perhaps weeks) preparing an item to receive and permanently hold a spell. It is possible to do the same thing with an incantation, but this requires the help of secondary casters. This has a greater chance of failure than infusing an item with a spell as the process requires both a Craft check and the appropriate skill check for casting the incantation.

The person creating the item must have the appropriate item creation feat or ability (such as the Mage's Scribe Scroll ability), spend the appropriate amount of time fashioning the item, succeed at the required Wealth check (purchase DC = one-fifth of the item's listed purchase DC), and spend the appropriate amount of XP. Then the creator must succeed at the required Craft check. If this check fails, the materials are used up but the XP are not spent. If it succeeds, then the item has been successfully prepared to receive the incantation.

The person who created the item must then serve as the primary caster in performing the desired incantation. This occurs as written in the incantation's description (see Chapter Three: Spells). Failed incantations have all the usual repercussions, plus the item has been tarnished and must be prepared before another attempt can be made to infuse it with the incantation.

Determining the Purchase DC

Calculating the purchase DCs for items created to hold incantations is technically impossible, as incantations have neither caster levels nor spell levels. For the purpose of calculating and item's purchase DC, use the following conversions.

Caster Level = 5 + total number of successful skill checks required to complete the incantation (minimum 11).

Spell Level = total number of successful skill checks required to complete the incantation.

Staff of the Urban Jungle

This staff is crafted from a long piece of rebar and topped with a variety of bangles, including doll heads, wires, and bolts. It requires that the user hold it forth in at least one hand.

The staff has a number of uses, some identical to the corresponding arcane spell. Each time the staff is used, it depletes a certain number of charges. A fully-charged staff holds 50 charges.

- *Arcane graffiti;* use no charges.
- *Change self;* uses 1 charge.
- *Power device* (lasts 90 minutes); uses 1 charge.
- *Burglar's buddy* (lasts 9 minutes; Will save DC 14); uses 1 charge.
- *Nondetection* (lasts 9 hours; Will save DC 15); uses 1 charge.
- *Synchronicity* (lasts 90 minutes; Will save DC 17); uses 2 charges.

Type: Staff (magic); *Caster Level:* 9th (arcane); *Purchase DC:* 45; *Weight:* 5 lb.

Staff of Voltage

This staff is made from a solid piece of copper and etched with lightning bolts or electrical symbols resembling circuitry. It requires that the user hold it forth in at least one hand. A fully-charged staff holds 50 charges.

The staff has a number of uses, some identical to the corresponding arcane spell. Each time the staff is used, it depletes a certain number of charges.

- *Degauss* (by touch); uses 1 charge.
- *Electromagnetic pulse* (DC 15); uses 1 charge.
- *Lightning bolt* (9d6 points of electricity damage; Reflex save DC 15); uses 1 charge.

Type: Staff (magic); *Caster Level:* 9th (arcane); *Purchase DC:* 40; *Weight:* 5 lb.

POTIONS

A potion is a single-use elixir that either duplicates a spell of 3rd level or lower or bestows some other temporary, spell-like effect upon the imbiber. Despite the name, potions can take many forms—oils, pills, perfumes, and colognes represent a few variations. All of the potions listed below follow the rules for potions presented in Chapter Ten: FX Abilities in the *d20 Modern Roleplaying Game*.

L'eau de Tigre

This perfume or cologne grants a +5 circumstance bonus on Bluff and Sense Motive checks for 1 hour.

Type: Potion (magic); *Caster Level:* 2nd; *Purchase DC:* 20; *Weight:* —.

Potion of Mechanical Aptitude

This potion makes the imbiber more proficient in understanding how technological devices work. He gains a +5 circumstance bonus on Computer Use and Repair checks for 1 hour.

Type: Potion (magic); *Caster Level:* 6th; *Purchase DC:* 16; *Weight:* —.

Potion of Vehicle Handling

This bubbly potion temporarily sharpens the drinker's driving and piloting skills, granting a +5 circumstance bonus on Drive and Pilot checks for 1 hour.

Type: Potion (magic); *Caster Level:* 6th; *Purchase DC:* 16; *Weight:* —.

Potion of Wall Walk

This viscid potion allows its imbiber to move across vertical surfaces or ceilings as easily as he can walk on the ground, and hold items and wield weapons normally while doing so.

Type: Potion (magic); *Caster Level:* 6th; *Purchase DC:* 16; *Weight:* —.

Vaporex (Potion of *Gaseous Form*)

This potent elixir or capsule renders the imbiber gaseous, as per the *gaseous form* spell. The effect lasts 5 minutes.

Type: Potion (magic); *Caster Level:* 5th; *Purchase DC:* 25; *Weight:* —.





RINGS

A ring is a circular metal band worn on the finger that contains a spell-like effect (often an effect that persists as long as the ring is worn). More information on rings can be found in Chapter Ten: FX Abilities of the *d20 Modern Roleplaying Game*.

Sample rings include the following:

Cat's Eye Ring

This ring grants the wearer continuous low-light vision. In addition, once per day, the wearer may transform into a cat (as the *baleful polymorph* incantation, but with no skill checks or additional components required). The wearer can turn back into her own form at any time. Either way, the transformation takes a move action to complete.

The wearer retains her Intelligence, Wisdom, and Charisma scores in cat form, during which the ring takes the form of a handsome collar.

Type: Ring (magic); *Caster Level:* 12th*; *Purchase DC:* 37; *Weight:* —.

**See the Incantation-Based FX Items sidebar.*

Decoder Ring

This cheap-looking tin ring has a small dial adorned with letters of the alphabet. It grants its wearer a +10 equipment bonus on Decipher Script checks. Note that understanding does not necessarily imply spell use.

Type: Ring (magic); *Caster Level:* 5th; *Purchase DC:* 30; *Weight:* —.

Ring of Algos

This iron signet ring has a *sigil of Algos* (see Incantations in Chapter Three: Spells) carved into its setting. Any time the wearer shakes hands with another living creature, he may activate the ring's power (as an attack action). The two parties shaking hands make opposed Will saves, although the ring's wearer gets to add his Charisma bonus to his save. Whoever has the lower result receives a –4 penalty to all attack rolls, skill checks, and saving throws for the next 12 hours.

Type: Ring (magic); *Caster Level:* 11th*; *Purchase DC:* 36; *Weight:* —.

**See the Incantation-Based FX Items sidebar.*

Ring of Cold Cocking

This brass ring is shaped like a fist. The wearer can make an unarmed attack against a flat-footed opponent as if he had the Knockout Punch feat (see Chapter Three: Feats in the *d20 Modern Roleplaying Game*), even if he doesn't have the prerequisites.

Type: Ring (magic); *Caster Level:* 5th; *Purchase DC:* 30; *Weight:* —.

Ring of Lockpicking

On command, this ring releases several lockpicks, tongs, and tiny mechanical arms designed to fit into any Fine or Diminutive lock. The ring grants a +5 equipment bonus on Disable Device checks when picking or disabling mechanical or electronic locks.

Type: Ring (magic); *Caster Level:* 3rd; *Purchase DC:* 28; *Weight:* —.

Ring of Lyssa

A ring is made of delicate silver threads forged in a pattern of thorny brambles with a single blood-red ruby set in the center. Anyone who puts on this cursed ring is suffers the effects of a *sigil of Lyssa* incantation for as long as the ring is worn (Will save, DC 28, negates). When the ring is removed, the victim must make a second Will save (DC 28) or suffer the effects for an additional 16 minutes.

Type: Ring (magic); *Caster Level:* 12th*; *Purchase DC:* 37; *Weight:* —.

**See the Incantation-Based FX Items sidebar.*

Ring of Surveillance Detection

This ring pulses dimly when electronic devices are monitoring the wearer. The ring can detect a working video camera, microphone, motion detector, or other sensor within 50 feet. By taking a full-round action, the wearer can locate the direction and distance to the device. It grants a +5 circumstance bonus on Search checks when trying to find concealed monitoring devices.

Type: Ring (magic); *Caster Level:* 5th; *Purchase DC:* 30; *Weight:* —.

Ring of Via Negativa

This ring is set with a black pearl and allows its wearer to cast *via negativa* three times per day (see Chapter Three: Spells). Activating the ring is an attack action.

Type: Ring (magic); *Caster Level:* 7th; *Purchase DC:* 32; *Weight:* —.

TATTOOS

Tattoos are single-use "items" containing a spell-like effect that effects only the bearer. For more information on tattoos, see Chapter Ten: FX Abilities of the *d20 Modern Roleplaying Game*.

Sample tattoos include the following:

Broken Arrow Tattoo

The bearer of the tattoo, which usually looks like a broken arrow, gains damage reduction 10/+2 against ranged weapons that fire arrows, bolts, or bullets (as per the *protection from arrows/bullets spell*). The effect lasts for 50 minutes.

Type: Tattoo (magic); *Caster Level:* 5th (arcane); *Purchase DC:* 20; *Weight:* —.

Bullseye Tattoo

The bearer of this bullseye tattoo gains a +20 insight bonus on her next single attack, as per the *true strike* spell. The attack ignores any miss chance that applies to attacks against a concealed target.

Type: Tattoo (magic); *Caster Level:* 1st (arcane); *Purchase DC:* 17; *Weight:* —.

Caduceus Tattoo

This tattoo is usually shaped like a medical caduceus (a pair of serpents entwined around a staff). Activating the tattoo triggers a *caduceus* incantation that affects a single target: the bearer or another creature touched by the bearer. The effects are instantaneous, and once the tattoo is successfully created, no skill checks are required to activate the spell and there is no chance of the incantation failing.

The magic of the *caduceus tattoo* immediately ends any and all of the following adverse conditions affecting the target: temporary ability damage (but not permanent ability drain), blindness (including dazzled effects), confusion or insanity, daze, deafness, fatigue, exhaustion, feeblemindedness, nausea, and poison. It also cures up to 150 points of damage. A single tattoo is enough to simultaneously achieve all these effects. The tattoo's magic also removes negative levels, but it does not restore permanently drained levels.

Type: Tattoo (magic); *Caster Level:* 11th*; *Purchase DC:* 26; *Weight:* —.

** See the Incantation-Based FX Items sidebar.*

Tattoo of Spell Resistance

This tattoo comes in various patterns, although tribal bands around the forearm or bicep are the most common. The bearer of this tattoo gains SR 21 for 9 minutes once the tattoo is activated.

Type: Tattoo (magic); *Caster Level:* 9th (divine); *Purchase DC:* 24; *Weight:* —.

WONDROUS ITEMS

Wondrous items include anything that doesn't fall into the other groups, including jewelry, tools, books, apparel, and gadgets. For more information on wondrous items, see Chapter Ten: FX Abilities of the *d20 Modern Roleplaying Game*.

Sample wondrous items include the following:

Air Duct Infiltration Suit

This is a pale blue pair of coveralls, like the kind worn by many janitors, that are favored by corporate spies. Four times per day, the wearer can use the suit to trigger a *gaseous form* spell, allowing him to travel through a building's air ducts.

Type: Wondrous Item (magic); *Caster Level:* 5th; *Purchase DC:* 32; *Weight:* 2 lb.

Animated Tools

Two different sets of animated tools exist: the "mechanoset" is designed for mechanical devices, while the "electroset" is intended for electrical devices. When used like ordinary tools, *animated tools* operate as a deluxe tool kit of the appropriate type (+2 equipment bonus on Repair checks), although they have the same size and weight as a basic kit.

On command, the tool animate and begin repairing a single damaged item of the appropriate type. The *animated tools* must be placed within 5 feet of the item to be repaired, and the user must remain within 30 feet for the duration of the repairs. When used in this manner, the *animated tools* act as though they have 10 ranks in the Repair skill (Repair +10). The *animated tools* have a hardness of 10 and 10 hit points (total). They cannot be commanded to attack.

Type: Wondrous Item (magic); *Caster Level:* 9th; *Purchase DC:* 34; *Weight:* 12 lb. (electronic) or 22 lb.(mechanical).

Arcanobots Action Figure

Arcanobots action figures are durable, articulated, collectible robots powered by magic (though to most of the world, this is just marketing hyperbole). When powered by magic batteries (as opposed to normal batteries), they respond to the verbal commands of their owners. They come equipped with pop-out jet wings and miniature "death ray" guns that deal light sonic/concussion damage (unless powered by normal batteries, in which case they fire harmless beams of light).

An Arcanobot filled with magic batteries operates for 24 hours, at which point it becomes an inanimate, normal toy. Replacement batteries can be obtained from the manufacturer's website (purchase DC 12), but real magic batteries are only sold to those with a connection to or true understanding of Shadow.

An Arcanobot action figure has the following statistics:

Arcanobot: CR 1/4; Diminutive construct; HD 1/8d10; hp 1; Mas —; Init +3; Spd 10 ft., fly 30 ft. (good); Defense 17, touch 17, flat-footed 14 (+3 Dex, +4 size); BAB +0; Grap –16; Atk +0 melee (1d2–4 nonlethal, unarmed strike) or +3 ranged touch (1d3 sonic/concussion, "death ray"); Full Atk +0 melee (1d2–4 nonlethal, unarmed strike) or +3 ranged touch (1d3 sonic/concussion, "death ray"); FS 1 ft. by 1 ft.; Reach 0 ft.; SQ darkvision 60 ft., construct immunities; AL creator or owner; SV Fort +0, Ref +3, Will –5; AP 0; Rep +0; Str 3, Dex 16, Con —, Int —, Wis 1, Cha 1.

Type: Wondrous Item (magic); *Caster Level:* 10th; *Purchase DC:* 36; *Weight:* 1 lb.

Backpack of Holding

This appears to be a common daypack, typically used by students and hikers. The *backpack of holding* opens into a nondimensional space: Its inside is larger than its outside dimensions. Regardless of what is put into the backpack, it weighs a fixed amount. This weight, and the limits in weight and volume of the backpack's contents, depend on the backpack's type, as shown below.

Pack Type	Weight	Weight Limit of Contents	Volume Limit of Contents	Purchase DC
Light backpack	2 lb.	250 lb.	30 cu. ft.	34
Medium backpack	5 lb.	500 lb.	70 cu. ft.	36
Heavy backpack	8 lb.	1,000 lb.	150 cu. ft.	38
Jumbo backpack	20 lb.	1,500 lb.	250 cu. ft.	41

If the backpack is overloaded, or if sharp objects pierce it (from inside or outside), the bag ruptures and is ruined. All contents are lost forever. If a *backpack of holding* is turned inside out, its contents spill out, unharmed, but the backpack must be put right before it can be used again. If living creatures are placed within the backpack, they can survive for up to 10 minutes, after which time they suffocate. Retrieving a specific item from a *backpack of holding* is a move action unless the bag contains more than an ordinary backpack would hold, in which case retrieving a specific item is a full-round action.

Type: Wondrous Item (magic); *Caster Level:* 9th; *Purchase DC:* Varies; *Weight:* Varies.

Bad Hair Day Clip

At first this seems like a cheap, plastic hair clip of the kind found in most convenience stores, but closer inspection reveals a tiny rune carved into the grip. This cursed item contains a version of the *afflict* incantation seed (see Chapter Three: Spells) that causes the person wearing it to suffer a –4 morale penalty on all saving throws, Charisma checks, and Charisma-based skill checks. Removing the hair clip requires a *remove curse* or *break enchantment* spell.



Type: Wondrous Item (magic); *Caster Level:* 11th*; *Purchase DC:* 39 (often sold as a mundane hair clip, purchase DC 1); *Weight:* —.

Camera of Soul Stealing

This bulky, old-fashioned instant camera steals the life force of anyone caught in its field of view. Once per day, the user of the *camera of soul stealing* can take a picture (the camera does not need to be loaded with film). Anyone within a 30-foot cone must succeed at a Will save (DC 20) or gain 1d4 negative levels. If a creature successfully makes the Will save, it is permanently immune to the effects of that *camera of soul stealing*.

The pictures taken by the *camera of soul stealing* are black and white, and they possess a horrific, mind-bending quality such that people look gaunt and haunted, objects are twisted in a sinister way, and shadows seem darker and menacing.

Type: Wondrous Item (magic); *Caster Level:* 10th; *Purchase DC:* 37; *Weight:* 5 lb.

Demonic Biker's Jacket

This worn and faded leather jacket is covered with spikes, rivets, and metal chains. A large skull shrouded in flame adorns the back. The jacket makes the wearer look dangerous and menacing, granting a +4 equipment bonus on Intimidate checks. Once per day, the wearer's hands can transform into gnarled talons for up to 10 rounds. The transformation allows the jacket's wearer to make unarmed strikes without provoking attacks of opportunity. The wearer deals 1d6 points of lethal damage (plus Strength modifier, if any) with each successful unarmed strike.

Type: Wondrous Item (magic); *Caster Level:* 5th; *Purchase DC:* 35; *Weight:* 4 lb.

Driving Ace Gloves

These snug, leather racing gloves provide a +5 equipment bonus on all Drive checks while operating a land vehicle (no benefit for boats, planes, or helicopters). Both gloves must be worn for the magic to be effective.

Type: Wondrous Item (magic); *Caster Level:* 5th; *Purchase DC:* 33; *Weight:* —.

Eagle Eye Sunglasses

These stylish sunglasses grant superior vision as well as protecting the wearer's eyes from bright lights and UV rays. The sunglasses grant a +5 equipment bonus on Spot checks made in brightly lit locations.

Type: Wondrous Item (magic); *Caster Level:* 3rd; *Purchase DC:* 31; *Weight:* —.

Eldritch Cell Phone

This cell phone has an unusually long and odd-shaped antenna but is otherwise nondescript. It has the ability to connect to any other phone regardless of weather conditions or distance. The connection has a slight warble to it, but is otherwise free of static and other interference. If the person being contacted doesn't have a phone, the *eldritch cell phone* automatically dials the phone nearest to the individual (even though the contact might be unable to reach it). Furthermore, the *eldritch cell phone* magically encrypts the conversation so that anyone who taps into the conversation (using a cellular interceptor or other hardware) hears only gibberish.

The *eldritch cell phone* has a built-in caller ID defeater and cannot be traced by mundane technology.

Type: Wondrous Item (magic); *Caster Level:* 3rd; *Purchase DC:* 32; *Weight:* —.

Fabric of Style

This bolt of fine, silky fabric is wrapped around a person's body. On command, *fabric of style* turns into a any sort of outfit of excellent quality, but does not include accessories like jewelry, watches, and so forth. *Fabric of style* also grants a +2 equipment bonus on Charisma checks and Charisma-based skill checks while worn. The style of outfit can be changed, but the *fabric of style* must be removed and donned again, requiring a full-round action. If any part of the outfit is removed, the *fabric of style* turns back into the bolt of cloth.

Type: Wondrous Item (magic); *Caster Level:* 7th; *Purchase DC:* 36; *Weight:* 3 lb.



Fuel Tablets

These amber-colored tablets come in bottles of ten. Each *fuel tablet* transforms into liquid or gaseous fuel (gasoline, diesel, kerosine, jet fuel, or propane) when dropped into the fuel tank of a vehicle or other machine. The fuel completely fills the tank, but is otherwise like regular fuel and is destroyed once used.

Type: Wondrous Item (magic); *Caster Level:* 3rd; *Purchase DC:* 29 (per bottle); *Weight:* —.

Glasses of Minute Seeing

These normal looking glasses have specially crafted lenses. When worn, they grant the wearer a +5 equipment bonus on Search checks to locate or identify features such as tiny seams, marks, cracks, or imperfections.

Type: Wondrous Item (magic); *Caster Level:* 3rd; *Purchase DC:* 31; *Weight:* —.

Haz-Mat Gloves

These elbow-length, optic yellow gloves are made of coarse, stiff material. The wearer gains acid, cold, and fire resistance 10 so long as both gloves are worn.

Type: Wondrous Item (magic); *Caster Level:* 7th; *Purchase DC:* 35; *Weight:* 5 lb.

Hidden Holster

This concealed carry holster can hold any handgun and grants a +5 circumstance bonus on Sleight of Hand checks to conceal the weapon. The bonus applies to physical searches as well as casual inspection.

Type: Wondrous Item (magic); *Caster Level:* 5th; *Purchase DC:* 33; *Weight:* 0.5 lb.

Instant Ice Box

This item looks like an ordinary 1-foot-wide, 3-foot-long, and 1.5-foot-deep picnic cooler with a 2-inch-thick plastic cover. The only apparent difference are the three buttons on the hasp. When the lid is closed and one or more of the buttons are pressed, the *instant ice box* will magically cool any materials placed inside for as long as the lid remains closed. If the lid is opened, the effect ends. The cooler has a total of 50 charges that can be spent in three different ways.

Chill (uses 1 charge): If any one of the buttons is pressed, the box chills all the contents to a temperature of 40°F (4.5°C), as though placed in a domestic refrigerator.

Preserve (uses 2 charges): If any two of the buttons are pressed, the box chills all the contents to a temperature of 0°F (–18°C), as though placed in a domestic freezer.

Freeze (uses 3 charges): If all three buttons are pressed, the box chills all the contents to a temperature of –27°F (–32.75°C), about the temperature used for storing freeze-dried medical supplies.

An *instant ice box* drained of all charges functions as an ordinary cooler.

Type: Wondrous Item (magic); *Caster Level:* 7th; *Purchase DC:* 33; *Weight:* 5 lb.

Invisifinder Goggles

These military-grade night vision goggles are carved with runes and other occult symbols. In addition to the benefits of regular night-vision goggles (see Chapter Four: Equipment in the *d20 Modern Roleplaying Game*), they also allow the wearer to *see invisibility* as the spell.

Type: Wondrous Item (magic); *Caster Level:* 3rd; *Purchase DC:* 31; *Weight:* 3 lb.

Lucky Deck

This ordinary looking deck of playing cards usually features a stylized genie or similar image on the backs of its cards, The *lucky deck* grants its owner a +5 luck bonus on Gamble checks involving card games (such as poker or single-deck blackjack). To become the owner, a person must keep the deck on his or her person for 24 continuous hours.

Type: Wondrous Item (magic); *Caster Level:* 3rd; *Purchase DC:* 31; *Weight:* —.

Lucky Dice

These ordinary looking, casino-grade dice grant a +5 luck bonus on Gamble checks when used for any dice games (such as craps). Because they work for anyone who uses them, the user typically palms them between throws to avoid suspicion (requiring a separate Sleight of Hand check).

Type: Wondrous Item (magic); *Caster Level:* 3rd; *Purchase DC:* 31; *Weight:* —.

Lucky Suit

A polyester suit consisting of a garish plaid jacket and lime green pants, the *lucky suit* protects the wearer from ranged attacks as though he had total concealment (50% miss chance). The suit doesn't actually conceal or displace the wearer, but helps the wearer avoid range attacks that might normally hit. The concealment doesn't apply to melee attacks. The wearer also gains a +2 luck bonus on Reflex saves.

Type: Wondrous Item (magic); *Caster Level:* 7th; *Purchase DC:* 38; *Weight:* 3 lb.

Magic Billiard-Ball

Once per day, this otherwise normal looking toy *Magic Billiard-ball* can be used to cast *augury* (as by a 5th-level Acolyte). To activate this ability, the user must state the question out loud and shake the *Magic Billiard-ball*. It provides no answers whatsoever if used more than once in a 24-hour period.

Type: Wondrous Item (magic); *Caster Level:* 3rd; *Purchase DC:* 30; *Weight:* —.

Medicine Bundle

This small leather pouch, filled with herbs and crystals, is adorned with small beads and feathers. While worn, it provides a +4 resistance bonus on Fortitude saves. The *medicine bundle* becomes useless once the wearer fails to make a save. Only one *medicine bundle* can be worn at a time for any benefit—wearing multiple *medicine bundles* negates the bonus.

Type: Wondrous Item (magic); *Caster Level:* 1st; *Purchase DC:* 26; *Weight:* —.

Muse Statuette

This six-inch-tall statuette of a beautiful woman animates and provides suggestions to the controller on ways to improve whatever art form they are working on (provided the user knows the appropriate verbal command). The statue grants a



+5 circumstance bonus on any Craft (visual art or writing) skill check. The statue has a hardness of 5 and 5 hit points. If the *muse statuette* is destroyed, its owner takes a –10 penalty on Craft (visual art) and Craft (writing) checks for the next year. A *remove curse* spell negates this penalty.

Type: Wondrous Item (magic); *Caster Level:* 3rd; *Purchase DC:* 31; *Weight:* 2 lb.

Parka of Warmth

This winter parka grants cold resistance 10 to the wearer. Unless the wearer takes actual damage, the *parka of warmth* keeps him at a constant comfortable temperature. This ability overlaps (does not stack) with any other cold resistance the wearer might have.

Type: Wondrous Item (magic); *Caster Level:* 5th; *Purchase DC:* 33; *Weight:* 3 lb.

Pen of Invisible Ink

This pen looks like an old-fashioned calligraphy stylus, but contains its own magical supply of black ink. Any letter printed with this pen appears normal until the user speaks a name and blows upon the paper. Once spoken, the ink fades and can only be viewed by the person who was stated at the time of writing. If the name is not specific, then anyone with the same name will be able to read the message as normal. For example, if the writer of the invisible message stated "John" at the time of writing, then anyone with that name would be able to read the message.

A *read magic* spell will indicate that invisible ink has been used, but will not reveal the message. It is possible to create a nonmagical chemical compound (Craft [chemical] check, DC 25) that, when spread over the surface of the paper, reveals the message written in *invisible ink*.

A *pen of invisible ink* holds enough ink for 50 messages.

Type: Wondrous Item (magic); *Caster Level:* 3rd; *Purchase DC:* 29; *Weight:* —.

Quick-Draw Holster

Any handgun placed in this hip holster fits perfectly. The *quick-draw holster* allows its wearer to draw or holster the weapon as a free action (as though the wearer had the Quick Draw feat).

Type: Wondrous Item (magic); *Caster Level:* 3rd; *Purchase DC:* 31; *Weight:* 1 lb.

Replay Mirror

This 3-foot-by-3-foot mirror has an attractive, modern frame. Uttering a command word causes the mirror to "record" anything within its field of view, exactly like a video recorder, for 1 hour. One can also speak a command word instructing the mirror to begin recording anywhere up to 1 hour in the future. On command, the mirror can "replay" the images that it has captured (visual only, no audio).

The viewer can move back and forth to change viewing angles, just like looking in a regular mirror. The mirror recording can move in reverse, pause, and fast forward, just like a normal, high-quality VCR. The mirror can remember up to 3 hours of recordings, "erasing" the oldest images first.

Type: Wondrous Item (magic); *Caster Level:* 7th; *Purchase DC:* 35; *Weight:* 20 lb.

Rod of Technology

This 18-inch-long metal rod is covered in wires and diodes, and topped with a large crystal. Six switches are built into its length. Each switch activates a special power of the rod.

The first button turns the rod into a portable satellite telephone (see page 115 of the *d20 Modern Roleplaying Game*).

The second button transforms the rod into a metal detector (see page 116 of the *d20 Modern Roleplaying Game*).

The third switch turns the rod into a lock release gun (see page 118 of the *d20 Modern Roleplaying Game*).

The fourth button transforms the rod into a GPS receiver (see page 119 of the *d20 Modern Roleplaying Game*).

The fifth switch causes the rod's crystal tip to shed bright light equivalent to a *light* spell.

The sixth button delivers an electrical pulse to any device touched by the rod's crystal tip, duplicating the effects of a *power device* or *degauss* spell (at the wielder's discretion).

Type: Wondrous Item (magic); *Caster Level:* 1st; *Purchase DC:* 29; *Weight:* 6 lb.

Shadow Detector

The *Shadow detector* looks like a normal hand-held metal detector, but is inscribed with a variety of occult runes. When waved over a living creature within 5 feet, it can determine whether it is a creature of Shadow (which includes Shadowkind characters). The *Shadow detector* works in the same way as a *detect magggical aura,* but only detects creatures of Shadow.

Type: Wondrous Item (magic); *Caster Level:* 3rd; *Purchase DC:* 31; *Weight:* 2 lb.

Spectacles of Speed Reading

These octagonal-framed spectacles resemble ordinary reading glasses, but they have been enchanted with a version of the *bibliolalia* incantation. While wearing these glasses, a character increases her reading speed to 10 pages per minute (or reduces required reading time to 20% of the listed time) and, for the 30 minutes following the completion of a book, has perfect recall of everything she read. After that, she must make a Research check (DC = one-fifth of the book's page count) to remember more than general information.

Type: Wondrous Item (magic); *Caster Level:* 11th*; *Purchase DC:* 39; *Weight:* —.

** See the Incantation-Based FX Items sidebar.*

Stamps of Delivery

Normally found in books of six, *stamps of delivery* are large, ornate postage stamps bearing the image of the Greek god Hermes. A letter or package weighing no more than 5 pounds that bears a *stamp of delivery* will instantly transport to the address listed on the label (arriving at the appropriate mail slot, box, or in front of the main door if there isn't one). The *stamp of delivery* can be placed on any object (within the target weight), as long as it has the target address is labeled somewhere on its surface.

If successfully delivered, the *stamp of delivery* bears an illegible but visible postmark and cannot be used again. If the address is incorrect but actually exists, the package will deliver itself to that location. If the address labeled on the package does not exist, the package will not transport and the *stamp of delivery* will be rendered useless.

Type: Wondrous Item (magic); *Caster Level:* 7th; *Purchase DC:* 32 (per book); *Weight:* —.

Tempus Fugit Watch

The *tempus fugit watch* is an antique gold pocket watch with numerous hands that do not seem to conform to the standard array of hours, minutes, and seconds. It uses long-forgotten and extremely powerful magic to stop time for a short while while enabling its wearer to move about freely. These watches are only found, as the secret of their manufacture has been lost.

Once per day, the *tempus fugit watch* can make time cease to flow for everyone but the wearer. In reality, the wearer speeds up so greatly that all other creatures seem frozen, though they are moving at their regular speed. The wearer is free to act for 1d4+1 rounds of apparent time. While the time stop is in effect, other creatures are invulnerable to the wearer's attacks and spells. A spell that affects an area and has a duration longer than the remaining duration of the time stop (such as cloudkill) have their normal effects on other creatures once the time-stopping effect ends.

Normal and magical fire, cold, gas, and the like can still harm the wearer during the time stop. The wearer cannot move or harm items held, carried, or worn by a creature stuck in normal time, but the wearer can affect any item that is not in another creature's possession. The wearer is not detectable while the effect lasts.

There is a 1% chance per use that the watch ceases to function after its last use. Once it ceases to function, the watch cannot be repaired.

Type: Wondrous Item (magic); *Caster Level:* 10th; *Purchase DC:* 37; *Weight:* —.

Token of Friendship

Tokens of friendship are tiny silver charms in various shapes strung on silver necklaces or bracelets. Groups of up to 10 charms (all of the same design) are enchanted at the same time with a version of the *satellite tracking* incantation. Anyone wearing one of these charms can, as a move equivalent action, determine the exact location of any other single person wearing another of the matched charms. As per the incantation, the charms provide only GPS coordinates.

Type: Wondrous Item (magic); *Caster Level:* 13th; *Purchase DC:* 41; *Weight:* —.

** See the Incantation-Based FX Items sidebar.*

Translator's Earpiece

This tiny molded earpiece (which requires a succcessful Spot check, DC 20, to notice) lets the wearer speak and understand the language of any intelligent creature, whether it is a racial tongue or regional dialect (as per the *tongues* spell, albeit continuously). It does not allow the wearer to understand or transcribe written foreign languages.

Type: Wondrous Item (magic); *Caster Level:* 5th; *Purchase DC:* 33; *Weight:* —.

Trench Coat of Useful Items

This appears to be an unremarkable black trench coat, but a character who dons it notes that it is adorned with small cloth patches in various shapes. Only the wearer of trench coat can see these patches, recognize them for what items they become, and detach them. One patch can be detached each round. Detaching a patch causes it to become an actual item, as indicated below. A newly created *trench coat of useful items* always has two each of the following patches:

- Flashlight, standard
- Knife
- Multipurpose tool
- Duct tape
- 150-foot-long rope
- Boltcutter

In addition, the trench coat has 2d6+4 other items, determined by rolling on the table below.

D%	Result
01–08	Bundle of cash (increase Wealth bonus by +2)
09–15	Loaded flare gun (with 3 extra rounds)
16–22	Gas mask (with an extra filter canister)
23–30	Night vision goggles
31–44	24-foot-long metal ladder
45–51	Diamondback X-20 mountain bike
52–59	Steel handcuffs
60–68	Portable generator (with full tank of gas)
69–75	Fire exitinguisher
76–83	Small bag of jewels (increase Wealth bonus by +4)
84–90	Cell phone (connects to any cellular network and works for 8 hours before becoming useless)
91–96	First aid kit
97–00	Roll twice more, ignoring results of 97–00

Type: Wondrous Item (magic); *Caster Level:* 9th; *Purchase DC:* 35; *Weight:* 1 lb.

Umbrella of Feather Falling

If this umbrella is open, the user can jump from any height and drift to the ground as though affected by a *feather fall* spell. The umbrella does not function if it is not open, although the user can attempt to do so while falling by succeeding at a Dexterity check (DC 10), taking no damage if successful. Failure indicates that the umbrella does not open in time, and the user takes the full damage from the fall.

Type: Wondrous Item (magic); *Caster Level:* 1st; *Purchase DC:* 30; *Weight:* 2 lb.

Universal ID

This blank piece of plastic is the size of a credit card and can transform into any form of ID on command, including photo, holographic imprints, and watermarks (as per the *magic ID* spell). It does not create a magnetic strip or other form of non-visual information. The card must be held by the user for the image to be changed.

Type: Wondrous Item (magic); *Caster Level:* 1st; *Purchase DC:* 29; *Weight:* —.

Video Camera of True Seeing

This video camera is covered in runes and sigils. In addition to operating like a normal video camera, it is also capable of videotaping things unseen by normal eyes, as if through the

true seeing spell. The camera records invisible beings as well as the actual form of Shadow creatures with perfect clarity.

Type: Wondrous Item (magic); *Caster Level:* 9th; *Purchase DC:* 37; *Weight:* 2 lb.

Watch of Speed

This modern looking wristwatch improves the wearer's concept of time, granting a +2 equipment bonus on initiative checks. This bonus stacks with other abilities that improve initiative, such as the Improved Initiative feat.

Type: Wondrous Item (magic); *Caster Level:* 5th; *Purchase DC:* 33; *Weight:* —.

ARTIFACTS

Artifacts are wondrous items that are especially powerful, particularly difficult to craft, or unique. They are ancient relics whose origins are shrouded in mystery. Even the most powerful artificers cannot create artifacts, for they are items whose power has grown through time. They are true objects of legend and, in many cases, instigators or catalysts of world change.

Activating an Artifact

Unless otherwise noted, activating an artifact takes an attack action and does not provoke attacks of opportunity. Artifacts are activated by command word or use-activated.

Destroying an Artifact

Artifacts are unnaturally resilient and can only be destroyed by extraordinary means. The secret to destroying an artifact is often as well-guarded and mysterious as the artifact itself, requiring a successful Research check (DC 25) to uncover. Destroying the artifact is even more arduous—and frequently the basis for an entire adventure.

To illustrate the difficulty of destroying an artifact, several means of destruction are presented below (and the GM is encouraged to devise other means).

- Locate and retrieve an ancient Babylonian scroll with a *transform* seed incantation, which will turn the artifact into something that can be destroyed by conventional means.
- Use a *subjugate outsider* incantation to summon a powerful demon, then command it to take the artifact and plunge it into the Pit of Dispater (in Hell).
- Find the living descendant of an ancient Mongol dynasty whose blood, when spilled on the artifact, will cause it to dissolve.
- Place the artifact on an altar in a Paris cathedral, then splash it with holy water from the Aspergillum of Saint Javier, which was stolen from the cathedral in the 15th century and was last seen in a private art collection in Singapore.
- Persuade or trick a red dragon emperor or empress into devouring the artifact, which will be consumed in the fires of its stomach.
- Locate an Egyptian brazier with the power to summon an efreeti noble, then use a wish to command the efreeti to smash the artifact with its great iron falchion.

Artifact Purchase DCs

Artifacts cannot generally be purchased on the open market, although a careless vendors might sell one inadvertantly (by failing to realize its true nature or power). Since artifacts are often unique items, one must strike a deal with the current owner (who usually demands an exorbitant price). Players may not equip their characters with artifacts without their GM's permission.

For the purposes of XP and reward values, an artifact's purchase DC is 30 + its FX modifier. The FX modifier depends on the item's nature, as shown below:

Artifact Effects	FX Modifier
Each single-use effect	—
Each continuous effect, permanent effect, or +3 enhancement bonus	+10
Each effect with a limited number of uses per day, or each +2 enhancement bonus	+7
Each effect with a limited number of charges, or each +1 enhancement bonus	+5



Sample Artifacts

Examples of artifacts include the following.

Caesar's Shield

This is the shield that Julius Caesar carried with him from Britain to Egypt and back to Rome. The shield is said to have disappeared at roughly the same time Caesar was slain by ambitious senators. It has reportedly surfaced from time to time, appearing on auction blocks and being alternately decried as a forgery and contested in bidding wars more savage than any of Caesar's campaigns.

This *+3 large shield*, emblazoned with the image of a roaring lion's head, allows the bearer to wield any weapon as though he was proficient in its use. It also grants whatever weapon its bearer uses a +3 enhancement bonus. The bearer has damage reduction 10/+1 while grasping *Caesar's shield* as well.

Type: Artifact (magic); *Caster Level:* —; *Purchase DC:* 70; *Weight:* 15 lb.

Crescent of the Moon

Legend says that the stone blade of this ancient scythe is carved from rock that came from the moon. Given the age of the specimen, this seems patently impossible, but its previous owners have been unwilling to submit the *crescent* to scientific examination. Experts estimate that it was made during the early iron age, though why one would make a stone blade when metal ones were widely available, no one can say. The *crescent* has a long and colorful history as an object both desired and feared by pagan sects.



Learning how to destroy an artifact demands research

This *+3 scythe*, with images of the lunar cycle and baying wolves carved into its shaft, also has the quality of lycanthrope bane (gaining an additional +2 enhancement bonus and dealing an additional +2d6 points of damage to werewolves, wererats, and other lycanthropes).

The *crescent of the moon* has other enchantments that activate only during specific phases of the lunar cycle. The following effects are active only from dusk to dawn on the days in question:

New Moon: On the three nights of the new moon, the *crescent* grants its wielder the ability to recognize lycanthropes by sight regardless of their current form—humanoid, hybrid, or animal.

Waxing: During the period of time between new and full moon, the *crescent* grants its wielder darkvision out to a range of 60 feet.

Full Moon: On the three nights of the full moon, the *crescent* grants its wielder the ability to throw himself into a violent rage once per night. This rage lasts 1d4+3 rounds, and the wielder cannot choose to end it prematurely. Beginning a rage is a free action. In the rage, the wielder temporarily gains +4 Strength, +4 Constitution, and a +2 morale bonus on Will saves, but suffers a –2 penalty to Defense. The increased Constitution increases the wielder's hit points by 2 per level, but these hit points go away at the end of the rage when the Constitution score drops back to normal. (These extra hit points are not lost first the way temporary hit points are.) While raging, the wielder can take no action other than attacking; if there are no foes to attack, he must forfeit all actions until the rage has passed—he does not have to attack his friends. At the end of the rage, the wielder is fatigued (–2 to Strength, –2 to Dexterity, can't charge or run) for 1d4+3 rounds. The wielder may only fly into a rage during his action, not in response to somebody else's action.

Waning: During the period of time between full and new moon, the *crescent* grants its wielder the scent special quality (see Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game*).

Type: Artifact (magic); *Caster Level:* —; *Purchase DC:* 68; *Weight:* 12 lb.

Cup of Curing

The origins of this gold chalice, crafted in intricate baroque patters and encrusted with dozens of jewels, are as mysterious as its powers. At various times in history, the cup has an object of worship for nearly every major religion—indeed, there is evidence that its possession has precipitated innumerable wars.

Any liquid drunk from the cup takes on amazing curative powers. One swallow cures all diseases, blindness, deafness, hit point damage, and all temporary ability damage. It also neutralizes poisons in the drinker's system (so that no additional damage or effects are suffered) and cures mental disorders caused by spells or injury to the brain.





A second swallow in the same sitting removes negative levels and restores permanently drained levels and ability scores.

A third swallow grants the drinker a +5 bonus on saving throws, attack rolls, and skill checks for one day.

A fourth swallow causes the drinker to glow with a brilliant white light. One round later, as the light grows brighter, anyone looking at the person must succeed at a Fortitude save (DC 25) or be struck blind for 2d6 minutes. On the next round, the drinker's body is completely consumed as the light flares—anyone still watching must succeed at a Fortitude save (DC 35) or be struck permanently blind. The following round the light ceases, and the *cup of curing* disappears along with any trace of the greedy drinker. No spell can divine where the cup goes or when it will surface again.

A character may drink from the cup on up to five different occasions. The sixth time, he immediately suffers consequences identical to drinking four times in a sitting.

Drinking from the cup is a move action that provokes attacks of opportunity.

Type: Artifact (magic); *Caster Level:* —; *Purchase DC:* 51; *Weight:* 3 lb.

Dagger of Eternal Unrest

The curved, black blade of this dagger leads into a hilt inlaid with human bones ending in a large black onyx gem. It is a relic formerly used by a cult that performed ritual sacrifices then brought their victims back from the grave as the walking undead. The dagger has a +3 enhancement bonus plus a secondary enchantment.

Three times per day, if the dagger is used in a successful coup de grace, the wielder may choose to have the blade cast *animate dead* on the victim. This creates a zombie (see Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game*) under the control of the dagger's wielder. If the dagger changes hands, so too does the zombie's loyalty.

Type: Artifact (magic); *Caster Level:* —; *Purchase DC:* 47; *Weight:* 1 lb.

Houdini's Watch Fob

This short length of gold chain with a belt clip on one end and a wooden fetish at the other once belonged to the famed stage magician Harry Houdini. The fetish is a crude, tiny carving of a human figure with strange glyphs gouged into its chest and back. Houdini, it is said, was never seen without this fob hooked to his belt—never, that is, except for the night that he died.

In the intervening years, the fob has passed through the hands of several collectors, all of whom swear that they will give the artifact a permanent home. Each owner, though, has fallen on hard times, passed away, or come to a particularly valid reason to sell the item less than a year after taking possession. The fob, it seems, does not want to stay in one place.

Anyone wearing the fob gains a +3 luck bonus on Reflex saves, as well as a +6 luck bonus on Balance, Bluff, Climb, Disguise, Escape Artist, Move Silently, and Tumble checks. Furthermore, the fob grants the wearer the Improved Initiative feat.

Type: Artifact (magic); *Caster Level:* —; *Purchase DC:* 50; *Weight:* —.

Index of Alexandria

There are four copies of this large, leather-bound, illuminated tome believed to exist (although rumors perpetually circulate about more). They represent the life's work of a monk identified only as Ranald de St. Augustine (exactly which site named for St. Augustine remains unclear). They are Latin translations of a series of Greek scrolls attributed to Aristarchus of Samothrace—the last known librarian of the Great Library of Alexandria—that purport to be a complete index to the 40,000 volumes housed in that legendary temple to knowledge.

Reading the *Index* takes 40 days (which do not have to occur in a row). At the end of each day, the reader must make a Decipher Script check (DC 30) or that day's effort is lost. Upon completing the book, the reader gains +4 Intelligence, +2 Wisdom, and a +3 insight bonus on all Knowledge (arcane lore, art, civics, earth and life sciences, history, physical sciences, tactics, or theology and philosophy) checks.

After completely reading the book, a person may return to the volume to try to glean specific information or insight on matters of ancient history, languages and translation, various sciences, theology, and philosophy. (It is up to the GM to decide whether or not a specific subject falls into one or more of these categories.) This requires 2d6 hours and a successful Research check (DC 25).

Type: Artifact (magic); *Caster Level:* —; *Purchase DC:* 60; *Weight:* 30 lb.

Sphere of Annihilation

A *sphere of annihilation* is a globe of absolute blackness, a ball of nothingness 2 feet in diameter. The sphere is actually a hole in the continuity of the universe. Any matter that comes in contact with a sphere is instantly sucked into the void, gone, and utterly destroyed.

There are several known *spheres of annihilation*. Most belong to government agencies, some to universities or private research groups, and a few to private collectors. It is even feared that one or two have fallen into the hands of radical terrorist groups.

The origin of the spheres is uncertain, but the most common rumor is that they are all small pieces of a single original *globe of annihilation*. It is said that the globe is over 200 feet in diameter and that the U.S. government has it secreted away in an underground bunker in the Nevada desert.

A *sphere of annihilation* is static, resting in some spot as if it were a normal hole. It can be caused to move, however, by mental effort. The brain waves of the individual concentrating on moving it bend spatial fabrics, causing the hole to slide. The range of this control is 40 feet initially, then 40 feet + 10 feet per character level once control is established. Control is based on the character's Intelligence and level. (The higher his level, the greater his mental discipline.) The character adds his Intelligence bonus and character level and then applies the total to a 1d20 roll. To control the sphere, the DC is 30. The sphere's speed is 10 feet per round + 1 foot for every point by which the control check result exceeds 30.

If two or more characters vie for control of a *sphere of annihilation*, the rolls are opposed. If none is successful, the sphere slips toward the one who rolled lowest.

Should a *teleport* incantation be cast upon a *sphere of annihilation*, there is a 50% chance (a 01–50 result on d%) that the

spell destroys it, a 34% chance (51–85) that the spell does nothing, and a 15% chance (86–100) that a gap is torn in the spatial fabric, resulting in a tremendous explosion. Everything within a 60-foot radius takes 2d6×10 points of damage. *Dispel magic* has no effect on the sphere, although a *greater dispel magic* incantation has a chance of succeeding (treat the sphere as a spell effect created by a 20th-level spellcaster for this purpose).

Type: Artifact (magic); *Caster Level:* —; *Purchase DC:* 40; *Weight:* —.

Staff of Sorcerous Might

A long wooden staff, shod in iron and inscribed with sigils and runes of all types, this potent artifact had been sitting in a display case in the British National Museum for decades. No one knows exactly what caused it to release a lightning bolt, shattering the case along with any illusions that it was just an ordinary decorative walking stick. Some people say it belonged to Merlin, Circe, or any one of a dozen other literary or historical sorcerers. Others say that it is just another magical piece of detritus that has come through Shadow in recent years. No one truly knows whether it is one of a kind, or if there are other staffs like it waiting to be found. In any case, it is one of the most powerful items that any spellcaster could possess.

The *staff of sorcerous might* gives the wielder spell resistance 23. It has several other spell powers, as well. Some the staff's powers drain charges, while others don't. A fully-charged *staff of sorcerous might* has 50 charges. The following powers do not drain charges:

Detect magical aura
Hold portal
Light
Mage armor
Mage hand

The following powers drain 1 charge per usage:

Dimension door
Dispel magic
Electromagnetic pulse (Will save DC 15)
Fireball (10d6 points of damage, Reflex save DC 15)
Ice storm
Invisibility
Knock
Lightning bolt (10d6 points of damage, Reflex save DC 15)
Summon vivilor IV

These powers drain 2 charges per usage:

Cone of cold (10d6 points of cold damage, Reflex save DC 17)
Passwall
Telekinesis (400 pounds maximum additional weight)

A *staff of sorcerous might* has the following additional spell-like abilities:

Absorb: As an readied action, the staff's wielder can draw spells or spell-like abilities into the staff. The magic absorbed must be a single-target spell or a ray directed either at the character possessing the staff or her gear. The staff then nullifies the spell's effect and stores its potential, converting spell levels into charges. The GM should keep a running total of the number of charges currently in the staff. If the staff absorbs spell levels beyond its charge limit (50), it explodes as if a retributive strike had been made (see below). Note that the wielder has no idea how many spell levels are cast at her—the staff does not communicate this knowledge. Absorbing spells is risky, but absorption is the only way this staff can be recharged.

Retributive Strike: The *staff of sorcerous might* can be broken for a retributive strike. Such an act must be purposeful and declared by the wielder. All charges in the staff are released in a 30-foot spread. All within 10 feet of the broken staff take points of damage equal to 8 times the number of charges in the staff, those between 11 feet and 20 feet away take points equal to 6 times the number of charges, and those 21 feet to 30 feet distant take 4 times the number of charges. A successful Reflex save (DC 17) reduce damage by half. The character breaking the staff is destroyed in the explosion.

Only the *staff of sorcerous might* is capable of a retributive strike—this is not an act that can be performed with any other staff, wand, or magic item.

Type: Artifact (magic); *Caster Level:* —; *Purchase DC:* 95; *Weight:* 5 lb.

Talisman of Pure Good

A divine spellcaster with an allegiance to good who possesses this item can cause a flaming crack to open at the feet of a divine spellcaster with an allegiance to evil who is up to 100 feet away. The intended victim is swallowed up forever and sent hurtling to the center of the earth. The wielder of the talisman must have an allegiance to good, and if he is not exceptionally pure in thought and deed (GM's discretion), the evil character gains a Reflex saving throw (DC 19) to leap away from the crack. Obviously, the target must be standing on solid ground for this item to function. (In the air, in a high-rise building, or on a boat or airplane are all places of safety against this otherwise potent item.)

A *talisman of pure good* has 7 charges. If a divine spellcaster without an allegiance to good touches one of these medallions, he takes 6d6 points of damage. If a divine spellcaster with an allegiance to evil touches one, he takes 8d6 points of damage. All other characters are unaffected by this item.

Type: Artifact (magic); *Caster Level:* —; *Purchase DC:* 35; *Weight:* —.

Talisman of Ultimate Evil

A divine spellcaster with an allegiance to evil who possesses this item can cause a flaming crack to open at the feet of a divine spellcaster with an allegiance to good who is up to 100 feet away. The intended victim is swallowed up forever and sent hurtling to the center of the earth. The wielder of the talisman must have an allegiance to evil, and if he is not exceptionally foul and perverse (GM's discretion), the good character gains a Reflex saving throw (DC 19) to leap away from the crack. Obviously, the target must be standing on solid ground for this item to function. (In the air, in a high-rise building, or on a boat or airplane are all places of safety against this otherwise potent item.)

A *talisman of ultimate evil* has 6 charges. If a divine spellcaster without an allegiance to evil touches one of these medallions, he takes 6d6 points of damage. If a divine spellcaster with an allegiance to good touches one, he takes 8d6 points of damage. All other characters are unaffected by this item.

Type: Artifact (magic); *Caster Level:* —; *Purchase DC:* 35; *Weight:* —.





VEHICULAR MAGIC ITEMS

Automobiles and other motor vehicles are ubiquitous elements of modern life, and in the URBAN ARCANA setting, many of these vehicles incorporate magic in some fashion. This section describes several magic "accessories" for vehicles.

A vehicular magic item functions only when it is properly placed on or within the vehicle: either attached to the vehicle in its proper place, painted on the vehicle, or incorporated into its design. Simply placing an item in the front seat will not activate the item's magic effect. Removing the vehicular magic item from its intended location also ends the effect, although the item continues to radiate magic.

Vehicular Magic Item Purchase DCs

A vehicular magic item's purchase price is 20 + the item's caster level + its FX modifier. The FX modifier depends on the item's nature, as shown on the table below:

Item's Nature	FX Modifier
Single-use item	—
Continuous effect or bonus	+3
Limited number of uses per day	+2
Limited number of charges	+1

Limits for FX Items on Vehicles

Just as characters are limited in their ability to carry magic items, a vehicle can only bear so many functional magic items. The limits are as follows:

1 ramplate or set of bumpers
1 steering wheel
1 coat of paint
1 set of tires
1 pair of headlights
1 horn or siren
1 containment area (ashtray, glove compartment, trunk, etc.)
1 non-electronic accessory (hung from the rear view mirror, on the dashboard, etc.)
1 seat or set of seats
1 engine or engine accessory
1 set of windows (including windshield and side windows)
2 electronic accessories (stereo, CB radio, car alarm, etc.)

Vehicular Magic Items Descriptions

The following section described several new vehicular magic items.

Ablative Paint Job

A vehicle coated in this nigh unscratchable silvery-gray paint gains 5 points of hardness. It has no effect on any vehicle with a hardness of 10 or higher.

Type: Wondrous Item (vehicular); *Caster Level:* 5th; *Purchase DC:* 28; *Weight:* —.

Bumpers of Blasting

If a vehicle equipped with *bumpers of blasting* strikes an object or creature while moving at least street speed (see Chapter Five: Combat in the *d20 Modern Roleplaying Game*), the driver of the vehicle can choose to have the bumper emit an explosive blast. The explosion causes 5d6 points of fire damage (in addition to any collision damage) to the object or creature struck. The vehicle with the *bumper of blasting* does not take any damage from the explosion, but does take collision damage as normal.

The explosive blast can be triggered three times per day, regardless of whether the attack is made with a front or rear bumper. The driver cannot trigger an explosive blast out of turn, such as when struck by another vehicle, although the driver could ready an action to trigger the explosive blast when such a condition arises.

Type: Wondrous Item (vehicular); *Caster Level:* 5th; *Purchase DC:* 27; *Weight:* — (factored into the vehicle's weight).

Bumper of the Ram

This vicious looking spiked bumper must be bolted to the front or back of the vehicle. Any time the driver of the vehicle uses the bumper to ram another vehicle or object, damage to the opposed vehicle is increased by one speed and size increment, while damage to the vehicle with the *bumper of the ram* is reduced by one speed and one size increment. See Collisions and Ramming in Chapter Five: Combat of the *d20 Modern Roleplaying Game*. The bumper of the ram's effects do not apply to sideswipes.

Type: Wondrous Item (vehicular); *Caster Level:* 9th; *Purchase DC:* 32; *Weight:* — (factored into the vehicle's weight).

Dashboard Figurine

A *dashboard figurine* appears to be a statue of an animal or person 4 to 6 inches tall. When placed upon the dashboard of a vehicle, it sticks in place and can only be removed by the owner with a command word. Once in place, the figurine grants a special ability to the vehicle and the driver.

Three different types of dashboard figurines are available: humorous, monstrous, and religious.

Humorous: This figurine depicts some amusing-looking figure, such as a hula dancer or a cartoon character. The driver of the vehicle gains a +1 morale bonus on all saves while operating the vehicle.

Monstrous: This figurine depicts some sort of fierce-looking toy monster. Attacks made by the driver and passengers of the vehicle gain a +1 morale bonus.

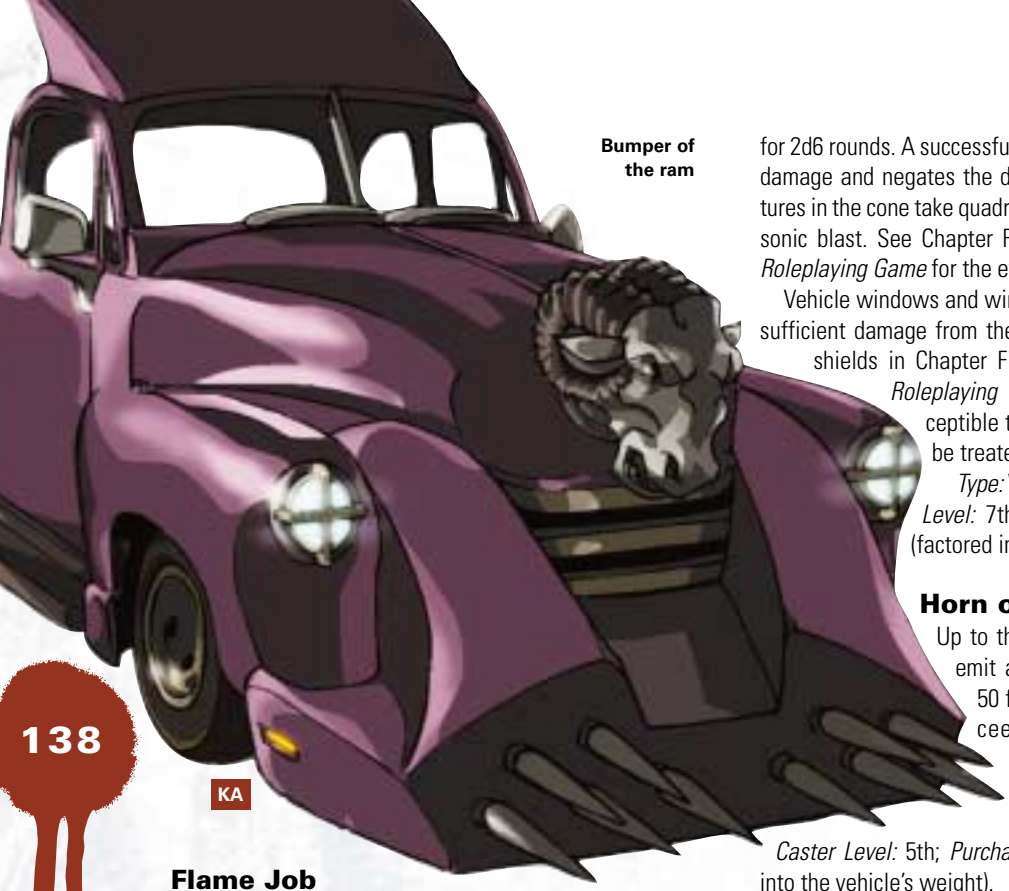
Religious: This is an icon of a saint, the Virgin Mary, or some other being of religious or spiritual significance. This type of *dashboard figurine* provides a +2 deflection bonus to the vehicle's Defense.

Type: Wondrous Item (vehicular); *Caster Level:* 3rd; *Purchase DC:* 26; *Weight:* 0.5 lb.

Engine of Infernal Speed

A vehicle with this engine can accelerate up to two speed categories for the round, instead of one. However, the vehicle can still only decrease speed by one speed category for the round, as normal (unless the driver performs a hard stop). If the vehicle accelerates in this manner, the engine produces jets of blue flame from the tail pipe that deal 2d6 points of fire damage to anything within 10 feet of the rear of the vehicle; a successful Reflex save (DC 15) halves the damage. The flames automatically set fire to combustibles.

Type: Wondrous Item (vehicular); *Caster Level:* 7th; *Purchase DC:* 30; *Weight:* — (factored into the vehicle's weight).



Flame Job

This paint job covers the front of the vehicle in wicked-looking flames. Once per day, on the owner's command, the vehicle can burst into flames for 3 rounds, dealing 5d6 points of fire damage to any creature or object touched or struck by the vehicle. In addition, any creature standing adjacent to the flaming vehicle takes 2d6 points of fire damage; a successful Reflex save (DC 15) halves the damage. The flames automatically set fire to combustibles. Neither the vehicle nor its occupants suffer any ill effects from the fire so long as they remain completely inside the vehicle.

Type: Wondrous Item (vehicular); *Caster Level:* 5th; *Purchase DC:* 27; *Weight:* — (factored into the vehicle's weight).

Fuzzy Dice of Luck

These gaudy, hot-pink fuzzy dice must be hung from the rear-view mirror of the vehicle to be activated. Once per day, the driver of the vehicle can reroll any Drive check, but must take the new result regardless of the outcome.

Type: Wondrous Item (vehicular); *Caster Level:* 3rd; *Purchase DC:* 25; *Weight:* —.

Headlights of Blinding

Three times per day, these headlights can emit a blinding 50-foot cone of light projecting from the front of the vehicle. Any creatures caught in the area must succeed at a Fortitude save (DC 15) or be blinded for 2d6 rounds. See Chapter Five: Combat in the *d20 Modern Roleplaying Game* for the effects of blindness.

Type: Wondrous Item (vehicular); *Caster Level:* 5th; *Purchase DC:* 27; *Weight:* — (factored into the vehicle's weight).

Horn of Blasting

Up to three times per day, this horn can emit a shrieking sound that deafens and damages creatures caught in its path. Any creature within a 30-foot cone directly in front of the vehicle takes 2d6 points of sonic/concussion damage and is deafened for 2d6 rounds. A successful Fortitude save (DC 16) halves the damage and negates the deafening effect. Crystalline creatures in the cone take quadruple damage (8d6 points) from the sonic blast. See Chapter Five: Combat of the *d20 Modern Roleplaying Game* for the effects of being deafened.

Vehicle windows and windshields may shatter if they take sufficient damage from the blast (see Windows and Windshields in Chapter Five: Combat of the *d20 Modern Roleplaying Game*). Headlights are also susceptible to the *horn of blasting* and should be treated as windows for this purpose.

Type: Wondrous Item (vehicular); *Caster Level:* 7th; *Purchase DC:* 29; *Weight:* — (factored into the vehicle's weight).

Horn of Dread

Up to three times per day, this horn can emit a terrifying noise. Anyone within 50 feet of the horn's sound must succeed a Will save (DC 15) or be affected by a *cause fear* spell (as if cast by a 5th-level Acolyte).

Type: Wondrous Item (vehicular); *Caster Level:* 5th; *Purchase DC:* 27; *Weight:* — (factored into the vehicle's weight).

Impervious Tires

These tires are usually sold in sets of two or four, and each tire in the set has a hardness of 20. See the Taking Out the Tires sidebar in Chapter Five: Combat of the *d20 Modern Roleplaying Game* for more information on vehicle tires.

If one of the tires is punctured and ruined, the remaining *impervious tires* continue to function.

Type: Wondrous Item (vehicular); *Caster Level:* 5th; *Purchase DC:* 28 (per set); *Weight:* — (factored into the vehicle's weight).

Nondescript Paint Job

This paint job makes the vehicle less noticeable. It grants a +5 circumstance bonus on Bluff and Hide checks when tailing another vehicle or losing a tail (see Hide and Seek in Chapter Five: Combat of the *d20 Modern Roleplaying Game*). In addition, anyone wishing to break into the vehicle (other than the owner) must succeed at a Will save (DC 15) or be unable to do so. This is a mind-affecting spell-like effect; a new save may be attempted after 24 hours have passed.

Type: Wondrous Item (vehicular); *Caster Level:* 5th; *Purchase DC:* 28; *Weight:* —.

Paint Job of Blurring

Once per day, this paint job makes the vehicle's outline to appear blurry. This is as the *blur* spell as if cast by a 5th-level Mage. Occupants of the vehicle are also blurred.

Type: Wondrous Item (vehicular); *Caster Level:* 5th; *Purchase DC:* 27; *Weight:* —.

Paralytic Alarm

This vehicle alarm triggers whenever an attempt is made to break into the vehicle (for example, by smashing a window or bypassing a door lock), unless the intruder succeeds at a Disable Device check (DC 30).



When activated, the *paralytic alarm* emits a hypnotic pulse that paralyzes any creature within 30 feet for 2d6 rounds. A successful Will save (DC 15) negates this mind-affecting enchantment.

Type: Wondrous Item (vehicular); *Caster Level:* 5th; *Purchase DC:* 28; *Weight:* —. (factored into the vehicle's weight).

Reinflating Tires

These tires (usually sold in sets of two or four) are slightly spongy to the touch. If a tire is punctured, it instantly reinflates and is restored to full hit points. Once a tire magically reinflates, it becomes a nonmagical tire and cannot reinflate again.

Type: Wondrous Item (vehicular); *Caster Level:* 3rd; *Purchase DC:* 23 (per tire) or 26 (per set); *Weight:* —.

Seats of Safety

The occupants of a vehicle equipped with these seats gain the benefits of three-quarters cover while inside the vehicle. They take no damage from vehicle collisions, they gain a +7 cover bonus to Defense, and they gain a +3 cover bonus on Reflex saves. The *seats of safety* do not function if any of the vehicle's doors are open.

Type: Wondrous Item (vehicular); *Caster Level:* 5th; *Purchase DC:* 28 (per vehicle); *Weight:* — (factored into the vehicle's weight).

Seat of Hold Monster

Once per day, when the driver utters the proper command word, this seat (usually a passenger seat in the front or back of the vehicle) holds the creature seated in it, as the *hold monster* spell cast by a 10th-level Acolyte. The target creature gets a Will save (DC 17) to negate the effect, which lasts for 10 rounds.

Type: Wondrous Item (vehicular); *Caster Level:* 10th; *Purchase DC:* 32 (per seat); *Weight:* — (factored into the vehicle's weight).

Shrinking Paint Job

This paint job allows the vehicle to "shrink" to a matchbox-sized version small enough to fit in the palm of one's hand. Shrinking or enlarging the vehicle requires a command word, and the vehicle takes a full-round action to shrink or return to full size. The vehicle will not shrink if it contains any living beings, but can be shrunk with up to 50 pounds of cargo stored in its trunk. The vehicle will not unfold if it is in an area that will not allow it to expand to its full size. A vehicle in its toy size has a hardness of 5 and 5 hit points. The vehicle is destroyed and cannot be repaired if reduced to 0 hit points in its toy form.

Type: Wondrous Item (vehicular); *Caster Level:* 7th; *Purchase DC:* 30; *Weight:* — (factored into the vehicle's weight).

Silent Warning Alarm

This vehicle alarm triggers whenever an attempt is made to break into the vehicle (for example, by smashing the window or bypassing a door lock), unless the intruder succeeds at a Disable Device check (DC 30).

When activated, the alarm sends a mental warning to the owner of the vehicle, although the owner must be within 1 mile of the vehicle to receive it. If the owner receives the warning and succeeds at a Wisdom check (DC 10), he also receives a mental picture of the individual or individuals attempting to break into the vehicle, as if standing next to them (lighting conditions apply).

Type: Wondrous Item (vehicular); *Caster Level:* 3rd; *Purchase DC:* 26; *Weight:* — (factored into the vehicle's weight).

Trunk of Masking

Whenever this trunk is opened, it creates a powerful illusion to conceal its true contents. The owner decides what the trunk appears to contain, and its contents seem real in every respect. Illusory items can be removed, handled, and manipulated. However, illusory tools provide no benefits to their users, and illusory items disappear if taken more than 30 feet from the vehicle.

Gleaning the true contents of the trunk requires a *true seeing* spell or similar magic. Creatures that suspect the presence of an illusion are entitled to a Will save (DC 16) to disbelieve it; if the save succeeds, they can perceive the true contents of the *trunk of masking*.

Type: Wondrous Item (vehicular); *Caster Level:* 7th; *Purchase DC:* 30; *Weight:* — (factored into the vehicle's weight).

Windows of Deception

The driver of this vehicle can alter his or her appearance to viewers on the outside of the vehicle, as if by *change self* cast by a 3rd-level Mage. If the one or more of the vehicle's windows are destroyed, the effect ends and the *windows of deception* cease to function.

Type: Wondrous Item (vehicular); *Caster Level:* 3rd; *Purchase DC:* 26; *Weight:* —.

Zephyr Tires

Zephyr tires (sold in sets of two or four) are emblazoned with large white wings on the side. When placed on any car, van, or motorcycle (they resize to fit any of these vehicles), they allow the vehicle to fly.

Once per day, the vehicle's driver can command the vehicle to fly. While flying, the vehicle follows all the normal rules for piloting a flying vehicle, but otherwise retains the same speed, initiative, and other statistics. The vehicle can maintain flight for 10 rounds. When performing aerial stunts, the driver makes Pilot checks instead of Drive checks.

Should the effect's duration expire while the vehicle is still aloft, the magic fails slowly. The vehicle drops 60 feet per round for 1d6 rounds. If it reaches the ground in that amount of time, it lands safely. If not, it falls the remaining distance. See Collisions in Chapter Five: Combat and Falling in Chapter Seven: Gamemastering of the *d20 Modern Roleplaying Game*.

Zephyr tires have a hardness of 5 and 2 hit points (which also count toward the hit points of the vehicle). If one or more of the tires are destroyed, the *zephyr tires* lose their magic and cease to function, and the vehicle (if airborne) plunges from the sky.

Type: Wondrous Item (vehicular); *Caster Level:* 9th; *Purchase DC:* 32 (per set); *Weight:* —.

Chapter Five

Running the Game



In our world, creatures of Shadow can seem like ordinary people

Many people forget that the Gamemaster is *also* a player in an URBAN ARCANA game. The GM is a player with a slightly different perspective and a few extra responsibilities. But in the end, the GM's goal is the same as any other player's—to have fun.

Chapter Seven:Gamemastering in the *d20 Modern Roleplaying Game* is filled with useful information, tips, tricks, and general advice about the fine art of Gamemastering. If it's been a while since you read that chapter, you'd do well to give it another look. This chapter builds on the information contained therein and provides material that is particularly applicable to games using the URBAN ARCANA setting. We have broken this information into seven sections.

Urban Arcana: The Game: Notes on how to keep the game fun. That, after all, is why you and your friends will be using this book.

Urban Arcana: The World: What makes the URBAN ARCANA campaign different from other roleplaying settings? And now that you know the differences, how are you going to take advantage of them?

One-Shot Adventures: The most basic unit of roleplaying. This section discusses how to best use one-shot adventures in your games.

Ongoing Campaigns: Crafting a campaign that captures the imaginations and hearts of players for months or even years on end is the pinnacle of Gamemastering. This section provides tools, ideas, and advice to help you forge better campaigns.

CMW

Your First Adventure: How your game starts sets the tone for everything to come. We provide material and support to help you start your players on the right track.

Adventure By Design: Tips on where to get ideas for your URBAN ARCANA adventures, crafting



those ideas into fun gaming sessions, and making your players ravenous for more.

Mastering the Game: Sometimes it's tough being behind that GM screen. This section provides ideas, advice, and tools to help make running your game more fun for everyone—especially *you*.

URBAN ARCANA: THE GAME

Remember that this is a game. Everyone is supposed to have fun—including *you*—and the best way to insure that is by talking with your players *before* you sit down at the table.

Unlike most fantasy roleplaying games, the Urban Arcana campaign is set in the real world. Every player has particular ideas about what that means—ideas formed by years of *living* in the real world. You can't simply point to a reference book and say "this is all you know." Like many obstacles, this fact provides both challenges and opportunities.

You will be challenged to make all the players' points of view and expectations match up as closely as possible. The best way to do this is to sit down with your players (as a group or individually) and explain to them your vision of the game. Tell them what sorts of adventures you plan on running, how you hope the characters will interact with one another and the world around them, and what themes (if any) you want to explore.

Talk about other issues as well. For instance, how often do you hope to run the game? How long will each game session last? Is it important that all the players be there for every minute of every session? And, most important of all, allow the players to ask questions of you. Listen to their hopes and their concerns—they will help you to make your Urban Arcana game more enjoyable for everyone.

Pacing

Roleplaying is an interesting hobby because it is a game *and* a story. Interestingly, both games and stories contain the element of pacing—how quickly the action moves from beginning to end—but pacing is a very different thing in each case. You, as GM, must be aware of both.

Game Pacing

When you're dealing with the game aspect—the application of the rules and resolution of actions—time gets quite dilated. One round of combat, the *d20 Modern Roleplaying Game* tells us, represents approximately six seconds of real time. As anyone who has ever played the game knows, those six seconds for the characters usually take the players several minutes to resolve at the gaming table.

But a game that's too slow often taxes all the players' patience. Be sure to find a good mix between thorough application of the rules and keeping the pace moving along at an enjoyable clip.

Story Pacing

Pacing is an integral part of every story, no matter what its medium. We know from watching television and movies that action stories are best told quickly and political stories are better when they're allowed to develop at a slower speed. However, we've *also* seen action movies that were told so quickly that we couldn't follow the plot, and political films that were so painfully slow that we could barely sit through to the end.

The question of story pacing is difficult enough when it's decided by a single writer or director. In roleplaying, though, all the players have quite a bit to say about the pacing of the story. As GM, you should keep both your story and your players in mind when deciding just how fast or slow to go through a particular part of your tale.

How You Play the Game

The answers to your game and story pacing questions depend integrally on what your style of play is like. If you want to tell a sweeping, epic story that examines deep, philosophical truths of the setting, you'd best not try to cram it all into a single night of gaming. On the other hand, if you want to tell a tale of continuous high adventure and non-stop action, you'd better not have it last for several weeks.

In the simplest view, there are two ways to run an Urban Arcana game—as a one-shot adventure or as a continuing campaign.

One-shot adventures are self-contained stories that have a clear beginning, middle, and end. Although loose story threads may remain for future exploration, the matter at hand has been completely resolved at the end of play. Often a one-shot adventure is meant to be played in a single game session, but this is not always the case. However, it *is* always true that once the resolution is reached, the story is through.

Ongoing campaigns are more episodic in nature. An adventure begins in one game session, is continued in another, and concluded in yet another—and in the middle other problems may arise. Every time one story draws to a close, another opens up beckoning for the characters' attention. Like television dramas, campaigns can go on for as long as the players maintain interest.

Both styles of play have things to recommend them, and we will examine each in a separate section below. But be aware that whichever style you decide to use will greatly influence all other decisions regarding your Urban Arcana game.

URBAN ARCANA: THE WORLD

Urban Arcana is more than just a game. As you can tell reading through this book, it's an entire world—and the better you know that world, the better your games will be.

No matter how good a job we do writing this volume, and no matter how many follow-up sourcebooks we produce, it is impossible for us to cover every nook and cranny of the world of Urban Arcana. It is up to you, the GM, to fill in the gaps, to give depth to places and people we can only mention in passing, and to breathe life into the situations and relationships we describe in our printed products.

The better you understand the world, the better you'll be able to paint a picture of it for your players. And the more completely you can pull them into the reality of Urban Arcana, the more fun everyone will have playing your game.

Realism

As we mentioned earlier, one of the GM's biggest challenges is the fact that URBAN ARCANA is set in the real world—the world outside your window. In other words, the world that your players know as well as you do. In fact, every one of your players will know *more* about some aspect of the world than you do. They can all bring their real-world knowledge to the table, and everything they know from work or school or years of experience is as true in the game as it is in their daily lives.

This is a problem because the real world is full of infinite levels of subtlety and variation—an URBAN ARCANA game has to function on much simpler rules. In fact, *all* the necessary rules *must* fit in this book and the *d20 Modern Roleplaying Game*. That means that a lot of very complex issues have to be handled by easy-to-understand rules and may not completely stand up to close scrutiny by someone who spends his entire working life dealing with these issues in professional detail.

Not sure what we're talking about? Let's look at an example.

The Question of Damage

One of the most basic mechanics in any roleplaying game is centered around the question: What happens when a character gets hurt?

In URBAN ARCANA, the answer is simple. When a character gets hurt, she takes hit point damage. No matter how the character got hurt, the result is the same. A knife that deals 5 points of damage is the same as a bullet that deals 5 points of damage is the same as a fist or a fall that deals 5 points of damage. However, as anyone with any skill in medicine or first aid will tell you, in the real world there are incredible differences between these wounds, even if they inflict about the same amount of bodily damage.

Real, Realistic, and Real Enough

Remember that URBAN ARCANA is a game. It is not a specific 1:1 simulation of the real world. At best the rules provide a gross simplification of what *actually* happens in the real world.

The rules do, however, represent a thoroughly considered, well-balanced interpretation of reality as we understand it. They are not perfect, but they do provide a cohesive, moderately realistic way to interpret practically anything that can happen in the world.

What you and your players have to decide is whether or not this is real enough for your particular tastes, and what you are going to do about it. Remember, it's your game. You can modify it in any way that you think makes it a better game.

However, we urge you to consider the notion that this *is* a fantasy game. It is a world where elves and magic and monsters are real—everything else needs to be adjusted to account for their presence. And no one can truly say what the *real* effect of an ogre hitting an SUV with an enchanted mace would be.

Sense of Discovery

Although URBAN ARCANA is based in the real world, it is not actually the world outside your window. There's something a little bit strange going on out there, and it's your job as the GM to bring your players a sense of wonder and awe as they uncover the differences.

In this version of our world, fantastic creatures live all around us and amazing actions happen all the time. It's just that mundane folk can't see these things for what they are. Every once in awhile, though, someone manages to peer through the veneer and see the aspects of Shadow for what they really are. As the Gamemaster, you should strive to create that same feeling of revelation and discovery in your players.

Be sure not to give your players too much information all at once. Reveal the world a little bit at a time—prolong the mystery and sense of discovery. As long as they think there's more to learn, your players will have their characters tripping over themselves to uncover the hidden truths that are still out there.

Although it is important for your players to know many of the facts in this book, hold back a little something as a secret to be revealed later. Or, better yet, allow all the information in this book to be "common knowledge," but make little bits of it slightly incorrect. For example, let's say that word on the street is that Franz Draco is really an efreeti—everyone *knows* he's an efreeti, but *you* know that you've changed that bit of information so that he is in fact a brass dragon.

Beyond changing little things here and there within this book, you should also spend time adding to this material. Make your URBAN ARCANA game truly your own. There are many places where the information is only bare bones just waiting for you to flesh out a more detailed reality.

Fantastic with a Capital "F"

Remember, URBAN ARCANA is a setting where creatures and powers from the far side of Shadow—a realm beyond space—have come to our world and are settling here. The key to successfully using the setting is to creating adventures that explore the ways in which reality and fantasy mix (and the ways in which they don't).

Elves in the Hood

The first thing that you may want to explore is the tension created when fantasy creatures and culture are placed side-by-side with real world situations and people. What happens when an elf family moves into a building where six mundane families live? How different is the result if it's a family of dwarves, or minotaurs? How does a neighborhood, or even an entire city, react when a new minority group suddenly springs up?

You can (and should) look to the real world for the answers. In some cases there is violence—young members from each group facing off against one another in gang fights. In other instances, a town or city council might try to enact new zoning laws or other restrictions. It is illegal to blatantly outlaw a particular race or religion. But if a new law enters the books banning specific types of pets, regulating the hours in which certain activities may be performed, or limiting the number of people allowed to occupy a particular type of structure, it could have the same effect. (In the previous examples: If the pets were a particular breed of large dog—specifically, worgs—then goblins would be more or less banned; a





regulation on the hours when you could work assembling machinery would keep out gnomes; and since kobolds prefer to live in large tribes, the occupancy limit would pretty much keep them out of an area.)

Look around your neighborhood and imagine what tensions or changes would be started by having a group of Shadow creatures move in next door. Flip through the newspaper and consider how the stories of local interest would be different if one of more of the people involved were Shadowkind.

Truly Mystic Pizza

The opposite side of the coin is revealed when you consider what uses Shadowkind might make of modern items and conveniences. Of course, weaponry springs first to mind. The only thing tougher than a troll is a troll dressed in flame retardant body armor. But the same thought process can reveal hundreds of ways that people from a medieval fantasy world would make unusual use of modern technology.

Imagine if instead of brewing traditional potions, Mages began baking their spells into cookies or cakes. Imagine further that they then begin to use factories to mass produce them. On the other hand, would it be possible for spellcasters to use food processors to render all of their most frequently used material components into a single, fine powder that could then be used for almost any spell they cared to cast? And how good a telemarketer would a mind flayer be if it could mentally dominate anyone who answered the phone?

Look at the devices, services, and other conveniences that you use every day and consider what alternative uses someone from the other side of Shadow might conceive for them. Take a walk through the hardware or a home appliance sections of your local department store—look for tools you've never seen before, then try to imagine the most outlandish use for them possible. This is the sort of process that Shadowkind would go through every day in our world.

Neither One, Nor the Other

In the end, URBAN ARCANA is neither the world outside your door, nor is it a completely alien landscape. It is a mix of the familiar and the bizarre, where one never can be quite sure if things are exactly as they seem. The tide of Shadow is still rising, so things will continue to get more and more unusual.

The world is filled with people who cannot see creatures and effects of Shadow for what they really are. No matter how commonplace elves, ogres, and magic become to the heroes, most mundane people will go about their lives as though everything is the same as it's always been.

You would do well to keep this unusual mixture in mind while working on your adventures. Keep your players guessing. If the last three threats their characters faced have all been supernatural, throw in a completely mundane threat. If they spend most of their time fighting ordinary street crime, put them up against a gang that uses magic and trained Shadow creatures. When your players come to the table uncertain of what you're going to throw at them next, you're doing a fantastic job interpreting the world of URBAN ARCANA.

ONE-SHOT ADVENTURES

As their name implies, one-shot adventures are those that are not part of a bigger storyline. They stand alone and provide the players with a sense of resolution once the final act has finished.

One Night

Many one-shot adventures are *also* single-night adventures. The players come to the table with no more information than you, as the GM, want them to have. And when they walk away at the end of the game session, they have finished a mission.

This format is useful for groups that cannot get together frequently. It allows everyone to walk away with a sense of completion—there is no unfinished business left hanging over the characters' heads. The next time the group gets together, you can start fresh.

In many ways, this style of one-shot adventure is analogous to a night at the movies. It is a good bit of entertainment that the group can get together to enjoy whenever time allows.

One Tale

It is also possible to run one-shot adventures that span two or three game sessions. The characters still maintain a focused motivation—there is still just the one storyline to resolve, but it can be examined in a much greater depth. It also allows for increased dramatic tension such as that provided by cliffhanger endings for particular episodes.

In many ways, this style of one-shot adventure is analogous to a television mini-series. It requires a few nights' investment, but when done well it provides a lushly detailed bit of entertainment that has a definite conclusion.

Multi-game-session scenarios are another format used by the Roleplaying Game Association (RPGA). They generally reserve this format for special events and tournaments to be run at large gatherings and game conventions. Each round of a tournament or event is written to be completed in approximately four hours of play.

Why Run a One-Shot Adventure?

What makes the one-shot adventure so appealing? First of all, it allows all the players to start with relatively equally powerful characters. No matter what level the adventure is designed for, characters built using the basic rules in the *d20 Modern Roleplaying Game* and the *URBAN ARCANA Campaign Setting* should all be relatively balanced with one another. No character will have advantages gained in previous stories.

Another mark in favor of the one-shot adventure format is that it allows you to run an adventure of any level you like. If you want to run an adventure for high-level characters one time, then run one for beginning 1st-level characters the next, you can. There isn't a need for sequential, linear continuity between your stories.

For another matter, this format allows you to change the setting each time. One adventure can be a gang-war in the mean streets of Detroit, the next can be a mystery of corporate intrigue set in the concrete jungles of Wall Street, and the next can be a monster hunt featuring vacationers at a resort in San Tropez.

One-shot adventures also allow you, as the GM, the freedom to more thoroughly affect the long-term condition of the

characters. In a campaign, you certainly don't want to treat the characters with kid gloves, but you do want to be sure that you treat them fairly—after all, these are characters you expect the players to use for months or years to come. In a one-shot, though, you know that when the story is over, so is that character's usefulness—the player will have a new one next time. So it doesn't affect everyone's fun if one or more of the characters have life-altering effects (such as debilitating injuries, offers that would take them away from the team, or in the worst case even death) as a result of the adventure.

This format really opens up the widest array of possibilities for a single adventure. The down side is that you must provide *all* the necessary background information before *every* game, and you must be sure that the characters have the necessary skills, equipment, and support to succeed at the mission's goals. That is a lot of work to go through before every adventure.

The Perfect Crime

Designing a good one-shot adventure is metaphorically like planning the perfect crime. It requires a great deal of preparation, even more advanced thought, and consideration of *every* possibility and permutation imaginable. We will present general design principles in Adventure By Design, below. Here, however, are some tips particularly for designing good one-shot adventures.

Have Clear And Achievable Goals

It is especially important in one-shot adventures that you, as GM, have clear and achievable goals and keep them in mind the whole time. This means not only goals for the characters, but goals for all the important Gamemaster characters (especially the villains), and a goal for the story as a whole. This style of gaming, based as it is on relatively short stories and fast resolutions, can quickly get hopelessly derailed if you do not keep your goals in mind.

The Personality Factor

In a situation where players are using different characters in each adventure, it is important that you be certain that all the characters are able to get along with one another. An anti-hero or subversive member of the group makes for interesting subplots in campaign oriented games, but in a one-shot adventure they just distract everyone from the main goal. Of course, it certainly is possible to *plan* an adventure around a subversive group member. (There is no rule that the GM cannot break—just be sure that you break the rules on purpose.)

Another one-shot adventure application of the personality factor is to be sure not to allow interactions in one adventure to color relationships in the future. In other words, just because two characters are at odds in an adventure, don't let the players carry that grudge into later adventures.

A Little Misdirection Goes a Long Way

Very often a plot hinges on the characters believing one thing while another thing is actually the case. Creating this kind of confusion is called misdirection, and GMs use it all the time. In campaign play it can be the source of months of adventures that turn out to be mere distractions for the characters. In a one-shot adventure, though, you do not *want* the characters to be too confused. In fact, you want your misdirection to be noticeable and solvable within the allotted time. So, by all means, mislead the characters—but do so in moderation.

Let's take for example an adventure where a woman tells the characters that an evil mage stole a magic pendant from her. When they track the mage down they find him wearing the pendant, but he claims did not steal it. In fact, he provides proof that he has been seen wearing this pendant every day for the past ten years. The woman lied to the characters, and they'll surely want to find out why. If the answer is simply that she had a grudge against the evil mage and hoped the characters would kill him, then this is a satisfactory misdirection. If you add another layer of misdirection (such as the mage not having the pendant at all, or having the mage and the woman actually be working as partners to get the characters to perform a completely different task), then it become a little too complex for a short one-shot adventure.

Cardboard Villains

It is often said that the best villains are the most complex ones—that you should be sure to invest your antagonists with complex motives, subtle emotions, and canny intelligence. These are good rules, but not always necessary in a one-shot adventure. You see, all those characteristics take time to develop—and even *more* time to reveal. Sometimes, especially in an adventure with a time limit, you just need a "bad guy." As long as your adventure is interesting, and the story captures the imagination of your players, it is all right to throw in a two-dimensional villain occasionally.

As an example, let's consider an adventure where the heroes hear about an ogre that attacks any cars that drive across a particular bridge. Where did the ogre come from? Why is it on this rampage? What will it do if the characters offer to find it a new home? These questions would be important with a fully fleshed-out villain—they would provide insights to different ways the ogre might be defeated or turned from a foe to an ally. But as a cardboard villain, the questions need no answers. The ogre has no lurking motivations. It doesn't want a new home. It simply wants to smash cars until the characters *make* it stop.

The End Justifies the Means

When all is said and done, when the game is over and the dice are being packed away, the most important thing is that your players had fun. It doesn't matter exactly how you got there, whether or not your story was original and your characters innovative. Certainly those are things to strive for, but if the players did not enjoy themselves, then it was all for naught. And no matter how people may laugh at a cliched plot or a stereotypical nemesis, they will applaud all your efforts if the adventure was fun and satisfying.

And in this case at least, "satisfying" does not necessarily mean "happy." It is completely possible to have a satisfying adventure where most or all of the characters give up their lives to achieve a noble cause. In fact, it's even possible to have a story where the heroes lose, as long as the players feel they had a fighting chance to succeed. Of course, we don't recommend using these particular tactics often—but they *do* make an interesting change of pace.



There are more ways to tell than you have time to explore. Play with what seems interesting to you. Do not stand on artistic principle. Just be sure that when it's time to say "the end," your players had a good time.

A Good One-Shot Deserves Another

We began this section by telling you that one-shot adventures have a beginning, a middle, and a final conclusion—that continuing stories are the realm of ongoing campaigns. That, as it turns out, is another rule that you can break when you think the time is right.

If you run an adventure that the players find particularly interesting—particularly if it leaves them asking questions about the world and what happens next (or even what happened previously)—you might well want to design another one-shot adventure to revisit the setting and characters.

The most important thing, though, is to treat the sequel the same way you would any other one-shot adventure. Be just as precise and mindful of your decisions and be sure that, like the original tale, this one has a complete and satisfying conclusion. In this way you can revisit a favorite location whenever you have an adventure idea that you think is worthwhile.

We advice against running two adventures in a row that use the same setting, though, unless you want to switch your game from being a series of one-shot adventures to being an ongoing campaign.

ONGOING CAMPAIGNS

As you might guess, an ongoing campaign differs from a one-shot adventure in that it consists of more than a single storyline and does *not* have a clearly identifiable beginning, middle, and end. (In retrospect, you will probably be able to identify points in your campaign that were the beginning, middle, and end. But at the outset, exactly what these will be is difficult to predict, and it is even harder to predict *how* the characters will arrive at these points in the plot.)

A Million Tales in the Shadowed City

Like in any town or city anywhere in the world, an ongoing campaign is filled with lots of people pursuing lots of different goals and agendas. There isn't a clear agenda for the characters to follow—in fact, they are quite often left to pursue their own interests. However, as in life, all actions cause reactions. And the things the characters decide to do in one adventure will plant the seeds for future adventures.

Of course, not every story must be built so that the characters drive the action. Villains and other Gamemaster characters have agendas and schemes of their own. Many situations in the campaign arise completely because of actions that occur outside the characters' influence. Two street gangs warring against one another has nothing to do with the heroes. However, the fact that one of their friends is injured in the process may suddenly bring them into the middle of the situation. If they do nothing, the gang war runs its course. If they get involved, the characters must find out what has happened to bring things to this point, and formulate a plan to solve the problem before more innocent bystanders are hurt.

This format is useful for groups who can get together regularly. More often than not, at least some aspect of the story will continue from one meeting to the next. And since the characters' actions (and inactions) affect the world around them, it's a good idea to be sure that the players can remember what it is they've done, and whom it is they've angered recently.

In many ways, an ongoing campaign is analogous to a long-running television drama. As the story progresses a larger and larger plot reveals itself. Characters that you meet in one story often come back in future tales. And the longer you play, the more you understand not only the main characters, but the world itself.

Chasing Your Tale

Of course, it is possible to have a story so big, an adventure of such epic proportions, that the only way to tell it is in an ongoing campaign.

In this case, the campaign is more analogous to a series of novels. Each book contains dozens of complete chapters, and the books themselves are satisfying to read. But it is only when you have finished every volume that you truly understand the scope of the story you've just been told.

This sort of campaign is sometimes also called a super-adventure—something so big that it takes months of game sessions to complete, and that allows characters to realize a good deal of their potential on a single quest. It requires a very dedicated group of players, because there are few breaks in the action—very few places where it is convenient for a character to leave or rejoin the group.



The world of *Urban Arcana* combines the magical and the mundane

Why Run an Ongoing Campaign?

What is it that makes the ongoing campaign such a popular format for running roleplaying games? In a word: depth. It allows all the players to explore deeper realms of the rules, their characters, and the setting than you could ever hope to fit into a single adventure. You can also build deeper, subtler plots for your adventures, requiring the characters to unravel a complex series of mysteries before they can understand and confront the evil that has been building behind the scenes.

An ongoing campaign is also more robust than a one-shot adventure (or even a series of them). There are multiple GM characters working on multiple plots and schemes all at the same time. The player characters are not the only people in the setting performing heroics and opposing the villains—there's a lot going on. And, truthfully, it can be a bit daunting at first.

But the rewards for both you and your players make it well worth pushing through the difficult bits. An ongoing campaign allows you to tell stories where characters change over time, where lifelong quests are conceived and seen through to their completion. And it allows you to create a story with depth, history, and strong continuity—one that will live in your players' minds for years to come.

When designing adventures for a campaign, you not only have all the usual sources from which to draw, your players and their characters will provide new ideas through the course of play.

The style of play opens up the broadest storytelling possibilities. It provides avenues for you and your players to explore a nearly infinite range of themes, character development, and adventure styles. It has a very cinematic feel as over time the characters become more detailed and concrete in all the player's minds. Most of all, it is endlessly satisfying to be able to look back on a years long saga that you and your players crafted together.

The Twisting, Turning Path

A good ongoing campaign is metaphorically like a long and winding road. You have a rough idea where it is headed, but there are innumerable opportunities and obstacles in the miles ahead, not to mention an unguessable number of crossroads and side paths. Even if you know where you want to wind up in the end, you can have a lot of fun exploring along the way. We will present general design principles in Adventure By Design, below. Here, however, are some tips particularly for designing a good ongoing campaign.

Rome Wasn't Designed in a Day

Designing a complete ongoing campaign is a huge undertaking. And like all big projects, it is not built in a single step—or even in a handful of stages. It takes hours of planning, even more hours of designing, and endless fine-tuning to keep it on target.

That's the bad news.

The good news is that it's *impossible* to do all of that ahead of time anyway. The best thing you can do is to set out a rough outline of where you think you want the campaign to go—the major characters and events—and plot out the first two or three adventures.

Unlike in a one-shot adventure, it is not incumbent upon you to know exactly what's going to happen every step of the way. In fact, if you've done a good job of designing an interesting, robust setting, your players are going to want to send their characters off in directions that you hadn't guessed—and you should encourage that.

The keys to designing a good ongoing campaign are flexibility and a broad-minded view of the big picture. If you plan ahead one or two adventures at a time as the characters make their way through the world, you should be able to keep your campaign going for a long while with no more effort than running a series of one-shot adventures.

Build on What You Know

Just because you've built your URBAN ARCANA game to be a multi-adventure, months-long campaign, remember to occasionally throw in the equivalent of a one-shot adventure—a mission or problem that can be discovered, faced, and completely overcome in a single game session or series of encounters. Remember, even in the real world there are simple problems as well as complex ones.

Slipping one-shot adventures into the mix allows you to vary the pace and rhythm of your ongoing campaign. It also gives the characters (and players) a sense of accomplishment—something that is occasionally hard to come by in a campaign where the big problems elude solution for months or longer. Plus it also provides you with something to do when some of your players cannot make it to a game session, but everyone else wants to play.

The truth of the matter is that one-shot adventures and ongoing campaigns are really dissimilar only in scale. The skills and GM tricks that we discussed in the previous section are pretty much all applicable in this section as well.

Who's On First?

A campaign is a big place. You should do your best to fill it with interesting people (and creatures) for your players' characters to meet and get to know. It may be true that the most important character you create for any particular story is the villain, but the other characters create a framework that gives your stories perspective. In other words, villains define adventures but ancillary characters define the campaign.

One of the most important things about ancillary characters is to try to give them goals and relationships outside of moments they encounter the player's characters. And do your best to keep those behind the scenes lives in motion. This requires some bookkeeping on your part, but you'll find it time well spent when you see the impact it has on your game.

Keep a list of all the secondary and tertiary characters you plan to use repeatedly in your campaign. For each one, maintain a short entry on each of the following areas:

Personality: General roleplaying notes

Allegiances: What other characters does this one work with regularly?

Likes: Which people and institutions does this character generally support (PCs, villains, other GM characters, etc.)?

Dislikes: Which people and institutions does this character hate or despise (PCs, villains, other GM characters, etc.)?





Goal: What does this character want to achieve?

Hook: What is it that makes this character unique? List quirks, mannerisms, and eccentricities.

Recent Activity: What has the character done recently to achieve the stated goal(s)?

If you have a list of 15–20 characters who are not directly involved with the main campaign plot, and whom the players recognize by name, then you have created a fairly robust world for your game.

Personality Goes A Long Way

One of the most interesting things about an ongoing campaign is that the players can run characters who have vastly different agendas and goals. Since the whole setting evolves more slowly over time, they do not all have to be focused on achieving the same results, so long as they all work well together.

In an adventure where a local mining operation is keeping umber hulks as slave laborers, one character may decide that freeing the slaves is all that needs to be done while another character may be satisfied with nothing less than ruining the company and bringing the owners up on criminal charges. Both are valid solutions to the problem (and there are at least a half dozen more), but deciding *which* solution to pursue may be more challenging than achieving it.

There may be times when characters come into direct (and perhaps violent) conflict. This is alright, and you can allow it as long as the players are able to keep in mind that this is a game, the situation and characters are not real, and everyone is playing in order to have fun.

Life Goes On

An interesting quandary arises from time to time during ongoing campaigns. If the characters fail to take GM hints and suggestions and choose to ignore a particular threat or incident, what happens? If a villain moves through his plots without the characters' interuption, or an emergency situation arises and the characters are not there to deal with it, does the worst automatically happen?

The answer, of course, depends on what you think is best for the campaign. You may decide that having the worst possible outcome occur is the best way to teach the characters to pay closer attention to specific parts of their environment. On the other hand, you might decide that in the absence of the main heroes of the story, other characters will rise to the occasion and fill in (to greater or lesser degrees of success).

In either case, the landscape of your campaign will become even more interesting and robust. The players may find their characters lose some of their support based on their failure to act as their friends and acquaintances expect. On the other hand, people may understand why the characters acted the way they did, but now they have a new group of heroes to worship—potential friends or even competition for the players' characters.

The point is, if your campaign truly covers an entire world (or even an entire city), then life will go on with or without the characters' intervention.

Forever Is a Mighty Long Time

We began this section by saying that ongoing campaigns are built to be episodic tales which, like life, continue on indefinitely. However, as they say, all good things must come to an end. And there may come a time when it makes sense for you to put your campaign on hiatus—or even end it definitively.

If you feel your creative energies are strained thinking of ways to keep the campaign fresh, if you or your players are just too heavily burdened by life's daily grind, or if you just feel that things are happening too quickly for your taste, it's actually a *good* idea to take a break. Run some one-shot adventures or, better yet, let someone else run a few. When the situation is more advantageous, restart the campaign and take it to even higher heights.

On the other hand, sometimes a campaign progresses to the point where what was once an ongoing storyline suddenly has a logical, satisfying, and very appropriate end. Say, for example, that early in your campaign the characters began a friendly rivalry with another group of heroes. As time passed both groups became more powerful, and the competition between them grew fiercer—eventually escalating to violence. Depending on the nature of the campaign, there are any number of ways that this situation could build to an "ultimate confrontation"—one that, win or lose, would change the campaign so completely that it would be nearly unrecognizable afterward. In this case, you might be well advised to make this not only an *ultimate* confrontation, but a *final* one as well.

Ongoing campaigns that end on climactic notes have an unparalleled resonance with the players. It makes them feel as though they'd been playing for a reason greater than mere fun—that together you and they have built something great and lasting.

It is hard to know when to end an ongoing campaign. But remember, even if you *do* end it and are feeling wistful about your loss later, there's nothing to stop you making your next campaign be the same one—ten year later!

YOUR FIRST ADVENTURE

Every gaming group, campaign, and storyline has a first adventure. Sometimes it will be a player's (or possibly even your) first exposure to the Urban Arcana setting. Other times it will be a bunch of friends already familiar with the setting beginning a new segment in their gaming histories. In every case, though, the first adventure is an auspicious occasion with infinite possibilities ahead.

It All Began When ...

Whether you're going to run one-shot adventures or an ongoing campaign, the first adventure will probably be the most important one you run. It will, in all likelihood, have a permanent effect on how your players view the game and the setting. But don't worry. That actually makes your job *easier*.

Why easier? Because you have a clear goal. More than in any other game session, your main goal—perhaps your only goal—for the first adventure is simply to help everyone has fun.

Below are some things to keep in mind when designing and running first adventures.

You Can Pick Your Friends

An interesting dynamic exists during the first adventure in an URBAN ARCANA game, particularly when it comes to calling a group of heroes together. In D&D, for example, a group needs very little reason to band together—mutual protection or mutual greed are the two most common—there are monsters that need to be fought, and treasure just waiting to be found. In a modern roleplaying game, motivations are usually a little different. Characters have more subtle and absolute goals, and almost always will have options *other* than joining this team.

Getting your player's characters to not only work together but also to find a reason to form a permanent team may be the single most challenging issue you face during the first adventure.

Generally, there are three reasons a group of individual characters might form a team.

Common Background: The characters share a similar background that ties them together. They could be a family, employees of the same company, members of a social organization, students in the same class, or tenants living in the same apartment building.

This is often difficult to arrange unless you are designing the characters for the players to use. It does, though, provide the most solid reason for the group to stay together after their initial adventure.

Common Goal: The characters all want to achieve the same end. The might want to shut down a polluting factory, catch a mysterious creature that has been haunting the local streets, or simply get rich by exploiting mundane and magical treasures hidden in the area.

This is a very strong connection, and makes for the tightest-knit teams. If the goal is too easily achieved, though, the group may find itself drifting apart before more permanent bonds can be formed.

Common Threat: Someone or something presents an immediate danger to all the characters. Perhaps they've all somehow crossed a powerful spellcaster or corporation, or a murderer has identified them as his next targets, or they were just unlucky enough to be on the same bus when a tremendous Shadow creature tries to swallow it.

This provides the most immediate and convincing reason for a group of strangers to work together. However, unless they find a common goal or some other reason to stay together, once the threat is eliminated the group will likely disband.

Set the Tone

Roleplaying games can be played in all sorts of styles. Some people prefer serious, dramatic action while others enjoy light-hearted, wise-cracking adventure. There are as many ways to play URBAN ARCANA as there are people who play it. But in *your* game you must set the tone.

Pick a first adventure that suits the tone you hope to emulate most often in the games ahead. And, while there's no need to be slavish about it, encourage your players to act in the manner you'd most like them to repeat in the weeks ahead.

As a general rule, though, it is easier to get players who are used to being serious to loosen up every once in a while than it is to get habitually over the top players to play it straight.

Black And White

One of the most satisfying activities for any GM is creating and running adventures with complex storylines and subtle themes, testing the players' concepts of the world, their characters, and themselves. You should *not*, however, attempt those sorts of things in your first adventure.

The first adventure is full of new situations, ideas, and characters, not to mention new people sitting around the gaming table. You should do your best to keep the adventure itself as straight forward and direct as possible. Avoid misdirection, duplicitous GM characters, or moral gray areas.

Provide the characters with a truly evil opponent to battle and no extenuating circumstances to muddle its villainy. A monster that tries to eat a group of school children would work, as would an enchanted piece of machinery that threatens to collapse a crowded apartment building. These are situations where the choices are clear—do the right thing, or do nothing.

Let your players explore their new characters and setting in a thematically black and white adventure. It will provide an even greater impact to your complex twists and turns in later adventures.

Spring Planting

Although you want to keep your story and characters in this adventure as simple and straight forward as possible, you still should give some consideration to future adventures. Introduce characters, businesses, items, and concepts that you plan to use later on.

This might seem like a tactic that's only good for first adventures in ongoing campaigns, but with a little application it can be applied to an URBAN ARCANA game that is a series of one-shot adventures, too. If you're first adventure is set in a corporation and you have plans to run a later adventure featuring street gangs, have the TV news run a story about the specific gangs you plan to use (particularly the main villain for your future piece), or have the characters' boss turn out to be the victim of a homicidal monster in a later adventure.

In any case, it will do you only good to plant some seeds in your first adventure—seeds you may or may not ever use, but that will add to the sense of depth to the world and make your players constantly be on the lookout for more seeds in every adventure.

Your First First Adventure

Introducing new players to the world of URBAN ARCANA is a bit tricky. The mix of familiar and fantastic is something that can elude first time players.

To help, we have included an introductory adventure for 1st-level characters in Chapter Ten: Adventures. Even if you want your players to begin with higher-level characters, take a few minutes to read the introductory adventure. It's a good example of a first adventure, and can provide you with a model from which to craft your own.





ADVENTURE BY DESIGN

Apart from being the leader of every game session, the most important tasks that any Gamemaster has are designing adventures, creating interesting GM characters, and monitoring the overall storyline. This is not an unmanageably large job. In fact, it's not really one job at all. As the GM you actually have two or three different jobs. This section we will discuss:

Where Do Ideas Come From?: Preparing new and interesting stories time after time *sounds* like a tough job. We present tips on where to find inspiration and how to act on it.

Then You See … THIS!: Sometimes the best ideas come from simple sources. Props are good not only for stimulating your players' imaginations, but your own as well.

Something For Everyone: We discuss the importance of keeping the characters in your game in mind when designing adventures.

Linear vs. Nonlinear Adventures: The advantages and disadvantages of these two storytelling techniques, and how to take advantage of them in your adventure design.

The Incentive Plan: Notes and guidelines on what sorts of awards are good for characters, players, and your game.

Movin' On Up: As the characters go up in level, you must raise the level of your adventures (both literally and figuratively).

Where Do Ideas Come From?

If there's one question that game designers, authors, and GMs have the hardest time answering, it's "Where do you get your ideas?" The answer is as mysterious as it is personal—and no one can tell you where *your* best ideas will come from. The best we can do is give you some hints for places to look.

Some people get ideas from images—photographs, paintings, sculpture, or even simply views from windows. The things they see cause dialog, scenes, and sometimes epic stories to appear fully realized in their minds

Other people draw inspiration from watching people and animals going through the routine of life, or seeing machinery in motion. The complex relationships of muscles, bones, wires, gears, and the laws of physics create the seeds of stories or the images of characters.

Wherever your ideas come from, keep a note pad around to jot them down. Inspiration is an ephemeral thing, and it disappears as quickly and mysteriously as it arrives. And don't reject an idea simply because you think someone else used it already—ideas do not wear out with repeated use.

There are those who subscribe to the notion that there are only seven plots in the world, and every book, movie, and adventure is only a retelling of something else. Whether or not you believe in that theory, it certainly is true that there are *a lot* of stories that have already been told in one form or another. And a lot of writers (Shakespeare for example) have created some great works of literature doing nothing more than retelling a particularly good tale.

So, where should you look when your usual sources of inspiration fail to help? Below are a few suggestions geared toward the URBAN ARCANA setting.

The Real World

URBAN ARCANA *is* set in the world outside your window, so it only makes sense to turn to that world for inspiration. The headlines today are filled with raw material for adventures. War, corporate strife, murder, politics—all these things and more are worldly evils that most people *wish* could be solved by the bold actions of a few heroic individuals.

One simple perusal of your local newspaper, the network news, or a weekly news magazine can provide enough inspiration to design a dozen or more adventures.

There is one caveat we must give to GMs who plan to use the real world as inspiration for their adventures. Because you're talking about the real world, you players may well have *real* emotions tied up in the issues of the day. If you know of any subjects that one or more of your players have particularly strong feelings about, avoid using them as subjects for adventures. Remember, this is supposed to be a fun leisure time activity, not a hotly contested political debate.

Movies and TV

Fantasy and science-fiction seem to be more popular than ever in the mainstream media, and that means more sources of inspiration for GMs everywhere! What's more, with URBAN ARCANA you can *also* take advantage of more mundane programming such as police dramas, modern mysteries, political thrillers, and any action story set in a large city.

The trick to using this material is overcoming the likelihood that one or more of your players have seen the same shows and movies you have (in fact, you may have watched them together). When adapting material from *any* source, you should always think about ways to look at the story from a new angle—to put your own twist on it. Take a character that was a villain and make him more sympathetic. Take a helpful character and make her duplicitous. Change a bank robbery into a cat-burglar break-in, or a bomb scare into a magical attack. In other words, use the original source as a template, but add your own style, flair, and accoutrements.

Novels and Comics

You are a little safer pulling inspiration from novels—there are more of them out there, and people's reading habits tend not to overlap as much as their viewing habits do. Plus, novels are more likely to provide you with tangential ideas—little details that you can blow up into central concepts for your adventures.

Go to your local book store or library and browse through the fantasy, science-fiction, and mystery sections. Then walk over to the young adult section—it has become a much richer source of genre fiction in recent years.

Comic books are an often-overlooked source of inspiration. The super hero exploits put out by the major publishers may not be exactly what you're looking for in your game stylistically, but these stories are the very best places to learn about creating interesting villains and world-spanning schemes. Depending on the tone you want to establish, you may or may not be able to use this information directly, but we advise that you at least examine the material for nuggets that are useful in your adventure design.

Unexpected Sources

If you really want unique adventures, we recommend looking for inspiration in unorthodox places. To begin with, consider genres outside the standard adventure, fantasy, and science-fiction stable. History books (particularly historical novels) are fine sources of all kinds of plots, conflicts, and personalities. Follow that up by reading a few biographies and you'll suddenly have plenty of characters, companies, and events from which to draw during your creation process.

Likewise, you might want to consider pulling material in from other roleplaying games. We've said that Urban Arcana is like Dungeons & Dragons in the modern world, so it only seems logical that you might want to pull characters, items, or even whole adventures over from D&D and refit them for modern era gaming.

An often-overlooked source of inspiration is advertisements. Whether in print, television, radio, or any other medium, ads are specifically *designed* to create a story or message in the mind of the viewer. That's why their images and phrases tend to stick in your mind. In recent years there have been ads for everything from hair care products to branches of the military that have utilized fantasy imagery—it seems only fitting that whenever possible you turn that around and use their imagery to inspire your games.

Like advertisements, photography is often overlooked as a source of inspiration. A quick perusal of books from the photography section of your local library or book store will show you a boundless source of eerie images, dark landscapes, and faces that fairly beg to be used as the inspiration for characters of all varieties.

It's All Greek To Me

An interesting resource for inspiration is foreign-language media. If you have access to an ethnic grocery, bookstore, or cultural center, go there and look into any of the sources we've discussed above. You will find interesting material that, since you presumably don't read the language, you *must* interpret for yourself. Whatever ideas you walk away with will almost certainly be at least slightly different than the ones the writers or artists intended (that's just the nature of cross-cultural communication).

Foreign language editions of computer game magazines are especially rich sources of inspiration. They are filled with screen shots, advertisements, and illustrations that fit the fantasy/science fiction genre but show different tastes, flavors, and biases.

Then You See ... THIS!

Many roleplaying games suggest using handouts and props to heighten the experience. But how many people have a plethora of medieval materials hanging around the house waiting to be brought to the gaming table? With the Urban Arcana setting, though, props are much easier to come by.

With just a basic understanding of how to use a scanner and the associated software you can create realistic looking ID badges, faxes, and newspaper stories—and that's just for starters.

But even if you don't have the equipment or training to make your own props, you still have literally dozens of worthwhile props passing through your hands every single day—and hundreds more within easy reach.

Business Papers

Your Urban Arcana game takes place in the world outside your window, so feel free to use any props that come in through your mailbox. Corporate letterhead, business cards, newsletters from your elected officials, even junk mail can be quickly and easily converted into useful props for your game.

Say, for example, that you plan to have an adventure about a corporation that is using psionics to control an influential politician. Instead of throwing out the next political flyer to show up as junk mail, look it over. If your elected official is singing the praises of any local company, simply use *that* for the name of your evil corporation. *Voila!* Instant handout!

Priceless Junk

What if you want something a little more weighty or esoteric? If you're looking for an odd statue or a household implement to use as a clue (or perhaps a piece of material evidence), you can find those and much more at yard sales, flea markets, and bazaars in your neighborhood, and usually for *very* reasonable prices.

A pair of scissors with one blade half broken can become a suspected murder weapon, an ugly salt shaker can become an idol worshipped by a strange Shadow cult, and gaudy costume jewelry can be part of a treasure trove. What's more, you might find actually *useful* material for sale as well. Books with photographs or histories of local (or even exotic) sites, replicas of ancient maps, and souvenirs from famous locations are staples of such sales. A quick look around and a small outlay of cash could net you enough handouts for months of adventures.

Tourist Traps

Don't forget to look around when you're on vacation. Most historic sites have free pamphlets for visitors, and they often include inspirational pictures and maps. Maps are a wonderful addition to your game. Just drawing a simple map on a piece of paper to show the players gives them a much better feeling for what options exist for their characters in the game.

As good as maps are, though, nothing beats first hand experience. If you're at a site that offers free tours, by all means take one. The facts that you find out will help you better describe the site to your players, and you might find out interesting bits of history that suggest adventure nuggets to you.

And do not feel beholden to keep things *exactly* the same as they are in reality. Add in a secret passage or a set of security cameras to make a site more interesting.

Of course, maps are available for more than just historic sites. Most shopping malls, tourist districts, and even many office buildings now have maps printed up for visitors. Make a habit of grabbing these when you see them. Take them home and save them for later. The next time the characters track a dangerous suspect into a church, you could be able to pull out a highly detailed map to heighten the roleplaying experience.



Something For Everyone

Different adventures will necessarily focus on different activities and skills. Some will feature displays of great physical strength, others will require a sharp mind and specific knowledge, and still others will hang on stealth or diplomacy. No matter what the central issue is, you should do your best to ensure that every player has a chance for his or her character to shine during every mission.

You know the characters abilities at least as well as the players do, so take that into consideration when designing your adventures. No one likes to feel useless, so even in a Strength-based adventure (such as joining and then breaking up an organization that hosts illegal bloodsports in an abandoned warehouse), be sure there are tasks that can best be solved by using Intelligence, Charisma, or skills based on some other ability. (In the previous example, you could include a computer-run security system that must be bypassed in order to avoid drawing attention to the characters' activities.)

Linear vs. Nonlinear Adventures

Broadly speaking, adventures can be structured in two ways: linear and nonlinear. A linear adventure moves in a single line, like a train. The investigators get on at one end, they move through the adventure, and they get off at the other end. A nonlinear adventure moves in different directions at different times, like a basketball game. The investigators enter the court, they try a lot of different strategies against their opponents, and they leave the court once somebody triumphs.

The crucial difference between linear and nonlinear adventures is who's in charge. In a linear adventure, the person who created it is in charge (either you or the person who wrote the adventure you're using). He or she chooses the scenes, the order they occur, and how the investigators move from one to the next. In a nonlinear adventure, the players (including the GM) are in charge of what happens, because they have lots of options and they choose what to do at any given point in the story. Both have their good points and bad points.

Linear Adventures

Here's an example of a linear adventure.

Outside a local museum, the heroes come across a woman being mugged by a gang of goblins. The gang is easily scared off, and the old woman thanks them but says that they got there a little too late. The goblins already took what they really wanted—the key to the museum's secret collection of magic books and weapons. The woman is the curator and tells them how to find the collection, but warns that without the key the heroes will have to fight an animated suit of armor to get inside. The heroes find the door and fight and defeat the armor, then go inside only to find the goblins now armed with magic weapons. Another fight follows which, hopefully, the heroes win to complete the adventure.

Linear adventures are good because they're easy for everyone to understand. Something happens first, then something happens second, and so on, each event leading directly to the next. In every scene the GM has a simple goal: guide the players so they choose to go to the next scene without realizing that you're guiding them. Linear adventures are good because you can design them to tell a very compact, well-structured story that's satisfying for the group. They make especially good first adventures.

However, linear adventures can also be easy to derail. What happens if the heroes don't listen to the curator's complaint about the stolen key? If they fail to go into the museum, there's no more adventure, and the GM has to quickly make up another way to get them back on track.

Thus, when creating linear adventures, you should design several ways for the heroes to progress to the next scene. If



Goblins have their own society in the subways

you require skill checks to reveal clues, what happens if they all fail the rolls? As long as you provide plenty of options to move from scene to scene, the players won't feel like you're railroading them through the story. You should end up with an exciting roller coaster that moves quickly and steadily so the players never realize it only goes one way.

Nonlinear Adventures

Here's an example of a nonlinear adventure. A friend of the heroes' is murdered in a ritualistic way that seems to indicate the involvement of the Infinite Serpents. The heroes can do a number of things: investigate the details of the murder to be sure their information is accurate, check their friend's apartment for other clues, comb through recent newspapers to see if any similar murders have occurred recently, locate and confront the nearest cell of the Infinite Serpents cult, research other cults to see if this ritual fits their profile as well, and eventually confront the real murderers.

Nonlinear adventures are good because the GM and players tell more of the story collectively than in linear adventures. The heroes make their own way through the adventure, choosing which clues to pursue next. If there are several heroes, the group can pursue multiple clues at the same time, allowing each to make use of her specialties. That way, the players won't feel like the GM is pushing them through a series of pre-planned events.

However, in nonlinear adventures, the promise of a story is not as strong. More of the details are up in the air, and story may result from improvisation more than planning. Also, the heroes may get confused or frustrated. Where a linear adventure provides direct links to the next scene, a nonlinear adventure does not. It's up to the players to move the story forward, and some groups are not always good at it. Not everyone would make a good detective in real life, and nonlinear adventures often require the skills of a natural problem-solver.

To create a good nonlinear adventure, you need to assemble lots of useful information, even information the heroes might never learn. You set up the premise, the villains, their goals, the timeline they're working on, the main clues and story elements the heroes can examine, and the reason all these are tied together. Ideally, any reasonable choice the players make leads them to more choices, until they have won or lost.

If the story is like a basketball game, you should end up with a clean, well-marked court and a rival team with clear strategies and goals—people who won't wait passively for the heroes to act.

One Hundred Adventure Ideas

Use the following for spur-of-the-moment adventure seeds or for generating ideas.

d%	Adventure Idea
1	A goblin street gang terrorizes local community
2	A popular celebrity revealed to be an evil Mage
3	The Mayor fires entire mundane staff, replaces them with Shadowkind
4	The Fraternal Order of Vigilance tries to ruin heroes' reputation within mundane community
5	Miners accidentally discover a dragon's lair
6	All the mundane people in one apartment building suddenly develop spellcasting abilities
7	Spirits take over downtown office building
8	Dwarf engineers compromise the safety of the local subway tunnels
9	A popular new brand of soda acts as *potion of flying*
10	A reality TV show camera crew follows heroes wherever they go
11	A city-wide blackout occurs without warning
12	A magic illness is running rampant through local schools, a magical cure must be found
13	The cockroaches in an abandoned factory have grown to enormous size and begun preying on commuters at a nearby train station.
14	Magic items stop working in a 5-block radius around a newly erected statue
15	Mid-summer blizzard appears over town and does not move on
16	Gremlins infest municipal busses and trains, bring traffic to a standstill
17	Several top executives die mysteriously in their sleep, each one found with a crystal resting rose on the pillow
18	A fight between a homonculus and a flesh golem sparks off a riot downtown
19	Black Feathers splinter group plans to put deadly contact poison in the ink of the Sunday paper
20	Every door in the city is suddenly *arcane locked*
21	Dozens of gnolls attack the motorcade of visiting foreign dignitaries
22	Invisible walls of force surround the city, no power mundane or magical can pass through them
23	An army of undead rises from the sewers and attacks the living
24	On the night of the full moon the sun sets, but fails to rise the next morning
25	A large group of gargoyles settle on one building and refuse to allow any other creature of Shadow in
26	A new murder mystery play opens at a local theater, when the lights come up the entire audience is dead
27	The Sons of Tyranny ride into town *en masse* for a national gathering
28	A museum obtains a scroll that reportedly has the power to raise the dead
29	The governor's plane arrives at the local airport, but everyone onboard has been *polymorphed* into rabbits
30	Mundane folk can suddenly recognize creatures of Shadow for what they are, panic ensues
31	Over the course of a week no one in the entire city dies, no matter how ill or injured
32	The International Guild of Laborers organizes a general strike that shuts down the city, but no one knows why they are striking
33	An earthquake rocks a 2-block radius—the rest of the city is completely unaffected
34	Illithids create a spell that lets them use their mental powers through television broadcasts
35	Glowing numbers appear in the sky and seem to be a clock going through a twelve-hour countdown





36 The city is mysteriously covered in grass, vines, and wild flowers—wild animals roam the streets
37 Louis Corsone turns himself in to authorities and promises to name *every* politician and city official he's ever bribed
38 Ghost trolleys begin running along the streets at night
39 A man on death row contacts the heroes claiming that he was under the influence of a spell at the time the crimes were committed
40 An exact double of one of the heroes arrives one day claiming that the person with the group is an imposter
41 All contact is lost with Department-7
42 Overnight a skyscraper made of human bones appears in an empty lot
43 Human organs and entrails are found inside tubs of frozen ice cream
44 A jealous rival threatens to stop a well-attended wedding
45 In the midst of a press conference, a mundane senator begins speaking in a Shadow language and gives a special message to the heroes
46 A televangelist urges his flock to wage a holy war against the Church of Pelor
47 Strange green smoke rises from the manhole covers surrounding the city's sports stadium
48 All the maps of the city are suddenly wrong
49 Mr. Onimako announces that he will run for Mayor in the next election
50 People who enter a fun house at a local emerge with completely different personalities
51 A confectioner opens a shop claiming to sell magic chocolates
52 The long-dead pioneer founder of town walks into City Hall and tries to murder the mayor
53 Draco Industries announces a very sudden and very suspicious bankruptcy
54 Three times per day a *scrying* sensor appears near one of the heroes
55 People mysteriously lose the need to eat, drink, or sleep
56 A kobold street gang starts protecting innocents and performing acts of heroism
57 The heroes receive an offer to move to a new city
58 A giant octopus sinks any ships that try to approach the city's ports
59 Mysterious singing can be heard everywhere in the neighborhood; no one can understand the language
60 Vampires attack the local homeless population
61 A new computer virus that causes people opening the file become targets of a *polymorph* incantation attempting to transform them into monkeys
62 A magazine prints a story falsely accusing the heroes of treason
63 A magical fire erupts, threatening to burn down a large portion of the city
64 A terrestrial effluvium oozes from the ground and into a hero's basement
65 All machines in the city stop working
66 A silver castle rises at the center of a local lake
67 Gnomes begin building condominiums with appliances run entirely on enchantments and magic items
68 The heroes wake up one morning with tattoos of beholders on their left arms
69 An alchemist turns all lead into gold, creating economic havoc
70 Members of the House of St. Cuthbert suddenly begin robbing and beating people
71 A gold dragon lands atop City Hall and will not talk to anyone
72 The eyes of all the paintings and statues in the art museum begin to move and glare at passersby
73 One hero gets a chain letter that foretells certain doom unless the hero sends it out to four other people, all of whom must have the same last name as the hero.
74 CEOs of major companies are disappearing—one the first night, two the second, and so on
75 An auction house announces the forthcoming sale of a rare and powerful magic item
76 An eccentric billionaire dies and wills his estate to "elves everywhere"
77 The local graveyard spits out all its coffins
78 Healing spells stop working
79 A website is charming people and causing them to commit vandalism
80 A famous sports star is accused of using a magic item to enhance his performance
81 One of the heroes receives a letter from himself
82 Everyone on the block has the same prophetic dream on the same night
83 A magical silence falls over the entire neighborhood
84 The door to an abandoned house in the middle of town turns out to be a magic portal
85 Ogres set up a tollbooth on a public road
86 At the stroke of midnight, everyone but the heroes disappears from the neighborhood
87 A troglodyte finds a million-dollar winning lottery ticket and asks the heroes to cash it for him
88 All the dogs in the city magically gain the power of speech and intelligence
89 The heroes wake up one morning and realize that they don't know *anyone* they meet
90 Trolls take up residence below the city's busiest bridge
91 A local convenience store has a cursed cash register
92 The stars begin to shift in the sky—every night the constellations are different
93 A powerful acolyte attacks the heroes claiming that if he doesn't kill them then the whole world is doomed
94 Within a four-block radius, all guns stop working, except those used by a single ogre street gang
95 The Infinite Serpents begin to worship one hero as though she were a goddess
96 Every hour on the hour, the phone nearest one hero rings—a mysterious voice is laughing on the other end
97 A pop star writes a wildly popular song about the heroes
98 People stop casting reflections in mirrors
99 The body of a murdered drow is found in the trunk of the heroes' car
100 Frogs fall from the sky like rain over one city block

The Incentive Plan

No matter what we do in life, people generally have a goal or other motivation to spur us into action. Even if our motivation is altruistic, it remains a personal goal nonetheless. So how do you motivate the characters in your game? What recognition can you offer so that the players feel their roleplaying efforts have been satisfactorily rewarded?

Money Makes the World Go 'Round

In our modern world, the most common way to show your appreciation for services rendered is through a cash payment. Table 7–3 in the *d20 Modern Roleplaying Game* provides the basic information you need to generate Wealth bonuses for use as adventure rewards. Now let's look at a few different ways to apply those figures.

Pay: In some cases, the heroes will actually agree to undertake an adventure as a job. In these instances they will have every expectation of getting paid, and they will likely want to know ahead of time how much to expect. You can provide this information to the players as you would any other piece of information (using table 7–1 in the *d20 Modern Roleplaying Game* to determine how much money or how big a Wealth bonus the employer will offer), or you can allow them to roleplay the negotiation. In either case, you should know what the job is worth based on the difficulty of the adventure.

Remember, not all of the cash in an adventure has to come in the form of a salary. If the Wealth bonus value of the adventure is too high, you should feel free to mix the promised pay with rewards, found money, and material goods (see below). Just be sure that the scales balance when you add all the Wealth bonuses together.

Wealth bonuses earned as pay should be handed out to surviving characters whether or not the adventure itself was successful.

Rewards: The heroes can earn some money by achieving goals that patrons or other GM characters find particularly valuable. They can gain rewards, grants, or bonuses based on their actions during the adventure. For example, if the characters captured a wanted criminal, retrieved a lost family heirloom, or performed their duties beyond any reasonable level of expectation get an extra Wealth bonus as a reward.

You can give the characters rewards for accomplishing tasks that they didn't even *know* had rewards attached to them. For example, if during a job to rescue the mayor's kidnapped niece the heroes *also* gain proof that a business tycoon is involved in organized crime, they might get a reward for bringing this information to light. This is a good way to provide positive feedback for the characters acting in the manner that you prefer.

Rewards can come from rich individuals, companies, or governmental organizations. In any case, the thing about rewards is that they are completely performance based. If the heroes botch one area of an assignment, then they should not receive a reward for it.

Found Money: People carry money, gangsters often have large reserves of cash on hand, and companies usually keep a drawer of petty cash (which is not always so "petty" when you're talking about a large corporation). There are any number of ways for the heroes to find money during the course of an adventure. Of course, just taking money because it lying around is generally considered theft by the police. So unless the heroes are all of a larcenous nature, you should be careful how much of a Wealth bonus you provide in the form of found money.

Splitting the Take: Remember that the Wealth bonuses generated using Table 7–3 in the *d20 Modern Roleplaying Game* are meant to be divided between all the characters in the party. In most instances, you should allow the players to do that dividing themselves. Generally they will split the bonus as evenly as possible. Remind them, though, that it is not possible to take a fraction of a +1 Wealth bonus—anything that does not divide evenly must either be handed out to one character over another or simply be lost altogether.

Living In A Material World

Sometimes you're going to want to provide the heroes with material gains other than cash. Of course, it would be best if you plan this out ahead of time and stock your adventures with appropriate items. However, if the players overlook an important cache of material goods or (worse yet) go someplace unexpected and you still want to reward them, Tables 5–1 to 5–3 will help you do so on the fly.

Simply roll on Table 5–1: Treasure Types for each encounter that you wish to stock, then go to the indicated sub-table. For mundane items (Subtable C), the maximum purchase DC for an item is equal to the Encounter Level of the encounter + 1d20. For example, if the heroes find a handgun in an EL 8 encounter, roll 1d20. The purchase DC for the handgun can't exceed 1d20 + 8. If the roll doesn't generate a number high enough to purchase the least expensive item in the category, then no item is found.

Jewels: Somewhere hidden in the room or on the person of someone the heroes must overcome are a combination of loose jewels and jewelry. Determine the value by rolling 1d20 and consulting Subtable A of Table 5–1.

Art Objects: Somewhere in the room is one or more freestanding decorations, wall hangings, or pieces of furniture that are expensive pieces of art. The GM may choose to identify the art object(s) or require the heroes to attempt a Search check (DC 15) or Knowledge (art) check (DC 10) in order to find the correct piece(s). If there are multiple objects, the value listed refers to their total Wealth bonus.

Huge objects can be tapestries, rugs, framed paintings, life-size human statues, cabinets, or similar items. Large items can be lamps, sculptures, paintings and lithographs, sets of books, chairs, jackets, designer dresses, or similar items. Medium objects can be candlesticks, sculptures, individual books, pillows, individual pieces of designer clothing, or other such items. Small objects can be cameos, figurines, ashtrays, jewelry boxes, designer accessories, or other similar items.

Determine the nature and value of the art object(s) by rolling d% and consulting the table above.

Mundane Items: Sometimes "treasure" can simply be in the form of ordinary items that may come in handy somewhere down the road. Mundane items range from harmless (a handbag or video camera) to deadly (archaic weapons or firearms), and you can find an impressive list of them in Chapter Four of the *d20 Modern Roleplaying Game* and Chapter Two of this book.





TABLE 5–1: TREASURE TYPES

d%	Items
01–10	Jewels (roll on Subtable A)
11–25	Art Objects (roll on Subtable B)
26–50	Mundane Items (roll on Subtable C)
51–75	Minor Magic Items (roll on Subtable D)
76–90	Medium Magic Items (roll on Subtable E)
91–100	Major Magic Items (roll on Subtable F)

Subtable A: Jewels

d20	Wealth bonus
01	EL* – 1d6†
02–07	EL* – 1d4†
08–12	EL*
13–16	EL* + 1d4
17–19	EL* + 1d6
20	EL* + 1d10

**EL = the Encounter Level for this encounter.*
†Minimum result = 1.

Subtable B: Art Objects

d%	Wealth bonus †	Type of Object*
01–05	EL – 1d4**	1 Huge object
06–08	EL – 1d4**	2 Large objects
09–13	EL – 1d4**	1d3 Medium objects
14–18	EL – 1d4**	1d6 Small objects
19–20	EL – 1d4**	1 Medium object
21–25	EL –1d4**	1 Small object
26–35	EL	1 Huge object
36–41	EL	2 Large objects
42–51	EL	1d3 Mediumobjects
52–61	EL	1d6 Small objects
62–65	EL	1 Medium object
66–75	EL	1 Small object
76–80	EL + 1d4	1 Huge object
81–82	EL + 1d4	2 Large objects
83–88	EL + 1d4	1d3 Medium objects
89–93	EL + 1d4	1d6 Small objects
94–95	EL + 1d4	1 Medium object
96–100	EL + 1d4	1 Small object

**Sizes in these descriptions refer to Table 4–3: Concealing Objects of the* d20 Modern Roleplaying Game.
†EL = the Encounter Level for this encounter.
***Minimum result = 1.*

Subtable C: Mundane Items

d%	Type of Item
01–03	Ammunition
04–05	Armor
06–30	Bag/box
31–50	Computers/consumer electronics
51–54	Handgun
55–57	Longarm
58–63	Melee weapon
64–68	Professional equipment
69–78	Surveillance gear
79–98	Survival gear
99–100	Weapon accessory

Subtable D: Minor Magic Items

d%	Item	Purchase DC
01	Ammunition (choose type), mastercraft[1]	Varies[3]
02	Blowgun, mastercraft[1]	7
03	Bolas, mastercraft[1]	6
04	Brass knuckles, mastercraft[2]	8
05	Buckler, mastercraft[2]	12
06	Chainmail shirt, mastercraft[2]	21
07	Chain saw, mastercraft[1]	12
08	Cleaver, mastercraft[1]	8
09	Concealable vest, mastercraft[2]	18
10	Crossbow, mastercraft[1]	12
11	Dagger, mastercraft punching[1]	7
12	Dwarven urgrosh, mastercraft[1]	18
13	Dwarven waraxe, mastercraft[1]	18
14	Falchion, mastercraft[1]	15
15	Flail, mastercraft heavy[1]	11
16	Flail, mastercraft light[1]	10
17	Fire resistant suit, mastercraft[2]	16
18	Glaive, mastercraft[1]	12
19	Gnome hooked hammer, mastercraft[1]	18
20	Greataxe, mastercraft[1]	15
21	Greatclub, mastercraft[1]	9
22	Greatsword, mastercraft[1]	15
23	Grenade (choose type), mastercraft[1]	Varies[3]
24	Guisarme, mastercraft[1]	11
25	Halberd, mastercraft[1]	11
26	Handgun (choose type), mastercraft[1]	Varies[3]
27	Hatchet, mastercraft[1]	7
28	Hide armor, mastercraft[2]	13
29	Javelin, mastercraft[1]	7
30	Kama, mastercraft[1]	8
31	Ketch-all pole, mastercraft[1]	14
32	Khopesh, mastercraft[1]	14
33	Knife, mastercraft[1]	10
34	Kukri, mastercraft[1]	8
35	Lance, mastercraft heavy[1]	9
36	Lance, mastercraft light[1]	8
37	Leather jacket, mastercraft[2]	13
38	Light duty vest, mastercraft[2]	19
39	Light undercover shirt, mastercraft[2]	16
40	Longarm (choose type), mastercraft[1]	Varies[3]
41	Longsword, mastercraft[1]	14
42	Mace, mastercraft heavy[1]	8
43	Mace, mastercraft light[1]	5
44	Machete, mastercraft[1]	8
45	Maul, mastercraft[1]	12
46	Metal baton, mastercraft[1]	11
47	Nekode, mastercraft[1]	11
48	Ninja-to, mastercraft[1]	13
49	Nunchaku, mastercraft[1]	6
50	Orc double axe, mastercraft[1]	18
51	Padded armor, mastercraft[2]	11
52	Pick, mastercraft[1]	8
53	Pickaxe, mastercraft[1]	9
54	Potion (random 1st-level arcane spell)	19
55	Potion (random 1st-level divine spell)	19
56	*Potion of l'eau de tigre*	20
57	*Potion of mechanical aptitude*	16
58	*Potion of vehicle handling*	16

59	Pull-up pouch vest, mastercraft[2]	16
60	Quarterstaff, mastercraft[1]	4
61	Ranseur, mastercraft[1]	11
62	Rapier, mastercraft[1]	13
63	Riot shield, mastercraft[2]	13
64	Saber, mastercraft[1]	13
65	Scalemail, mastercraft[2]	20
66	Scimitar, mastercraft[1]	12
67	Scourge, mastercraft[1]	8
68	Scroll (random 1st-level arcane spell)	17
69	Scroll (random 1st-level divine spell)	17
70	Scroll (random 2nd-level arcane spell)	20
71	Scroll (random 2nd-level divine spell)	20
72	Scythe, mastercraft[1]	9
73	Shield, mastercraft large[2]	10
74	Shield, mastercraft small[2]	8
75	Shikome-zue, mastercraft[1]	15
76	Shortspear, mastercraft[1]	8
77	Short sword, mastercraft[1]	13
78	Shuriken, mastercraft[1]	6
79	Sickle, mastercraft[1]	6
80	Sling, mastercraft[1]	4
81	Slingshot, mastercraft[1]	5
82	Spear, mastercraft[1]	9
83	Speargun, mastercraft[1]	12
84	Special response vest, mastercraft[2]	21
85	Spiked club, mastercraft[1]	7
86	Spiked gauntlet, mastercraft[1]	9
87	Splint mail, mastercraft[2]	21
88	Studded leather armor, mastercraft[2]	15
89	Sword cane, mastercraft[1]	12
90	Tactical vest, mastercraft[2]	20
91	Three-section staff, mastercraft[1]	7
92	*Thunderclap taser*	20
93	Tonfa, mastercraft[1]	9
94	Trident, mastercraft[1]	9
95	Two-bladed sword, mastercraft[1]	19
96	Undercover vest, mastercraft[2]	17
97	Warhammer, mastercraft[1]	12
98	Whip, mastercraft[1]	7
99	*Windbreaker of resistance* (+1)	22
100	Reroll on Subtable E: Medium Magic Items	—

[1] *Roll on the Minor column of Table 5–4: Weapon Enhancements.*

[2] *Roll on the Minor column of Table 5–2: Armor and Shield Enhancements.*

[3] *The purchase DC for a mastercraft item is 3 + the item's normal purchase DC.*

Subtable E: Medium Magic Items

d%	Item	Purchase DC
01	Ammunition (choose type), mastercraft[1]	Varies[3]
02	Bastard sword, mastercraft[1]	18
03	Battleaxe, mastercraft[1]	14
04	Breastplate, mastercraft[2]	21
05	*Bulletproof shirt*	22
06	Chainmail shirt, mastercraft[2]	21
07	Chain saw, mastercraft[1]	12
08	*Chain saw of the psycho* (+1)	25
09	*Charged nunchaku* (+1)	23
10	*Charged nunchaku* (+2)	28
11	*Chemical light sticks of revealing*	29 (for 5)
12	*Cloudkill grenades*	30 (for 6)
13	Compound bow, mastercraft[1]	13
14	Concealable vest, mastercraft[2]	18
15	Crossbow, mastercraft[1]	12
16	Crossbow, mastercraft hand[1]	14
17	*Crystal pistol*	29
18	Cutlass, mastercraft[1]	14
19	*Decoder ring*	30
20	*Demolition hammer* (+1)	30
21	Dire flail, mastercraft[1]	18
22	Dwarven urgrosh, mastercraft[1]	18
23	Dwarven waraxe, mastercraft[1]	18
24	Falchion, mastercraft[1]	15
25	Fire resistant suit, mastercraft[2]	16
26	*Fuel tablets*	29 (for 10)
27	Gnome hooked hammer, mastercraft[1]	18
28	Greataxe, mastercraft[1]	15
29	Greatsword, mastercraft[1]	15
30	Half-plate, mastercraft[2]	27
31	Handgun (choose type), mastercraft[1]	Varies[3]
32	Hide armor, mastercraft[2]	13
33	Javelin, mastercraft[1]	7
34	Ketch-all pole, mastercraft[1]	14
35	Khopesh, mastercraft[1]	14
36	Leather jacket, mastercraft[2]	13
37	*Leather jacket of damage reduction*	31
38	Light duty vest, mastercraft[2]	19
39	Light undercover shirt, mastercraft[2]	16
40	Longarm (choose type), mastercraft[1]	Varies[3]
41	Longsword, mastercraft[1]	14
42	Machete, mastercraft[1]	8
43	*Magic Billiard-ball*	30
44	Maul, mastercraft[1]	12
45	*Medicine bundle*	26
46	*Muse statuette*	31
47	Naginata, mastercraft[1]	15
48	NBC suit, mastercraft[2]	18
49	Orc double axe, mastercraft[1]	18
50	*Pen of invisible ink*	29
51	Potion (random 2nd-level arcane spell)	22
52	Potion (random 2nd-level divine spell)	22
53	Potion (random 3rd-level arcane spell)	25
54	Potion (random 3rd-level divine spell)	25
55	*Potion of stealth*	24
56	*Potion of truth*	25
57	Pull-up pouch vest, mastercraft[2]	16
58	Rapier, mastercraft[1]	13
59	Riot shield, mastercraft[2]	13
60	*Riot shield of fear* (+1)	26
61	*Ring of cold cocking*	30
62	*Ring of energy resistance 15*	30
63	*Ring of jumping*	26
64	*Ring of lockpicking*	28
65	*Ring of surveillance detection*	30
66	*Rod of technology*	29
67	Saber, mastercraft[1]	13
68	Scalemail, mastercraft[2]	20
69	Scimitar, mastercraft[1]	12





70	Scroll (random 3rd-level arcane spell)	23
71	Scroll (random 3rd-level divine spell)	23
72	Scroll (random 4th-level arcane spell)	26
73	Scroll (random 4th-level divine spell)	26
74	Scythe, mastercraft[1]	9
75	Shield, mastercraft large[2]	10
76	Shield, mastercraft small[2]	8
77	Shikome-zue, mastercraft[1]	15
78	Shortspear, mastercraft[1]	8
79	Short sword, mastercraft[1]	13
80	Special response vest, mastercraft[2]	21
81	Spellbook	
	(contains all 0-level and 4 1st-level spells)	24
82	Splint mail, mastercraft[2]	21
83	Studded leather armor, mastercraft[2]	15
84	Tactical vest, mastercraft[2]	20
85	Two-bladed sword, mastercraft[1]	19
86	*Umbrella of feather falling*	30
87	*Undercover vest of landing* (+1)	30
88	Undercover vest, mastercraft[2]	17
89	*Universal ID*	29
90	Wakizashi, mastercraft[1]	14
91	Wand (random 1st-level spell, caster level 1)	26
92	Wand (random 1st-level spell, caster level 3)	28
93	Wand (random 2nd-level spell, caster level 3)	29
94	Wand (random 1st-level spell, caster level 5)	30
95	War fan, mastercraft[1]	14
96	Warhammer, mastercraft[1]	12
97	Whip, mastercraft[1]	7
98	*Windbreaker of resistance* (+2)	25
99	*Windbreaker of resistance* (+3)	28
100	Reroll on Subtable F: Major Magic Items	—

[1] *Roll on the Minor column of Table 5–4: Weapon Enhancements.*

[2] *Roll on the Minor column of Table 5–2: Armor and Shield Enhancements.*

[3] *The purchase DC for a mastercraft item is 3 + the item's normal purchase DC.*

Subtable F: Major Magic Items

d%	Item	Purchase DC
01	*Air duct infiltration suit*	32
02	*Arcanobot action figure*	36
03	*Animated tools*	34
04	*Backpack of holding* (roll d%)	
	01–50 *Backpack of holding* (light)	34
	51–75 *Backpack of holding* (medium)	36
	76–90 *Backpack of holding* (heavy)	38
	91–100 *Backpack of holding* (jumbo)	41
05	Banded mail, mastercraft[2]	22
06	*Bladegun* (roll d%)	
	01–75 *Bladegun* (+1)	16 + special[3]
	76–90 *Bladegun* (+2)	21 + special[3]
	91–100 *Bladegun* (+3)	26 + special[3]
07	Breastplate, mastercraft[2]	21
08	*Cat's eye ring*	37
09	Chainmail shirt, mastercraft[2]	21
10	*Chain saw of the psycho* (+2)	30
11	*Chain saw of the psycho* (+3)	35
12	*Charged nunchaku* (+3)	33
13	Crossbow, mastercraft[1]	12
14	*Deadeye rifle* (roll d%)	
	01–85 *Deadeye rifle* (+1)	42
	86–95 *Deadeye rifle* (+2)	47
	96–100 *Deadeye rifle* (+3)	52
15	*Demolition hammer* (+2)	35
16	*Demolition hammer* (+3)	40
17	*Demonic biker's jacket*	35
18	Dire flail, mastercraft[1]	18
19	*Doppler staff*	41
20	*Driving ace gloves*	33
21	*Duct tape of repair*	31
22	Dwarven urgrosh, mastercraft[1]	18
23	Dwarven waraxe, mastercraft[1]	18
24	*Eagle eye sunglasses*	31
25	*Eldritch cell phone*	32
26	*Fabric of style*	36
27	Forced entry unit, mastercraft[2]	22
28	*Fragmentation grenades of distance* (roll d%)	
	01–75 *Fragmentation grenades of distance* (+1)	35 (for 6)
	76–90 *Fragmentation grenades of distance* (+2)	40 (for 6)
	91–100 *Fragmentation grenades of distance* (+3)	45 (for 6)
29	*Gauntlet of lightning*	32
30	*Glasses of minute seeing*	31
31	Greataxe, mastercraft[1]	15
32	Greatsword, mastercraft[1]	15
33	Half-plate, mastercraft[2]	27
34	Handgun (choose type), mastercraft[1]	Varies[4]
35	*Haz-Mat gloves*	35
36	*Hidden holster*	33
37	*Icethrower*	35
38	*Illusory concealable vest* (roll d%)	
	01–60 *Illusory concealable vest* (+1)	31
	61–90 *Illusory concealable vest* (+2)	36
	91–100 *Illusory concealable vest* (+3)	41
39	*Invisifinder goggles*	31
40	*Instant ice box*	33
41	*Jade crocodile*	33
42	Light duty vest, mastercraft[2]	19
43	Longarm (choose type), mastercraft[1]	Varies[4]
44	Longsword, mastercraft[1]	14
45	*Lucky deck*	31
46	*Lucky dice*	31
47	*Lucky suit*	38
48	Maul, mastercraft[1]	12
49	Orc double axe, mastercraft[1]	18
50	O-yoroi, mastercraft[2]	31
51	*Parka of warmth*	33
52	Plate mail, mastercraft[2]	26
53	*Quick-draw holster*	31
54	Riot shield, mastercraft[2]	13
55	*Riot shield of fear* (+2)	31
56	*Riot shield of fear* (+3)	36
57	*Ring of Algos*	36
58	*Ring of Lyssa*	37
59	*Ring of the ram*	34
60	*Ring of via negativa*	32

61	*Running shoes of striding and springing*	33
62	Scalemail, mastercraft[2]	20
63	*Scalemail of the Silver Dragon* (roll d%)	
	01–75 *Scalemail of the Silver Dragon* (+1)	33
	76–90 *Scalemail of the Silver Dragon* (+2)	38
	91–100 *Scalemail of the Silver Dragon* (+3)	43
64	Scimitar, mastercraft[1]	12
65	*Screaming amulet*	34
66	Scroll (random 5th-level arcane spell)	29
67	Scroll (random 5th-level divine spell)	29
68	Scythe, mastercraft[1]	9
69	*Shadow detector*	31
70	Shield, mastercraft large[2]	10
71	Shield, mastercraft small[2]	8
72	Short sword, mastercraft[1]	13
73	*Six-demon bag*	34
74	Special response vest, mastercraft[2]	21
75	*Spectacles of speed reading*	39
76	Spellbook (contains all 0-level, 6 1st-level, and 4 2nd-level spells)	34
77	Spellbook (contains all 0-level, 6 1st-level, 5 2nd-level, and 4 3rd-level spells)	48
78	Splint mail, mastercraft[2]	21
79	*Staff of fire*	43
80	*Staff of illumination*	41
81	*Staff of swarms*	45
82	*Staff of the mind's eye*	40
83	*Staff of the urban jungle*	45
84	*Staff of voltage*	40
85	*Stamps of delivery*	32 (for 6)
86	Tactical vest, mastercraft[2]	20
87	*Translator's earpiece*	33
88	*Trench coat of useful items*	35
89	Two-bladed sword, mastercraft[1]	19
90	*Undercover vest of landing* (+2)	35
91	*Undercover vest of landing* (+3)	40
92	Undercover vest, mastercraft[2]	17
93	Wand (random 2nd-level spell, caster level 5)	31
94	Wand (random 3rd-level spell, caster level 5)	32
95	Wand (random 2nd-level spell, caster level 7)	33
96	Wand (random 3rd-level spell, caster level 7)	34
97	Wand (random 4th-level spell, caster level 7)	35
98	Warhammer, mastercraft[1]	12
99	*Watch of speed*	33
100	Whip, mastercraft[1]	7

[1] *Roll on the Minor column of Table 5–4: Weapon Enhancements.*

[2] *Roll on the Minor column of Table 5–2: Armor and Shield Enhancements.*

[3] *Add the purchase DC of the handgun.*

[4] *The purchase DC for a mastercraft item is 3 + the item's normal purchase DC.*

In order to determine what mundane items are in a particular encounter area, first you must attach a Wealth bonus rating for the encounter—use your best judgment or consult Table 7–3 from the *d20 Modern Roleplaying Game*. Then use the table above to determine what sort of items are there, and to determine their value.

If the purchase DC is lower than the Wealth bonus rating you established, roll for another type of item. Repeat this process until the purchase DC total meets or exceeds the Wealth bonus rating for the encounter. In this way, you can fill a room with various types of mundane items and give it a more organic feel.

Minor Magic Items: As the tide of Shadow rises, magic items become increasingly common in the world of URBAN ARCANA, and not all of them are imbued with world-shattering power. Some, in fact, are no more effective than their mundane counterparts—they simply use enchantment instead of AA batteries to get the job done.

Still, it is nice to have potions, scrolls, and low-level magic items around. They allow characters to save their reserves for the times that they're really needed.

Roll on Subtable D to decide what random minor magic item is to be found in an appropriate location.

Medium Magic Items: Sometimes you want to appoint a room with more potent magic items. These scrolls, potions, and weapons are generally a bit more practical and useful. However, they also are a bit more dangerous in the hands of an opponent.

Roll on Subtable E to seed appropriate encounters with random medium magic items.

Major Magic Items: As you send the characters against more and more dangerous opponents, you will want to seed the adventure with even more powerful magic items. Always remember, though that an antagonist *knows* what magic items he has in his home—and he'll usually be willing to use them to protect himself against the characters.

Roll on Subtable F to seed appropriate encounters with random major magic items.

The Personal Touch

The value of treasure does not always have to lie in its Purchase DC. When seeding an adventure with loot for the heroes to hopefully find, give consideration to including items that play to a character's desires or goals rather than to the bottom line. Listen to what your players talk about when they anticipate their character's next level—make a mental note when you hear the phrase, "Wouldn't it be cool if my character —."

You can avoid overpowering your game if you find ways to include treasure that helps the players match their characters to their visions. Players will often be happier to receive less monetary reward if they instead receive "just what they wanted." What's more, you can help encourage an even distribution of wealth and power among the group by including items that will clearly appeal to different members of the group.

Personalized rewards come in all shapes, sizes, and purchase DCs. Below are some of the most common categories. This is not, however, an exhaustive list. Anything that your players want for their characters can be utilized as treasure if you so desire.

Vehicles: Vehicles break the mold of this conversation in that they generally *do* have high purchase DCs. However, they usually are not "game breakers." In other words, having a vehicle will not give the players a significant advantage in the game. In fact, vehicles often open doors when it comes to





your adventure design. If, for example, and adventure requires the characters to interrogate a blue dragon who lives atop a mesa in the middle of the desert, the adventure will go much smoother if they have access to a helicopter or some other vehicle that could get them there.

If the characters already have access to a vehicle, you can either provide the temptation of better transportation, or offer a upgrades or accessories that they can add to their current ride.

Signature Weapons: Let's face it, one gun or sword is just as good as another when it comes to defeating the forces of evil. Weapons with magical enhancements are better than those without, but the differences between them are usually superficial.

Making special weapons—ones with rare or unique enchantments, colorful histories (and appropriately colorful names), or even intelligence and personalities—is a relatively easy thing for you to do, and something that your players will greatly appreciate. You can add a whole other level of distinction by giving the weapon a notably different look or style. Have it made from a rare or valuable substance, or make a particular sound when used—anything that will make it stand out from others of its kind. The point is to make it so that whenever a GM character in your game sees the weapon, she immediately associates it with the player's character.

Unique Equipment: Another thing that players always appreciate is equipment and materials for their characters that are not available to the general public. Look at the items in the equipment sections of this book and the *d20 Modern Roleplaying Game*—you'll find that the mechanics behind much of it is based on providing bonuses to specific checks and saves. It's an easy task for you to create a unique item that either enhances the abilities of an existing item that a character already uses or one that provides a combination of bonuses that doesn't already exist.

TABLE 5–2: ARMOR AND SHIELD ENHANCEMENTS

Minor	Medium	Major	Enhancement	Purchase DC Modifier
01–75	—	—	+1 enhancement bonus	+8
—	01–75	—	+2 enhancement bonus	+13
—	—	01–75	+3 enhancement bonus	+18
76–100	—	—	+1 enhancement bonus and special ability (roll on Table 5–3: Armor and Shield Special Abilities)	+8 plus special
—	76–100	—	+2 enhancement bonus and special ability (roll on Table 5–3: Armor and Shield Special Abilities)	+13 plus special
—	—	76–100	+3 enhancement bonus and special ability (roll on Table 5–3: Armor and Shield Special Abilities)	+18 plus special

TABLE 5–3: ARMOR AND SHIELD SPECIAL ABILITIES

Minor	Medium	Major	Special Ability	Purchase DC Modifier
01–06	01–05	01–05	Acid resistance	+2
07–12	06–10	06–10	Animated[1]	+2
13–18	11–15	11–15	Bashing[1]	+1
19–24	16–20	16–20	Blinding[1]	+1
25–30	21–25	21–25	Catching[1]	+1
31–36	26–30	26–30	Cold resistance	+2
37–42	31–35	—	Damage reduction 5/+1[2]	+1
—	36–40	31–35	Damage reduction 10/+1[2]	+2
43–48	41–45	36–40	Electricity resistance	+2
49–54	46–50	41–45	Fire resistance	+2
55–60	51–55	—	Fortification, light	+1
—	56–60	46–50	Fortification, moderate	+2
—	—	51–55	Fortification, heavy	+3
—	61–65	56–60	Ghost touch	+2
61–66	66–70	61–65	Glamered[2]	+1
67–72	71–75	66–70	Shadow[2]	+1
73–78	76–80	71–75	Silent moves[2]	+1
79–84	81–85	76–80	Slick[2]	+1
85–90	86–90	81–85	Sonic resistance	+2
91–96	—	—	Spell resistance 15[2]	+1
—	91–95	86–90	Spell resistance 19[2]	+2
—	—	91–95	Spell resistance 23[2]	+3
97–100	96–100	96–100	Sponsorship	–2

[1] *Shield only. Reroll if randomly generated for armor.*

[2] *Armor only. Reroll if randomly generated for a shield.*

TABLE 5–4: WEAPON ENHANCEMENTS

Minor	Medium	Major	Enhancement	Purchase DC Modifier
01–75	—	—	+1 enhancement bonus	+10
—	01–75	—	+2 enhancement bonus	+15
—	—	01–75	+3 enhancement bonus	+20
76–100	—	—	+1 enhancement bonus and special ability (roll on Table 5–5: Weapon Special Abilities)	+10 plus special
—	76–100	—	+2 enhancement bonus and special ability (roll on Table 5–5: Weapon Special Abilities)	+15 plus special
—	—	76–100	+3 enhancement bonus and special ability (roll on Table 5–5: Weapon Special Abilities)	+20 plus special

TABLE 5–5: WEAPON SPECIAL ABILITIES

Minor	Medium	Major	Special Ability	Purchase DC Modifier
01–06	01–05	01–04	Acidic	+1
07–11	06–10	05–09	Bane	+2
—	—	10–14	Brilliant	+3
12–16	11–15	15–18	Chaotic	+1
—	16–19	19–23	Dancing	+3
17–21	20–24	24–28	Defending[1]	+2
22–26	25–29	29–32	Disruption[1]	+1
27–31	30–34	33–36	Distance[2]	+1
32–36	35–39	37–41	Energy blast	+2
37–42	40–44	42–45	Flaming	+1
43–48	45–49	46–49	Frost	+1
49–53	50–54	50–53	Ghost touch[1]	+1
54–58	55–59	54–57	Holy	+1
59–63	60–64	58–61	Keen[3]	+1
64–68	65–69	62–65	Lawful	+1
69–73	70–74	66–69	Merciful	+1
74–78	75–79	70–74	Mighty cleaving[1]	+2
79–83	80–83	75–78	Returning[4]	+1
84–89	84–88	79–82	Shocking	+1
—	89–90	83–87	Speed	+3
90–95	91–95	88–92	Thundering	+1
96–100	96–100	93–96	Unholy	+1
—	—	97–100	Wounding[1]	+3

[1] *Melee weapons only. Reroll if randomly generated for a ranged weapon.*
[2] *Ranged weapons only. Reroll if randomly generated for a melee weapon.*
[3] *Slashing weapons only. Reroll if randomly generated for a nonslashing weapon.*
[4] *Thrown weapons only. Reroll if randomly generated for a nonthrown weapon.*

As with weapons, if there is some way for you to make the equipment look or act unique, so much the better.

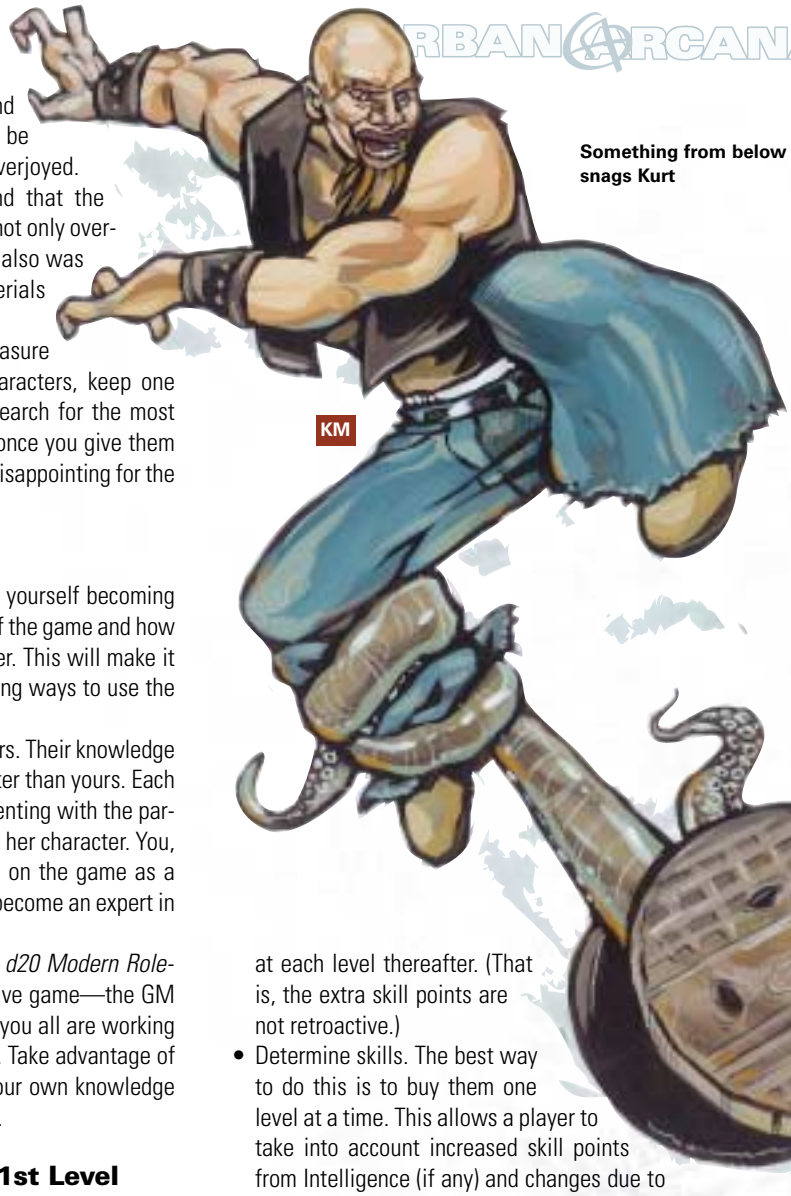
Roleplaying Perks: Sometimes it is possible to plant a piece of "treasure" that really has *no* practical value if you tie the item to a roleplaying element of your game or one of the characters' goals. Rewards such as tickets to sold-out events, membership in an exclusive organization, and public recognition are certainly things you can put a purchase DC on. While these items do not provide any in-game advantage to a character (indeed, they may be most useful as adventure hooks for *you* as the GM), the player may consider them to be the most precious treasure written on the character sheet.

Let's say, for example, one character in your game is a computer aficionado. As a reward for one mission, the character is granted membership in an organization that has access to software months before it goes on sale to the general public. The character (and thereby the player) is happy because she is suddenly among the elite in her field, and can do things practically no one else can. You are happy because you can use the organization to introduce new GM characters and adventures, and you now have a venue through which to provide more character-specific rewards.

Dynamite Is Dangerous

It is good to have multiple ways to reward characters. Anything you can reasonably do to help the players realize their creative visions of their characters will only add to everyone's enjoyment of your Urban Arcana game. You should, however, always think carefully before giving any character a piece of equipment that will upset the balance of power in the setting.

For example, if you allowed a character to have a prototype energy-weapon that did large amounts of damage, had



Something from below snags Kurt

superior accuracy over long distances, and could fire indefinitely without having to be reloaded the player would certainly be overjoyed. You, however, would probably soon find that the energy-weapon allowed the character to not only overcome most foes from extreme range, but also was handy for cutting through high DR materials and destroying unwanted evidence.

When seeding your adventures with treasure and creating specialized rewards for characters, keep one thing in mind: The players will always search for the most advantageous way to use any item. And once you give them something, it is very difficult for you (and disappointing for the players) to take it back.

Movin' On Up

As you run more adventures you will find yourself becoming intimately familiar with the various rules of the game and how they work in combination with one another. This will make it easier for you to devise new and interesting ways to use the rules to accomplish your goals.

Of course, the same is true for the players. Their knowledge of the game may, in some ways, grow faster than yours. Each player will focus on learning and experimenting with the particular sections of the rules that pertain to her character. You, on the other hand, must keep your focus on the game as a whole. In this way, each player will likely become an expert in a different subsection of the game rules.

Try not to feel threatened by this. The *d20 Modern Roleplaying Game*, after all, is not a competitive game—the GM and players are not in opposition. Rather, you all are working together to have an enjoyable experience. Take advantage of the other players' expertise to improve your own knowledge and raise the overall quality of your game.

Creating Characters Above 1st Level

There will be times when you or the players are going to want to create heroes that aren't 1st level. This will happen when you need a foe to challenge higher-level heroes. It will also be necessary if you wish to begin a game with one or more characters who already have levels in one of the advanced classes. Whatever the reason, creating new characters at any given level isn't hard (and, in fact, many players find it fun).

To generate a character above 1st level, follow the steps below:

- Determine abilities and starting occupation normally.
- Determine character class. If the character is multiclass, determine how many levels of each class the character has, and in what order they were gained. (The order is important in the next step.)
- Determine character statistics. This includes base attack bonus, Defense bonus, save bonuses, talents, abilities, feats, and hit points (maximum hp at 1st level and rolled hp for each level afterward). If the characters are 4th level or above, allow them to add their ability scores at 4th level and every four levels beyond that (see Table 1–2: Experience and Level-Dependant Benefits in the *d20 Modern Roleplaying Game*). It is important to note if Intelligence gets modified, because a raised Intelligence score might gain the character more skill points, but only at each level thereafter. (That is, the extra skill points are not retroactive.)
- Determine skills. The best way to do this is to buy them one level at a time. This allows a player to take into account increased skill points from Intelligence (if any) and changes due to multiclassing. However, if a character's skill points per level do not change (such as when she puts the extra ability point boost into some ability other than Intelligence) and no multiclassing is involved, the player can buy all the character's skills at once. In either case, keep in mind that maximum rank is level +3 for class skills and (level +3) ÷ 2 for cross-class skills.
- Equip the character. When creating a 1st-level character, this meant buying all the equipment the character collected in his life to that point. At higher levels, it means pretty much the same thing except that the character adventures have gained her more. Add the appropriate value from Table 7–2: Wealth Bonus by Level (found in the *d20 Modern Roleplaying Game*) to the Wealth bonus arrived at for 1st level. Unless you tell them otherwise, players may choose to purchase any item found in this book or the *d20 Modern Roleplaying Game*.
- Limitation on Magic Items. You're free to limit characters to what items they can choose, just as if you were assigning treasure in an adventure. You're welcome to exercise an item-by-item veto, but an easier method is to limit them by the maximum purchase DC of a single item. This prevents the hero from starting the game with equipment significantly better than other heroes (or your

GM characters). Another good way to achieve this effect is to rule that a player may take 10 but may *not* take 20 when attempting Wealth checks in order to buy magic items. You could also limit characters by the type of magic item found—minor, medium, or major. For example, you might rule that a player creating a 3rd-level character can't equip the character with any item that could not be obtained on the Minor Magic Items subtable of Table 5–1.

- Work out the details. Different base classes and advanced classes allow characters to have contacts, familiars, membership in organizations, or specialized pieces of equipment.

Variant: Learning Skills and Feats

According to the rules in the *d20 Modern Roleplaying Game*, characters pick up new skills and feats as they go up in levels. In your game, however, you can require that a character can't learn a new skill of feat that he hasn't been exposed to. For example, A character who does not have access to a personal computer cannot learn Computer Use unless he spends time at a school, library, or other location with public computer terminals. You might even require that a character can't *improve* existing skills without the ability to practice.

One step further would be to require that a character have an instructor to teach him new skills and feats. Under this approach, a character can't learn to Treat Injury without instructional material *and* someone with formal training in emergency first aid. Likewise, a character can't learn the Combat Martial Arts unless he has a trainer who has that feat plus the time and place to practice sparring with that trainer. A trainer can be another player's character (which encourages interaction and cooperation among the players) or a GM character. GM character trainers who are friends of the heroes might train them for nothing; otherwise, professional trainers charge money.

Training Cost: Purchase DC 8 +1 per week for a professional trainer (and related expenses). Make a single Wealth check for the total amount of training you desire.

Training Time: One week per rank gained for a skill, or two weeks for a feat. A character may work on two skills or feats at once, paying separately for each.

If you allow it, at the expense of a certain degree of realism, a character can obtain training ahead of time. A player whose character is 2nd level, knowing that the character will get a new feat at 3rd level, might choose to have his character train for the feat now either because the opportunity is available or just to get it out of the way. (The realism problem is that, although the character completes his training, he still can't use the feat he has learned until he acquires enough XP to advance a level.)

Distinguishing Skills and Feats: You don't have to treat skills and feats the same in this context. For example, you can require training or exposure for skills but not for feats, ruling that feats are something that develop on their own as a character adventures. Or you can set such requirements for feats but not skills, justifying this by the fact that feats are so much more potent than skills and thus require more investment on the character's part to acquire.

Variant: Learning New Spells

Acolytes and other divine spellcasters simply get new spells when they gain the ability to cast them. Their belief in a power beyond themselves simply makes it so. Arcane spellcasters don't have things quite so easy.

Mages and other arcane spellcasters learn new spells and add them to their spellbooks. This process is detailed in Chapter Ten: FX Abilities of the *d20 Modern Roleplaying Game*. They must either learn them from spellbooks and scrolls discovered while adventuring or wait until they gain a level, at which time it's assumed they gain two new spells. If you require Mages to actually spend game time on spell research to gain those new spells, assume that it takes one day per spell (but no roll is needed for spells that come with level advancement) and that such research requires a Wealth check (purchase DC 14 + spell level).

It's perfectly acceptable for two players with arcane spellcasters to share spells.

Variant: Researching Original Spells

A spellcaster or any type can create a new spell. The research requires access to a well-stocked library with appropriate connections to the Shadow community. Research takes one week per level of the spell and requires a Wealth check (purchase DC 14 + spell level). This money goes into fees, consultants, material component experimentation, and other miscellaneous expenditures. At the end of that time, the character makes a Spellcraft check (DC 10 + spell level). If that roll succeeds, the character learns the new spell if her research produced a viable spell. If the roll fails, the character must go through the research process again if she wants to keep trying.

A viable spell is one that you allow into the game. Don't tell the player whether you think the spell is viable when research begins. (That's the point of the research.) However, feel free to work with the player and give him guidance on the parameters under which such a spell might be acceptable in your game. You're perfectly justified in ruling ahead of time that some topics, such as time or planar travel, are never viable, and thus spells associated with them cannot be successfully researched in your campaign.

Research to create new spells is always in addition to any other research involved for gaining spells (if you decide to require spell research for normal spell acquisition). Remember, however, that some advanced and prestige classes are strictly restricted in the number of spells they can know and can never exceed these limits even via the research of original spells.

Variant: Gaining Class Abilities

You can mandate that to gain any of the newfound abilities earned by advancing a level, a character needs to perform some overall training. This training requires one week per every two levels, rounded up. (In other words, to gain 3rd level, a character must train for two weeks.) Training requires a character to train with a character of the same class who is higher in level. It also requires a Wealth check (purchase DC 8 +1 per week). If no such trainer can be found, the cost is the same, but the time required is doubled. The money goes into fees, consultants, material component experiments, and other miscellaneous expenditures. Without the training, a character cannot





acquire more hit points, class abilities, saving throw and attack bonuses, spells per day, skills, new spells, and so on.

Don't require characters to train for skills and feats or research their spells in addition to this. Use one of the other. The costs and time here assume skill advancement, gaining feats, and the acquiring of new spells.

Variant: General Downtime

If you dislike the idea of all this formalized training getting in the way of the heroic, epic game you have going, simply require that whenever a character gains a new level she must spend one day per level (or just 1d4 days) in downtime. During this period the character is busy training, focusing, or simply resting and cannot cast spells, go on adventures, and so on. This variant rule means that the characters take a breather now and again, which is certainly realistic. No one is willing to delve into danger every day of her life.

Variant: Gaining Fixed Hit Points

Instead of rolling for hit points when she gains a level, a player may (if you use this variant) take the average roll for the class, rounded down (see the table below). A player may choose from one level to the next whether to roll or to take the fixed amount. (Constitution modifiers still apply to either option.) Since below-average hit points hurt a character more than above-average hit points help, the increased certainty balances the slightly reduced average result.

Hit Die	Hit Points
d4	2
d6	3
d8	4
d10	5
d12	6

MASTERING THE GAME

Preparing adventures is an important part of running an URBAN ARCANA game, but it is only half the job. Once you have your adventure, plots, subplots, GM characters, and long-term plans in place, you still have the *best* part of being a Gamemaster ahead of you—actually playing the game!

If you haven't done so in a while, reread Chapter Seven of the *d20 Modern Roleplaying Game*. It is filled with invaluable information and advice for running *any* d20 MODERN game, and it is all directly applicable to your URBAN ARCANA campaign.

Are you comfortable with all that information? We hope so, because the following material is intended to build on that knowledge.

The Rules of the Game

We've talked a lot so far about the story aspect of your URBAN ARCANA game. Now it's time to take a few paragraphs to talk about the rules.

Every game has rules, and between this book and the *d20 Modern Roleplaying Game* you have just about every rule that you're likely to need during your games. These books supply the raw material you'll use to create hours of fun for you and your players. The better you know the rules, the better you'll be able to use them.

It is not necessary for you to memorize every passage in these books. To the contrary, you're much better off having a solid understanding of the rules and then referring to them whenever necessary.

Don't be afraid to turn open up your books during the game. And don't be afraid to ask your players for help if you aren't certain which rule is applicable in a specific circumstance. No one, not even the game's designers, can remember all the rules all the time.

Winging It

Of course, no set of rules is robust enough to cover *every* possibility. The world is an infinitely complex place. Add in the element of magic and creatures of Shadow, and you've suddenly made it infinitely more complex. There will be times during your games when neither this book nor the *d20 Modern Roleplaying Game* has an answer to resolving the specific dilemma facing the characters.

If you cannot find a rule that applies to a certain situation or, on the other hand, you find two or more rules that seem equally applicable, tell your player so. They may have encountered this situation before, and even if they haven't they probably have ideas about potential resolutions. Listen to what they have to say, look at the applicable or similar rules passages, and decide which you think best resolves the matter. Tell the players your decision, then continue with the game.

Don't be afraid to make ad hoc decisions. It's all part of being the GM. You shouldn't let little moments of confusion completely derail your game.

It would be good to write down your solution to the problem and keep that piece of paper in an appropriate section of your rulebook. That way, if the same situation arises in another game you'll have the ruling to refer to. (You might also want to consider giving a copy of your ruling to your players so that they have the same ability.)

Your Word Is Final

As Gamemaster, one of your jobs is to adjudicate the game. In other words, in any given situation, what you say goes. You can think of this as a great power, but in truth it is a great responsibility. Your decisions will affect all the players' enjoyment of the game—including your own. Make the best decisions you can based on this book, the *d20 Modern Roleplaying Game*, your experience as a gamer, and your understanding of your game group.

Don't be afraid to change your mind. No one makes the right decisions all the time. No matter how hard you try to find the perfect solution, at some point you'll wish you'd made a different decision on one subject or another. Just as you had the power to make the decision in the first place, you still have the power to revisit and modify the solution.

Be certain, however, to tell your players when you do. Nothing will undermine their belief in you as a GM quicker than the appearance that your decisions are arbitrary and lack consistency. But nothing bolsters their opinions of you more than the knowledge that you spend a great deal of time thinking about the rules and working to come up with the best solutions for the game.

Storytelling

The general suggestions presented in the *d20 Modern Roleplaying Game* will serve you quite well in your URBAN ARCANA game. Below we present some hints and tips that are more specifically focused on the URBAN ARCANA setting.

Pacing

Actually, this really is exactly the same point raised in both the d20 MODERN rulebook and earlier in this chapter—but it is so important that we wanted to point it out again. Unlike with movies, books, computer games, or most other forms of storytelling, you have complete control over the pacing of your URBAN ARCANA game. If things are going slowly, you can speed them up. If the characters are pushing through the story faster than you'd like, you can put roadblocks in their way or simply stop your game session early.

The key to pacing is to make sure that *all* the players—including you—feel the story is moving along at a satisfying speed. It is easy to get wrapped up in the details of a combat or series of skill checks and not pay attention to the overall feeling of the game. Once every few game sessions you should take stock of how the game as a whole is progressing. Do the players understand everything they must in order to complete the adventure? Are things dragging as you wait for the characters to attempt one particular course of action? Does everyone seem engaged by the story—are some players either bored or lost?

Monitoring the pace of play is one of the simplest techniques to correct small problems in your game. It is also one of the most effective.

Live the Fantasy

It is easy to get lost in the reality of URBAN ARCANA—to focus on playing a modern RPG based in the world you already know. Remember that although this setting is based in the world outside your window, it is also awash in fantastic creatures and powers. If you let the mundane reality become the focus of your game, then you are missing the better half of the game world.

This game is about fantasy. If anything, it should make the players look at the world around them in a new light—it should move them to ask all sorts of "what if" questions. What if that tough guy standing on the corner really was a bugbear? What if rumors of alligators in the sewers were tame next to the reality of the situation? What if the bad dreams they had last night were the results of a mind flayer's attack?

Keep 'em Guessing

As you design different adventures, introduce new Gamemaster characters, and move from one game session to the next, change things up a little. If one adventure centered on political machinations, have the next be a modern dungeon crawl through a supposedly abandoned manufacturing complex. If the last three police officers the characters met were helpful, have the next one be surly and against their "vigilante ways." If the players are used to long, complex plots, throw in a scenario that is quickly resolved.

Some of this ties in with what we were saying earlier about pacing, but most of it has to do with preventing your game from becoming too predictable. We all get set in ways that are comfortable—but truly exciting things generally happen when we break the mold of expectation.

Have the characters involved in an action-movie-style, break-neck speed mission pitting them against a practically endless string of goblin and bugbear street toughs. Then give them an assignment to protect a CEO from a rival company's assassins, so they have to move through the culture of the filthy rich. Then give them a simple snatch and retrieve adventure followed by a hair-raising ghost story. There are so many different styles of adventures, it is practically a spin two similar tales back-to-back.

A World of Adventure

Our modern world is a very complex place. There's a lot going on, a near infinite number of things for the characters to do, places for them to go, people for them to see. On the one hand, you do not want to make yourself crazy by trying to create a game environment rich enough to compete with the real world. But on the other hand, you do want to create the illusion that this *is* the world outside your window.

So how do you create an engaging modern day roleplaying setting without making yourself crazy in the process?

A Matter of Scale

The first question you need to answer is what the scale of your URBAN ARCANA game will be. Will the heroes be swept up in international plots or will they be the staunch defenders of a five city-block neighborhood? Will they be racking up frequent flier miles jetting between New York, LA, and Hong Kong, or will they be getting around on busses and subway trains? Are they people who buy newspapers from the local bodega or celebrities whose faces grace the magazine covers racked there?

The answers to these questions will give you an idea of what sort of planning you need to do. At the very least, you'll need at least basic ideas about the people and places the characters deal with on a regular basis—their closest friends and rivals, their places of employment, and where they go at the end of the day.

Jet set heroes make your job easier in that they will probably never stay in one place long enough for you to have to do too much detailed planning. On the other hand, it means that you'll have to find out a little bit about a new location just about every adventure. Having heroes who stay within a tightly defined area mean that you can focus entirely on making that place come to life, but it also vastly increases the number of sites and people you must bring to life.

In other words, each style has its own advantages and drawbacks. And, as always, if the one you choose to begin with doesn't work the way you'd hoped, you are always free to make adjustments.

In Other News ...

Another thing you'll want to do is figure out what is going on in the world besides plot that the heroes are investigating. This does two things to improve your game. First, it makes





your world seem more real to the players. Even when a single subject steals the headlines of every newspaper, magazine, and newscast, there is still enough going on to fill the rest of the publication or show. A world where there only one important event occurs at a time has a cardboard feel to it.

Second, it allows you to introduce hints and teaser information about upcoming adventures. If you know that the next mission you're going to give the characters will have them working for a particular corporation, then word on the street can be about some big deal the company recently made, or their newly-hired CFO. Or if your next plot will have them on the trail of an murderer, have the victim appear as a minor Gamemaster character for an adventure or two so that the characters have some reason to care when he meets his grisly end.

In the end, even if you do not provide any particularly leading information to the players, the more you know about the world, the better you'll be able to react to the unexpected things the characters do during the course of the game.

Your Town, USA

If the setting for your Urban Arcana game is a city near where you live, then you already know what the characters will find there. You know what sorts of municipal services are provided, what the prominent neighborhoods are, and whether or not there are any major airports, train stations, or docks. But what if you want to set your game in a fictitious city?

Designing a city is pretty simple. Chapter Eight: Locations provides information on most of the various sectors that one generally finds in modern cities. You can use that information to build a city for your game (or to simulate a city to which you've never traveled). Simply pick the sectors you think will create the kind of city you want. Simply by deciding which neighborhoods border one another.

If you don't have time to build the perfect city, then you can generate one randomly. First decide how large a city you want to create. Most cities in North America will have at least some version of all the sectors described in Chapter Eight: Locations, but many of the sectors will be small (and some may be absent) in an individual city. For example, you'd be hard pressed to find a city that didn't have an airport of some kind, but only a handful have prominent airports like Kennedy, LAX, or O'Hare.

The number of prominent sectors within a city is directly related to its size. The larger a city, the more sectors it can support. Use the chart below to determine how many prominent sectors your new city has.

City Size	Example	Number of Prominent Sectors
Small	Milwaukee	1d4 + 2
Average	Baltimore	1d4 + 4
Large	Chicago	1d6 + 6
Colossal	New York	1d6 + 8

The character and flavor of your new city will be greatly influenced by which sectors have risen to prominence. If someone were to tell you that a city has large factory, lower class, red light, and historic ethnic districts, then you can begin to create an image of the city in your mind. It would be much different, no doubt, than your image of a city built around downtown corporate and old money districts, a park, and suburbia.

TABLE 5–6: CITY SECTORS

d20	Sector
01	Airport
02	Artistic District
03	Corporate Suburbia
04	Docks and Warehouse District
05	Downtown Corporate District
06	Downtown Shopping District
07	Factory and Industrial District
08	Government District
09	Historic Ethnic Community
10	Modern Lower Class District
11	Monument
12	Old Money District
13	Park
14	Red Light District
15	Residential District
16	Sports Center
17	Suburbia
18	Suburban Shopping District
19	University District
20	Urban Decay

City Sectors lets you randomly determine which sectors are prominent in your new city. All of the sectors are described in Chapter Eight: Locations except for the final one, Urban Decay.

Urban Decay: This is a section of the city that has fallen into nearly complete disuse. It is filled with abandoned buildings, condemned structures, and empty lots. Sectors filled with urban decay are good places to find people whom society has failed (runaways, homeless, and so on) or those who wish to avoid prying eyes (criminals, monstrous Shadow creatures, etc.). Roll again (ignoring rolls of 20) to determine what the sector was known for during its heyday.

Cities also become famous for particular sites, events, or institutions. Everyone knows Hollywood, CA as the home of major movie studios, Augusta, GA as the home of the Masters golf tournament, and Orlando, FL as home of the world's biggest theme parks. Even if a city's attractions aren't world famous, every city has at least one or two things that it is renowned for.

The number of major attractions in your city is determined by its size. Use the chart below to determine how many can be found in your new city.

City Size	Number of Major Attractions
Small	1d2
Average	1d3
Large	1d4 + 2
Colossal	1d4 + 4

TABLE 5–7: MAJOR ATTRACTIONS

d20	Attraction
01	Bridge
02	Casino
03	Financial Center
04	Hospital
05	Landmark
06	Military Base
07	Museum (Classical Art)
08	Museum (Modern Art)
09	Museum (Natural History)
10	Museum (Popular Culture)
11	Museum (Science)
12	Mystic Site
13	Opera House
14	Planetarium
15	Religious Site
16	Restaurant Row
17	Sporting Event
18	Theater District
19	Theme Park
20	Zoo

To determine what the attractions are in your city, roll on Table 5–7: Major Attractions. Most major attractions are self-explanatory; real world examples like San Francisco's Golden Gate Bridge or Nashville's Grand Ol' Opry abound. But one is unique to the URBAN ARCANA setting—Mystic Sites.

Mystic Site: This is a location or object where a magic effect or event takes place at regular intervals. Examples include a lake whose water acts like a healing potion on the night of the summer solstice, or a building that gains an extra floor on the 13th day of every month. Whatever it is, make it something unique to your city. See Chapter Eight: Locations for more information on mystic sites.

A Beautiful Day in the Neighborhood

The basic unit of any city, town, or village is the neighborhood. No matter where you set your URBAN ARCANA game, you're going to have to account for various geographic groupings within a larger civic body—in other words, you're going to have to know what makes one neighborhood different from another.

It is generally accepted that a neighborhood is an area in which people live, so sectors of town such as airports, docks and warehouse districts, and monuments generally are not considered neighborhoods. Any area that contains both businesses and residences (such as a downtown shopping district with residential apartments above the storefronts) is said to be a neighborhood—at least by the people who live there.

Neighborhoods are generally measured in blocks. One block is generally a square approximately 1,000 feet on a side. It can be taken up by a single building (as in the case of a warehouse or hospital) or contain dozens of individual structures (as in a residential district). Some neighborhoods are as small as a couple of blocks, while others take up ten times that space. To randomly determine the number of blocks in a particular neighborhood, use the chart below.

Neighborhood Size	Number of Blocks
Small	1d3 + 1
Average	2d4 + 1
Large	3d4 + 2
Colossal	4d4 + 4

Neighborhoods each have their own personality. Some are known for having good restaurants, others good shopping, and yet others have reputations for being particularly safe (or unsafe) places to visit. A neighborhood's reputation will usually be based on its prominent features—the businesses, activities, or residents that people have heard of even outside the neighborhood.

These may seem like completely common, ordinary businesses, but something makes them stand out. Perhaps the owner is n eccentric, or just particularly nice—someone that people will go miles out of their way in order to bring business his way. On the other hand, perhaps the store is known for having the best selection (or best prices) in town. Something about these businesses make them stand out. Do your best to give them each distinct qualities and personalities.

One city block can contain up to 4 prominent features. You can decide exactly how many you want in your neighborhood, or roll 1d4 for each block to randomly determine how many features it houses.

Likewise, you can pick and choose which features you want on a block, or roll on Table 5–8: City Block Prominent Features to place them randomly. Remember, though, that some features take up significantly more space than others do. Use common sense to determine whether or not specific features can co-exist on the same block.

Most of the prominent features are self-explanatory. Below are details regarding a few features that can be confusing or easily misinterpreted.

Charitable Organization: This is a storefront run by an organization dedicated to helping those in need (for example, the Red Cross, Toys For Tots, or St. Cuthbert's House). It could be an outreach program such as a blood bank, free clinic, aid distribution center, or food bank. On the other hand it could be a corporate office or volunteer recruitment center.

Cult: This is a gathering place for members of a deviant, pseudo-religious organization. This result indicates rumors of a cult's activity (very few cults actually rent storefronts and hang shingles)—disappearing pets, chanting or odd light displays in the middle of the night, or unexplained property damage are just a few examples. You may decide whether or not the rumors are true or false, but they are definitely persistent.

Haunted House: A building, or perhaps just an apartment, on the block is rumored to be haunted. Something terrible happened there in the past, and no one has lived there for years—anyone who tried quickly moved out. You may decide whether or not the haunting is real, but the people in the neighborhood (especially the children) believe it completely.

House of Worship: This can be a church, temple, shrine, rectory, or any other structure devoted to religious worship. It can be for a real world religion or for one centered on a deity





TABLE 5–8: CITY BLOCK PROMINENT FEATURES

d%	Prominent Feature	d%	Prominent Feature
01	Alarm/security company	51	Library
02	Apartment complex	52	Liquor store
03	Artists colony	53	Local celebrity
04	Auto body shop	54	Mall
05	Auto mechanic garage	55	Mansion
06	Auto supply store	56	Mass transit depot
07	Bakery	57	Mass transit hub
08	Bar	58	Mass transit station
09	Bookstore	59	Medical practice
10	Butcher shop	60	Military armory
11	Charitable organization	61	Military recruitment center
12	Clinic	62	Motel
13	Clothing store	63	Municipal building
14	Coffee shop	64	Music store
15	Comic book store	65	Neighborhood watch
16	Computer repair	66	Newsstand
17	Computer store	67	Night club
18	Condominium	68	Notary public
19	Convenience store	69	Occult shop
20	Courthouse	70	Office supply store
21	Craft store	71	Organized crime
22	Cult	72	Panhandlers
23	Daycare center	73	Park
24	Deli	74	Parking garage
25	Dental practice	75	Pawn shop
26	Department store	76	Photography studio
27	Derelict buildings	77	Pizza place
28	Diner	78	Police station
29	Electronics repair	79	Print shop
30	Electronics store	80	Private detective
31	Empty lot	81	Pub
32	Ethnic restaurant	82	Radio station
33	Federal building	83	Real estate office
34	Flea market	84	Reception hall
35	Furniture store	85	Retirement home
36	Gas Station	86	School
37	Grocery stand	87	Sewer monster
38	Gun shop	88	Shadow community
39	Haunted house	89	Shoe repair
40	Hobby supply store	90	Shoe store
41	Hospital	91	Steak house
42	Hotel	92	Street gang
43	Homeless shelter	93	Super market
44	House of worship	94	Tattoo parlor
45	Ice cream parlor	95	Theater
46	Illegal activities	96	Thrift store
47	Jeweler	97	Video store
48	Landmark	98	Warehouse
49	Laundromat	99	Watch repair
50	Law Firm	100	Youth center

from beyond Shadow, but this building is a comfort to believers, a sanctuary for those who come in supplication, and a place where violence is never tolerated.

Illegal Activities: The block is famous for some sort of illegal or illicit activity. It may be home to drug dealers, a prostitution ring, muggers, or any other criminal element you decide. Likewise, you may determine whether the activities happen on the street in broad daylight, or if one must go into back alleys or secret rooms to find the perpetrators.

Landmark: This is a building or other structure that is recognized by all citizens of the city, not just neighborhood residents. Sometimes it is famous because of its looks (a building shaped like a cruise ship), sometimes for its history (a famous politician was murdered there), and sometimes just for its uniqueness (the last building in town made entirely of bricks). It may bring tourists into the neighborhood, or frighten them away depending on whether the landmark is famous for a good or bad reason.

Mass Transit: There are three entries pertaining to mass transit that may be confusing to those who have never lived in a city. (Mass transit consists of subways, busses, trolleys, and other commuter vehicles.) A mass transit station is simply a place where one can get on and off the vehicle (a bus stop or subway station). A hub is a point where many different forms and lines of mass transit meet (such as Grand Central Station in New York). A mass transit depot is a place where the vehicles are stored and repaired when they are not in use.

Sewer Monster: There are persistent rumors that some kind of monster lurks in the neighborhood. It does not necessarily have to live in the sewer. These can be rumors of a giant bird of prey nesting on the roofs, a werewolf stalking the late night streets, or an alligator pulling unsuspecting pedestrians into the drainpipes. You may decide whether these rumors are true or false.

Shadow Community: The neighborhood is home to a large number of Shadowkind, or is well known for being a safe place for creatures of Shadow to spend time. In any case, many of the businesses cater to the unique needs and tastes of their local community. It is often a good place to purchase magic items or seek obscure Shadow-related information.

Is that mannequin looking at me?





Gamemaster Characters

Cities are crowded places. Everywhere you look any time of the day or night you're bound to see *somebody*. As the Gamemaster, you are responsible for playing *all* of those "somebody"s. Most of them will be nameless, one-dimensional people who answer the player's questions, keep the characters on track, and move the game toward the next turning point. These one-dimensional people do not need game statistics—they will move in and out of the story before anyone has a chance to wonder about how smart or fast they might be.

During the course of play, the heroes will meet other people—ones with whom they might have some sort of interaction (a negotiation or fight) that requires you to know statistics for the opponents. You could roll up ability scores and assign skill points for every person the characters might interact with. That, however, is *very* time consuming and, truthfully, not the best use of your time.

Instead, we suggest you take a little time to become familiar with the various Ordinary Characters section of Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game* and Chapter Seven: Creatures in this book. They contain a handy set of ready-made nonheroic characters that have all the necessary information for you to put them right into play. And each character is described at three different levels.

A Thug Is a Thug Is a Thug

Although between the two books there is quite a good selection of ordinary characters, the list is far from exhaustive. What should you do if you need a specific type of character that is not described in either chapter? Or, better yet, must all characters of the same type have the same stats?

If you find yourself in need of a specific type of character that is not yet described you have two choices: adapt an existing ordinary character or make it up yourself.

Adapting an existing ordinary character is the quickest, easiest method and, if the character is not central to the action in your adventure, is probably your best choice. Some are easy. To create a dentist ordinary character you can pretty much use the Smart/Dedicated Ordinary character found in the *d20 Modern Roleplaying Game*. But let's say that you want stats for an informant from whom the characters want to get information. You have several choices for such a character. From the *d20 Modern Roleplaying Game* you could use the Strong/Tough thug, the Fast/Smart criminal, or the Tough/Charismatic drug dealer. At least one of these should be close to your needs for the informant. Choose the closest and adjust the skills and feats until you have just the character you want.

This process can also be used to create some form of differentiation between several characters with the same background. Say, for example, that the characters come across a group of six Fast/Tough gang members (detailed in Chapter Eight of the *d20 Modern Roleplaying Game*). Rather than have them all be identical, you can spend a few minutes switching around their skill point allocation, swapping out feats, and outfitting them with different weapons and equipment. This will make them feel less like carbon copies of one another, and also give you (and the players) ways to keep them straight if a big brawl ensues.

If, however, you have a very specific need—a character who must combine a specific set of skills, feats, and ability scores, then you're better off taking the time to design her from scratch.

Personality Goes A Long Way

Making a statistical difference from one character to another is time consuming, but not difficult to do. Your efforts may go unnoticed by the players, though. Making a roleplaying difference between them—giving each one a distinct personality and hook—is a bit more difficult, but your players will definitely appreciate the effort.

Gamemasters who are good at mimicry or have a theatrical nature will find this easier than others. As with many aspects of roleplaying, making distinct and memorable GM characters is most easily done by associating different accents, verbal and physical mannerisms, and speech patterns with individual characters.

But what if you're not skilled at performing in that manner, what if you're just a great storyteller? You still have several options available to you.

- **Props:** We talked earlier about using props in your adventures, but you can just as easily use them to enhance your theatrical skills. Look around your home and find some distinct accessories and items of clothing. Pick up a few different hats, a scarf, earrings, and bits and pieces from any old Halloween costumes you've got laying around. During your game put on a particular item (or combination of items) whenever you're going to be roleplaying a specific important character. Pretty soon your players will come to associate different outfits with different characters, and this will add to their immersion into your game.
- **Posture:** Another useful trick is to try using different postures when roleplaying different characters. This is not nearly as versatile as some methods, but it does help you make a statement about the character. The players will react to you differently if you're pacing around the room than they will if you sit back in your chair with your fingers steepled or stand at the head of the table with your fists balled up at your side. They will pick up on small changes that allow you to add more subtle emotions to your storytelling.
- **Inspiration:** Even if you don't have any skill in mimicry, try to think of a famous actor or celebrity whom you would cast in the role of a particular GM character. Think about that actor or celebrity whenever you're roleplaying that character. Don't try to perform an imitation if you're not comfortable doing so—just think about the person. This will translate into subtle changes in your speech patterns, mannerisms, and posture whether you intend it or not. Your players may not recognize exactly who you're inspiration is, but they *will* notice a difference in your gamemastering style.

chapter six

organizations



JP

Alexandra infiltrates Draco Industries

People have a natural tendency to gather into groups. Whether it's a corporation, a charitable committee, or just a social club, the world is filled with conclaves of like-minded individuals who are constantly trying to find more of their kind. Check your own wallet or purse—how many different membership cards do you carry around every day?

The world of the Urban Arcana setting is no different from ours in that respect. For every interest, activity, specialization, and predilection imaginable there exist groups specifically designed to rally, aid, or sometimes oppose that purpose.

ORGANIZATIONS IN YOUR GAME

The incredible vastness and variety of organizations in the real world is pretty staggering. The number of groups within the fantastic world of the Urban Arcana setting is doubly so (many mundane organizations have Shadow counterparts). So how can you make realistic use of them without inundating your players with heaps of information (or making an overwhelming amount of bookkeeping for yourself)?

Start by knowing your organizations very well.

Friend or Foe?

The heroes in your campaign will want to join some organizations, and want to destroy others. On the other hand, some organizations may actively court the heroes to join, while others wouldn't let them in even if they had letters of reference from the U.S. President, the Pope, and Pelor. Make sure your campaign has a good mixture of friendly and antagonistic organizations for the heroes to encounter.

Friendly organizations can be groups the heroes work for (such as Department-7) or ones that they can go to for occasional support or services (like being members of a discount club or a frequent buyers club). Include organizations that your players will want to interact with. It would do you little good to make a government agency their best support group if the heroes are going to be working on the wrong side of the law in most adventures.

On the other hand, make sure that the antagonistic organizations are the kind that will get in the heroes' way frequently and in significant ways. Having the main villainous group be



one that despises all Shadowkind would not be as impactful if your group of heroes are all Earth-born humans.

And just for good measure, be sure to throw in some relatively neutral organizations. There are many groups who make a careful point not to take a moral stance on anything, and simply provide their services to anyone who is willing to pay their price.

A good mixture of these different types of organizations will give your campaign a greater depth.

Secret or Open?

Most organizations with ties to Shadow either keep a low profile or try to keep the magical nature of their group a secret. The same is true of organizations either opposed to or bent on studying the supernatural events of recent years. Not every organization is a total unknown, however; just their relationship to Shadow remains hidden from the mundane world.

Action Items

Every organization wants something. Even the most charitable institution sets goals and objectives by which to measure its progress. It's important that you, as the Gamemaster, understand what it is the organizations in your campaign want to accomplish.

This provides not only a motivation for members of the group when they interact with the heroes but also gives you a better idea what the group is doing when the heroes are not around (which in turn will often spark the germs of future adventures).

For example, imagine the heroes have dealings with an organization that serves as a clearinghouse for information on Shadow creatures. It would only make sense that this group would have a goal to collect all available information on *every* creature, item, and effect of Shadow for entry into their database. They might freely offer their services to the heroes or they might demand some odd form of remuneration. Perhaps they'll have one of their operatives accompany the heroes on their journeys for the next month or so. Or perhaps they'll refuse to give any information until the heroes let them photograph and catalog their spellbooks, magic items, and other odd gear.

The Ever Changing Tableau

There are hundreds of thousands of organizations at work in the world. A GM can only use a limited number of them at one time, but if she takes care to rotate them in and out of active duty, she can give the appearance of a much more robust setting.

Let various organizations be particularly active for a time while others simply go about their business. After a group's activities reach center stage in the heroes' adventures, move them out of the picture entirely and add another quietly plotting organization to the background buzz.

Using this method you can give the appearance of there being dozens of active groups in your campaign when, in reality, you never actually have to deal with more than five at any given time.

ORGANIZATIONS

Below is a collection of organizations that exist in the URBAN ARCANA setting. Not all of them will be important in every campaign, but they do provide GMs with a good selection from which to mold the beginning stages of a campaign.

Each entry briefly discusses who the organization's members are, what the organization does (and why it does it), and what privileges membership grants characters (as well as whether or not the organization is suitable for heroes to join).

GMs should feel free to modify any of the information contained in these entries to better suit their campaigns.

The Beloved

To the world this group is known as Epsilon Alpha, a private fraternity/sorority for students and professionals involved in business and management. They allow only the best students in a class to pledge, and in the end accept only one or two of those. It is not uncommon for a chapter to deny *all* applicants for one or two years in a row. Epsilon Alpha is *very* selective, and even the chapters at Ivy League schools rarely have more than 10 or 15 members.



Symbol of the Beloved

In truth, Epsilon Alpha is actually the recruiting arm for a secret religious cult known as the Beloved, and the connection between the cult and the fraternity is deeply hidden. Members of the Beloved worship Wee Jas, who is purported to be the goddess of death and magic. Wee Jas promises her flock power and dominion over the masses in exchange for blood sacrifices. At university, this begins with animal sacrifices. As the worshipers make their way in the world and become more powerful, the goddess demands greater gifts.

It is rumored that half of all toxic landfills, industrial spills, and hazardous materials accidents are actually premeditated attempts to offer particularly grand gifts to Wee Jas. Her worshipers are usually more subtle and clever, though. They give their blood tithe through promoting (or even more often simply feigning ignorance of) design flaws in consumer goods, fomenting international discord, or subsidizing illicit activities. And they are *very* good at covering the tracks of their involvement in such things.

The Beloved is organized into local cabals that meet regularly. Members publicly recognize one another by use of secret handshakes, signet rings, and coded phrases. In private they will reveal a small, circular tattoo depicting the emblem of Wee Jas. Receiving this tattoo is part of the initiation process for Epsilon Alpha, and the tattoo must be placed in one of three discreet locations—the inner tricep just below

the armpit, the inner thigh at the fold of the hip, or the bottom of the foot beneath the heel.

Each cabal works independently, promoting its version of the goddess's teachings. There is usually only one cabal in any given area, although particularly large cities will sometimes have as many as four. In this case, the cabal leaders stay in close contact and make sure never to interfere in one another's plans, but the almost never work directly together.

Because the Beloved are all captains of industry, they have access to an unrivaled variety of equipment, goods, and services. Members who use the organization to requisition materials receive a +10 bonus to the associated level checks.

The Beloved is an organization devoted wholly and solely to death and mayhem. It, therefore, is not a suitable organization for heroes to join.

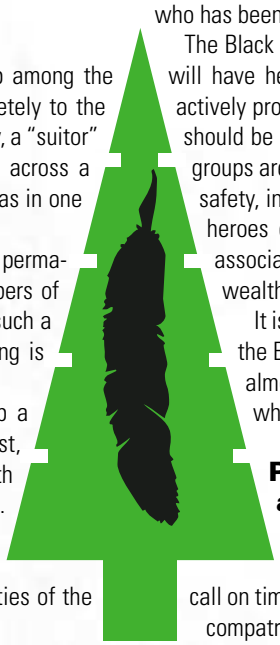
Tattoos of the Beloved

Ritual tattooing is an integral part of worship among the Beloved. It represents giving your body completely to the blessed goddess. During the initiation ceremony, a "suitor" (as the pledges are called) is strapped down across a marble altar and receives the symbol of Wee Jas in one of the prescribed bodily locations.

Tattoo of the Beloved: The bearer becomes permanently susceptible to *scry* spells cast by members of the Beloved. When the bearer is the target of such a spell, he receives no saving throw—the scrying is automatically successful.

Every time members of the Beloved go up a level, they receive another tattoo. Like their first, these are usually small images related to death or magic and are placed in discreet locations. However, unlike the Tattoo of the Beloved (which creates a permanent effect), these function as described in Chapter Ten: FX Abilities of the *d20 Modern Roleplaying Game*.

Any spell known by members of the local cabal can be inscribed, but the Beloved generally choose spells from the schools of Necromancy or Enchantment.



Symbol of the Black Feathers

The Black Feathers

In a world that technology is making smaller every day, there are those who think that we lose a little bit of ourselves with every new shopping mall or subdivision that is erected. The Black Feathers is a loose affiliation of organizations dedicated to fighting the spread of urban sprawl. Some groups are against deforestation, others are for the protection of wildlife, and still others simply pine for a simpler way of life, but all of them have at their heart a desire to see nature preserved.

The Black Feathers is an organization in only the loosest sense of the word. Many presume this is because of the logistical nightmare in getting different special interest groups to agree on agendas and action plans. However, it has just as much to do with the fact that the Black Feathers lends equal support to even the most violently radical groups (provided their goals are sufficiently anti-industrial). The organization does not, though, actively promote any of the agendas of its member groups. You will not, for instance, see protesters wearing or displaying the organization's logo while attending a rally.

Rather, the Black Feathers provide logistical support and supply information to their members. They inform them of opportunities to promote their causes and keep them abreast of the actions of friend and foe alike. In fact, the thing that this organization does best is put like-minded individuals and groups together.

Very little is known about the actual workings of the Black Feathers. It is unclear exactly how big the central organization is—even the most basic research reveals that the names found in press releases and public statements are false identities. Those who dig deeply enough, though, will find repeated references to an actual person named Black Feather. Although the mundane media considers her to be just another of the organization's fictional representatives, those familiar with Shadow culture can find out that Black Feather is an elf who has been in this world for the past 10 years or so.

The Black Feathers is a very accepting organization. They will have heroes as members so long as the heroes are actively promoting an ecological agenda. However, heroes should be aware that not all the Black Feathers' member groups are especially scrupulous when it comes to public safety, in fact some are downright dangerous. But if the heroes don't much care what sorts of whackos they associate with, the Black Feathers can serve as a wealth of information and networking resources.

It is not possible to requisition any equipment from the Black Feathers themselves. But the organization almost always can point the heroes to someone who *can* fulfill their needs—for a price.

Potions, Poultices, and Poisons

The Black Feathers is as loose an organization as one is likely to find. It is hard for members to call on timely aid from anyone other than their immediate compatriots. However, member groups are generally more than happy to share resources. Since the groups are universally devoted to ecological issues and organic lifestyles, they have spent a good deal of time perfecting recipes for various natural brews, cures, and irritants.

Members can send word through the grapevine that they need a particular known potion or poison, and their contacts will do their best to find a supply. This generally takes a while, and the requesting member must wait 1d6 days for any news.

The GM may make an immediate ruling on whether or not the requested item is available, or may choose to roll 2d6 and consult the following table.

It is left to the GM to decide whether the item is given freely, the characters must pay the usual market price for the item, or the provider requires a higher than normal price (or perhaps some special service) in exchange for the item.

Roll	Result
2	Item unavailable
3–5	1 dose of item available
6–8	1d3 doses of item available
9–11	1d6 doses of item available
12	unlimited supply of item available



Black Feather

Several decades ago, a young elf passed through the Shadow into our world. Used to the lush and unspoiled wilderness of her world, she was horrified by the toxins poisoning the earth, water, and sky. Her heart trembled when she witnessed unchecked urban sprawl and factories spewing choking clouds into the environment. Falling back on her instincts, the elf known as Black Feather fled into the little wilderness she could find.

Over time, Black Feather came to understand bits and pieces of this strange new world. She came into contact with a band of nature lovers who were trying to build a commune far from civilization. Her feral beauty and natural charisma awed the band of environmentalists, who began to follow her hard-line attitudes. Although Black Feather wanted to stay as far away from the cities of man, she knew that it was just a matter of time before the nature that she loved would be destroyed. She began learning more about our world and ways to stop those that would harm it.

Black Feather began recruiting and training activists of all sorts. This group calls themselves the Black Feathers as well, helping to confuse anyone that hunts for either them or their leader. These recruits include everyone from peace-loving activists and lobbyists, to radical, violent extremists. Black Feather started a two-fold approach of public campaigning and clandestine eco-terrorism. Although disdainful of technology, Black Feather is coming to realize its value and capabilities. She prefers locating and enlisting experts in various technologies, especially hackers and chemists.

Black Feather is a stunning elf with raven-black hair and piercing blue eyes. She dresses in simple, hand-made clothing bedecked with beads, feathers, shells, and carved pieces of wood. She does not use guns, preferring to use a magic longbow of exquisite quality and a brace of throwing knives.

The GM can use Black Feather as an ally of nature-loving heroes, or as a dangerous, unpredictable factor, disrupting their plans and causing untold harm to city dwellers.

Black Feather: Female Elf; Tough 2/Fast 3/Charismatic 3/Wildlord 6; CR 14; Medium humanoid (elf, Shadowkind); HD 2d10 plus 3d8 plus 3d6 plus 6d8; hp 66; Mas 10; Init +4; Spd 30 ft.; Defense 26, touch 25, flat-footed 22 (+4 Dex, +11 class, +1 *ghostshirt*); BAB +8; Grap +8; Atk +8 melee (1d3 nonlethal, unarmed strike) or +8 melee (1d4, knife) or +12 ranged (1d4, knife); Full Atk +8/+3 melee (1d3 nonlethal, unarmed strike), or +8/+3 melee (1d4, knife), or +12/+7 ranged (1d4, knife), or +15/+10 ranged (1d8+3, *+2 longbow* with *+1 arrows*); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ Elf traits; AL Nature, Whitetooth, The Black Feathers; SV Fort +7, Ref +10, Will +7; AP 13, Rep +7; Str 11, Dex 19, Con 12, Int 13, Wis 16, Cha 17.

Skills: Climb +3, Handle Animal +17, Hide +16, Intimidate +7, Knowledge (earth and life sciences) +6, Knowledge (behavioral sciences) +6, Listen +5, Move Silently +12, Navigate +9, Profession +8, Read/Write Elven, Read/Write English, Ride +14, Search +3, Speak English, Speak Elven, Spot +11, Survival +12, Swim +5, Treat Injury +8.

Feats: Alertness, Animal Affinity, Archaic Weapon Proficiency, Dodge, Fleet of Foot, Guide, Lightning Reflexes, Mobility, Point Blank Shot, Precise Shot, Shot on the Run, Simple Weapon Proficiency, Stealthy, Track.

Talents (Charismatic Hero): Coordinate, inspiration.

Talents (Fast Hero): Evasion, uncanny dodge.

Talents (Tough Hero): Remain conscious.

Talents (Wildlord): Animal empathy, animal companion, fast climb, resist venom, call companion, skill mastery (handle animal).

Possessions: *+2 longbow*, 12 *+1 arrows*, 4 knives, *ghostshirt*, *medicine bundle*, casual outfit, backpack, 2-person dome tent, Jeep Wrangler.

Whitetooth

Whitetooth is Black Feather's mountain lion animal companion. He is fanatically loyal to his master and will defend her to the death.

Whitetooth: CR 6; Medium animal; HD 7d8+14; hp 55; Mas 15; Init +4; Spd 40 ft., 20 ft. climb; Defense 20, touch 20, flat-footed 15 (+5 Dex, +5 natural); BAB +2; Grap +5; Atk +6 melee (1d3+1, claws); Full Atk +6 melee (1d6+3, bite), +1 melee (1d3+1, claws), or +4 ranged; FS 5 ft. by 5 ft.; Reach 5 ft.; SQ Improved grab, low-light vision, rake, scent; AL Black Feather; SV Fort +5, Ref +7, Will +2; AP 0, Rep +0; Str 18, Dex 21, Con 15, Int 2, Wis 12, Cha 6.

Skills: Balance +12, Climb +11, Hide +9, Listen +6, Move Silently +9, Spot +6.

Feats: Weapon Finesse (bite, claw).

Church of Pelor

Faith is something that the mundane world sadly lacks. Certainly there are many existing religions that people truly believe in. But on the whole, the modern world has stopped believing in miracles and the power of faith.

The Church of Pelor began as an organization to allow some Shadowkind to continue their spiritual practices here in this strange world. Pelor, whom worshipers revere as the god of the sun, is a deity who shines his blessings on everyone, and it wasn't long before the church began attracting followers from the mundane community.

As time passed, the Church of Pelor has continued to grow. It is widely known in the mundane world as a New Age neo-pagan religion that preaches peace, good works, and loving your neighbor. Those familiar with the ways of Shadow, though, see the Church as a sign that the old gods are still watching and the old ways still hold true.

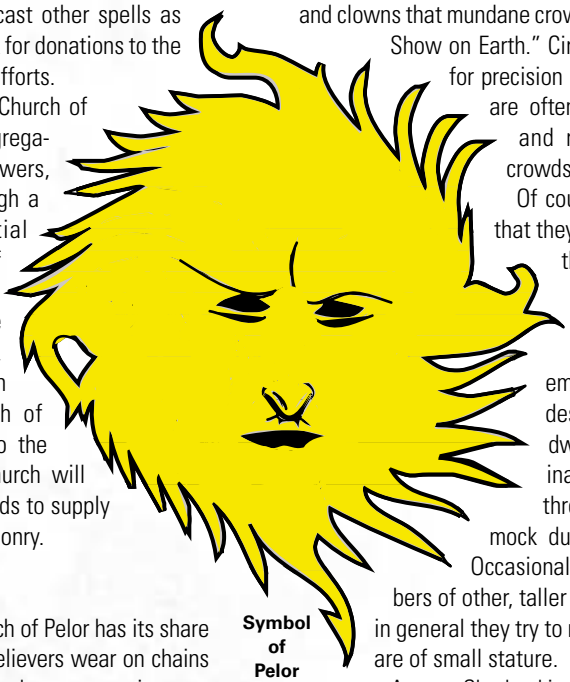
Unlike many major religions, the Church of Pelor does not have an organized hierarchy. There is no central council, and each individual church is more or less responsible for setting practices and supporting the community it serves.

Usually the church is involved in local efforts to feed the hungry, shelter the homeless, and raise money for any good work. Although the exact tenor of a local church will depend entirely on the priest who runs it, most Churches of Pelor are

places of sanctuary for adventurers and all nonevil members of Shadowkind.

The priests will gladly use their Pelor-granted powers of healing to restore those wounded in the service of truth and goodness. They will also cast other spells as their abilities allow, but may ask for donations to the church in appreciation of their efforts.

Many heroes belong to the Church of Pelor either as part of the congregation or, for those with divine powers, members of the clergy. Although a church receives a substantial amount of money in the form of tithes, it spends it almost immediately to improve its service to the community. As a result, anyone attempting to requisition materials through the Church of Pelor receives a –5 penalty to the necessary level check. The Church will not, however, use any of its funds to supply heroes with guns or other weaponry.



Symbol of Pelor

Medallion of Faith

Like any other religion, the Church of Pelor has its share of symbols and emblems that believers wear on chains around their necks. Looking around a congregation, one is likely to see many different stylized sun shapes and halo-like circles. There is one particular pendant, though, that has particular significance. The *medallion of faith* is a one-inch radius gold disk with a platinum image of the church's emblem affixed to its center.

Generally worn on a chain of white gold, the head priest of a church will always have a *medallion of faith*. And though no search, no matter how thorough, will turn up a collection of others anywhere in the church, the priest will sometimes bestow shiny, new medallions to particularly dedicated church workers or those who have done great service in Pelor's name.

Medallion of Faith: Once per day the medallion may be activated for one of the following effects:

- Shine light in a 60-foot radius, as per the *daylight* spell.
- Heal 2d8+5 points of damage to the wearer, as per the *cure moderate wounds* spell.
- Issue a single command for a subject to obey, as per the *command* spell.

Type: Wondrous item (magic); *Caster Level:* 5th; *Purchase DC:* 32; *Weight:* —.

Cirque des Moitié

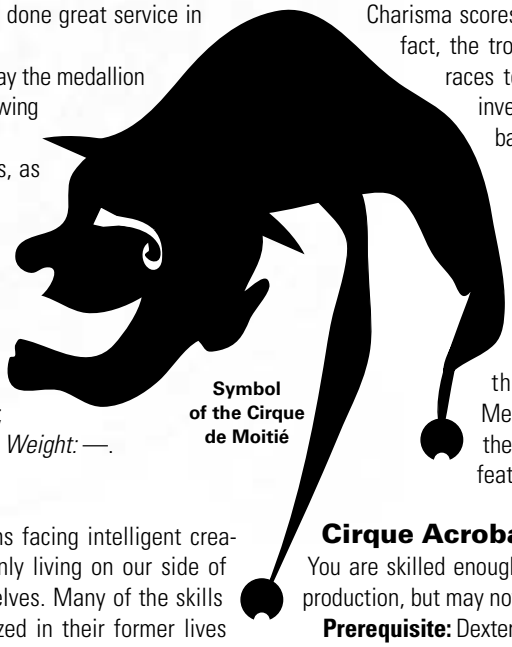
One of the most difficult questions facing intelligent creatures who find themselves suddenly living on our side of Shadow is how to support themselves. Many of the skills and abilities that were highly prized in their former lives have no application (no *legal* application, that is) in the mundane world. Some, however, find their natural talents have unexpected outlets.

Such is the case with the members of Cirque des Moitié, a collection of halflings who have formed a troupe of acrobats and clowns that mundane crowds know as "the Greatest Little Show on Earth." Cirque has become world famous for precision acrobatics, sets and music that are often described as "otherworldly," and routines so spectacular that crowds swear they must be magical.

Of course, the truth of the matter is that they *are* magical. The troupe builds their shows using not only the halflings' natural agility but knowledge of arcane and divine magic, too. They also employ a number of gnomes to design and build sets, and a few dwarves to do strength- and stamina-based acts (such as walking through brick walls or performing mock duels while covered in flames). Occasionally they will also hire on members of other, taller races to play specific roles, but in general they try to make sure that their performers are of small stature.

Among Shadowkind, Cirque des Moitié is considered one of the greatest success stories of adapting to the mundane world. Elves, half-orcs, and other races do not find the acts awesome in the way mundane crowds do, but they still come to the show in droves simply to celebrate the halflings' success.

Cirque des Moitié constantly travels the globe. This makes it a difficult organization for heroes to belong to (unless they can squeeze their adventures in between the two-shows-nightly schedule). Other than that there is no reason that any hero of size small or lower (with high Dexterity and Charisma scores) couldn't join the Cirque. And, in fact, the troupe does employ larger, stronger races to work on the stage crew, so an inventive GM could design a campaign based around Cirque performers.



Symbol of the Cirque de Moitié

The performers of Cirque des Moitié spend a great deal of time developing both their physical prowess and their acting abilities. The troupe has a training regimen that they guard as closely as warrior monks guard their secret martial techniques. Members of this organization may use the following feats to fill any open feat slots.

Cirque Acrobate

You are skilled enough to perform on stage in a Cirque production, but may not be a featured performer.

Prerequisite: Dexterity 16, Acrobatic, Cirque Contrôleur, Balance 6 ranks, Tumble 9 ranks.



Benefit: You gain a +2 competence bonus on Disguise, Perform (dance), and Sleight of Hand checks.

Cirque Contrôleur

You have all the basic training and are able to appear on stage as a spotter (but not as a performer).

Prerequisite: Dexterity 15, Acrobatic, Balance 6 ranks.

Benefit: You gain a +2 competence bonus on Move Silently, Perform (act), and Tumble checks.

Cirque Vedette

You are a master of the Cirque techniques. You may be a featured performer in a Cirque production.

Prerequisite: Dexterity 18, Acrobatic, Cirque Acrobate, Cirque Contrôleur, Balance 6 ranks, Tumble 9 ranks, Disguise 12 ranks.

Benefit: You gain a +4 competence bonus on Balance, Escape Artist, Move Silently, Sleight of Hand, and Tumble checks.

Commission for Research into Unexplained Phenomena

Mundanes may not be able to recognize creatures of Shadow for what they are, but they do notice the rise in unusual incidents and unidentifiable materials. In response to a recent sudden increase in the number of reports being filed with police on such varied subjects as ghosts, UFOs, monstrous humanoids, and psychic episodes the United States Congress decided to take action. The Joint Committee on Homeland Security created a special commission to do in-depth fact finding.

The senators and representatives called into service one of the country's top experts on the exotic species, Dr. Astrid Kolgrim, to lead the Commission for Research into Unexplained Phenomena, usually just referred to as C.R.U.P.

Through C.R.U.P., Dr. Kolgrim can commandeer personnel and materials from various government agencies including the FBI, Center for Disease Control, Office of Homeland Security, Immigration and Naturalization Services, and Internal Revenue

Dr. Astrid Kolgrim

With the rise of Shadow, the governments of the world have taken a keen interest in evaluating any threats or benefits to this encroachment. Agents, military brass, and scientists alike have begun documenting an ever-growing number of reports of strange creatures, bizarre explosions, and acts that can only be described as "miracles."

Dr. Astrid Kolgrim is one of the scientists who studies the rise of Shadow. She is a brilliant biologist who made her way through various academic and private organizations, studying a number of rare and exotic species. Dr. Kogrim's work finally caught the attention of the Federal Government, who tapped her to head a team dedicated to researching creatures of Shadow.

Astrid is a tall, stunning African-American woman with strong features. She has long, glossy hair (often worn up to keep it out of her way). Although not oblivious to her looks, Dr. Kolgrim has no time or patience for those interested only in her appearance.

In many ways, she follows the stereotype of a scientist—analytical, humorless, and no-nonsense. However, due to the subject matter with which she deals, Dr. Kolgrim maintains an open mind, realizing that science has yet to answer many of the questions raised in this new Age of Shadow.

Dr. Kolgrim spends most of her time in the field with small teams of assistants. She receives leads through a variety of sources, including local police departments, the FBI, the Center for Disease Control, and other government agencies. Her mission is to find out as much information about creatures of Shadow as possible—their abilities, strengths, weaknesses, and any way that they can be exploited by the government. She has personally led expeditiong to capture specimens of numerous Shadow species and take them back to the laboratory for study.

Although, not affiliated with Department-7, Dr. Kolgrim sometimes comes into contact with Department-7 agents in the field. It is up to the GM to determine whether she will assist or hinder the heroes during their adventures.

Dr. Astrid Kolgrim: Smart 4/Field Scientist 7; CR 11; Medium humanoid; HD 4d6 plus 7d8; hp 52; Mas 10; Init +0; Spd 30 ft.; Defense 18, touch 17, flat-footed 18 (+4 smart defense, +3 class, +1 light undercover shirt); BAB +5; Grap +5; Atk +5 melee (1d3 nonlethal, unarmed strike); Full Atk +5 melee (1d3 nonlethal, unarmed strike), or +6 ranged (2d6, Glock 20), or +5 ranged (1d2 and special, air rifle); FS 5 ft. by 5 ft.; Reach 5 ft.; AL US Government, Science; SV Fort +5, Ref +8, Will +7; AP 11, Rep +4; Str 10, Dex 11, Con 10, Int 18, Wis 16, Cha 16.

Occupation: Doctor (class skills: Knowledge [behavioral sciences] and Knowledge [earth and life sciences]).

Skills: Computer Use +14, Craft (chemical) +17, Craft (pharmaceutical) +17, Craft (writing) +9, Decipher Script +13, Demolitions +9, Drive +4, Investigate +14, Knowledge (behavioral sciences) +21, Knowledge (earth and life sciences) +25, Read/Write English, Read/Write Spanish, Speak English, Speak Spanish, Research +20.

Feats: Defensive Martial Arts, Educated (Knowledge [behavioral sciences] and Knowledge [earth and life sciences]), Heroic Surge, Lightning Reflexes, Medical Expert, Personal Firearms Proficiency, Point Blank Shot, Simple Weapons Proficiency, Studious, Surgery.

Talents (Smart Hero): Savant (Knowledge [earth and life sciences]), plan.

Talents (Dedicated Hero): Healing knack.

Talents (Field Scientist): Smart Defense, scientific improvisation, skill mastery (Computer Use, Knowledge [behavioral science], Knowledge [earth and life sciences], Craft [pharmaceutical], Craft [chemical], Research, Treat Injury), minor breakthrough (Knowledge [earth and life sciences]).

Possessions: Glock 20 (10mm autoloader), 50 rounds of 10mm ammunition, air rifle, 20 tranquilizer rounds, light undercover shirt*, trauma kit, chemistry kit.

**Not proficient in armor.*

Louis Corsone

Among the scum of the underworld, no name instills more fear than that of Louis Corsone. There is little in the way of illegal activity to which he and his organization, the Corsone Syndicate, are not deeply connected—black marketeering, theft, racketeering, and murder-for-hire are all his stock and trade. As newcomer to the scene, Corsone showed incredible ruthlessness and preternatural insight into his enemy's plans and motivations. More than a few of his competitors have been quoted as saying "it's like he can read my mind, or somethin'." Few realize how true this statement really is.

Louis Corsone is an illithid who was pulled to our world just in time to escape death by the hands of his fellow mind flayers for some unknown crime. Coming through, he discovered a new world that seemed filled with endless possibilities, riches, and slaves for someone bold enough to exploit them. He never appears outside his stronghold without his minotaur bodyguards, the Kuzzer Brothers.

Although he lost most of his memory coming through, Louis still has the incredible intellect, cunning, and abilities of a mind flayer. He also retains a burning sense of hatred for others of his kind and will do everything in his power to destroy any other illithids that he encounters.

This is not to say that Corsone is dedicated to fighting evil—quite the contrary. He has managed to carve out a rather large territory for himself, slithering his tentacles into any illegal activity that he can manage. His specialty involves the kidnapping and slavery of humans (some of whom he keeps for himself for the sole purpose of devouring their brains).

To those that are not aware of his Shadow nature, Louis Corsone appears as a corpulent, slightly disturbing-looking man in his mid 40s. His skin is pale, as if he hasn't seen in the sun for many months. He is bald, but sports a long white beard that seems to constantly flow as if blown in the wind (in reality, it's his tentacles writhing about). Corsone speaks with the fluid grace of a well-educated orator, but his words are always laced with the dangerous undertones of a cold-blooded killer. He wears only the finest suits and has a fondness for cigars—Cuban, of course.

Louis Corsone makes a perfect enemy for the heroes to encounter. He is ruthless, dangerous, and deals in unspeakable things. However, he could also make a good contact or resource for hard to find items and information

Louis Corsone: Male Illithid; Dedicated Hero 4/Smart Hero 3; CR 15; Medium aberration; HD 8d8+8 plus 4d6+4 plus 3d6+3; hp 57; Mas 12; Init +6; Spd 30 ft.; Defense 19, touch 19, flat-footed 17 (+2 Dex, +4 class, +3 natural); BAB +10; Grap +11; Atk +11 melee (1d4+1, tentacle); Full Atk +11 melee (1d4+1, 4 tentacles), or +12/+7 ranged (2d6, Colt M1911); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ *mind blast,* psionics, improved grab, extract, spell resistance 25, darkvision 60 ft., telepathy; AL evil, law; SV Fort +6, Ref +6, Will +12; AP 12; Rep +2; Str 12, Dex 14, Con 12, Int 19, Wis 18, Cha 17.

Skills: Bluff +11, Computer Use +12, Concentration +12, Craft (writing) +12, Gamble +10, Hide +10, Investigate +8, Intimidate +15, Knowledge (business) +12, Knowledge (current events) +13, Knowledge (streetwise) +14, Knowledge (technology) +13, Listen +13, Move Silently +10, Read/Write English, Read/Write German, Read/Write Japanese, Read/Write Spanish, Research +8, Sense Motive +7, Speak English, Speak German, Speak Japanese, Speak Spanish, Spot +13.

Feats: Alertness, Confident, Combat Casting, Dodge, Improved Initiative, Personal Firearms Proficiency, Point Blank Shot, Simple Weapons Proficiency, Weapon Finesse (tentacle), Weapon Focus (tentacle).

Talent (Dedicated Hero): Empathy, Skill emphasis (Intimidate).

Talent (Smart Hero): Exploit weakness, linguist.

Possessions: Business clothes, cell phone, notebook computer with cellular modem, Colt M1911 (.45 autoloader), 20 rounds of .45 ammunition.

Service among many others. She usually works with a small team of scientists and agents, but transfers them out every month or two so that *she* is the only truly permanent member of the Commission.

Several government organizations (including the NSA and the Departments of Justice and the Interior) are opposed to C.R.U.P., or more correctly, they desire that Dr. Kolgrim be placed under their direct control rather than wandering around as a free agent.

Meanwhile, C.R.U.P. goes on investigating all sorts of incidents related to Shadow. Dr. Kolgrim is able to recognize creatures of Shadow for what they are. Unfortunately, the Senators and Representatives for the most part are not. Still, they consider the information C.R.U.P. gathers to be useful, even if they feel differently about the conclusions the Commission draws.

It is certainly possible for heroes to be recruited as members of C.R.U.P., especially if they work for other branches of the government. However it is more likely for them to form a good working relationship with Dr. Kolgrim after their paths cross on different occasions. On the other hand, it is also possible that they might develop a personal antagonism with the doctor if things go badly.

Corsone Syndicate

Commission Archives

Members of C.R.U.P. have access to the U.S. government files on all manner of unexplained phenomena, as

The Kuzzer Brothers

Vincent and Albert Kuzzer are minotaur twins born in the mundane world, and are therefore more acclimated to life here than any Shadow émigré. Their names are rough phonetic translations of their minotaur names, which are unpronounceable by normal humans.

Despite this advantage, the Kuzzer brothers still encountered the same problems that all monstrous creatures do fitting into society. Very early on, the two became well known in the halls of the juvenile justice departments. The Kuzzers bounced from foster home to foster home until at the age of seventeen they took to the streets, hiding in the day and eking out a subsistance level existence. Fortunately, their imposing size meant that most people simple gave them what they wanted instead of starting any trouble, although it remained difficult to get enough food to feed two hungry adolescent minotaurs.

Their luck changed one day when they tried to shake down an odd-looking businessman who seemed out of place in the seedy neighborhood they claimed as their turf. The businessman turned out to be Louis Corsone, an illithid recently arrived through Shadow, who was out trying to stake a claim for himself. Instead of reducing the young minotaurs' minds to tapioca pudding, he spared their lives and offered them jobs. Since that time, the Kuzzers have served as Corsone's bodyguards, and he is never seen in public without them nearby.

Brighter and more socially adept than most minotaurs, the Kuzzers are still enormous individuals. Most normal people see them as hulking, brutish humans, with dark hair and skin, as well as piercing, suspicious eyes. In their natural form, they have brownish fur tinged with black. Vincent bears a white patch on the back of his head, while Albert has one sprawled across his massive chest.

Unlike most minotaurs, the Kuzzers are relatively calm, attentive, and thoughtful. When Corsone is threatened, however, the Kuzzers move with a swift efficiency that belies their brutish demeanor.

Vincent and Albert Kuzzer: Male Minotaur, Tough Hero 4/Bodyguard 4; CR 12 (CR 14 for both); Large monstrous humanoid; HD 6d8+12 plus 4d10+12 plus 4d12+12; hp 104; Mas 16; Init +0; Spd 30 ft.; Defense 22, touch 19, flat-footed 22 (–1 size, +5 natural, +5 class, +3 undercover vest); BAB +12; Grap +20; Atk +15 melee (2d6+6, Huge lead pipe); Full Atk +15/+10/+5 melee (2d6+6, Huge lead pipe), +5 melee (1d8+2, gore), or +12/+7/+2 ranged (2d8, Steyr AUG); FS 10 ft. by 10 ft.; Reach 10 ft.; AL Louis Corsone, evil; SV Fort +11, Ref +10, Will +7; AP 12; Rep +2; Str 19 Dex 10, Con 15, Int 9, Wis 10, Cha 8.

Skills: Intimidate +10, Jump +8, Listen +14, Search +10, Read/Write English, Speak English, Speak Giant, Spot +13.

Feats: Alertness, Advanced Firearms Proficiency, Archaic Weapon Proficiency, Armor Proficiency (light), Great Fortitude, Improved Bull Rush, Power Attack, Personal Firearms Proficiency, Point Blank Shot, Precise Shot, Simple Weapon Proficiency.

Talents (Tough Hero): Remain conscious, damage reduction 1.

Talents (Bodyguard Hero): Harm's way, combat sense +1, sudden action.

Possessions: Steyr AUG (5.56mm assault rifle), 100 rounds of ammunition, Huge lead pipe, undercover vest, casual clothing, cell phone, headset.

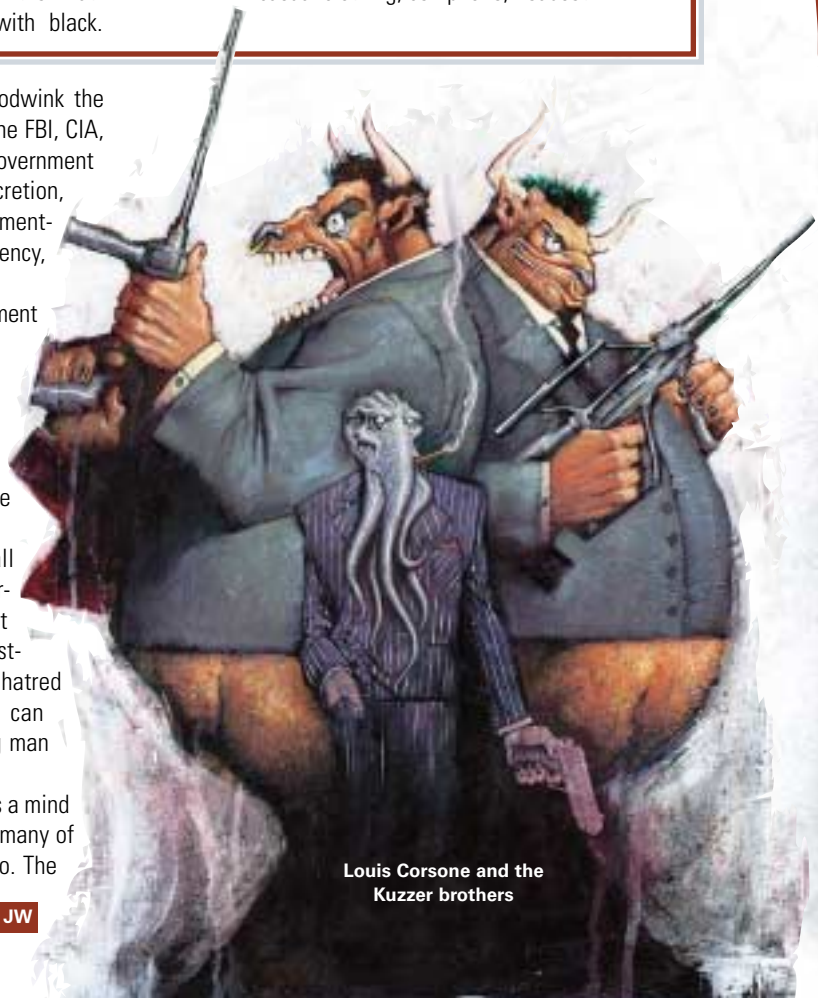
well as hoaxes and attempts to defraud or hoodwink the American people. Any information gathered by the FBI, CIA, NSC, or other publicly-known branches of the government are open to their inspection. (At the GM's discretion, C.R.U.P. may not have access to files from Department-7, the Paranormal Science and Investigation Agency, and other highly classified organizations.)

Making use of the archives provides a +4 equipment bonus on all Research and Knowledge checks.

Corsone Syndicate

Organized crime has been part of the mundane world for centuries. However, this seedy part of our culture has gotten even more dangerous since Louis Corsone arrived on the scene. A man who apparently went to great lengths to erase all traces of his existence prior to five years ago, Corsone is a criminal mastermind who built an illicit empire by taking bits and pieces away from existing crime families. His rivals are united in their hatred of the Corsone Syndicate, but none of them can explain how a fat, pale, completely unassuming man got the better of them.

What they do not know is that Louis Carsone is a mind flayer, and that all of his lieutenants (as well as many of his foot soldiers) come from beyond Shadow, too. The



Louis Corsone and the Kuzzer brothers

JW

Corsone Syndicate gets its power from otherworldly sources. Actually, it is only the fact that Louis does not want to draw too much attention from the local police that prevents him from eliminating the competition completely. As it is, he uses spies, spells, and psionics to keep an eye on the other bosses, keep them at one another's throats (so they can't organize against Louis), and keep them moving in directions that actually help the Corsone Syndicate's long term plans.

This criminal organization handles everything from money laundering to political payola, and has a special affinity for murder and human slavery. They are very careful about their operations, though, and so far have been quite successful at erasing all incriminating ties back to their leader.

The Corsone Syndicate is a completely corrupt organization and is not suitable for most heroes to belong to. (However, GMs who want to run campaigns in the gangster genre may decide to make *all* the heroes members of this group.)

Members of the Corsone Syndicate have access to practically any item or service they desire. They receive a +5 bonus to level checks for requisitioning equipment (+7 if they are requisitioning guns or other weapons).

Wiseguy

Being a member of the Corsone Syndicate is more than a career path, it truly is a way of life. Authorities and the general populace have many names for people choosing this lifestyle—thugs, hoods, gangsters—but in private organization members call themselves Wiseguys.

Being a Wiseguy is very similar to being a Street Warrior (see Chapter One: Characters). Any member of the Corsone Syndicate may take levels in Wiseguy by advancing the character as though he or she was taking a level of Street Warrior with the following changes to the class:

- In addition to the listed requirements, a Wiseguy must have Personal Firearms Proficiency and allegiance to the Corsone Syndicate.
- At 1st level, the Wiseguy receives both Urban Survival and a permanent +5 competence bonus on Intimidate checks.
- At 2nd, 5th, and 8th levels, the Wiseguy gets a bonus feat. The bonus feat must be selected from the following list, and the Wiseguy must meet all of the prerequisites for the feat to select it.

Advanced Firearm Proficiency, Armor Proficiency (Light), Confident, Knockout Punch, Improved Brawl, Improved Bull Rush, Improved Knockout Punch, Power Attack, Quick Draw, Quick Reload, Stealthy, Weapon Focus, Unbalance Opponent.

Department-7

Department-7 is a private institution that recruits talented individuals who are not only aware of the rise of Shadow, but are willing to act for the common good of both mundane and magical beings. Funding for the organization filters through a number of shell corporations, but research suggests that it all comes from a single benefactor. This person, however, has gone to great lengths (both mundane and magical) to ensure that the data trail becomes too confusing for even the most persistent investigator to follow.

The only person in the Department-7 infrastructure that the agents know of is Ms. Fellowes, a dark-haired, officious young woman with a slight British accent. Using arcane magic she occasionally projects her image or teleports necessary information and materials into a team's base. She never, however, meets agents in person and no one knows where her office is located.

Department-7 asks its operatives to investigate new expressions of Shadow, manage and maintain relationships between the mundane world and various enclaves of Shadowkind, and to deal with violent or destructive creatures of Shadow (or to protect benevolent creatures of Shadow from hostile mundanes). In the absence of an assigned task, agents are free to do whatever they like, but Department-7 demands that they maintain an appropriate public profile (in other words, that they *not* do anything that would break the trust that the organization has in either mundane or Shadow circles).

It is completely appropriate for heroes to belong to Department-7 (see sidebar).

Starting Your Campaign with Department-7

There are at least as many viable ways to run an Urban Arcana campaign as there are GMs with the interest to do so. You should feel free to set your campaign up any way you choose, but we suggest you at least consider the option of starting your game with the heroes working for Department-7.

We have left the details of the organization very loose so that you can tailor it to your individual needs.

What advantages does Department-7 give to a GM starting a new campaign?

First, it provides an appropriate framework for the players. They understand that their heroes must be willing to fight for the common good and at least be open-minded about the nature of Shadow (even if they don't yet fully embrace it).

Furthermore, Department-7 allows you to get past initial player questions such as where do our heroes live? How can my hero get the equipment he needs? And the most dreaded of all: What do we do next?

It is entirely appropriate, once the players are better versed in the setting, for the heroes to leave Department-7 and strike out on their own. However, having them begin play as members of the organization will help in this learning process and get both GM and players to the point where they can start building a truly personalized campaign.

Departmental Gear

Department-7 may not be the richest organization in the world, nor is it the best networked, but it does provide agents with some of the most unique equipment in the field. Besides having access to all publicly available mundane and magic items, members of Department-7 each receive the following:

Synchronicity Watch: A wrist or pocket watch that allows agents to move through crowds more easily than usual. Once per day, the watch can be used to activate a limited version of the *synchronicity* spell. It works exactly the same way as the spell except that the duration is only 10 rounds.



Type: Wondrous item (magic); *Caster Level:* 5th; *Purchase DC:* 32; *Weight:* —.

Secret Pockets: Each agent may choose one garment (pants, windbreaker, overcoat, etc.) and have up to two pockets of the garment function as described in the *secret pocket* spell.

Type: Wondrous item (magic); *Caster Level:* 5th; *Purchase DC:* 34; *Weight:* 1 lb.

Daylight Flares: Every agent receives six sticks that look very much like unsharpened pencils. When a stick is snapped in two, the tip of the bottom half glows as thought it was the target of a *daylight* spell. This effect lasts for 20 minutes.

Type: Wondrous item (magic); *Caster Level:* 2nd; *Purchase DC:* 27; *Weight* —.

The Displaced

The mundane world is full of charitable organizations, civic help groups, and other resources for people helping other people. No one is really certain whether or not this was as prevalent on the other side of Shadow, but Shadowkind have adopted it since arriving in our world.

The Displaced is an umbrella organization that provides aid, assistance, and information to people and intelligent creatures from beyond Shadow—particularly during their difficult first few months of transition. They help their clients learn about their new environment, teach them the social customs, and introduce them to other Shadow creatures (as well as mundanes who are Shadow friendly).



The Displaced

The group has a significant budget, generated through donations and fundraisers. (Local governments and philanthropic organizations want nothing to do with the Displaced, whom they see as a group of fantasy and science fiction fans who like to pretend they are trolls and elves.) The group uses this money to sponsor halfway houses, free clinics, job placement services, and other community outreach programs.

While the Displaced is an international organization, each local chapter functions autonomously. A large urban area may have as many as twenty or thirty chapters (one for each distinct neighborhood in the city), and they tend to work closely together. So no matter where a Shadow creature goes in the mundane world, he or she knows that the insignia of the smiling displacer beast means a safe haven and a helping hand.

It is completely appropriate for heroes (particularly Shadowkind heroes) to belong to the Displaced. Even if they don't belong, many parties will want to help this organization from time to time. Most of the Displaced's money goes into their programs, so they do not have much left to spend on requisitioning equipment. Level checks for this purpose receive a –3 penalty. However, they will always volunteer to let heroes use any equipment at any of their facilities, as long as it is for a service that will aid the Shadow community.

Friends of the Displaced

Members of the organization receive a small booklet containing the contact information for local organizations, companies, and individuals that have promised support of one kind or another. Each listing provides a name, address, phone number, email, and gives a short description of what sort of aid the a visitor can expect (as well as any caveats, exceptions, or rules of behavior that must be obeyed).

Each city or region has its own version of the booklet, and Shadowkind who are new to an area must find the local central office of the Displaced in order to pick one up. Some offices make their booklets available online but, in deference to supporting businesses and individuals using mundane facades, it is usually necessary to get a printed version.

Below are some sample entries:

Roseview Clinic—Shivam Bhatt, MD is knowledgeable in Shadowkind anatomy and epidemiology and willing to see patients on a by-appointment basis. Call 555-3862. Be *sure* to schedule with Dr. Bhatt. Evening appointments available.

8th Ave. Deli—Will deliver to all addresses within the Garden District of downtown. Meats, cheeses, drippings, and prepared recipes from the "old country." In the phone book.

Blue Griffon Hostel—Bed, cold breakfast, and local information available for reasonable rates. Willing to barter. Rooms are semi-private (6 beds) or dormitory style. Check-in 7 pm to midnight. Check out at 8 am. Closed during the day. Located in the old Reinart Warehouse.

Draco Industries

Corporate conglomerates are common in the world of international finance. Companies that exist merely because they own other companies span national, racial, and even magical borders. But none of them is as far reaching as Draco Industries.

The CEO, Franz Draco, claims to trace his lineage back to a sultan from ancient Persia. This may just be a neat bit of PR (it fits with the man's opulent lifestyle), but it certainly serves to put attention on the spectacle of the owner rather than the details of the company.

Draco Industries has its figurative fingers in nearly every pie there is. Even the most cursory research reveals that it owns companies that manufacture everything from paper products to televisions to civilian and military aircraft. Also on the corporate roster are banks in a dozen different countries, private security providers, three internationally popular prepared food companies, two movie studios, a world-renowned think tank, and research firms in every scientific branch and

Franz Draco

Franz Draco is an efreeti—a type of genie that hails from a dimension of fire and infernal heat. He is significantly smarter and more ruthless than the rest of his kind and has lived in our world through the rise and fall of several Ages of Shadow. In the past, he always took the form of a great sultan, ruling both his mundane and Shadow subjects with an iron fist and little mercy. Each time magic waned, though, he would fall into a deep torpor, and his reign would become only a terrible memory to humanity. With the current rise of Shadow, however, he awoke to find a world vastly different than the one he remembered—one in which a sultan had only a fraction of the power it was now capable to amass. Taking the name Franz Draco, he has begun forging a new empire, one based in the worlds of business, technology, and criminal enterprise, through which he plans to reclaim what he sees as his rightful place as Sultan of the World.

After waking and watching the world for several years in secret, he created Draco Industries, which quickly rose in power and influence. His company is on the cutting edge of technological advances, especially those in the fields of information processing and finance. Ever expanding, Draco Industries also owns manufacturing facilities with large military contracts, and the company dabbles in dozens of fringe ventures such as cryogenics, hydroponics, and several esoteric forms of biotechnology.

In addition to the vast resources available to him through his company, Draco has acquired many loyal minions that excel in a number of skills. When he makes a rare public appearance, he is never seen without his trusted lieutenant, the deadly medusa Sasha.

Draco spends most of his time *polymorphed* into a human. He appears to be in his mid-40s, with red hair, a red beard, and coal-black eyes. He dresses in the finest clothing and bits of flashy gold jewelry.

The GM can utilize Franz Draco as an archvillain. He has his fingers in every pie and is utterly ruthless and without mercy. He delights in befuddling and confusing his enemy, before completely destroying them.

Franz Draco: Male Efreeti Smart Hero 3/Charismatic Hero 4; CR 15; Large outsider (fire); HD 10d8+20 plus 3d6+6 plus 4d6+8; hp 128; Mas 17; Init +7 (+3 Dex, +4 Improved Initiative); Spd 30 ft., fly 20 ft. (perfect); Defense 26, touch 14, flat-footed 23 (–1 size, +3 Dex, +6 natural, +2 class, +6 *+3 undercover vest*); BAB +13; Grap +23; Atk +19 melee (1d8+9 plus 1d6 fire, slam) or +21 melee (1d12+11/×3 plus 1d6 fire, *+2 fiery blast greataxe*) or +18 ranged (2d6, *+2 fiery blast Uzi*); Full Atk +19/+14/+9 melee (1d8+9 plus 1d6 fire, slam) or +21/+16/+11 melee (1d12+11/×3 plus 1d6 fire, *+2 fiery blast greataxe*) or +18/+13/+8 ranged (2d6, *+2 fiery blast Uzi*); FS 10 ft. by 10 ft.; Reach 10 ft.; SQ heat, spell-like abilities, *polymorph* (self only), immune to fire, cold vulnerability, *grant wishes*, telepathy, darkvision 60 ft.; AL Draco Industries, evil, law; SV Fort +12, Ref +13, Will +12; AP 3; Rep +7; Str 23, Dex 17, Con 14, Int 18, Wis 15, Cha 20.

Skills: Bluff +16, Computer Use +8, Concentration +12, Craft (writing) +8, Decipher Script +8, Diplomacy +13, Escape Artist +11, Forgery +8, Gather Information +13, Intimidate +13, Knowledge (arcane lore) +10, Knowledge (business) +16, Knowledge (current events) +12, Knowledge (technology) +14, Listen +12, Move Silently +11, Profession (CEO) +12, Read/Write Arabic, Read/Write Auran, Read/Write English, Read/Write Ignan, Read/Write Infernal, Read/Write Latin, Read/Write Spanish, Sense Motive +11, Speak Arabic, Speak Auran, Speak English, Speak Ignan, Speak Infernal, Speak Latin, Speak Spanish, Spellcraft +9, Spot +12.

Feats: Archaic Weapon Proficiency, Armor Proficiency (light), Combat Reflexes, Dodge, Educated (Knowledge [arcane lore], Knowledge [business]), Heroic Surge, Improved Damage Threshold, Improved Initiative, Personal Firearms Proficiency, Renown.

Talents (Smart Hero): Linguist, exploit weakness.

Talents (Charismatic Hero): Coordinate, inspiration.

Spell-Like Abilities: 1/day—*detect magical aura, gaseous form, invisibility, wall of fire* (DC 19). These abilities are as the spells cast by a 10th-level Mage (save DC 15 + spell level). The DCs are Charisma-based.

Possessions: *+3 undercover vest, +2 fiery blast greataxe, +2 fiery blast Uzi* (9mm submachine gun), 100 rounds of 9mm ammunition, *ring of surveillance detection*, *wand of lightning bolt* (15 charges), 3 *potions of Strength*, business outfit, cell phone.

discipline. It has contracts to produce weapons and vehicles for more than half the countries in NATO as well as mainland China, India, Pakistan, and South Africa.

What research doesn't usually reveal is that Draco Industries also owns several relatively large islands scattered throughout international waters. In other words, technically, Draco Industries is a country to itself.

With the breadth of activity in the corporation, it is difficult to see any overarching plan or goal other than continuing to grow by adding more and more business arms to the company. However, it is rumored that Franz Draco not only knows everything that his company does on a daily basis, but that he *personally* is responsible for all major decisions in *every* subsidiary and partnership. It is further said that he does so with a secret purpose in mind—that he is a bit mad and occasionally talks of "ruling the world." But the world of international high finance is notoriously tolerant of eccentric multi-trillionaires.

While it's easy for heroes to work for a company owned by Draco Industries, it is extraordinarily unlikely that they can work for Draco himself. However, anyone who *does* get the man's personal attention (or is working on a project in which he takes particular interest) can get up to a +15 modifier to level checks to requisition equipment.

Dragon Eggs

Franz Draco works with a great many people. So many, in fact, that it is often difficult for him to find time to check in with even his most direct reports more frequently than once per month. But he felt it was important to find a way to let people know that he thought they were important—some token he could present to indicate that this person was someone on





Sasha

To those that meet the woman known as Sasha, her image is forever etched into their memory. Sasha is the confidant and lieutenant of Franz Draco, seeing that all his wishes and commands are enacted with amazing efficiency. She is seductive, ruthless, and deadly. To those not aware of her Shadow nature, Sasha appears as a woman of near flawless beauty and poise. Few are aware that she is in fact a medusa, able to turn a person to stone merely by her gaze.

When she passed through the veil of Shadow not long ago, Draco rescued Sasha from an angry mob and she has been in his service ever since. Although he demands much of her, Sasha is richly rewarded and lives in pampered luxury that appeases her sense of style and superiority. Sasha performs the lion's share of dirty work for Draco Industries—corporate espionage, blackmail, kidnappings, and the occasional assassination. She generally performs these acts alone, but is otherwise seen with a coterie of highly trained bodyguards and other specialized personnel following in her wake.

Sasha is a tall and statuesque. To those who cannot see her true form, she appears to have long, blonde hair worn in thick braids. She wears suits and gowns from the crème-de-la-crème of the fashion world, all tailored to show off her ecsquisite figure without getting in her way should trouble arise. And Sasha always has on a pair of designer sunglasses (even at night).

The GM can utilize Sasha as an intermediary between the Heroes and Franz Draco, softening them up before they come into contact with him. She is utterly loyal to him, but has tremendous freedom and latitude in getting things done.

Sasha: Female Medusa Charismatic Hero 4: CR 11; Medium monstrous humanoid; HD 6d8+6 plus 4d6+4; hp 42; Mas 12; Init +2; Spd 30 ft.; Defense 16, touch 13, flat-footed 14 (+2 Dex, +1 class, +3 natural); BAB +7; Grap +7; Atk +7/+2 melee (1d4, knife); Full Atk +7 melee (1d4, knife), +4 melee (1d4 plus poison, snakes), or +11/+6 ranged (2d6, Glock 17); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ darkvision 60 ft., gaze, poison; AL Franz Draco, Evil; SV Fort +5, Ref +9, Will +7; AP 6; Rep +3; Str 10, Dex 15, Con 12, Int 12, Wis 13, Cha 17.

Skills: Bluff +15, Diplomacy +7, Disguise +15, Gather Information +9, Intimidate +9, Knowledge (streetwise) +5, Move Silently +9, Profession +7, Read/Write English, Read/Write Spanish, Speak English, Speak Spanish, Spot +10.

Feats: Deceptive, Frightful Presence, Personal Firearms Proficiency, Point Blank Shot, Simple Weapons Proficiency, Weapon Finesse (snakes).

Talent (Charismatic Hero): Coordinate,inspiration.

Possessions: Knife, Glock 17 (9mm autoloader), 50 rounds of 9mm ammunition, concealed carry holster, firearms license, business clothing, overcoat, *eldritch cell phone,* PDA, disguise kit.

whom he relied and in whom he trusted. The symbol he decided on was a lead crystal paperweight in the form of a dragon egg—the egg being a symbol of life, growth, and potential for the future, and the dragon being a creature of power that dominates all around it.

The paperweights are hand-made exclusively by a crystal maker in eastern Europe. Each egg features swirls of air bubbles (often in the shape of a dragon or other mythical beast) in the center as well as intricate, acid-etched patterns on the skin. They refract light in pleasing patterns that play lightly over the walls and ceilings of the rooms in which they're kept.

In truth, though, these dragon eggs are more than simple decorations and tokens of esteem. They have all been enchanted to help Franz Draco keep tabs on the people closest to him.

Draco owns a crystal dragon egg of his own, but his is four feet tall—it is the hub for all the other eggs. This great egg is enchanted so that it can cast *detect thoughts* spell centered on any of the other dragon eggs, no matter where in the world they are. Franz Draco is the only person who knows how to make the hub egg work. Draco has the egg brought with him wherever he goes.

Type: Wondrous item (magic); *Caster Level:* 10th; *Purchase DC:* 39; *Weight:* 5 lb.

The Enlightenment

A classic conspiratorial organization whose members all belong to the highest level of international high society, the Enlightenment desires nothing short of global domination. They use global forums such as the WTO, World Bank, and WEF as covers to host their private meetings. In fact, the world at large is completely unaware of the Enlightenment's existence.

One thing that sets the Enlightenment apart from other global cartels is its belief in psionic abilities. The organization hires psychics from around the globe and builds complex strategies based on the use of the powers of the mind. (See the Psionic Organizations sidebar.)

The Enlightenment's ultimate goal is to create an industrious but content world population with a strong work ethic, who leave the elite to make the decisions (and reap the rewards). To the Enlightenment, money and power are the ultimate measure of a person's worth and can never reach a level of excess.

As an organization, the Enlightenment takes great pains to stay on the right side of international law. The last thing they want to do is draw attention to themselves, especially from self-styled heroes. However, individual members of the Enlightenment engage in their own bids for money and power—and some of them are less careful about their business. Heroes, particularly ones with connections to

Psionic Organizations

Several of the organizations discussed in this chapter were originally presented in Chapter Nine: Campaign Models of the *d20 Modern Roleplaying Game*. Five in particular come from the AGENTS OF PSI campaign model (The Enlightenment, Knightly Order of St. Bart's, Mindwreckers, Paranormal Science and Investigation Agency, and Silent Walkers).

However, psionic powers are optional in the URBAN ARCANA setting, and rules for their use are only presented in the appendix of this book. Individual GMs may decide to make their campaigns psionic-free. So what does that mean for these five organizations?

No Psionics, No Organizations

The simplest answer for a GM who does not want to use psionics in her game is to simply leave out any organizations with ties to psionic powers. This eliminates any problem or confusion completely. Alternatively, the GM can allow there to be *rumors* regarding the existence of such groups, but have them turn out to be just urban legends.

Playing Mind Games

It is entirely possible that these organizations can thrive in a world without psionics. In this case the groups may be delusional (believing in the existence of mental powers despite all evidence to the contrary), experimental (drug use, magic, surgery, or other means to simulate or try to develop psionic abilities), or incredibly deceptive (making public proclamations regarding their belief in psionics in order to foster the general belief that they are crackpots, thus leaving them undisturbed to pursue their plans in secret).

Masters of the Mind

Finally, the GM can choose to make these organizations the sole bastions of true psionic power in the world. They alone have unlocked the key to tapping the mind's hidden potential, making them even more dangerous because there is no way for the heroes to fight them on their own terms.

Whatever method you choose for dealing with psionic powers and these organizations in your campaign, be sure to let your players know how it affects their choices during character creation.

psychic and psionic resources, may find themselves facing off against members of this elite organization.

The Enlightenment is not an organization that heroes should join, although psionic heroes may often receive invitations and offers for employment. The Enlightenment sets policies more often than it takes any direct action (it is similar to OPEC in that it regulates what members do, but does not actually perform any functions itself). However, since members of the organization are supremely rich, anyone doing work for the Enlightenment can count on a +7 or better bonus to level checks for requisitioning equipment.



Sign of the Enlightment

Calling Cards

Business cards are a part of nearly everyone's professional life, but members of the Enlightenment have cards unlike any others. These cards are psychically attuned to the person whose name is printed on the front, and allow anyone who holds the card to make a "psychic phone call" to that person twice per day.

The cards work as the *lesser mindlink* psionic power. However, the person whose name appears on the card has the option of refusing to acknowledge any attempted communication.

Enlightenment members generally give calling cards only to trusted allies. They have mundane business cards that they hand out more freely.

Type: Wondrous item (psionic); *Caster Level:* 1st; *Purchase DC:* 27 (per 100); *Weight:* —.

Eyes of the Beholder

In the past 25 years, overpopulation and a lack of affordable housing has created a vast underclass of the homeless in just about every city worldwide. Many of these people rightfully feel abandoned by mainstream society and have chosen to respond by turning their backs on it completely.

Seeing this, a dark, malevolent force has worked to turn these people's disaffection to its own advantage. A group of beholders (see Chapter Seven: Creatures) has presented itself to these disgruntled mundanes, claiming to be a powerful force from beyond (which is technically true). They offered the people power, protection, and a sense of community in exchange for their help bringing rightful retribution to the uncaring world above. Those who agree receive gifts from their new masters (see below), and are dubbed Eyes of the Beholder.

Eyes of the Beholder are practically indistinguishable among the mass of homeless folk in any city. They spend their days panhandling, walking the streets, visiting libraries and other public buildings, or simply congregating anywhere that people can in a major metropolitan area. Members of this organization, though, make sure to get within earshot of well-dressed, executive types. They eavesdrop on every conversation they can, gathering information about business, politics, and other popular trends and bringing it back to their monstrous masters.

The beholders, for their part, build safe, secure homes for their followers and protect them from the police, government agencies, and other people who might harry them. They consider members of this organization as slaves (or at best pets) and treat them with appropriate callousness. They rarely tell their followers about the plots and schemes they are

hatching, and make gruesome examples of Eyes who show too much curiosity into their plans.

Since members of this organization are little more than slaves it is not fitting for heroes to join their ranks. It is, at the GM's discretion, possible for a hero to be someone who formerly belonged to the Eyes of the Beholder.

Eyes

It should come as no surprise that ocular imagery is important to the Eyes of the Beholder. They often tattoo themselves with representations of eyes, where pendants in the shape of eyes, and adorn their own eyes, lids, and brows with jewelry to draw attention to them.

Examples of items Eyes of the Beholder often employ include:

Third Eye Tattoo: This eye-shaped tattoo allows the bearer to see as though it was a real eye. Tattoos cannot see if they are covered by hair, clothing, or anything else that is opaque.

A *third eye* tattoo provides a +2 equipment bonus on Search and Spot checks. Individuals may put as many *third eye* tattoos as they want on their bodies (the bonuses stack), but each tattoo takes up one available magic item slot (see Chapter Ten: FX Abilities in the *d20 Modern Roleplaying Game*).

Type: Tattoo (magic); *Caster Level:* 2nd; *Purchase DC:* 20; *Weight:* —.

Eye of Power: A pendant of thin bands of silver in a vaguely Celtic style that creates a round image of an eye. The center of the pendant is set with a crystal. Once per day the pendant can be used to cast a spell, which spell depends on the color of the crystal.

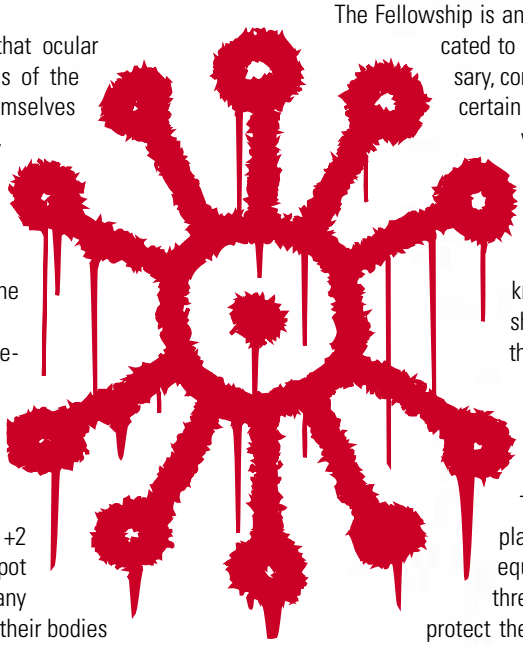
Blue = *Slow*
Green = *Sleep*
Purple = *Telekinesis*
Red = *Magic missile*
White = *Command*
Yellow = *Fear*

Type: Wondrous item (magic); *Caster Level:* 5th; *Purchase DC:* 32; *Weight:* 1 lb.

Contact Lenses of the Beholder: These contact lenses are enchanted in batches of up to 10 pairs. They allow the wearers to magically see through one another's eyes. Both prescription and clear lenses may be enchanted in the same batch.

Someone wearing a pair (wearing a single lens does not work) may, as an attack or move action, think of one other person who is currently wearing a pair from the same batch and be able to see whatever he or she sees. If the person being thought about does not have the contacts in, is only wearing one lens, or has his or her eyes closed or covered, the other person sees blackness. No clue is given as to which condition is causing the problem.

Type: Wondrous item (magic); *Caster Level:* 5th; *Purchase DC:* 33 per pair; *Weight:* —.



Symbol of the Eyes of the Beholder

The Fellowship

We know that this is not the first time creatures and people have passed from beyond Shadow into our world. There are oblique references to it throughout history. So how did our forefathers deal with this incursion from beyond reality? No one is completely certain, but there are rumors of a group known only as the Fellowship stretching back to the very first incursion.

The Fellowship is an ancient, secret organization dedicated to keeping track of and, when necessary, combating Shadow entities. No one is certain where the group is headquartered, where it gets its funding, or what if any ulterior motives it promotes. No one knows how to contact them, or where they get their information—but everyone knows that when the Fellowship shows up something terrible is on the verge of happening.

Agents of the Fellowship invariably have freakishly detailed information regarding anyone and everyone they encounter. They always have a plan, a back-up plan, and an emergency plan *and* the equipment needed to carry out all three. And while they *always* fight to protect the world from unspeakable danger, Fellowship agents consider extensive collateral damage to neighborhoods, bystanders, and even allies to be "acceptable" in the pursuit of the greater good.

There are many even among the Shadow community who believe that the Fellowship is nothing more than a myth. But there are heroes everywhere who tell whispered tales of how representatives of the organization showed up on their doorsteps one day and pressed them into service on a particularly dangerous mission.

Heroes will encounter agents of the Fellowship when and where they least expect it. And even though the organization will make use of their skills and abilities, the heroes will not actually become agents of the group. The Fellowship will usually offer to pay heroes for their efforts either in cash or by supplying equipment. They are more than willing to negotiate with the heroes, but will demand greater (often more frequent) service for more expensive or restricted materials.

As a result, heroes do not requisition materials using the usual rules. Instead they "cut a deal" with a Fellowship agent. (GMs are encouraged to be agreeable bargainers—the Fellowship has a nearly endless supply of equipment—but to demand more and more future work out of the heroes.) The agent will supply the agreed upon materials in short order. Often he will have the requested items on his person, as though he knew ahead of time what the heroes would ask for.

Heroes who attempt to renege on their agreement will receive one *very* firm warning from the Fellowship agent with whom they bargained. After that, if they continue to be deadbeats, the Fellowship simply considers them "expendable." They will not hunt the hero down, but neither will they lift a finger to save the hero (or any of the hero's allies) should they get in the way of Fellowship operations.

Sigil of the Fellowship

Members of the Fellowship each carry a thin ceramic disk in the shape of the group's insignia. Some wear the disk as a pendant, others carry it in a coat or pants pocket, but they are never go in the field without one. Occasionally, the Fellowship will give a single sigil to a trusted ally, often as a reward for helping to resolve a particularly difficult situation.

When the bearer breaks the sigil he or she may cast one of the following spells:

- *Magic circle* against enemies of the Fellowship centered on the person who broke the sigil.
- *Electromagnetic pulse* centered on the person who broke the sigil.
- *Obscuring mist* centered on the person who broke the sigil.
- *Recharge* without the need for an electrical outlet on which to focus.

Type: Scroll (magic); *Caster Level:* 3rd; *Purchase DC:* 20; *Weight:* —.



Sigil of the Fellowship

Fraternal Order of Vigilance

There are any number of fraternal organizations maintaining local lodges and halls in cities, towns, and municipalities of all sizes. In the past few years the fastest growing lodge worldwide was the Fraternal Order of Vigilance, or the F.O.V.

Founded on the precept of protecting its members and communities from the many threats that the modern world presents, the F.O.V. hosts seminars on self-defense, sponsors finger-printing and other preventative child identification campaigns, and organizes neighborhood watch programs. Lodges are praised by local law enforcement, honored by other civic organizations, and quickly find places in the hearts of the communities in which they open.

However, the truth of the matter is that the F.O.V. has a secret agenda. They are, in fact, an organization of mundanes who recognize Shadow creatures for what they are and are dedicated to wiping them from the earth. To the F.O.V. there is no difference between an elf, a troll, and a patch of green slime—they are all invaders from another place and they must all be eradicated.

Local lodges subtly test members' loyalties and beliefs until they are certain who they want to invite into their inner circle. But they are very careful to segregate their clandestine activities from their public persona—they want to avoid getting a reputation for being "monster hunters."

The inner circle of a lodge spends evenings studying material on how to recognize and kill various Shadow creatures. And when they identify such a creature in their community, they begin moving against it. Their efforts are hampered by the fact that most mundanes perceive Shadow creatures as normal folk, so the F.O.V. must begin by isolating and disenfranchising them.

The inner circle starts by encouraging unsavory rumors about their targets, then moves on to producing falsified "proof" of immoral or illegal activities. Often they go so far as to plant illicit substances or materials in the Shadow creature's home or otherwise frame them for a serious crime.

If the target decides to simply pick up stakes and move to another town, the F.O.V. sends operatives to waylay and kill them on the road. If the target sticks it out, chances are good he or she will end up spending at least some time in police custody—and once there the other prisoners are paid good money to make sure the Shadow creature doesn't survive long enough to be released.

Despite its benevolent façade, the Fraternal Order of Vigilance is nothing less than a hate group. It is there unfit for heroes to join.

Members of the group do not get any special bonus to level checks for requisitioning materials, but they can count on the *complete* support of other lodge members.

Ashe's Field Guide

Carlton Ashe was one of the founding members of the Fraternal Order of Vigilance. He was an otherwise mundane man who had the ability to see creatures of Shadow for what they really were. To his shock and amazement, though, very few of his neighbors and friends were able to see what he did—they saw these monsters as ordinary folk. This was intolerable to Ashe, who began taking detailed notes on the behavior, likes, and dislikes of the various bizarre creatures he saw.

Before long he had gathered a handbook that he hoped would let anyone tell the difference a "real person" and a "monster." Unfortunately, his methods were not foolproof, and more than one mundane reader has mistakenly accused a tall, burly human of being a bugbear in disguise. Now in its 3rd edition, *Ashe's Field Guide* is an item given to every member of the F.O.V., but it is not available in stores.

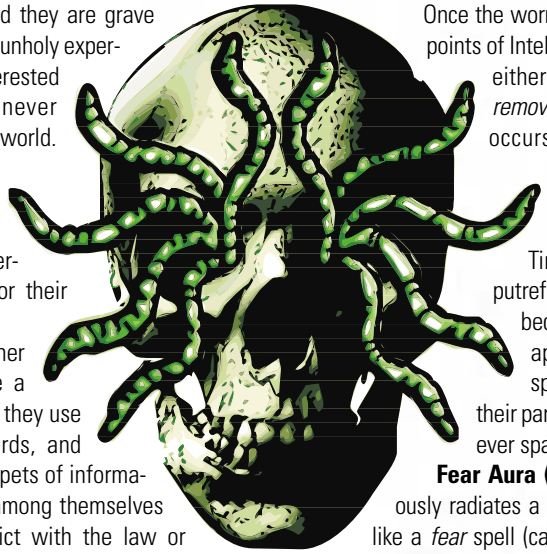
This book, however, turns out to be even more useful to people who are able to see Shadow creatures for what they are. Using it provides a +5 equipment bonus on all Research checks to understand or predict the behavior of Shadow creatures, determine the species of a creature based on knowledge of its actions, or other similar task.

Heirs of Kyuss

It is a cliché to say "there are some things man was not meant to know." However, it is a truism to say that there are people in the world who dedicate their lives to seeking out exactly the things they ought not know. The Heirs of Kyuss is a loose organization of such people—necromancers, scientists, magic users, and madmen who dabble in ways to bring back the dead.

They take their name from a denizen of Shadow who may or may not be apocryphal. Kyuss was not the first person to master the necromantic arts, but he is reputed to be the greatest zombie master of all time. His creations, it is said, were more powerful than any others.

The Heirs of Kyuss strive to rediscover the techniques and knowledge of their namesake. Although many of them consider themselves to be scientists engaged in pure research, to the rest of the world they are grave robbers, stealing corpses for their unholy experiments. Some of the Heirs are interested solely in gaining knowledge never before possessed in the mundane world. But most of them use their creations to gain personal wealth and power—and these individuals will often murder rivals or adversaries to supply raw material for their experiments.



The Heirs of Kyuss

The Heirs of Kyuss rarely gather as a group. They are by nature a solitary and secretive lot. Rather, they use private web sites, bulletin boards, and coded personal ads to share snippets of information. They are as likely to fight among themselves as they are to come into conflict with the law or heroes who oppose their dark ways. Any Shadow-wise person will tell you, the only thing more dangerous than facing an army made by an Heir of Kyuss is being caught between *two* zombie armies bent on tearing one another to pieces.

This is not an organization that heroes are likely to belong to. Even if it were, the Heirs of Kyuss provides very little support to its members—they may not use the organization to requisition equipment at all.

Spawn of Kyuss

The Heirs of Kyuss have made what they call "great leaps in zombie technology." They have created a more powerful monster that they call a spawn of Kyuss, which looks like an ordinary zombie with writhing green worms crawling in and out of its skull orifices.

Spawn of Kyuss are identical to other zombies (see Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game*) with the following changes:

- Challenge Rating: A spawn of Kyuss's challenge rating depends on its size: Tiny or smaller 1; Small 3; Medium 5.
- Spawn of Kyuss do not have the *Move or Attack Action Only* special quality. They are intelligent enough to pretend that they have restricted movement until ready to attack.
- Add the following three special qualities:

Create Spawn (Su): Once per round as a free action, a spawn of Kyuss can transfer a worm from its own body to that of an opponent. It can do this whenever it hits with a slam attack, but it can also make the transfer by means of a successful melee touch attack or a ranged touch attack, hurling a worm at a foe from a distance of up to 10 feet.

Each worm is a Fine vermin with AC 10 and 1 hit point. On the spawn's next action, the worm burrows into its host's flesh. (A creature with a natural armor bonus of +5 or higher is immune to this burrowing effect.) The worm makes its way toward the host's brain, dealing 1 point of damage per round for 1d4+1 rounds. At the end of that period, it reaches the brain. While the worm is inside a victim, a *remove curse* or *remove disease* effect destroys it, and a *neutralize poison* effect delays its progress for 10d6 minutes. A successful Treat Injury check (DC 20) extracts the worm and kills it.

Once the worm reaches the brain, it deals 1d2 points of Intelligence damage per round until it either is killed (by *remove curse* or *remove disease*) or slays the host (death occurs at 0 Intelligence). A Small, Medium, or Large creature slain by a worm rises as a new spawn of Kyuss 1d6+4 rounds later; a Tiny or smaller creature quickly putrefies; and a Huge of larger creature becomes a normal zombie of the appropriate size. Newly created spawn do not have allegiance to their parent, but they usually follow whatever spawn of Kyuss created them.

Fear Aura (Su): A spawn of Kyuss continuously radiates a fear effect. This ability functions like a *fear* spell (caster level 7th; Will save DC 14), except that it affects all creatures within a 40-foot radius. Any creature that makes a successful saving throw against the effect cannot be affected again by the fear aura of that spawn of Kyuss for 24 hours.

Kyuss's Gift (Su): Any creature hit by a spawn of Kyuss's slam attack must succeed at a Fortitude save (DC 12) or contract this supernatural disease. The incubation period is 1 day, and the disease deals 1d6 points of Constitution damage and 1d4 points of Wisdom damage (see Diseases in Chapter Seven: Gamemastering of the *d20 Modern Roleplaying Game*).

Infinite Serpents

Graffiti has gotten stranger since more and more Shadowkind have moved into the cities. Trains and busses are covered with elven and dwarven script and arcane sigils are carved into doorframes, but the most troublesome image is a pair of snakes wrapped around themselves in a sideways figure-eight. This, anyone on the street can tell you, is the emblem of a religious cult called the Infinite Serpents.

No one knows exactly who belongs to this group, it is said that one does not choose to join the group—you are adopted because of your lineage. Be that as it may, members come from all walks of life. Rich or poor, male or female, black or white, it makes no difference to the Snake Mother. Rumor has it that all members of this cult all have snake blood

running through their veins (see Snakeblooded Humans in Chapter One: Characters).

Little is known about the inner workings of this secret society beyond the fact that they worship someone or something they call the Snake Mother and perform human sacrifices to garner her favor. On rare occasions rumors leak about a particular congregation having a full-blooded snake-man as their head priest. The ultimate aim of the cult seems to be to either enslave or eradicate all mammalian life on the planet.

In almost complete contradiction to this is the fact that the half-breeds are well known for being peddlers of information and illicit equipment. They seem to always be able to acquire the unacquirable—for a price. Some believe that the price is a piece of your soul, but many heroes simply report it is a not-insignificant surcharge for all services and materials (add +2 to the purchase DC). Plus you have to put up with the snake-man's insufferably snide, superior attitude and leering gaze (as though you were a meal instead of a client).

Exactly why the cult chooses to mark territory with its emblem is unclear. Unlike street gangs, they do not feel any sense of belonging to a neighborhood. The best guess anyone has is that they are internally territorial and are marking their ground so that other congregations stay away.

Only snakeblooded humans can be members of the Infinite Serpents. However, even if they meet these requirements, heroes will not want to belong to this murderous evil cult.

Symbol of the Infinite Serpents

Coils of the Faithful

After being accepted into the Infinite Serpents, a new member has a small viper placed around his or her neck. A *seed: transform* incantation is then performed turning the snake permanently into a necklace of finely wrought jade and coral. This becomes a symbol of the new recruit's dedication to the organization. The necklace is never to be removed.

If anyone attempts to undo the clasp, the incantation is broken and the necklace turns back into a viper. It immediately makes a bite attack against the hand trying to remove it. On the following round it attempts to bite the neck of the member who was wearing it. On subsequent rounds, it acts at the GM's discretion.

The venom of this snake is magically enhanced. It does double the normal damage (2d6 Constitution damage).

Type: Wondrous item (magic); *Caster Level:* 10th; *Purchase DC:* 29; *Weight:* —.

Symbol of the Institute for Continuous Education

Institute for Continuous Education

Adult education is a thriving business. In this modern world there are always new skills to learn and information to master. This is even truer since the recent rise of Shadow. Although most mundane folk do not recognize Shadow entities for what they are, some do and they are understandably curious.

The Institute for Continuous Education is dedicated to the premise that the more mundane folks understand at least the basic facts about magic, monsters, species from beyond Shadow, the better life will be for everyone. Classes are scheduled in convenient evening and weekend hours, and are taught by local experts in the field. Among the most popular classes are "Magic 101: What YOU Need To Know About Spellcasting," "Elves are from Koril, Dwarves are from Trynn: Improving Interspecies Communication," and "Urban Nature Trails: Where To See Magical Beasts and How To Avoid Being Eaten By Them."

The classes offered by the Institute are bare bones basic. They mostly give mundane humans the vocabulary necessary to intelligently discuss creatures and effects of Shadow. However, if students stay with the program for several years, they eventually progress to the point of being able to cast spells, speak Shadow languages, and move relatively unobtrusively among creatures and species from other realms.

There is little of value for heroes in the Institute's classes. But the instructors are often former-heroes or Shadow creatures and so make good contacts. They are usually in touch with various aspects of the local Shadow communities and make excellent sources of information.

The only way heroes would fit in with this organization would be if they hired on as instructors. In that case, they would be able to requisition equipment from the Institute with an appropriate level check. These checks receive a +2 bonus if they are valid requests for the course a character is teaching, or a –5 penalty if they are frivolous.

Dr. Allison's Guide to the Mystic Arts

The primary text for all courses taught at the Institute for Continuous Education, this book by Rose Allison, PhD has also become an international best seller.

Until a few years ago, Dr. Allison was an obscure parapsychologist with a weekly syndicated talk radio show that was barely kept on the air through grants from various occult foundations and eccentric individuals. With the rise of Shadow, however, she quickly became the popular figure most literate in the ways of magic and creatures from beyond reality. Unlike most people in her field, though, Dr. Allison had been engaged in serious research, delving into the past and gathering useful and accurate information about previous Shadow incursions.

She was quickly able to turn her years of notes into a cohesive and entertainingly written book. It serves as a perfect primer for mundane folk who want to learn about spellcasting, potion brewing, and other magic processes. It also is an invaluable aid to those doing serious research on

spells effects, components, and the process of creating magic items.

The Institute for Continuous Education hosts a website with an interactive version of Dr. Allison's Guide. This is a private site, though, and is only accessible to current students whose tuition is paid in full. (It is possible for non-students to access the website by succeeding at a DC 20 Computer Use check.

Anyone using *Dr. Allison's Guide to the Mystic Arts* gets a +5 equipment bonus on Research and Knowledge (Arcane Lore) checks. Users also receive a +2 equipment bonus on Craft (chemical), Craft (visual arts), and Craft (writing) checks when brewing potions and scribing tattoos or scrolls.

International Guild of Laborers

Unions have many supporters and detractors in the modern world. They often are as involved in politics as they are in work on the factory floor, but they do serve the goal of representing the rights and special needs of their members. Nowhere is that more necessary than for workers who happen to have come to the job from beyond Shadow.

The International Guild of Laborers is an organization that does collective bargaining, sets standards for safety and working conditions, and provides legal counsel for Shadowkind workers in almost every field imaginable. Members range from bugbear ditch-diggers to illithid Human Resources managers—the I.G.L. represents them all equally.

Oddly enough, it is a rare instance when a mundane company takes particular advantage of a Shadowkind employee. Because the mundane managers do not perceive their workers as special in any way, they treat them no differently than native human workers. However, Shadow creatures who open their own businesses here on earth have a tendency to try to take undue advantage of their brethren's natural (and supernatural) talents and abilities.

The I.G.L. also offers a job placement service for their members. People looking to hire workers of a particular species or with a particular set of abilities often come the Guild with their list of requirements.

So far, none of the labor issues in which the I.G.L. has been involved has come to all-out strikes (though temporary work stoppages have occasionally been applied). The Guild has a history of fairly representing their membership *without* ever making unreasonable demands on employers.

Any shadowkind hero is welcome to join the International Guild of Laborers. This takes a DC 10 Wealth check once per year to pay the annual dues. The I.G.L. will not requisition any equipment for its members, but it does provide free legal service and various forms of advice and counseling.

Union Card

After paying union dues any character who remains a member in good standing receives the following benefits:

- A one-time +5 Wealth bonus.
- Medical benefits that reduce the purchase DC of any medical procedure by –2. Furthermore, the purchase DC of any physician-prescribed medication can never be any higher than 5.
- Free legal representation. When warranted, a lawyer will represent the member's interest in matters involving the police, government, and hostile corporate entities. Once the member calls the toll-free I.G.L. hotline, a union lawyer will arrive 1d6 hours later and take care of matters to the best of her skill. If the caller cannot wait that long, a union lawyer will call the appropriate office 1d6 × 10 minutes later, hinting that it would be in the official's best interest if he settled the matter before the union brings its full weight to bear. This provides a +5 morale bonus on any Bluff, Diplomacy, Intimidate, and Sense Motive checks the union member makes relative to that official or his staff pertaining to this particular incident.

Knightly Order of St. Bartholomew

This ancient order of hermetic scholars traces its roots back to the Middle Ages. Over the centuries, they have invested wisely, spent frugally, and amassed an untold fortune that holds them in good stead even in today's secular society. The organization has close ties to many of Europe's royal families as well as good standing relationships with the heads of most major western religions. They seem to be a group that is universally respected and genuinely liked.

The Order is dedicated to collecting and preserving knowledge of paranormal abilities in otherwise mundane people. Because of this, many within the Shadow community refer to them as the "psychic monks," but the brothers don't seem to mind at all. In fact, they believe that this dismissive attitude makes it easier for them to go about their business of gathering and protecting dangerous information.

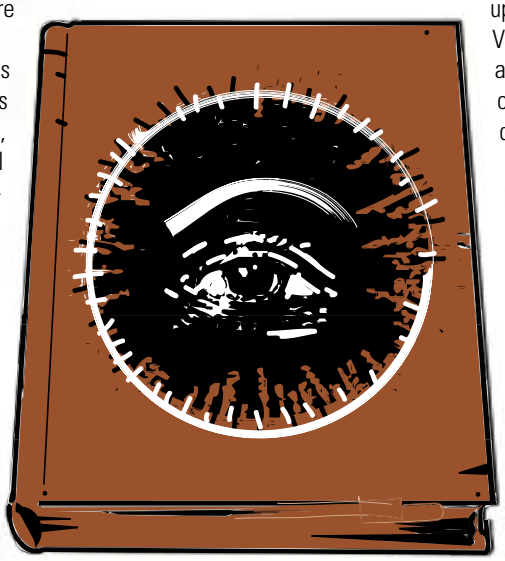
The Order owns the most exhaustive known collection of banned, suppressed, and otherwise anathema literature. It contains descriptions of and dissertations on every known psychic, magical, and otherwise unexplained phenomenon ever chronicled by mundane man. This collection is known as the Black Library, but it is not a library in the conventional sense.

People, the Order believes, were not meant to know these secrets. It is important that the information be preserved in case it is needed to combat some great threat, but it is not meant to be used in a frivolous manner. Therefore, the Order has broken up the information into discreet, incomplete portions and given one portion to each of its monasteries to safeguard. In this way, the information is preserved, but none of

their monks are ever tempted by too much knowledge. But each monastery is still a resource for information (albeit incomplete information) on the entire spectrum of paranormal abilities.

Although the world considers them to be a bit eccentric, the monks of St. Bartholomew are a good lot, interested in the well being of all creatures. It would be perfectly fitting for a retiring hero to join the order (particularly if he or she has some sort of psychic abilities or knowledge).

The Order eschews worldly goods, so it is very difficult to convince them to requisition anything for anyone. However, if the heroes do convince them of the necessity of buying particular nonviolent items, the Order provides a +3 bonus on related level checks.



Symbol of the Knightly Order of St. Bartholomew

The Black Library

The total knowledge held by the Order of Bartholomew is split up among the various monasteries. Visiting one will provide insight into a mystical question, but visiting others will provide deeper and deeper understanding.

Gaining the cooperation of one monastery provides a +3 insight bonus on Knowledge (arcane lore) or Research checks pertaining to appropriate subjects. For each subsequent monastery that agrees to cooperate, raise the bonus by +2.

However, it is notoriously difficult to get the Order to cooperate, especially if they know that a person has already gained the aid of another monastery. The Order broke their knowledge

Wynn

While most Shadow creatures are relative newcomers to our world, the silver dragon Wynnefalshond has been here for centuries. His appearance created a panic among the local peasants, and resulted in scores of warriors traveling from miles around for the chance to slay him (all were notably unsuccessful). Wynnefalshond realized that although this world was not as blatantly dangerous as the one he came from, he had no wish to be responsible for more deaths than he'd already caused. He transformed into a normal looking human and quickly left the region. Adopting the name Wynn, he traveled the world in disguise, although his penchant for confronting evil meant that he left legends and folk tales in his wake wherever he went.

Watching the rise and fall of empires, Wynn's attitude began to shift. The thinning of Shadow and depositing of creatures from beyond seemed to be a natural occurrence, and not all of them were as benign as him. What's more, some of the peace-loving creatures found themselves hunted and killed by the residents of this world, who could not see things as clearly as a silver dragon does. Wynn vowed to do what he could to make the interface between the mundane world and that of Shadow as harmonious as possible. As magic rose and receded, however, he knew he would drift off into deep sleeps that might last for centuries at a time, making it impossible for him to help anyone during those periods.

To help, Wynn created the Knights of the Silver Dragon. Organized into local cells, the Knights protected the mundane world from dangerous monsters while they simultaneously saved peaceful Shadow creatures from the ignorance and fear of ordinary people. The Knights actively seek out all sorts of magic and magical beings in order to help close the gap between the cultures.

Few realize that Wynn has an ulterior agenda. By having his Knights examine every incident of transmission across the veil of Shadow, he hopes to one day discover the secret of crossing the border and fulfill his heart's fondest desire—to go home. Wynnefalshond realizes this could take centuries, and might never happen at all, but a dragon is nothing if not patient.

In his human form, Wynn appears as a handsome, youthful man with long, silver hair that fairly gleams in bright light. He is extremely tall and thin, moving with fluid grace and a noble bearing. His speech is quite formal, and he has a tendancy to use the first-person plural pronoun "we" when referring to only himself. He also spends a great deal of time talking about the past and often tells personal stories about historical figures he has known and liked (which can be very disconcerting to those who do not know that he is a centuries-old dragon).

Wynn can be used as a positive benefactor for the heroes, offering them medical attention, information, or safe haven from both Shadow and mundane forces that might be seeking them. However altruistic his goals, being a dragon, Wynn is nonetheless selfish and arrogant, and can sometimes rub people the wrong way.

Wynnefalshond: hp 387; use the Very Old Dragon statistics presented in Chapter Seven: Creatures (page 211).

***Polymorph Self* (Sp):** 3/day; as the spell, except that each use allows only one change, which lasts until the dragon assumes another form or reverts to its own (which does not count as a use of this ability).

Possessions: *+2 brilliant longsword, +3 Colt M1911* (.45 autoloader), 50 rounds of ammunition, *+2 chainmail,* first aid kit, casual clothing, cell phone.

into distinct pieces because they believe it is dangerous to gather too much of it in any one mind.

Knights of the Silver Dragon

During the Dark Ages, the Knights of the Silver Dragon was an order of monks in Ireland. In the Middle Ages, it was a knightly order in France. During the Enlightenment, it was a Masonic brotherhood in England. In the American colonies, it was a band of rebels on the frontier. In the modern age, it is a secret organization that knows all about the ways of Shadow and has sworn to protect all innocent and good creatures no matter where they come from.

The group's name comes from its founder, a silver dragon who was trapped in this world during an incursion of Shadow over 1,500 years ago. Many suspect (and those inside the organization know for certain) that their current leader, a handsome young man with long silver hair who answers to the name of Wynn, is in fact that very same dragon in disguise.

The Knights are organized into cells, each responsible for reporting back to Wynn about current goings on in their local Shadow communities. In the absence of direct orders from their leader, they are charged with wholeheartedly and without hesitation protecting all innocent and good creatures from harm (particularly harm caused by evil Shadow creatures).

For his part, Wynn travels the globe investigating reports of particularly strong Shadow activity and assessing the capabilities of heroes he meets along the way. Wynn offers any individual or group that he judges to be of sufficient moral fiber a position within the Knights. Unlike many other organizations, the Knights do not ask members to forsake other organizations or commitments—they just require that service to do good be an individuals primary motivation.

When he does come across extraordinary evil, Wynn calls in all available Knights in an organized effort to rout the offending creature or manifestation. He seems particularly interested in investigating ways to throw these entities back across the veil of Shadow to the world from which they came.

The Knights of the Silver Dragon is a perfect organization for heroes to join. It provides a worldwide support network but still allows them to pursue their own agendas.

Symbol of the Knights of the Silver Dragon

Dragon's Claw

Members of the Knighthood are dedicated body and soul to the cause of good and protecting the innocent. Many characters eventually choose to take ranks in the Holy Knight prestige class, but a special few qualify for a variant of that class—the Dragon's Claw. Characters may not have levels in both the Holy Knight and Dragon's Claw prestige classes. They must choose one or the other.

The Dragon's Claw prestige class is identical to the Holy Knight except for the following changes and additions:

- **Base Attack Bonus:** +9.
- At the time the character receives his first level in the Dragon's Claw prestige class, he must add both Good and Knights of the Silver Dragon to his allegiances (though each knight may decide which allegiance takes precedence over the other).
- **Sense Shadow:** At 1st level, the Dragon's Claw can sense the presence of any creature, item, or effect linked to Shadow (including a spot where a creature or item is about to appear from the other side of Shadow). The Sense Shadow ability extends in a 60-ft. radius around the Claw, but may be concentrated to a quarter circle emanating forward from the Claw. He can pinpoint Shadow more finely (to a particular 5-foot square) by making a successful Search check (DC 20).

Markova Enterprises, Intl.

If knowledge is power, then Markova Enterprises may well be the most powerful organization on earth. This media conglomerate owns major newspapers in every major city in Europe and North America, runs fifteen different cable television networks, syndicates radio and network television programs in twenty different languages, and produces blockbuster movies from studios in Hollywood, Hong Kong, New Delhi, and Paris. And all that is just the tip of the proverbial iceberg. The company is also deeply involved in several major websites and online services, and employs dozens of software design houses to work on proprietary programs.

Owned and managed by the international "Queen of the Media," Anastasia Markova, Markova Enterprises plays a bigger part in many people's lives than their own families do. Their stated goal is to give their audience "just what you want." Detractors point out that this mission statement says nothing about production quality, intellectual or moral content, or even factual accuracy. But this does not seem to have hurt the company's ratings (or stock value).

Mundanes see Anastasia Markova as a beautiful, dusky skinned, twenty-something jet setter, but anyone with knowledge of Shadowkind knows that she is in fact a drow who is at least 125 years old. Of course, that makes many suspicious of Anastasia's motives and her company's actions, but to this day M.E. Intl. has never been involved in anything even marginally illegal. It does, however, specialize in programming of exceptionally questionable taste.

The thing that really makes Markova Enterprises different from other media conglomerates, though, is the fact the its subsidiaries pay attention to Shadow culture. They do not report on such things to mundane audiences, but they do keep careful eyes on people, creatures, and events in Shadow communities. And reporters from M.E.-owned concerns can usually be found at the scene of any major Shadow-related incident.



Markova and her agents keep an eye on everything that happens







Heroes would be surprised to know exactly how much personal information on them is stored in the M.E. news morgue.

It seems unlikely that any hero would be working directly for Anastasia Markova (who is attended mainly by other drow), but anyone with an occupation related to the media might well find themselves working for Markova Enterprises. In most respects, though, the organization is no different than any other media interest. It is only if a hero's activities draw the eye of the Queen that things might become uncomfortable.

The M.E. Morgue

Every news organization maintains a morgue—the place where it keeps file of reference photos, videos, archives of old stories, and significant reports and dossiers that never made it into print. The Markova Enterprises morgue puts all others to shame. It contains an level of detailed information that makes most governmental intelligence agencies jealous.



The key to accessing this trove of facts and images is a Markova Enterprises Press Pass. While much of the information is stored on computer, the system is isolated from all external networks. One must physically go to the morgue to access it, and no one gets into the building or past the five guard stations without showing proper identification.

However, for those who do manage to make it into the morgue, the information sky is the limit. Using the M.E. morgue provides a +10 equipment bonus on all Research and Knowledge checks (for any Knowledge category). Those using this resource must take careful notes, though, because there are no printers in the morgue, and no photographs or video tapes are allowed out without a senior editor's approval.

While access to such a vast quantity of material is a blessing, it also has its drawbacks. The sheer volume of raw data sometimes makes it very time consuming to find a particular piece of information. Apart from any Research or Knowledge checks required



Anastasia Markova

The halls of government and ivory towers of finance are not the only places that hold power. In the modern era, information, entertainment, and the media have begun to trump the others in terms of raw might. The self-titled "Queen of the Media" is Anastasia Markova, a domineering, awe-inspiring woman of incredible beauty, charisma, and ruthlessness.

In truth, Anastasia is a drow that passed through Shadow early in the 20th century. She quickly surmised that information was to become the "currency" of the coming era. She used her charm, cunning, and utter lack of scruples to climb the social ladder and gain seats on the boards of several newspapers and periodicals (the only mass media of their time). As years passed, she gained control then ownership of the companies, and used their financial backing to begin other businesses. She has invested vast amounts of money in every up-and-coming communication medium since the radio until now Anastasia sits at the head of a media empire that spans print, television, radio, recordings, and the Internet. She uses her influence to manipulate and guide the masses, reaping vast fortunes that she passes along to her clan of drow kin.

In her public persona, Anastasia is regal, cultured, and very chic. Her suave, businesslike manner is tempered with a disarming elegance that can tie the tongues of even the most glib conversationalist. She is the undisputed matriarch of a small band of drow that act as her servants and minions.

Among her many enemies, it is whispered that she has made pacts with dark powers and has lost her soul in a web of lies, deceit, and betrayal. In truth, she *is* a dark power, and the webs are all of her own spinning. Creatures of Shadow know her secret, but not all of them are happy to see a drow achieve such success. To keep her postion of power, she must fight a hard and constant battle, especially against the yuan-ti, who have made great inroads into the world of mass media. Along the way she has acquired an accute phobia of snakes (due mostly to the numerous attempts on her life made by the yuan-ti).

Anastasia appears as a stunning woman in her late 20s. She has the dusky skin and brilliant eyes of a drow. Her snow-white hair falls to her ankles, usually worn up in an elaborate and expensive hairstyle. She dresses in the cutting-edge of fashion and generally wears several magic items discretely disguised as jewelry. As a drow, she cannot abide sunlight and is never seen out during the day. However, the hip crowd, who rarely see daylight themselves, never questions her nocturnal lifestyle.

Anastasia Markova can serve as an elusive and distant enemy of the heroes, using her vast resources to bring the eye of the media down on them. Alternately, she can be used as a benefactor for the heroes, aiding them in the destruction of the yuan-ti. Either way, the heroes should be wary.

Anastasia Markova: Female Drow, Fast Hero 4/Dedicated Hero 5/Charismatic Hero 9; CR 20; Medium humanoid (Drow, Shadowkind); HD 4d8–4 plus 5d6–5 plus 9d6–9; hp 69; Mas 8; Init +7; Spd 30 ft.; Defense 24, touch 24, flat-footed 21 (+3 Dex, +11 class); BAB +10; Grap +9; Atk +9 melee (1d3–1 nonlethal, unarmed strike); Full Atk +9 melee (1d3–1 nonlethal, unarmed strike), or +15/+10 ranged (2d6+2, *+2 SITES M9*), or +16/+11 ranged (2d6+2, *+2 MP5*); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ Darkvision 120 ft., light blindness, spell immunities, SR 29; AL any; SV Fort +7, Ref +10, Will +15; AP 9; Rep +10; Str 9, Dex 17, Con 8, Int 16, Wis 18, Cha 20.

Skills: Bluff +20, Computer Use +8, Craft (visual arts) +13, Craft (writing) +13, Diplomacy +22, Disguise +12, Drive +7, Gamble +13, Gather Information +20, Intimidate +15, Knowledge (business) +18, Knowledge (current events) +14, Knowledge (popular culture) +18, Knowledge (streetwise) +11, Profession +21, Read/Write Elven, Read/Write English, Read/Write French, Read/Write Infernal, Read/Write Spanish, Read/Write Undertongue, Sense Motive +16, Speak Drow Sign Language, Speak Elven, Speak French, Speak English, Speak Spanish, Read/Write Undertongue, Spot +6.

Feats: Advanced Firearms, Archaic Weapon Proficiency, Creative, Deceptive, Defensive Martial Arts, Educated (Knowledge [popular culture] and Knowledge [business]), Dodge, Elusive Target, Heroic Surge, Improved Initiative, Iron Will, Personal Firearms Proficiency, Point Blank Shot, Precise Shot, Renown, Simple Weapon Proficiency, Trustworthy, Unbalance Opponent.

Talents (Fast Hero): Evasion, opportunist.

Talents (Dedicated Hero): Skill emphasis (Bluff), Aware, Faith.

Talents (Charismatic Hero): Charm, favor, captivate, fast talk, taunt.

Possessions: *+2 SITES M9* (9mm autoloader), 100 rounds of frangible 9mm ammunition, *+2 HK MP5* (with laser sight), concealed carry holster, *fabric of style*, 3 *potions of charisma,* cell phone, business outfit, briefcase.

to find information, anyone using the M.E. morgue must make an additional Research check to determine how long the search took.

DC	Time Required
9 or less	1d6 + 6 hours with no information found
10–14	1d6 + 6 hours
15–19	1d6 hours
20–24	3d10 + 30 minutes
25–29	2d10 + 20 minutes
30+	1d10 + 10 minutes

Mindwreckers

The mundane world is not quite sure how to treat this organization. On the one hand, it is a radical group that regularly is involved in disturbing the peace, assault, torture, and even extremely violent terrorist activities. On the other hand, they do it all in the name of "freedom of the mind," and claim to be "psychic warriors" and "the world's elite psionicists."

The Mindwreckers believe that mental powers are the world's most avant-garde art form, and that they should be left alone to allow their artistry to flourish. However, their "artistry" seems to focus mainly on hurting innocent people and destroying public and private property.

They believe that anyone who does not have mental powers is merely clay or canvas to be molded by a skilled craftsperson. Often they videotape their criminal activities to add to their portfolios.

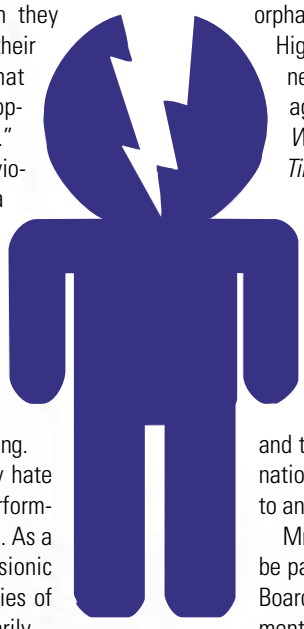
What's more, they brand anyone whom they believe to have psychic abilities yet opposes their activities a "mindcriminal," and target that person and his or her family, business, and property for especially destructive "performances."

Whether these are a bunch of extremely violent, delusional delinquents or actually a psionic terrorist group depends entirely on the GM's perspective on psionics in the campaign. Either way, the Mindwreckers are a dangerous organization of extremists who live to cause mayhem in the lives of the people they call "little brains."

As such, the Mindwreckers is *not* and organization that any hero should even consider joining.

The Mindwreckers love publicity, but they hate when unexpected witnesses ruin their performances by taking information to the authorities. As a result, the group has pioneered a new psionic power that allows them to block the memories of anyone whose lips they want to seal temporarily.

Members of the Mindwreckers have access to the following psionic power:



Symbol of the Mindwrechers

Memory Block

Charisma

Level: Telepath 4; **Display:** Visual, Audible; **Manifestation Time:** 1 action; **Range:** Touch; **Target:** One living creature; **Duration:** 1 day + 1 hour/level; **Saving Throw:** Will negates; **Power Resistance:** Yes; **Power Points:** 10

You form a psionic barrier within the target's memory, creating near total amnesia. The target cannot remember his name or any pertinent facts about his life. It has no effect on his ability to form new memories.

Memory block has no effect on the target's physical skills and abilities; through instinct, he is able to do everything he was before. GMs may require an Intelligence check (DC 15 + assailant's Telepath level) before allowing a character to use particularly complex pieces of equipment.

For the duration of the memory block, victims cannot perform any Knowledge checks and have a penalty to any Research checks equal to the Telepath level of the character who manifested this effect.



Symbol of Mr. Onimako

Onimako Consulting

It is odd to consider a single individual as an "organization." However, Mr. Onimako is a truly unique case. His personal power and knowledge are singularly formidable, but what makes him stand out on the greater stage of international finance is the incredible network of connections and resources at his immediate command.

Onimako is, on one hand, a cipher. Even the most exhaustive research turns up only the following information on his past: No record can be found for his birth. He was raised at an impoverished orphanage in Fukuoka, Japan. He left both the orphanage and organized education at the end of Jr. High School. As near as anyone can tell, he has never attended any college or university. At the age of nineteen, he made the front page of the *Wall Street Journal* and the *London Financial Times* for single-handedly brokering an eight-way merger between companies from the U.S., the U.K., Russia, Germany, and Taiwan.

From that point on, Mr. Onimako became the most sought-after financial consultant in the world, and his every move has been recorded, analyzed, dissected, and lauded in the pages of every industry news source. He is the person to watch, the leader to follow, and the single factor that brokerage houses, banks, national treasuries, and world leaders try hardest to anticipate.

Mr. Onimako has repeatedly turned down offers to be partner, President, CEO, CFO, or Chairman of the Board for most of the Fortune 500 companies, not to mention seats on the last five Presidents' cabinets.

Despite his success, Mr. Onimako has never even given public consideration to opening a company of his own. "The world of high finance is too risky for me," he is often quoted as saying. "However, if my opinion may be of assistance to braver souls, then I am glad to give it." Give it, that is, for an astronomical consulting fee and (usually) a percentage of revenue.

Members of the Shadow community recognize that Mr. Onimako is a snakeblooded human, but there is no proof (or even any solid evidence) that he uses any sort of magical or supernatural powers in his work. He might be celebrated as the biggest mainstream Shadowkind success story if even his own people did not fear the power he wields.

Mr. Onimako truly is force for himself, and himself alone.

In rare instances, Mr. Onimako might hire heroes to do work for him. But this would be on a case-by-case basis, so they would not actually be considered members of this organization. He never supplies materials for his agents. Instead he arranges for other business partners of his to provide equipment and services at a discount price (the GM should lower the purchase DC to the desired level) but requires his employees to purchase materials out of their own pockets.

Mr. O's Briefcase

As one of the most sought-after advisers in the world, Mr. Onimako understands that he must take great care with all material and information entrusted to him. He knows that the contents of his briefcase alone would probably fetch several million dollars sight unseen on the black market. Therefore, he has taken stringent

Mr. Onimako

It has often been said that the world of high finance is similar to swimming in a tank of full of sharks. Among these predators lurks Mr. Onimako, perhaps the most ruthless and cunning financial mogul ever to take a meeting. Shunning employment with a single company, Mr. Onimako is a mercenary, selling his talents, knowledge, and flexible morality for anyone willing to pay. He's very expensive, but gets results that few could ever imagine. If he has a first name, no one has ever learned of it.

What few, if any, are aware of, is that Mr. Onimako is actually a snakeblooded human—descended from the sinister yuan-ti. He is brilliant, ruthless, and possesses supernatural powers. Despite this edge, Mr. Onimako prefers to handle things through "normal" means—including bribery, threats, blackmail, and violence. His past is shrouded in secrecy and anyone who probes too deeply might soon discover themselves evicted from their apartment, bankrupt, and fired from their job based on some trumped up accusations.

Mr. Onimako: Male Snakeblooded Human Dedicated Hero 4/Charismatic Hero 4/Arcane Arranger 9; CR 17; Medium humanoid; HD 4d6+4 plus 4d6+4 plus 9d6+9; hp 81; Mas 12; Init +1; Spd 30 ft.; Defense 22, touch 18, flat-footed 21 (+1 Dex, +7 class, +4 *+2 light undercover shirt*); BAB +9; Grap +10; Atk +10 melee (1d3+1 nonlethal, unarmed strike) or +13 melee (2d6+3/17–20, *+2 keen katana*) or +10 ranged (2d6/19–20, *+1 Beretta 92F* with flechette ammunition); Full Atk +10/+5 melee (1d3+1 nonlethal, unarmed strike) or +13/+8 melee (2d6+3/17–20, *+2 keen katana*) or +10/+5 ranged (2d6/19–20, *+1 Beretta 92F* with flechette ammunition); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ yuan-ti blood; AL none; SV Fort +7 (+9 against poison), Ref +7, Will +6; AP 8; Rep +12; Str 12, Dex 13, Con 12, Int 16, Wis 18, Cha 20.

Skills: Bluff +22, Computer Use +12, Craft (writing) +8, Diplomacy +25, Disguise +15, Forgery +12, Gather Information +16, Hide +3, Intimidate +14, Investigate +10, Knowledge (business) +21, Knowledge (current events) +19, Knowledge (streetwise) +6, Listen +7, Profession (consultant) +16, Read/Write English, Read/Write Japanese, Read/Write Spanish, Read/Write Yuan-ti, Research +11, Sense Motive +20, Speak English, Speak Japanese, Speak Spanish, Speak Yuan-ti, Spot +7.

Feats: Archaic Weapon Proficiency, Armor Proficiency (light), Deceptive, Defensive Martial Arts, Elusive Target, Exotic Weapon Proficiency (katana), Jack of All Trades, Magical Heritage, Personal Firearms Proficiency, Renown, Simple Weapon Proficiency, Trustworthy, Weapon Focus (katana), Wild Talent (*daze*), Windfall.

Talents (Dedicated Hero): Empathy, skill emphasis (Diplomacy).

Talents (Charismatic Hero): Charm, favor.

Talents (Arcane Arranger): Word on the street, false allegiance, Shadow resources, pack rat, expert in your field, up my sleeve.

Arcane Spells: 1/day—*detect magical aura, mage hand, message*.

Possessions: *+2 light undercover shirt, +2 keen katana, +1 Beretta 92F* (9mm autoloader), 50 rounds of 9mm flechette ammunition, *ring of surveillance detection*, 2 *potions of Charisma,* cell phone, notebook computer, business outfit, locked briefcase (see Mr. Onimako's Briefcase for details).

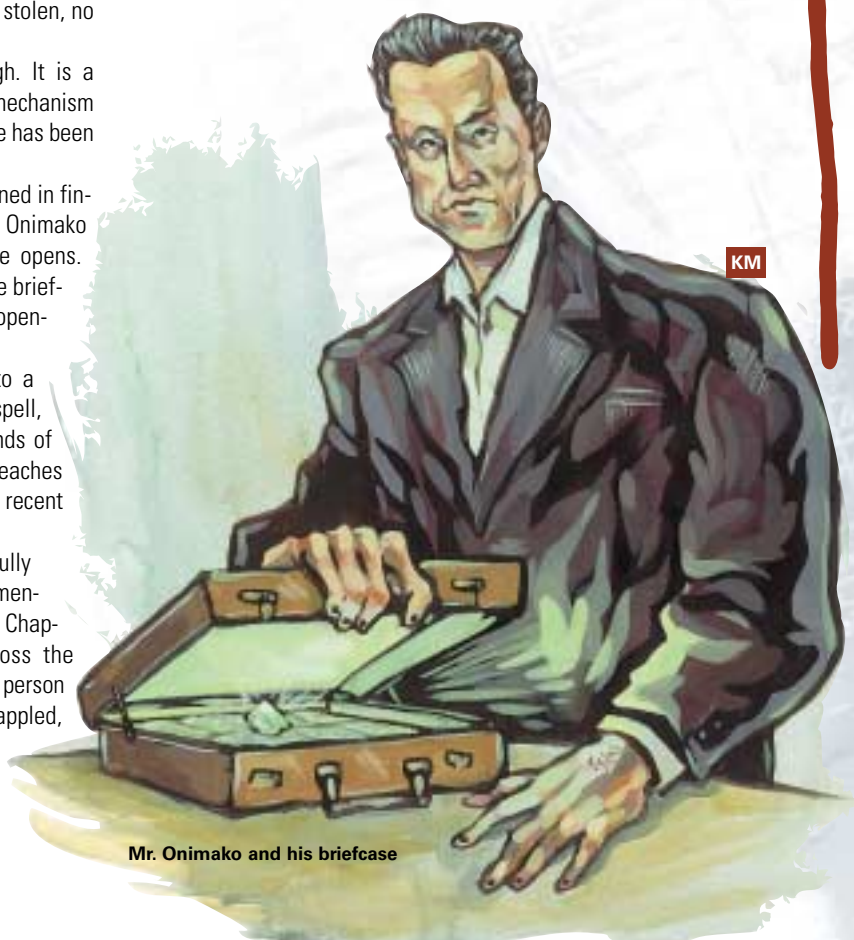
measures to ensure that even if his briefcase was stolen, no one would ever benefit from its contents.

Mr. Onimako's briefcase looks ordinary enough. It is a finely crafted leather case with a digital locking mechanism and titanium reinforced shell. Furthermore, the case has been enchanted so that it has DR 30/+3.

The digital lock is a ruse. The *real* lock is contained in fingerprint readers built into the handle. When Mr. Onimako squeezes a specific pressure sequence, the case opens. Entering *any* code into the digital lock activates the briefcase's defenses. The only way to turn them off is opening the case by correctly using the actual lock.

If the case is unlocked correctly, it opens into a space similar to that created by a *secret pocket* spell, only larger. The briefcase can hold up to 25 pounds of material. Anyone other than Mr. Onimako who reaches into the case finds only pens, business cards, and recent copies of financial periodicals.

If the case is unlocked incorrectly (or successfully torn open), it opens into a 20-ft. by 20-ft. extradimensional space that is home to a 5th-level vivilor (see Chapter Seven: Creatures). The vivilor reaches across the dimensional boundary and attempts to grapple the person who opened the briefcase. Once the person is grappled, the vivilor pulls him into the extradimensional space, then closes and locks the briefcase if possible. See Chapter Seven: Creatures for statistics.



Mr. Onimako and his briefcase

Paranormal Science and Investigation Agency

Since the 1950s, various branches of the U.S. government have been experimenting with different permutations of and uses for mental powers. From CIA attempts to create "invisible" spies to Army experiments using psychotropic pharmaceuticals to FDA investigations into psychic healing, they've all come up with nothing.

Or have they?

What the public does not know is that all the information (and many of the personnel) from these different attempts have all been transferred to a secret organization whose existence is buried between line items in the national budget. The Paranormal Science and Investigation Agency (PSI for short) has been working behind the scenes for several decades.

PSI's charter is to protect the country from supernatural threats both domestic and foreign. As their acronym suggests, the Agency focuses mainly on psionic threats (particularly since the increasing number of "supernatural" incidents caused by the rise of Shadow would tax their resources beyond capacity). They are the organization that takes the lead in cases concerning the Mindwreckers, the Enlightenment, and the Silent Walkers.

Agents of PSI do not seek outside aid unless they have no choice whatsoever. Their agency has been completely covert for decades, and they want to keep it that way. However, if they come across an individual who manifests psychic abilities (or shows great potential to) they will approach him or her about joining the Agency.

Heroes will usually run into agents of PSI when they are unknowingly working on the same case. The agents will try to convince heroes to drop the matter and leave it to the "Pros from Dover," but will grudgingly work with them if the heroes are persistent enough.

Whether PSI is an agency of highly trained mundane agents who deal with delusional groups that claim to be psychic, a group of spies who themselves are delusional about having mental powers, or are actual psionicists protecting the country from mentalist terrorists depends entirely on the GM's stance on psionics in the campaign. Whatever the decision, the Paranormal Science and Investigation Agency can be a source of well-trained help when the heroes face opponents who pose serious threats to national security.

While heroes with psionic powers certainly could belong to PSI, the organization's secretive nature would make it difficult for them to team up with heroes from outside the agency.

All investigative agents are taught that one of the best ways to stay safe in the field is to be sure that your target never sees you coming. This is difficult for the agents of PSI. They have to not only be invisible but also mentally undetectable. To this end, the agency has developed a discipline that allows their operatives to completely shield their thoughts for a limited period of time. All PSI Telepaths have access to the following psionic power:

Psionic Blank

Wisdom [Mind-Affecting]

Level: Telepath 1; **Display:** Visual; **Manifestation Time:** Attack action; **Range:** Personal; **Target:** You; **Duration:** See text; **Power Resistance:** No; **Power Point Cost:** See text

You can completely shield your mind. *Detect psionics* and other powers and spells that target your mind cannot detect you while this power is in effect. *Psionic blank* has a minimum power point cost of 1, which supplies 1 round of duration. When you manifest *psionic blank* you must decide how long you want the effect to last, and spend the appropriate number of power points.

The effect dissipates at the end of your turn in the appropriate round. You must wait until the beginning of your next turn before you can manifest *psionic blank* again.

The Prancing Pony

This is not so much an organization as it is a franchise. The Prancing Pony is the latest hot property in the arena of theme restaurants. New storefronts are opening at a rate of about one every three days worldwide.

The restaurants have become popular with children (both mundane and magical) because the restaurants feature arcades, medieval-themed costumed characters, puppet shows, and a twice-nightly duel where the Golden Knight roundly defeats the King of Pain. It's all very commercialized (and extraordinarily trite), but it has struck a chord with the kids.

Interestingly, in areas with a high Shadowkind population, local elves, dwarves, goblins, and bugbears who don't mind dealing directly with the public can find jobs pretty much being themselves.

The Prancing Pony menu contains items with names such as minotaur burger, spicy roc wings, elf garden salad, mutton lettuce and tomato sandwich, and the ever popular Magic Meal™. All of these items, it should be noted, are really just standard fast food fare with thematic names, and in every restaurant there hangs a plaque unequivocally stating that "no sentient beings were harmed in the making of this food."

Interestingly, the dining areas are designed to look like medieval taverns. Shadowkind and humans alike often come here just for the feeling of nostalgia it brings them, and many an adventure has started with a chance meeting in the dark corner of a Prancing Pony francise.

This organization offers nothing more than minimum-wage jobs (meals included), so there is little reason for heroes to join.

Magic Meals™

Perhaps the single biggest reason for the success of the Prancing Pony franchise is the Magic Meal™. This is a boxed meal that contains a children's size sandwich, fries, drink, and

a magic toy (purchase DC 2). Unlike other franchises, though, these toys really *are* enchanted.

Each MAGIC MEAL™ box contains either a temporary tattoo or a wind-up familiar.

Temporary Tattoo: A wet transfer tattoo with a minor spell cast on it, this tattoo is labeled so parents know what their children are getting. The tattoo takes a move action to apply, and the effects last for 10 + 1d10 rounds.

Each tattoo provides a +2 bonus on one of the following checks: Balance, Climb, Hide, Jump, Listen, Move Silently, Spot, or Swim.

Wind-Up Familiar: Toys in the shape of animals, each one has a spring wound motor enchanted so that it can follow a series of up to five simple directions.

The toys recognize the following commands: Forward, Left, Right, Stop, Back, and Special. Each command results in 5 or 0 feet of movement—if the user fails to specify, the toy will move 5 feet. Any solid object weighing more than one pound stops a Wind-Up Familiar's forward motion. Its feet will move, but it will not progress. It can still turn and move in another direction if that is a later part of its command string. Each command takes 1 move action to execute.

Each toy has its own special ability, hence the command "Special." They are:

Cat: eyes glow yellow lighting a 5 foot square in front of the toy;

Owl: fly five feet straight up and five feet forward then fly straight down until landed;

Rat: pick up and carry one item weighing no more than one pound;

Spider: climb solid surface as per the *spider climb* spell (including reduced movement rate);

Toad: hop five feet in the air, landing 10 feet forward.

Wind-Up Familiar: CR 1/2; Fine construct; HD 1/16 d10; hp 1; Mas —; Init +0; Spd 5 ft. (can't run); Defense 18, touch 18, flat-footed 18 (+8 Size); BAB +0; Grap –16; Atk +5 melee (1, slam); Full Atk +5 melee (1, slam); SQ construct, move or attack only, wind-up; AL none; SV Fort –5, Ref —, Will —; AP 0; Rep +0; Str 1, Dex 10, Con —, Int —, Wis —, Cha —.

Construct: Wind-up familiars have the traits and immunities common to constructs (see Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game*).

Move or Attack Only (Ex): A wind-up familiar can perform only a single move action or attack action on its turn. It cannot charge or run.

Wind-Up (Ex): A wind-up familiars has only limited power and must have its mechanisms wound in order to function. When wound, it can move 30 feet before it needs to be rewound.

Silent Walkers

This Japanese organization dates back to the early 1600s. On the surface it seems like nothing more than a group dedicated to a particularly strict martial arts form called Shizuka Ni Ugoku ("Moving In Silence"). Students are taught a rigorous code of honor that is derived from the samurai code of bushido, and dissent is not tolerated.

The truth of the matter is that the Silent Walkers use their martial training, mental discipline, and philosophical beliefs to attempt to harness the hidden power of the human mind. They believe that through the perfection of mind, body, and spirit one can be granted the great honor and responsibility of psionic powers. Furthermore, they believe that anyone who achieves this end through any means other than their own is an affront before the gods.

Silent Walkers oppose natural psionicists, those who develop phychic powers using other methods, and rogue former members of this organization they collectively refer to as "oni." The Silent Walkers believe it is their duty to hunt down and slay all oni. In recent years, they have toned down their stance on these matters. Although they still enforce them within the borders of Japan (much to the dismay of the Japanese government), the Silent Walkers have decided that psychics in the rest of the world are none of their concern.



Sign of the Silent Walkers

However, if a former member of their society flees the country, the Silent Walkers will spare no expense or effort to track him or her down. Once that happens, elite psionic assassins are dispatched to ensure that the oni does not teach any of the organization's secret techniques to unworthy outsiders.

Another difficulty has arisen in the wake of the recent influx of Shadow creatures. The word "oni" is most literally translated as "demon" or "monster," and the goals and positions of the Silent Walkers have often been misinterpreted by some Shadowkind who think that the group wants to hunt them down for no good reason.

The Silent Walkers is a closed society. It almost never accepts members who are not Japanese, and certainly requires that all its members give up worldly goods and cares to devote themselves to the perfection of mind, body, and spirit. Members may not requisition *any* equipment, but the organization does provide all necessities for its members.

Nakamura Blades

Hundreds of years ago, Nakamura Tenji, a swordsmith of legendary talent, petitioned to join the Silent Walkers. In return for his admittance, he agreed to make one hundred katana that combined both his old and his new training. The results were weapons that were more than mere reflections of their owner's souls—they were gifted with life.

Each katana was unique, with a personality all its own. They are said to have chosen names for themselves based on their abilities—names which they reveal only to their owners. Known blade names include Blood Drinker, Reverence of the New Moon, and Speaker of Truth. The blades speak telepathically with their wielders, and will often offer advice and

suggestions. They do not, however, have the ability to control their wielder's actions.

To determine the personality of a particular *Nakamura blade,* roll on the following chart.

d20	Personality
1	Bloodthirsty
2–3	Violent
4–6	Angry
7–10	Impatient
11–14	Patient
15–17	Soothing
18–19	Insightful
20	Peace Loving

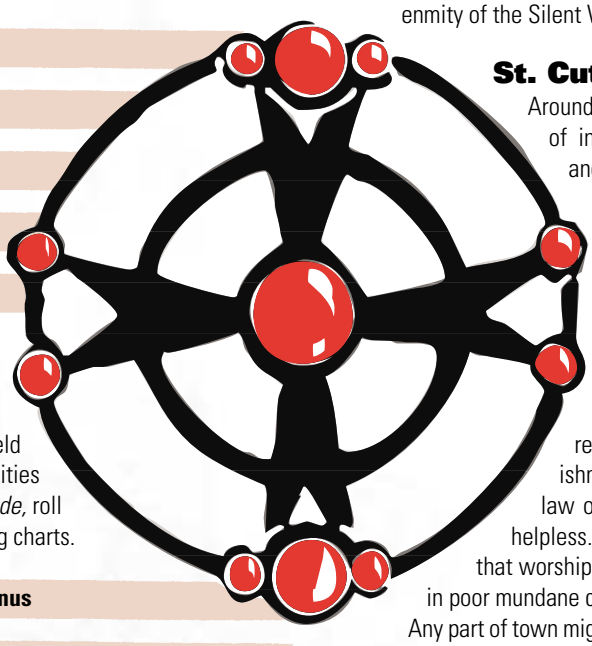
Some *Nakamura blades* are more deadly than others, but all give immense power to the people who wield them. To determine the abilities of a particular *Nakamura blade,* roll once on each of the following charts.

d6	Enhancement Bonus
1–3	+1
4–5	+2
6	+3

d%	Special Ability
01–05	Item can Sense Motive (10 ranks)
06–10	Wielder has free use of Combat Reflexes
11–15	Wielder has free use of Blind-Fight
16–20	Wielder has free use of Improved Initiative
21–25	Wielder has free use of Dodge
26–30	Wielder has free use of Mobility
31–35	*Detect magical aura* at will
36–40	*Detect psionics* at will
41–45	Wielder gains the evasion ability
46–50	Wielder can *see invisible* at will
51–55	*Cure light wounds* (1d8+5) on wielder 1/day
56–60	*Feather fall* on wielder 1/day
61–65	Wielder does not need to sleep
66–70	Wielder does not need to breathe
71–75	*Spider climb* for 20 minutes on wielder 1/day
76–80	*Charm person* (DC 11) on contact 3/day
81–85	*Shield* on wielder 3/day
86–88	*Invisibility* (wielder only, up to 30 minutes per use) 3/day
89–91	*Fly* (30 minutes per use) 2/day
92–94	*Heal*
95–97	*True seeing* at will
98–00	*Passwall* 3/day

Type: Weapon (magic); *Caster Level:* 10th; *Purchase DC:* 45*; *Weight:* 6 lb.

**Nakamura blades* are both highly collectable works of art and much sought after magic weapons. The Silent Walkers have retained control of all but a dozen of them. From time to time, one appears on an auction block, but the organization usually steals it before it can be purchased. Any nonmember believed to own a *Nakamura blade* immediately gains the enmity of the Silent Walkers.



Symbol of St. Cuthbert's House

St. Cuthbert's House

Around the world, particularly in areas of intense poverty, overpopulation, and homelessness, new shelters, food banks, clinics, and other free services have recently opened, all under the name of St. Cuthbert's House.

St. Cuthbert is a god revered by many in the Shadow communities. He is said to be the deity of retribution, exacting revenge and meting out just punishment on those who break the law or take undue advantage of the helpless. It is not surprising, therefore, that worship of St. Cuthbert has grown even in poor mundane communities.

Any part of town might have as many as two or three different storefronts calling themselves St. Cuthbert's House. Each will provide a different free service to residents, and all will cooperate with one another. Doctors, cooks, and all sorts of able-bodied non-professionals volunteer their time to make the neighborhood in which they live a better place.

The network of St. Cuthbert's House facilities owes its existence to Donny Sinclair, a young man who claims his life was saved by St. Cuthbert himself. Donny eschews all credit and accolades—he still considers himself a man with a mission. He travels the world visiting the various sites bearing St. Cuthbert's name, ensuring that they serve in the correct tradition and helping out in any way he can.

Wherever he goes, he also helps train the people living in surrounding neighborhoods how best to protect themselves and each other. He teaches mutual reliance, and that it is a community's responsibility to see that justice prevails.

Unfortunately, Donny and his students sometimes take this a little further than the local police would like. More than one St. Cuthbert's House has been the hub of vigilante activities. Usually this is in the form of chasing a suspected mugger, drug dealer, or other criminal out of the area using bats, bricks, and occasionally guns and even swords. People in these neighborhoods are so tight-lipped that it is often impossible to find witnesses willing to corroborate the stories of the frightened and bloodied would-be predators.

For the most part, though, St. Cuthbert's House is a place of compassion and relief for people who need it desperately.

Many heroes will want to volunteer to help out a local St. Cuthbert's House. The organization depends on donated materials and manpower to get its mission accomplished,

Donny Sinclair

Donovan Sinclair—known in the neighborhood as Donny—was a troubled and violent youth that ran with gangs in the heart of the inner city. During a botched robbery of a liquor store, Donny was seriously wounded, but managed to stagger into a secluded alleyway. Lying a pool of blood and ready to die, Donny could do nothing as a strange man emerged from the darkness and shuffled towards him. The man healed Donny's wounds merely by touching them. He told Donny, "St. Cuthbert has found you worthy," before fading back into the darkness.

Donny tried to find the man who saved him from death, but could find no trace whatsoever. Thwarted, he looked into any references he could find to a being named St. Cuthbert (who turned out to be a deity worshipped by many good members of Shadowkind). Renouncing his criminal past, Donny became a crusader in the tough streets of the city, mixing his streetwise savvy with compassion and generosity. He has brought hundreds of people together under the auspices of the St. Cuthbert's House. Acting as a combination homeless shelter, food bank, and neighborhood watch, the House is a shining beacon of hope amidst the despair of poverty and violence in the inner city, as well as a shield and sword against the darker forces of Shadow.

Donny is a young looking man with tousled hair and sharp, blue eyes. He is thin and wiry, but moves with a catlike grace. Donny is kind and helpful to those in need, but icy cold with gang members, drug dealers, and anyone that causes grief or ill to fall on innocent heads.

The GM can use Donny Sinclair as an ally against threats both mundane and of Shadow. He is vindictive and intolerant of anyone that abuses his sense of law and justice, and can cause major headaches for anyone whose actions he disapproves. Donny isn't a gangbanger anymore, but he does have a gang of righteous warriors. No matter where he is in the world, in 30 minutes he can generally call together a group of 3d6 streetwise assistants (Strong or Dedicated ordinary 1).

Donny Sinclair: Fast 3/Dedicated 4/Acolyte 5; CR 12; Medium humanoid; HD 3d8+6 plus 4d6+8 plus 5d8+10; hp 70; Mas 12; Init +3; Spd 30 ft.; Defense 26, touch 23, flat-footed 23 (+3 Dex, +10 class, +3 undercover vest); BAB +8; Grap +9; Atk +11 melee (1d8+1 nonlethal, unarmed strike), or +10 melee (1d8+2, *+1 heavy disrupting mace*); Full Atk +11/+6 melee (1d8+1 nonlethal plus 1d4 [one hit per round only], unarmed strike), or +10/+5 melee (1d8+2, *+1 disrupting heavy mace*), or +11/+6 ranged (2d8, Mossberg shotgun); FS 5 ft. by 5 ft.; Reach 5 ft.; AL Good, Law; SV Fort +8, Ref +7, Will +10; AP 12, Rep +6; Str 12, Dex 16, Con 12, Int 13, Wis 17, Cha 15.

Occupation: Criminal (class skills: Knowledge [streetwise], Move Silently).

Skills: Balance +6, Concentration +5, Drive +9, Gamble +7, Hide +13, Knowledge (theology and philosophy) +8, Knowledge (streetwise) +12, Move Silently +13, Profession +9, Read/Write English, Read/Write Mandarin, Speak English, Speak Mandarin, Sense Motive +15, Treat Injury +12.

Feats: Armor Proficiency (light), Brawl, Extra Turning, Improved Brawl, Improved Turning, Iron Will, Personal Firearms Proficiency, Point Blank Shot, Simple Weapons Proficiency, Streetfighting.

Talents (Fast Hero): Evasion, Uncanny Dodge 1.

Talents (Dedicated Hero): Skill Emphasis (Sense Motive), Aware.

Talents (Acolyte): Arcane Skills, Turn Undead, Spontaneous Cast, Combat Casting.

Possessions: *+1 heavy disrupting mace*, Mossberg Shotgun, 24 rounds of silvered 12 gauge shotgun ammunition, undercover vest, silver holy symbol of Pelor, casual outfit.

Acolyte Spells Prepared (5/5/4/3; save DC = 13 + spell level)**:** 0—*Cure minor wounds, detect magical aura, read magic, resistance, virtue*; 1st—*bane, clean, magic weapon, sanctuary, shield of faith;* 2nd—*augury, darkness, daylight, lesser restoration;* 3rd level—*dispel magic, magic circle, searing light.*



though, and so is of little help when it comes to requisitioning supplies.

Sword of Justice

The followers of St. Cuthbert believe in meting out justice. In fact, many consider themselves to be soldiers in a holy war against inequity. To that end, the most extreme members of this organization dedicate their lives honing their skills and abilities to make themselves more perfect weapons for their god. They call themselves Swords of Justice, and are quite intractable when it comes to matters of integrity and decency.

Any member of St. Cuthbert's House may choose to take levels in Sword of Justice if they meet the requirements. The Sword of Justice advanced class is identical to the Street Warrior except for the following changes and additions:

- Add Knowledge (theology and philosophy) 6 ranks to the skills requirements.
- Before taking the Sword of Justice advanced class, the Sword of Justice must have allegiances to St. Cuthbert's House and the principle of fairness to all.
- Add the following to the Sword of Justice's class skills: Diplomacy, Knowledge (theology and philosophy), and Treat Injury.
- At 6th level, instead of a standard bonus feat, a Sword of Justice may choose the Divine Heritage feat (ignoring the restriction that this feat is normally only for 1st-level characters).
- At 9th level, instead of a standard bonus feat, a Sword of Justice may choose the Turn Undead special ability (see the Acolyte advanced class in Chapter Nine: Campaign Models of the *d20 Modern Roleplaying Game*). You are treated as a 1st-level Acolyte for determining the results of your turning check.

Sons of Tyranny

Not all the deities from beyond Shadow are benevolent. For example, Hextor is purported to be the god of war, conflict, and destruction—not the sort of god for whom a local church would start having bake sales, but just the sort of power that disaffected youth might turn to. Such is the case with the Sons of Tyranny.

This group started as a small biker gang that drove up and down the west coast of the U.S., terrorizing every small town they passed. One day, gang legend has it, they came into a town that was prepared for them. The local sheriff had called in the State Police and cornered the bikers in an abandoned filling station. The situation seemed hopeless.

Just then, a six-armed giant of a man appeared in the room. He wore a leather jacket, had a flaming tire chain strapped to his hip, and spoke in a voice like thunder. If the gang swore allegiance to Hextor, the man said, he would not only get them out of this situation, he'd also make them the most feared gang in the country.

The bikers agreed, and the six-armed man touched them each on the heart. When he did, they felt strength flow through their bodies, and felt a surge of power that begged to be used for violence.



Sons of Tyranny biker jacket

Newspaper reports nation wide reported the next day about the massacre in which nearly one hundred police officers were slain by a murderous gang of outlaws on motorcycles. The Sons of Tyranny were born.

The group grew as every ne'er-do-well with a motorcycle begged to join. They split into two packs, and then again into four. At this point, there's no telling how many individual collections of a dozen bikers are riding around wearing the symbol of Hextor on their leather jackets.

One thing is for certain, though. Whenever the Sons of Tyranny ride into town, even the local authorities lock their doors and hide. Those who don't will not live to see the gang ride out of town the next day.

The Sons of Tyranny are a wholly evil group, and as such are not fit for good heroes to join. Members of the gang cannot use the organization to requisition equipment, but they simply steal everything they want, so it doesn't really matter.

Gang Colors

Like any other gang, members of the Sons of Tyranny dress with the knowledge that violence may erupt at any minute. They wear tough, protective clothing and various garments that can quickly be turned into weapons should the need arise. Unlike other gangs, though, these bikers have the backing of an evil god who imbues their clothing and weapons with unholy power.

Any Sons of Tyranny member may have one or more of the following:

Cold Iron Fists: Leather riding gloves covered in sharpened, cold iron studs. The gloves confer a +2 enhancement bonus to the wearer's Strength. Once per day, the gloves allow a wearer to cast *true strike*.

Type: Wondrous item (magic); *Caster Level:* 1st; *Purchase DC:* 29; *Weight:* 1 lb.

Fiery Eyes of Doom: Motorcycle goggles with a leather strap and lenses tinted a nearly opaque blood red. The wearer can see through these normally and can use *darkvision* at will. Once per day, the goggles may be used to cast *searing light* (10d6).

Type: Weapon (magic); *Caster Level:* 10th; *Purchase DC:* 30; *Weight:* 1 lb.

Helm of Cruelty: A motorcycle riding helmet grants the ability to cast *concussion* once per day.*

Type: Armor (magic); *Caster Level:* 2nd; *Purchase DC:19*; *Weight:* 5 lb.

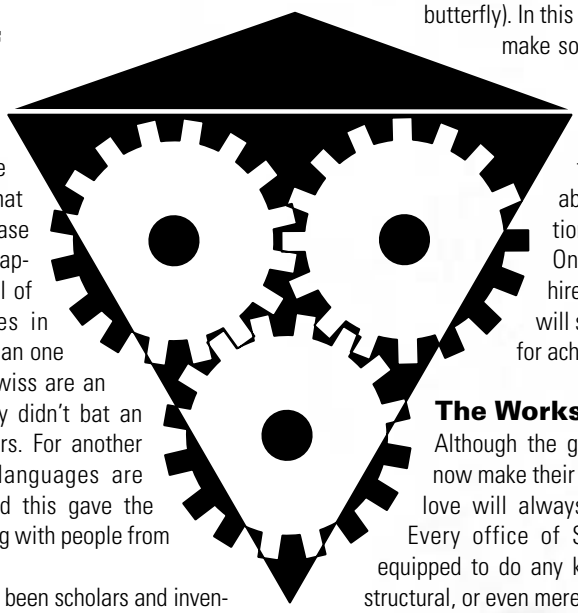
**Concussion* is a 2nd-level Acolyte spell that is converted from the psionic power of the same name.

Skin of Hextor: A +3 *leather biker jacket* that grants damage reduction 5/+1.

Type: Armor (magic); *Caster Level:* 10th; *Purchase DC:* 28; *Weight:* 4 lb.

Swiss Juncture of Gnomes

Some Shadowkind find it difficult to make the transition to our world, others are able just pick up doing exactly what they did before. Such is the case for a group of gnomes who happened to pass through the veil of Shadow and find themselves in Zurich, Switzerland. In more than one sense they were lucky. The Swiss are an accepting people, and so they didn't bat an eyelash at their new neighbors. For another thing, no fewer than four languages are spoken fluently in Zurich, and this gave the gnomes an advantage in dealing with people from all over the world.



Symbol of the Swiss Juncture of Gnomes

These particular gnomes had been scholars and inventors in their lives on the other side of Shadow. They found that, advanced as the technology of the mundane world is, there were some important gaps—and ones that they were more than ready to fill. So they did what everyone in Zurich with an idea that will revolutionize the globe does: they incorporated and opened a consulting practice. Thus the Swiss Juncture of Gnomes was born.

Although very few people were interested in their inventions (self-winding pasta, automated hat tippers, and instant mildew), it turned out that quite a few wanted the gnomes to focus their "outside the box" thinking on other problems. In recent years, the S.J.G. has developed natural disaster relief programs for third-world countries, done feasibility studies on building domed cities at the bottom of the sea, and designed a fully functional orbiting laser-cannon platform that (because of cost overruns) never actually got built.

The S.J.G. has opened offices in every major city worldwide, and do consulting work for most of the major financial institutions and political organizations in the western hemisphere. They charge a significant amount for their services, but their patrons invariably think it is worthwhile. The gnomes are also completely unconcerned with how their work will be applied, a trait that many clients find invaluable but many advocate groups find unconscionable.

Heroes will not be interested in joining the Swiss Juncture of Gnomes—the organization doesn't actually *do* anything. However, if they can afford the group's rates (purchase DC of 35 for one month's consulting contract with one S.J.G. associate), they might want to hire the gnomes sometime to help out on particularly difficult research assignments. On the other hand, the gnomes constantly employ contract workers to help in their more physical activities (such as traveling into the heart of the Amazon to locate a particular species of butterfly). In this way, it is possible for heroes to make some money *and* have access to one or more of the gnomes at the same time.

If the heroes hire S.J.G., they might be in the uncomfortable position of having requisition requests passed their way. On the other hand, if they are hired by the gnomes, they S.J.G. will supply all necessary equipment for achieving the mission's goals.

The Workshop

Although the gnomes of the Swiss Juncture now make their living as consultants, their first love will always be tinkering and invention. Every office of S.J.G. has a workshop fully equipped to do any kind of mechanical, electronic, structural, or even merely cosmetic repair to just about any kind of device or item.

They are willing to do repair work for a modest fee (see the Purchase DC rules for Repair checks listed in Chapter Two: Skills of the *d20 Modern Roleplaying Game).* Every gnome in the organization has the maximum number of ranks in Repair, and between them all they have people willing to work twenty-four hours a day, so repairs will be completed in the shortest time possible.

For an additional fee, the gnomes are always willing to make improvements to any item they are repairing. They can add an enhancement bonus to any weapon, add enchantments or spell-like abilities, or jury-rig a new mechanical application. (For the Purchase DC, consult the rules for making magic items in Chapter Ten: FX Abilities of the *d20 Modern Roleplaying Game.*)

chapter seven

creatures

Any of the monsters presented in the *d20 Modern Roleplaying Game* can appear in an *Urban Arcana Campaign Setting* adventure. This chapter descibes several new monsters ideally suited for this setting.

SHADOW CREATURES AND THE MODERN WORLD

Humans cling steadfastly to the reality that they wish to be true, resisting every piece of evidence that suggests that the world isn't the way they believe it to be. Only a relative few make up the "aware minority," those humans who have experienced a Shadow event and seen it for more or less what it was. The majority, the mundanes, find comfort in translating displacer beasts into large dogs, kobolds with swords into knife-wielding muggers, and malicious spirits into tricks of the light. A magical effect might be fireworks or a weather peculiarity. Never underestimate the human mind's power to deceive itself and maintain a level of comfort.

Those who subconsciously delude themselves do so for the sake of their fragile sanity. Those who know and understand at least some aspect of the Shadow tide maintain the secret to avoid ridicule or investigation, as well as to protect the public illusion of a sane, mundane world.

In addition, since Shadow creatures really don't belong to this reality, they have a tendency to slowly fade away. Some of them disappear within 1d4 rounds of dying (being reduced to –10 hit points), and none remain in this reality for more than 1d4 hours before the tide of Shadow reclaims them.

Eat your heart out, Lestat



SHADOW CREATURE DESCRIPTIONS

The creatures described in this chapter range from near-mindless beasts to intelligent beings that can stand beside any human. How an individual creature reacts to finding itself washed onto the shores of our reality is as varied as the shapes of snow flakes falling from a winter sky. For this reason, heroes should never take anything at face value, and especially not for granted.

Ash Wraith

Vengeful undead whose bodies were cremated against their wishes, ash wraiths despise the living and seek to immolate those who wronged them.

Ash wraiths appear as human-shaped collections of gray-white ash with two dull-red embers for eyes. Though they appear solid, they are actually incorporeal and can float through solid objects as if they weren't there. They have the general body shape they had in life, although the ash obscures any facial features they once had.

Ash wraiths typically fly up from below, bellowing imprecations at their foes as they burn them with their touch. They loathe to relent even if the battle turns against them, although they use their incorporeality to make tactical retreats, waiting for their enemies to lower their guard.

Ash wraiths speak whatever languages they spoke in life. They typically stand between 5 and 6 feet tall. Because they're incorporeal, they have no weight.

Species Traits

Ash wraiths have the following traits:

Undead: Undead are immune to poison, sleep, paralysis, stunning, disease, necromantic effects, and mind-affecting effects. They are not subject to critical hits, nonlethal damage, ability damage, ability drain, energy drain, or effects of massive damage, or any effect requiring a Fortitude save unless the effect also works on objects or is harmless. They may be healed by application of negative energy (such as an *inflict light wounds* spell). They are destroyed if reduced to 0 hit points or less.

Incorporeal (Ex): An ash wraith can be harmed only by other incorporeal creatures, +1 or better magic weapons, and spells, spell-like abilities, and supernatural abilities. It is immune to nonmagical attack forms. Even when hit by spells or magic weapons, it has a 50% chance to ignore damage from a corporeal source (except for force effects, such as *magic missile*, or attacks made with ghost touch weapons). It can pass through solid objects at will, but not force effects (such as a *wall of force*). Its attacks ignore natural armor, armor, and shields, although deflection bonuses and force effects (such as mage armor) work normally against it.

An ash wraith moves silently and cannot be heard with Listen checks. It has no Strength score, so its Dexterity modifier applies both to its melee and ranged attacks. Nonvisual senses, such as blindsight and scent, do not function against an ash wraith. An ash wraith cannot be tripped or grappled by a corporeal attacker.

Burning Touch (Ex): The touch of an ash wraith deals 3d6 points of fire damage, and creatures hit by an ash wraith must succeed at a Reflex save (DC 15) or catch on fire (see Catching on Fire in Chapter Seven: Gamemastering of the *d20 Modern Roleplaying Game*).

Spawn (Su): Any humanoid slain by an ash wraith's burning touch is immolated and reduced to a pile of ash that rises as an ash wraith in 1d4 rounds. Spawn are under the command of the ash wraith that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Unnatural Aura (Su): Both wild and domesticated animals can sense the unnatural presence of an ash wraith at a distance of 30 feet. They will not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Fear of Daylight (Ex): Ash wraiths exposed to natural sunlight are panicked (no save). A panicked ash wraith flees from the sunlight as fast as possible; it can defend normally but cannot attack while exposed to natural sunlight.

Ash Wraith: CR 6; Medium undead; HD 6d12; hp 39; Mas —; Init +7 (+3 Dex, +4 Improved Initiative); Spd 30 ft., fly 60 ft. (good); Defense 15, touch 15, flat-footed 12 (+3 Dex, +2 deflection); BAB +3; Grap +3; Atk +6 melee (3d6 fire, burning touch); Full Atk +6 melee (3d6 fire, burning touch); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ undead, incorporeal, burning touch, spawn, unnatural aura, fear of daylight; AL evil; SV Fort +2, Ref +5, Will +7; AP 0; Rep +0; Str —, Dex 16, Con —, Int 14, Wis 14, Cha 15.

Skills: Hide +12, Intimidate +11, Listen +13, Read/Write Language (up to any three), Search +9, Sense Motive +11, Speak Language (up to any three), Spot +13.

Feats: Alertness, Blind-Fight, Combat Reflexes, Improved Initiative.

Possessions: None.

Advancement: 7–12 HD (Medium).

Beholder

Tyrannical creatures from beyond Shadow, beholders seek to destroy or dominate this new world with their magic eyes.

Beholders are floating, 6-foot-wide spheres with a single central eye and a broad, toothy mouth. Ten short tentacles spring from the beholder's cranium, each with a single eye at its end.

Unlike most monsters that cross the barrier of Shadow, beholders have difficulty disguising themselves in modern society. Indeed, their freakish appearance is enough to send most mundanes screaming. They prefer to act behind the scenes, interacting with society through *dominated* intermediaries.

In combat, beholders like to float into the middle of a group of enemies, so they can use as many of their eye rays as possible. Beholders have learned that in this world, the antimagic field from their central eye is less useful, so they tend to keep that eye closed unless they see magic being used by their foes.

Beholders speak their own language and usually master one or more "mundane" languages as well (so they can boss around their minions).

Species Traits

Beholders have the following traits:

Eye Rays (Su): Each of a beholder's 10 small eyes can produce a magical ray once a round, even when the beholder is

attacking physically or moving at full speed. A beholder can easily aim all its eyes upward, but its own body tends to get in the way when it tries to aim the rays in other directions. During a round, the beholder can aim only three eye rays at targets in any one arc other than up (forward, backward, left, right, or down). The remaining eyes must aim at targets in other arcs or not at all. A beholder can tilt and pan its body each round to change which rays it can bring to bear in an arc.

Except for the *disintegrate* ray (described below), each eye's effect resembles a spell cast by a 10th-level caster or a psionic power from a 10th-level manifester, but follows the rules for a ray. All rays have a range of 150 feet and save DC of 18.

Charm Person: The target must succeed at a Will save or be affected as though by the *charm person* psionic power. This ray is often used early in a fight, with the beholder directing a *charmed* target to restrain a comrade or stand aside.

Charm Monster: The target must succeed at a Will save or be affected as though by the *charm monster* spell.

Sleep: This works like the *sleep* spell, except that it affects one creature with any number of Hit Dice. Beholders aim this ray at physically powerful creatures, reasoning that they have poor Will saves.

Flesh to Stone: The target must succeed at a Fortitude save or be affected as though by the *flesh to stone* spell. Beholders like to aim this ray at enemy spellcasters and those who'd make artistically interesting "statues."

Disintegrate: The target must succeed at a Fortitude save or be utterly destroyed. Even if the target succeeds at the Fortitude save, the ray deals 5d6 points of damage.

Fear: This works like the *fear* spell, except that it affects one creature. The target must succeed at a Will save to resist. This ray is particularly useful for breaking up closely grouped opponents.

Slow: This works like the *slow* spell, except that it affects one creature. The target must succeed ata Will save to resist. This ray is often aimed at the target of a *disintegrate*, *flesh to stone,* or *finger of death* ray, hopefully hampering a foe who succeeds at the Fortitude save.

Inflict Moderate Wounds: This works like spell, dealing 2d8+10 points of damage (Will save for half damage).

Finger of Death: The target must succeed at a Fortitude save or be slain as though by the *finger of death* spell. The target takes 3d6+13 points of damage if the saving throw succeeds. Beholders use this ray against foes they're truly worried about.

Telekinesis: The beholder can move objects or creatures that weigh up to 325 pounds, as per the *telekinesis* spell. Creatures can resist the effect with a successful Will save.

Antimagic Cone (Su): A beholder's central eye continually produces a 150-foot antimagic cone extending straight ahead from the beholder's front. All magical and supernatural powers and effects within the cone are suppressed—even the beholder's own eye rays. Once each round, during its turn, the beholder decides which way it will face and whether its antimagic cone is active or not (the beholder deactivates the cone by shutting its central eye). A *dispel magic* spell has no effect on a beholder's antimagic cone.

All-Around Vision (Ex): Beholders are exceptionally alert and circumspect. Their many eyes give them a +4 species bonus to Search and Spot checks, and they can't be flanked.

Flight (Ex): A beholder's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect with personal range.

Darkvision (Ex): Beholders can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and beholders can function with no light at all.

Beholder: CR 13; Large aberration; HD 11d8+11; hp 60; Mas 12; Init +4 (Improved Initiative); Spd 5 ft., fly 20 ft. (good); Defense 20, touch 9, flat-footed 20 (–1 size, +11 natural); BAB +8; Grap +12; Atk +7 melee (2d4, bite) or +7 ranged touch (varies, eye ray); Full Atk +7 ranged touch (varies, eye rays), +2 melee (2d4, bite); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ eye rays, antimagic cone, all-around vision, flight, darkvision 60 ft.; AL evil; SV Fort +6, Ref +5, Will +11; AP 0; Rep +0; Str 10, Dex 10, Con 12, Int 17, Wis 15, Cha 15.

Skills: Hide –4, Intimidate +14, Listen +16, Read/Write Beholder, Read/Write Language (any three), Search +21, Speak Beholder, Speak Language (any three), Spot +20.

Feats: Dead Aim, Far Shot, Frightful Presence, Improved Initiative, Lightning Reflexes.

Possessions: None.

Advancement: 12–16 HD (Large); 17–33 HD (Huge); or by character class.

Big Cat

Big cats include lithe and dextrous feline predators such as cougars, mountain lions, leopards, and jaguars. For larger feline predators, such as tigers and African lions, use the tiger statistics presented in Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game*.

Species Traits

Big cats have the following traits:

Pounce (Ex): If a big cat leaps upon a foe during the first round of combat, it can make a full attack even if it has already taken a move action.

Improved Grab (Ex): To use this ability, the big cat must hit with its bite attack. If it gets a hold, it can rake. See Chapter Eight: Friends and Foes in the *d20 Modern Roleplaying Game* for more information on improved grab.

Rake (Ex): If a big cat successfully grabs its prey (see Improved Grab, above), it can make two rake attacks (+6 melee) with its hind legs as part of a full attack. Each successful rake attack deals 1d3+1 points of damage.

Scent (Ex): This ability allows the big cat to detect approaching enemies, sniff out hidden foes, and track by sense of smell. See Chapter Eight: Friends and Foes in the *d20 Modern Roleplaying Game* for more information on scent.

Low-Light Vision (Ex): Big cats can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Skill Bonuses: Big cats gain a +8 species bonus on Balance checks and a +4 species bonus on Hide, Jump, and Move Silently checks (for running jumps, the Jump bonus is +8).

Bonus Feats: Big cats gain the bonus feats Weapon Finesse (bite) and Weapon Finesse (claw).



Big Cat: CR 2; Medium animal; HD 3d8+6; hp 19; Mas 15; Init +4; Spd 40 ft., climb 20 ft.; Defense 15, touch 15, flat-footed 11 (+4 Dex, +1 natural); BAB +2; Grap +5; Atk +6 melee (1d3+4, claw); Full Atk +6 melee (1d6+3, bite), +1 melee (1d3+1, 2 claws); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ pounce, improved grab, rake, scent, low-light vision; AL none or owner; SV Fort +5, Ref +7, Will +2; AP 0; Rep +0; Str 16, Dex 19, Con 15, Int 2, Wis 12, Cha 6.

Skills: Balance +12, Climb +11, Hide +9, Jump +7, Listen +6, Move Silently +9, Spot +6.

Feats: Weapon Finesse (bite, claw).

Advancement: 4–5 (Medium).

Blix

A blix is a small, 3-foot-tall humanoid with blue skin and four arms. The four fingers on each hand are extremely nimble and adroit, making a blix good at fine manipulation and detail work. For creatures from Shadow, the blix have shown a remarkable knack for technological items, especially when it comes to fixing a mechanical or electronic device.

Humans feel extremely comfortable in the presence of a blix. Mundanes see them as adorable children, ignoring or flat-out refusing to see the strange skin coloration or the multiple arms. Humans with a connection to Shadow see them as they are, but still can't help basking in the calming aura that surrounds a blix.

Blix never speak or seem to communicate in any way. They have a habit of adorning themselves in outfits cobbled together from whatever they can find, and each blix carries a simple metal rod, about 6 inches long, that magically alters its shape to meet the needs of its master. The rod can become a screwdriver, wrench, hammer, or other tool as necessary, though no one but its specific blix owner can make it function in this manner.

Blix fix things. They aren't the least bit violent or aggressive, usually fleeing from violence unless totally absorbed in their work (and then they ignore the violent behavior). When a blix encounters a new mechanical or electronic device, it has a tendency to take it apart and put it back together over and over again, apparently in an effort to gain a complete understanding of the item and its function. There's nothing that can't be made better, and if it's broken they just have to fix it. Like a swarm of locusts, they descend upon the item and get to work. Blix are also used by tougher Shadow beings as laborers, servants, or even as slaves.

Species Traits

Blix have the following traits:

Skill Bonuses: Blix gain a +2 species bonus on Repair checks.

Blix: CR 1; Small humanoid; HD 1d8; hp 4; Mas 8; Init +2 (+2 Dex); Spd 20 ft; Defense 13, touch 11, flat-footed 11 (+1 size, +2 Dex); BAB +0; Grap –3; Atk –2 melee; Full Atk –1 melee; FS 5 ft. by 5 ft.; Reach 5 ft.; SQ magic tool (+4 bonus on Craft (electronic, mechanical) and Repair checks); AL none; SV Fort –1, Ref +4, Will +0; AP 0; Rep +0; Str 7, Dex 15, Con 8, Int 14, Wis 10, Cha 14.

Skills: Craft (electronic) +4, Craft (mechanical) +4, Disable Device +4, Hide +6, Move Silently +2, Repair +6.

Feats: Stealthy.

Possessions: Magic tool (see descriptive text).

Advancement: By character class.

Boar

Boars include wild pigs, South American peccaries, and large domestic swine (which are surprisingly aggressive and will eat just about anything). Boars are about 4 feet long and 3 feet high at the shoulder.

Species Traits

Boars have the following traits:

Ferocity (Ex): Boars are such tenacious combatants that they continue to fight without penalty until reduced to –10 hit points. At –10 hit points, they are slain.

Scent (Ex): This ability allows the wild boar to detect approaching enemies, sniff out hidden foes, and track by sense of smell. See Chapter Eight: Friends and Foes in the *d20 Modern Roleplaying Game* for more information on scent.

Low-Light Vision (Ex): Boars can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Boar: CR 2; Medium animal; HD 3d8+9; hp 22; Mas 17; Init +0; Spd 40 ft.; Defense 16, touch 10, flat-footed 16 (+6 natural); BAB +2; Grap +4; Atk +4 melee (1d6+3, gore); Full Atk +4 melee (1d6+3, gore); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ ferocity, scent, low-light vision; AL None; SV Fort +6, Ref +3, Will +2; AP 0; Rep +0; Str 15, Dex 10, Con 17, Int 2, Wis 13, Cha 4.

Skills: Listen +7, Spot +5.

Feats: None.

Advancement: 4–5 HD (Medium).

Breathsnatcher

Gaunt, sinister figures, breathsnatchers haunt city parks and nightclubs, seeking human prey. When a breathsnatcher gets a victim alone, it sucks the last breath from the victim's body, drawing magical sustenance from the murder.

Breathsnatchers are pale, emaciated creatures that pass for human only in dim light. A breathsnatcher's face is always twisted into a feral snarl, and its limbs are unusually long and gangly. Almost every breathsnatcher is a chain-smoker, and few are without a lit cigarette. Most dress in bulky clothing such as trenchcoats and dusters to hide their inhuman nature.

Breathsnatchers subsist on the dying breaths of their victims. They need only snatch someone's dying breath every month or so (but more if they're particularly active), so they can afford to be choosy. Most breathsnatchers are particular about the dying breaths they steal. Some snatch breaths only from children, for example, while others prey only on those dying of cancer.

Most breathsnatchers try to confront their victims alone and prefer to feed in private. If threatened, breathsnatchers can expel a prodigious amount of magic smoke from their lungs. In addition to obscuring vision nearby, the smoke attacks those who inhale it from within.

Breathsnatchers tend to be solitary and laconic. They typically speak the dominant language in the city where they hunt. They average 6 feet tall and weigh about 150 pounds.

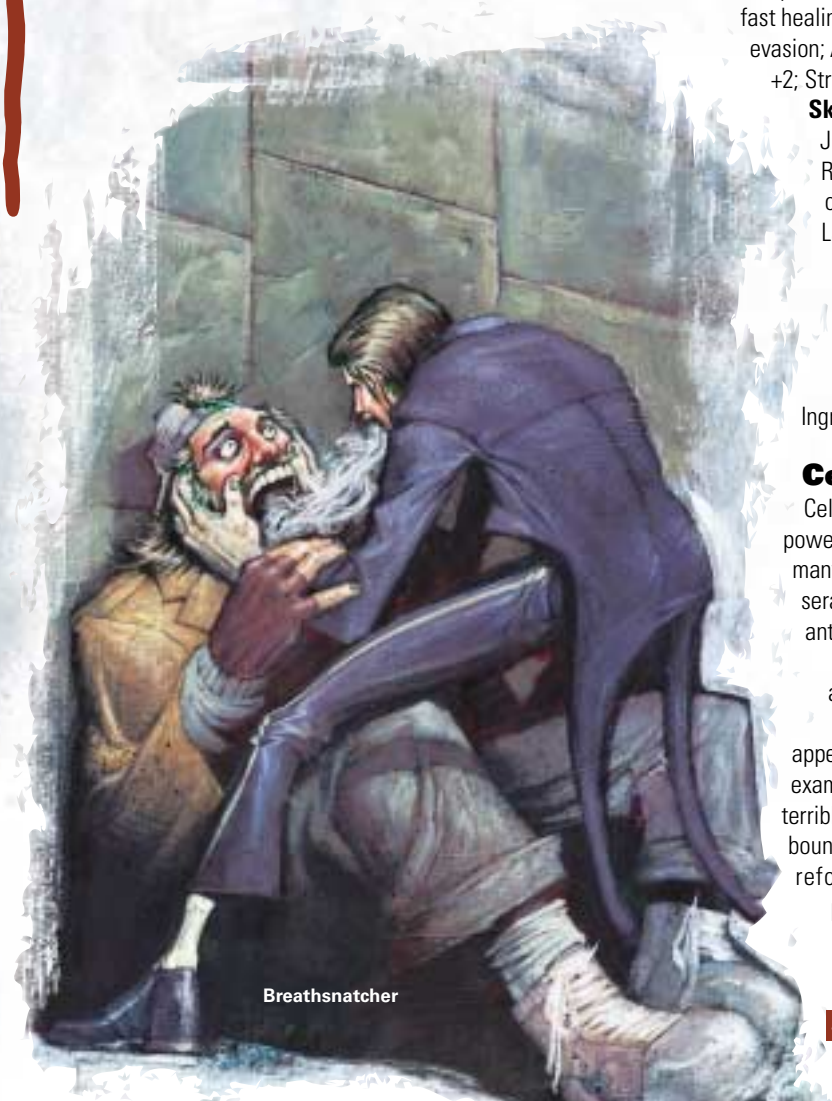
Species Traits

Breathsnatchers have the following traits:

Clawing Smoke (Su): Once every 1d4 rounds, a breathsnatcher can expel a 30-foot cone of magic smoke. The smoke grants one-half concealment to creatures in its periphery and full concealment to characters obscured by more than 5 feet of smoke. In addition, any creature within the cone must succeed at a Fortitude save (DC 14) or get smoke in their lungs. Holding one's breath doesn't help, as tendrils of smoke actively try to invade the lungs. This magic smoke begins to rip at the lungs and surrounding organs, dealing 3d4 points of damage per round. The affected creature can attempt another Fortitude save each subsequent round to cough out the semi-vaporous menace.

Snatch Breath (Su): As a full-round action, the breathsnatcher can steal the breath from any adjacent creature with –1 or fewer hit points. This instantly kills the creature and grants the breathsnatcher damage reduction 15/+1 for 1 hour per Hit Die of the victim.

Fast Healing 5 (Ex): A breathsnatcher heals 5 points of damage each round so long as it has at least 1 hit point remaining.



Breathsnatcher

Breathsnatcher: CR 6; Medium monstrous humanoid; HD 9d8; hp 40; Mas 10; Init +3; Spd 30 ft.; Defense 17, touch 13, flat-footed 14 (+3 Dex, +3 natural, +1 equipment); BAB +9; Grap +11; Atk +11 melee (1d4+2, knife) or +12 ranged (2d6, MAC Ingram M10) or +8 ranged (4d6, MAC Ingram M10 burst); Full Atk +11/+6 melee (1d4+2, knife) or +12/+7 ranged (2d6, MAC Ingram M10) or +8/+3 ranged (4d6, MAC Ingram M10 burst); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ clawing smoke, snatch breath, fast healing 5; AL evil; SV Fort +3, Ref +9, Will +9; AP 0; Rep +0; Str 14, Dex 17, Con 10, Int 13, Wis 16, Cha 9.

Skills: Hide +14, Listen +14, Move Silently +14, Read/Write English, Read/Write Language (any one), Speak English, Speak Language (any one), Spot +12.

Feats: Advanced Firearms Proficiency, Burst Fire, Personal Firearms Proficiency, Quick Draw, Simple Weapons Proficiency.

Possessions: Leather trenchcoat, knife, MAC Ingram M10 (.45 machine pistol) with suppressor.

Advancement: By character class.

Breathsnatcher Infiltrator 4: CR 10; Medium monstrous humanoid; HD 9d8 plus 4d8; hp 58; Mas 10; Init +4; Spd 30 ft.; Defense 21, touch 17, flat-footed 17 (+4 Dex, +3 class, +3 natural, +1 equipment); BAB +11; Grap +13; Atk +13 melee (1d4+2/19–20, knife) or +15 ranged (2d6, MAC Ingram M10) or +11 ranged (4d6, MAC Ingram M10 burst); Full Atk +13/+8 melee (1d4+2/19–20, knife) or +15/+10 ranged (2d6, MAC Ingram M10) or +11/+6 ranged (4d6, MAC Ingram M10 burst); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ clawing smoke, snatch breath, fast healing 5, sweep, improvised implements, improved evasion; AL evil; SV Fort +4, Ref +14, Will +10; AP 2; Rep +2; Str 14, Dex 18, Con 10, Int 13, Wis 16, Cha 9.

Skills: Climb +9, Escape Artist +11, Hide +17, Jump +9, Listen +14, Move Silently +17, Read/Write English, Read/Write Language (any one), Sleight of Hand +11, Speak English, Speak Language (any one), Spot +12.

Feats: Advanced Firearms Proficiency, Burst Fire, Personal Firearms Proficiency, Quick Draw, Simple Weapons Proficiency, Stealthy, Strafe.

Possessions: Leather trenchcoat, knife, MAC Ingram M10 (.45 machine pistol) with suppressor.

Celestial

Celestials are otherworldly beings of awesome power. These manifestations of good are known by many names (angels, archons, devas, eladrin, and seraphim, to name a few). They represent the antithesis of all that is vile and profane, and they usually appear in the mundane world as agents of some higher power.

Celestials appear in a variety of forms. Their appearance often mirrors their earthly missions; for example, a celestial tasked with hunting down a terrible evil might appear as a human soldier or bounty hunter, while a celestial sent to help a reformed criminal might appear as a street preacher or fellow inmate.

JW

Many celestials find the sin and corruption of the mundane world overwhelming and hard to bear. Some actively oppose the forces of evil, while others work behind the scenes. Some offer strength and salvation, while others merely preach dogma. When confronted by all-pervasive evil, some celestials succumb to despair and anger, leading to a fall from grace. These celestials will use extreme methods to purge the world of evil or are seduced into performing evil deeds themselves.

All celestials are outsiders. A sample celestial (the gotthammer) is presented below; use the information about outsiders (see Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game*) to create new celestial types.

Species Traits

Celestials have the following traits:

Variable Size: Most celestials are Medium, but their size can vary and some celestials can change their size naturally. Depending on their size, celestials gain a size bonus or penalty on attack rolls, Defense, Hide checks, and grapple checks. See Table 8–1 in the *d20 Modern Roleplaying Game* (page 217) for more information.

Natural Armor: Celestials gain a natural armor bonus to Defense equal to 3 + the celestial's Hit Dice.

Immunities (Ex): A celestial is immune to one or more specific types of energy or weapon damage, as determined by rolling on Table 8–21 in the *d20 Modern Roleplaying Game* (page 235).

Energy Resistance (Ex): A celestial is resistant to one or more types of energy, as determined by rolling on Table 8–21 in the *d20 Modern Roleplaying Game* (page 235). Roll again if the celestial is resistant to a type of energy against which it already has immunity.

Damage Reduction (Ex): Some celestials have damage reduction, as determined by rolling on Table 8–21 in the *d20 Modern Roleplaying Game* (page 235).

Tongues (Su): A celestial may converse with any creature that has a language. This ability is always active.

Keen Vision (Ex): Celestials have darkvision with a range of 60 feet and low-light vision.

Allegiances: Celestials have a primary allegiance to good. They may also have allegiances to law or chaos. Fallen celestials may revoke any or all of their prior allegiances.

Bonus Feats: Celestials gain either Archaic Weapons Proficiency or Simple Weapons Proficiency as a bonus feat.

Automatic Languages: Celestials speak Celestial and a number of additional languages equal to their Intelligence bonus.

Gotthammer (Avenging Angel)

Appearing as a robed, winged humanoid armed with a shining *+3 greatsword*, the gotthammer is a merciless crusader for the powers of good. A gotthammer perceives no shades of gray: evil is evil. Whether confronting a goblin carjacker or fiendish mass murderer, the gotthammer strives to exterminate the transgressor.

JW

Often called avenging angels, gotthammers usually strike on behalf of those who are unwilling or unable to act for themselves. Anyone who stands in the way of a gotthammer's holy mission must be judged and disposed of accordingly.

Gotthammer (Avenging Angel): CR 15; Medium outsider; HD 14d8+70; hp 133; Mas 20; Init +4 (Improved Initiative); Spd 30 ft., fly 60 ft. (perfect); Defense 27, touch 10, flat-footed 27 (+17 natural); BAB +14; Grap +18; Atk +21 melee (2d6+9/19–20, *+3 greatsword*); Full Atk +21/+16/+11 melee (2d6+7/19–20, *+3 greatsword*) or +14/+9/+4 ranged; FS 5 ft. by 5 ft.; Reach 5 ft.; SQ acid and fire resistance 10, aura of menace, call/dismiss weapon, damage reduction 10/+1, greater incarnation, imbue weapon, immune to ballistic damage and poison, keen vision, tongues; AL good, law; SV Fort +14, Ref +9, Will +12; AP 0; Rep +0; Str 18, Dex 11, Con 20, Int 11, Wis 16, Cha 18.

Skills: Escape Artist +14, Hide +14, Intimidate +18, Knowledge (theology and philosophy) +14, Listen +17, Move Silently +14, Read/Write Celestial, Sense Motive +17, Speak Celestial, Spot +17.

Feats: Archaic Weapons Proficiency, Cleave, Improved Initiative, Power Attack, Simple Weapons Proficiency.

Aura of Menace (Su): A righteous aura surrounds the avenging angel. Any hostile creature within a 20-foot radius of a gotthammer must succeed at a Will save (DC 21) or take



A gotthammer battles a skinhusker

a –2 morale penalty on attacks, AC, and saves for one day or until they successfully injure the gotthammer generating the aura. A creature that has resisted or broken the effect cannot be affected again by the gotthammer's aura for one day.

Call/Dismiss Weapon (Su): Once per day, as a free action, a gotthammer may call his shining greatsword to him. The weapon is normally hidden in a secure location of the gotthammer's choosing, but may be called from anywhere unless carried by another living creature or in an area where magic does not function. Once per day, as a full-round action, the gotthammer may dismiss the sword to a location of his choosing.

Imbue Weapon (Su): Once per day, as a full-round action, a gotthammer may imbue his weapon with holy power, dealing +2d6 points of damage to creatures with an allegiance to evil. The effect lasts for 14 rounds.

Greater Incarnation (Su): A gotthammer can change his size as a move action, becoming a 20-foot-tall (Huge) figure at will. His greatsword's size increases proportionately. In this form, the gotthammer's statistics change as follows: Defense 25, touch 8, flat-footed 25 (–2 size, +17 natural); Grap +31; Atk +24 melee (4d6+16/19–20, *+3 greatsword*); Full Atk +24/+19/+14 melee (4d6+12/19–20, *+3 greatsword*); FS 15 ft. by 15 ft.; Reach 10 ft.; Str 29; Hide +6.

Immunities (Ex): Gotthammers are immune to ballistic damage and poison.

Acid and Fire Resistance 10 (Ex): A gotthammer ignores the first 10 points of any attack that deals acid or fire damage.

Damage Reduction 10/+1 (Ex): A gotthammer ignores the first 10 points of damage dealt by a nonmagical weapon.

Possessions: *+3 greatsword*.

Changeling (Template)

Changelings are the children of one sidhe parent (see Sidhe, page 232) and one non-fey parent, and they may be ignorant of their unusual heritage. They look mostly human but may have slightly pointed ears, unusual birthmarks, or strangely colored eyes that hint at their sidhe parentage.

Template Traits

"Changeling" is an inherited template that can be added to any Small or Medium humanoid, monstrous humanoid, or outsider (referred to hereafter as the base creature). The changeling uses all all the base creature's statistics and special abilities except as noted here.

Challenge Rating: Same as the base creature +2.

Type: The creature's type changes to fey (see Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game*).

Hit Dice: Change to d6.

Special Qualities: A changeling retains all of the base creature's extraordinary, supernatural, and spell-like qualities except for qualities tied to its type. In addition to gaining the fey type, a changeling has the following special qualities.

Spell-like Abilities: 1/day—*charm person, object reading;* 3/day—*detect magical aura*. The changeling's manifester level is equal to his or her character level.

Immunities (Ex): A changeling picks one energy type (acid, cold, electricity, fire, or sonic/concussion) to which it is immune.

Resistance to Energy (Ex): A changeling gains energy resistance 10 to one energy type (acid, cold, electricity, fire, or sonic/concussion). A changeling cannot be resistant to an energy type to which it is immune (see above).

Damage Reduction 5/+1 (Su): A changeling ignores the first 5 points of damage dealt by a nonmagical weapon. Unlike sidhe, this damage reduction doesn't increase as the changeling gains Hit Dice or levels.

Allegiances: A changeling has an allegiance to chaos, but unlike other sidhe, chaos need not be the primary allegiance. This allegiance cannot be broken.

Ability Scores: A changeling's ability scores change as follows: Dex +4, Con –2, Cha +4.

Skill Bonuses: Changelings gain a +2 species bonus on Bluff and Sleight of Hand checks.

Feats: As the base creature. Unlike sidhe, changelings do not gain Archaic Weapons Proficiency or Simple Weapons Proficiency as bonus feats.

Changeling (Half-Human) Charismatic Hero 1: CR 3; Medium fey; HD 1d6+2 (includes Toughness feat); hp 8; Mas 8; Init +4; Spd 30 ft.; Defense 15, touch 14, flat-footed 11 (+4 Dex, +1 leather jacket); BAB +0; Grap –1; Atk –1 melee (1d3–1 nonlethal, unarmed strike) or +4 ranged (2d6, Ruger Service-Six); Full Atk –1 melee (1d3–1 nonlethal, unarmed strike) or +4 ranged (2d6, Ruger Service-Six); FS 5 ft. by 5 ft.; Reach 5 ft.; SA spell-like abilities, immune to electricity, fire resistance 10, damage reduction 5/+1; AL chaos; SV Fort +0, Ref +5, Will +1; AP 0; Rep +2; Str 8, Dex 18, Con 8, Int 12, Wis 13, Cha 19.

Skills: Bluff +10, Diplomacy +8, Disguise +8, Drive +6, Gamble +3, Gather Information +8, Knowledge (streetwise) +5, Sleight of Hand +8.

Feats: Personal Firearms Proficiency, Simple Weapons Proficiency, Toughness.

Talent (Charismatic Hero): Fast-talk.

Possessions: Leather jacket, loaded Ruger Service-Six (.385 revolver), stolen BMW M3 sports coupe, coat, casual clothes, sunglasses, first aid kit (in car's trunk).

Demonic Auto

Whether possessed by fiendish spirits or a tangible demon assuming the shape of a car, the demonic auto prowls the highways and byways without a driver, forcing other motorists off the road and running down pedestrians.

At first glance, the demonic auto looks like a mundane vehicle of comparible size. Demonic autos can be any make and model of automobile—anything from a beat-up camper van to a brand-new sports car. An enraged demonic auto can alter its chassis slightly, growing spiky protrusions and serrated edges to appear more menacing and unnatural. Regardless of their appearance, demonic autos share the same performance characteristics as the vehicles they most closely resemble. Demonic autos never have drivers or passengers, for they hate all life.

The demonic auto isn't above simply running over pedestrians, but it prefers to hound other vehicles. It'll sideswipe and harry a car and its driver, giving chase until the other vehicle is destroyed in a fiery crash. Because it has damage reduction, the demonic auto has the edge in any demolition derby.

The demonic auto does not speak. It has the normal height and weight of the automobile it most closely resembles.

Species Traits

Demonic autos have the following traits:

Construct: Demonic autos are immune to mind-influencing effects and to poison, sleep, paralysis, stunning, disease, necromancy effects, and any effect that requires a Fortitude save unless the effect also works on objects or is harmless. They are not subject to critical hits, nonlethal damage, ability damage, ability drain, energy drain, or the effects of massive damage.

Outsider Traits: While they are technically constructs, demonic autos are animated by a fell presence from beyond Shadow. They gain skills and feats as if they were outsiders, and they have an Intelligence score.

Damage Reduction 20/+1 (Ex): A demonic auto ignores the first 20 points of damage dealt by a nonmagical weapon.

Vehicle Movement: The demonic car moves as a vehicle, not as a character. It has a top speed of 320 squares at character scale (32 squares at chase scale). It maneuvers as a vehicle, using its Drive score, and it must choose a speed category (alley, street, highway, or all-out speed) at the beginning of each action. The demonic auto's speed category may increase its Defense and penalize skill checks. (See the Vehicle Movement and Combat section in Chapter Five of the *d20 Modern Roleplaying Game*.)

No Limbs: The demonic auto has no limbs and thus can't grapple, nor can it manipulate or throw an object. However, it can open and close its car doors, hood, or trunk rapidly to make a slam attack.

Trample (Ex): The demonic auto can trample smaller creatures by running over them (see Trample in Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game*). The demonic auto's trample attack deals 2d6+9 points of damage if traveling at alley speed and 4d6+9 points of damage at higher speeds. A successful Reflex save (DC 23) halves the damage. The demonic auto takes this damage as well, but its damage reduction applies.

Repairable: Demonic autos cannot heal damage on their own but can be repaired using the Repair skill. A successful Repair check (DC 30) heals 1d10 points of damage, and each check represents 1 hour of work. A demonic auto can repair itself.

Darkvision (Ex): Demonic autos can see in the dark up to 120 feet. Darkvision is black and white only, but it is otherwise like normal sight, and demonic auros can function with no light at all.

Demonic Auto: CR 13; Huge construct; HD 15d10+40; hp 102; Mas —; Init +1; Spd 400 ft. (320 squares as vehicle); Defense 24, touch 9, flat-footed 23 (–2 size, +1 Dex, +15 natural); BAB +11; Grap —; Atk +15 melee (1d6+9, slam); Full Atk +15/+10/+5 melee (1d6+6, slam); FS 10 ft. by 15 ft.; Reach 5 ft.; SQ construct, outsider traits, damage reduction 20/+1, vehicle movement, no limbs, trample (2d6+9 alley speed or 4d6+9 at higher speeds), repairable, darkvision 120 ft.; AL chaos, evil; SV Fort +5, Ref +6, Will +5; AP 0; Rep +0; Str 23, Dex 13, Con —, Int 10, Wis 10, Cha 5.

Skills: Bluff +15, Drive +21, Hide +3, Navigate +18, Repair +10, Sense Motive +18, Spot +18.

Feats: Drive-By Attack, Force Stop, Vehicle Dodge, Vehicle Expert.

Possessions: None.

Advancement: 16–25 HD (Huge); 26–45 (Gargantuan).

Advanced Demonic Auto (Semi Truck): CR 16; Gargantuan construct; HD 26d10+80; hp 223; Mas —; Init +1; Spd 400 ft. (320 squares as vehicle); Defense 26, touch 7, flat-footed 25 (–4 size, +1 Dex, +19 natural); BAB +18; Grap —; Atk +25 melee (1d8+15, slam); Full Atk +25/+20/+15/+10 melee (1d8+10, slam); FS 10 ft. by 30 ft.; Reach 5 ft.; SQ construct, outsider traits, damage reduction 20/+1, vehicle movement, no limbs, trample (DC 33; 2d8+15 at alley speed or 4d8+15 at higher speeds), repairable, darkvision 120 ft.;





Demonic auto

AL chaos, evil; SV Fort +10, Ref +9, Will +10; AP 0; Rep +0; Str 31, Dex 13, Con —, Int 10, Wis 10, Cha 5.

Skills: Bluff +22, Drive +32, Hide +10, Intimidate +19, Navigate +25, Repair +25, Sense Motive +25, Spot +29.

Feats: Drive-By Attack, Great Fortitude, Force Stop, Iron Will, Vehicle Dodge, Vehicle Expert, Weapon Focus (slam).

Possessions: *Flame job* (see Chapter Four: Magic Items).

Donkey

Donkeys (including burros) are Medium pack animals. Larger beasts of burden such as mules can use the horse statistics in Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game*.

Donkeys are surefooted and sturdy. They can carry up to 50 pounds as a light load, 51–100 pounds as a medium load, and 101–150 pounds as a heavy load. A donkey can drag 750 pounds.

Species Traits

Donkeys have the following traits:

Low-Light Vision (Ex): Donkeys can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Scent (Ex): This ability allows the donkey to detect approaching enemies, sniff out hidden foes, and track by sense of smell. See Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game*.

Skill Bonus: Donkeys gain a +2 species bonus on Balance checks.

Donkey: CR 1/6; Medium animal; HD 2d8+2; hp 11; Mas 12; Init +0; Spd 30 ft.; Defense 13, touch 11, flat-footed 12 (+1 Dex, +2 natural); BAB +1; Grap +1; Atk +1 melee (1d3, bite); Full Atk +1 melee (1d3, bite); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ low-light vision, scent; AL none or owner; SV Fort +4, Ref +4, Will +0; AP 0; Rep +0; Str 10, Dex 13, Con 12, Int 1, Wis 11, Cha 4.

Skills: Balance +3, Listen +5, Spot +5.

Feats: None.

Advancement: None.

Dragon

Whether they're recent travelers from beyond Shadow or whether they've been biding their time here all along, the dragons aren't saying. But one by one, they're gradually emerging from seclusion to leave their mark on the modern world.

In their natural form, dragons are reptilian quadrupeds with enormous leathery wings. Their scales are black, blue, green, red, or white (if they're evil), or brass, bronze, copper, gold, or silver (if they're good). Older dragons tend to be larger and more powerful than their younger counterparts.

Dragons are fascinated with the accumulation of wealth and power, and some are taking tentative steps into the modern world to acquire these things for themselves. They are also fiercely protective of their young, guarding eggs with their lives and taking an active role in the nurturing of their children.

Dragons can metabolize nearly everything—even inorganic material—so their diets can be widely omnivorous. In practice, however, many become increasingly picky eaters as they age. Regardless of their actual diet, dragons behave like the fearsome predators they are, enjoying the acquisition of a tasty meal as much as the actual eating.

All dragons speak their own language, Draconic. They speak a number of additional languages equal to their Intelligence bonus.

Species Traits

Dragons have the following traits:

Age Categories: Dragons have twelve age categories that broadly define most of their statistics, including size, Hit Dice, Defense, attacks, and special abilities. As a dragon ages, it grows more powerful, as defined in Table 7–1: Dragon Age Categories.

Breath Weapon (Su): Using a breath weapon is a standard action. Once a dragon breathes, it can't breathe again until 1d4 rounds later. A blast from a breath weapon always starts at the dragon's mouth and extends in a direction of the dragon's choice, with an area as noted in Table 7–2: Dragon Breath Weapon Range. If the breath weapon deals damage, creatures caught in the area can attempt Reflex saves to take half damage; the DC depends on the dragon's age. Saves against nondamaging breath weapons use the same DC, but aren't necessarily Reflex saves.

TABLE 7–1: DRAGON AGE CATEGORIES

	Category	Age in Years	Size	Base Hit Dice	Breath Weapon	Fear Aura	Crush	Tail Sweep	SR	DR
1	Wyrmling	0–5	Small	7d12	2d8 (DC 14)	—	—	—	—	—
2	Very young	6–15	Medium	10d12	4d8 (DC 17)	—	—	—	—	—
3	Young	16–25	Medium	13d12	6d8 (DC 18)	—	—	—	—	—
4	Juvenile	26–50	Large	16d12	8d8 (DC 21)	—	—	—	—	—
5	Young adult	51–100	Large	19d12	10d8 (DC 23)	150 ft. (DC 23)	—	—	20	5/+1
6	Adult	101–200	Huge	22d12	12d8 (DC 26)	180 ft. (DC 26)	2d8+12 (DC 26)	—	22	5/+1
7	Mature adult	201–400	Huge	25d12	14d8 (DC 27)	210 ft. (DC 27)	2d8+13 (DC 27)	—	24	10/+1
8	Old	401–600	Huge	28d12	16d8 (DC 30)	240 ft. (DC 30)	2d8+15 (DC 30)	—	26	10/+1
9	Very old	601–800	Huge	31d12	18d8 (DC 31)	270 ft. (DC 32)	2d8+16 (DC 31)	—	27	15/+2
10	Ancient	801–1,000	Gargantuan	34d12	20d8 (DC 34)	300 ft. (DC 35)	4d6+18 (DC 34)	2d6+18 (DC 34)	29	15/+2
11	King/Queen	1,001–1,200	Gargantuan	37d12	22d8 (DC 36)	330 ft. (DC 37)	4d6+21 (DC 36)	2d6+21 (DC 36)	30	20/+3
12	Emperor/ Empress	1,201+	Colossal	40d12	24d8 (DC 39)	360 ft. (DC 40)	4d8+24 (DC 39)	2d8+24 (DC 39)	32	20/+3

Breath weapons are either cones (which are as high and wide as they are long) or lines (5 feet high and 5 feet wide).

TABLE 7–2: DRAGON BREATH WEAPON RANGE

Dragon Size	Line (Length)	Cone (Length)
Tiny	30 ft.	15 ft.
Small	40 ft.	20 ft.
Medium	60 ft.	30 ft.
Large	80 ft.	40 ft.
Huge	100 ft.	50 ft.
Gargantuan	120 ft.	60 ft.
Colossal	140 ft.	70 ft.

Each dragon has one breath weapon, which is associated with the color of its scales and its allegiance to good or evil.

Fear Aura (Ex): A young adult or older dragon can unsettle foes with its mere presence. The ability takes effect automatically whenever the dragon attacks or flies overhead. Creatures within a radius of 30 feet × the dragon's age category are subject to the effect if they have fewer Hit Dice than the dragon.

A potentially affected creature that succeeds at a Will save (DC noted in Table 7–1: Dragon Age Categories) remains immune to that dragon's fear aura for one day. On a failure, creatures with 4 or fewer HD become panicked for 4d6 rounds and those with 5 or more HD become shaken for 4d6 rounds. Dragons ignore the fear aura of other dragons.

Crush (Ex): A flying or jumping dragon of at least Huge size can land on opponents as an attack action, using its whole body to crush them. Crush attacks are effective only against opponents three or more sizes smaller than the dragon (though it can attempt normal overrun or grapple attacks against larger opponents).

A crush attack affects as many cratures as can fit under the dragon's body. Creatures in the affected area must succeed at a Reflex save (DC noted in Table 7–1: Dragon Age Categories) or be pinned and automatically take the listed damage during the next round unless the dragon moves off them. If the dragon chooses to maintain the pin, treat it as a normal grapple attack. Pinned opponents take crush damage each round if they don't escape.

Grappling: A dragon can always use its breath weapon while grappling, as well as its spells and spell-like or supernatural abilities, provided it succeeds at Concentration checks.

If grappled by a creature the same size or larger, a dragon can attack the grappling creature with its bite and all four limbs (each doing claw damage). If crushed by a larger dragon, a dragon can respond only with grapple attacks, or with bite or breath weapon attacks. If grappled by a creature smaller than itself, the dragon can respond with any of its physical attacks other than a tail sweep.

Tail Sweep (Ex): A dragon of at least Gargantuan size can sweep with its tail as a standard action. The sweep affect a half circle with a diameter of 30 feet, centered on the dragon's rear. A Colossal dragon's tail sweep has a 40-foot radius. Creatures within the swept area are affected if they are four or more sizes smaller than the dragon. The sweep deals the damage listed in Table 7–1: Dragon Age Categories; a successful Reflex save halves the damage.

Spells: A dragon knows and casts arcane spells as a Mage of the level indicated on Table 7–4: Dragon Spells and Spell-like Abilities, gaining bonus spells for a high Intelligence score.

Spell-Like Abilities: A young or older dragon gains a spell-like ability upon reaching its new age category, as noted in Table 7–4: Dragon Spell-like Abilities. Once the dragon selects a spell-like ability for a given age category, it cannot swap that ability for another. The dragon retains all previously selected spell-like abilities and uses its age category as its caster level. The save DC is 10 + the dragon's Charisma modifier + spell level.

Spell Resistance (Ex): As dragons age, they become more resistant to spells and spell-like abilities, as listed in Table 7–1: Dragon Age Categories.

Immunities (Ex): All dragons are immune to *sleep* and paralysis effects. Dragons are also immune to certain energy types depending on their color:

Black, green, and copper dragons are immune to acid.

Blue and bronze dragons are immune to electricity.

Red, brass, and gold dragons are immune to fire and take 50% more damage against cold-based attacks on a failed save.

White and silver dragons are immune to cold and take 50% more damage against fire-based attacks on a failed save.

TABLE 7–3: DRAGON BREATH WEAPON TYPES

Type	Dragon Color	Allegiance	Notes
Line of acid	Black	Evil	Damage by age category (see Table 7–1: Dragon Age Categories)
Line of electricity	Blue	Evil	Damage by age category (see Table 7–1: Dragon Age Categories)
Cone of acid	Green	Evil	Damage by age category (see Table 7–1: Dragon Age Categories)
Cone of fire	Red	Evil	Damage by age category (see Table 7–1: Dragon Age Categories)
Cone of cold	White	Evil	Damage by age category (see Table 7–1: Dragon Age Categories)
Cone of sleep gas	Brass	Good	Will save or fall asleep for 1d6 rounds + 1 round per dragon age category
Cone of repulsion gas	Bronze	Good	Will save or move away for 1d6 rounds + 1 round per dragon age category
Cone of slow gas	Copper	Good	Fortitude save or slowed (as *slow* spell) for 1d6 rounds + 1 round per dragon age category
Cone of weakening gas	Gold	Good	Fortitude save or take 1 point of temporary Strength damage per dragon age category
Cone of paralysis gas	Silver	Good	Fortitude save or paralyzed for 1d6 rounds + 1 round per dragon age category

TABLE 7–4: DRAGON SPELLS AND SPELL-LIKE ABILITIES

Age Category	Caster Level*	New Spell-like Ability (choose one)
Wyrmling	—	—
Very young	—	—
Young	1st	*Daze* or *detect magical aura* 1/day
Juvenile	2nd	*Sleep* or *true strike* 1/day
Young adult	3rd	*Locate object* or *zone of truth* 1/day
Adult	4th	*Protection from arrows/bullets* or *resist energy* 1/day
Mature adult	5th	*Blur* or *invisibility* 1/day
Old	6th	*Tongues* or *water breathing* 1/day
Very old	7th	*Arcane eye* or *minor globe of invulnerability* 1/day
Ancient	8th	*Confusion* or *freedom of movement* 1/day
Dragon King/Queen	9th	*Break enchantment* or *true seeing* 1/day
Dragon Emperor/Empress	10th	*Cloudkill* or *telekinesis* 1/day

**Caster level applies to arcane spells and spell-like abilities.*

Blindsight (Ex): A dragon can ascertain creatures by nonvisual means (mostly hearing and scent, but also by noticing vibration and other environmental clues) with a range of 30 feet × the dragon's age category.

Keen Senses (Ex): A dragon has low-light vision and darkvision with a range of 100 feet × the dragon's age category.

Wyrmling: CR 4; Small dragon; HD 7d12+7; hp 52; Mas 13; Init +0; Spd 40 ft., fly 100 ft. (average); Defense 17, touch 11, flat-footed 17 (+1 size, +6 natural); BAB +7; Grap +4; Atk +9 melee (1d6+1, bite); Full Atk +9 melee (1d6+1, bite), +4 melee (1d4, 2 claws); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ breath weapon, immunities, blindsight 30 ft., low-light vision, darkvision 100 ft.; AL none; SV Fort +6, Ref +5, Will +7; AP 0; Rep +0; Str 13, Dex 10, Con 13, Int 14, Wis 15, Cha 14.

Skills: Bluff +9, Diplomacy +9, Hide +4, Jump +8, Knowledge (arcane lore) +9, Listen +9, Read/Write Draconic, Read/Write Language (any two), Search +9, Sense Motive +9, Speak Draconic, Speak Language (any two), Spot +9.

Feats: Cleave, Power Attack.

Very Young Dragon: CR 5; Medium dragon; HD 10d12+20; hp 85; Mas 15; Init +0; Spd 40 ft., fly 150 ft. (poor); Defense 19, touch 10, flat-footed 19 (+9 natural); BAB +10; Grap +12; Atk +12 melee (1d8+3, bite); Full Atk +12 melee (1d8+2, bite), +7 melee (1d6+1, 2 claws), +7 melee (1d4+1, 2 wings); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ breath weapon, immunities, blindsight 60 ft., low-light vision, darkvision 200 ft.; AL none; SV Fort +9, Ref +7, Will +9; AP 0; Rep +0; Str 15, Dex 10, Con 15, Int 14, Wis 15, Cha 14.

Skills: Bluff +10, Diplomacy +10, Jump +10, Knowledge (arcane lore) +10, Listen +12, Read/Write Draconic, Read/Write Language (any two), Search +10, Sense Motive +10, Speak Draconic, Speak Language (any two), Spot +12.

Feats: Alertness, Cleave, Power Attack.

Young Dragon: CR 7; Medium dragon; HD 13d12+26; hp 110; Mas 18; Init +0; Spd 40 ft., fly 150 ft. (poor); Defense 22, touch 10, flat-footed 22 (+12 natural); BAB +13; Grap +16; Atk +16 melee (1d8+4, bite); Full Atk +16 melee (1d8+3, bite), +11 melee (1d6+1, 2 claws), +11 melee (1d4+1, 2 wings); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ breath weapon, spells, spell-like ability, immunities, blindsight 90 ft., low-light vision, darkvision 300 ft.; AL none; SV Fort +10, Ref +8, Will +11; AP 0; Rep +0; Str 17, Dex 10, Con 15, Int 16, Wis 17, Cha 16.

Skills: Concentration +3, Bluff +12, Diplomacy +12, Jump +12, Knowledge (arcane lore) +12, Listen +14, Read/Write Draconic, Read/Write Language (any three), Search +12, Sense Motive +12, Speak Draconic, Speak Language (any three), Spot +14.

Feats: Alertness, Cleave, Improved Damage Threshold, Power Attack.

Spells Prepared (3/2): 0—*mage hand, read magic, resistance;* 1st—*ray of fatigue, sleep* (DC 14).

Spell-like Ability: 1/day—*daze* (DC 13) or *detect magical aura*.

Juvenile Dragon: CR 10; Large dragon; HD 16d12+48; hp 152; Mas 20; Init +0; Spd 40 ft., fly 150 ft. (poor); Defense 24, touch 9, flat-footed 24 (–1 size, +15 natural); BAB +16; Grap +24; Atk +19 melee (2d6+6, bite); Full Atk +19 melee (2d6+4, bite), +14 melee (1d8+2, 2 claws), +14 melee (1d6+2, 2 wings), +14 melee (1d8+6, tail slap); FS 10 ft. by 10 ft.; Reach 10 ft.; SQ breath weapon, spells, spell-like abilities, immunities, blindsight 120 ft., low-light vision, darkvision 400 ft.; AL none; SV Fort +13, Ref +10, Will +14; AP 0; Rep +0; Str 19, Dex 10, Con 17, Int 18, Wis 19, Cha 18.

Skills: Concentration +5, Bluff +14, Diplomacy +14, Hide –4, Jump +14, Knowledge (arcane lore) +14, Knowledge (history) +5, Listen +16, Read/Write Draconic, Read/Write Language (any four), Search +14, Sense Motive +14, Speak Draconic, Speak Language (any four), Spot +16.

Feats: Alertness, Cleave, Improved Damage Threshold, Power Attack.

Spells Prepared (4/3): 0—*mage hand, message, read magic, resistance;* 1st—*mage armor, ray of fatigue, shield*.

Spell-like Abilities: 1/day—*daze* (DC 14) or *detect magical aura, sleep* (DC 15) or *true strike*.

Young Adult Dragon: CR 13; Large dragon; HD 19d12+76; hp 199; Mas 22; Init +0; Spd 40 ft., fly 150 ft. (poor); Defense 27, touch 9, flat-footed 27 (–1 size, +18 natural); BAB +19; Grap +29; Atk +24 melee (2d6+9, bite); Full Atk +24 melee (2d6+6, bite), +19 melee (1d8+3, 2 claws), +19 melee (1d6+3, 2 wings), +19 melee (1d8+9, tail slap); FS 10 ft. by 10 ft.; Reach 10 ft.; SQ breath weapon, fear aura 150 ft., spells, spell-like abilities, immunities, SR 20, damage reduction 5/+1, blindsight



150 ft., low-light vision, darkvision 500 ft.; AL none; SV Fort +15, Ref +11, Will +15; AP 0; Rep +0; Str 23, Dex 10, Con 19, Int 18, Wis 19, Cha 18.

Skills: Concentration +7, Bluff +15, Diplomacy +15, Hide –4, Jump +17, Knowledge (arcane lore) +15, Knowledge (history) +6, Listen +17, Read/Write Draconic, Read/Write Language (any four), Search +15, Sense Motive +15, Speak Draconic, Speak Language (any four), Spot +17.

Feats: Alertness, Cleave, Improved Bull Rush, Improved Damage Threshold, Power Attack.

Spells Prepared (4/3/2): 0—*mage hand, message, read magic, resistance;* 1st—*mage armor, ray of fatigue, shield;* 2nd—*enhance ability, web* (DC 16).

Spell-like Abilities: 1/day—*daze* (DC 14) or *detect magical aura*, *sleep* (DC 15) or *true strike*, *locate object* or *zone of truth* (DC 16).

Adult Dragon: CR 15; Huge dragon; HD 22d12+110; hp 253; Mas 24; Init +0; Spd 40 ft., fly 150 ft. (poor); Defense 29, touch 8, flat-footed 29 (–2 size, +21 natural); BAB +22; Grap +38; Atk +28 melee (2d8+12, bite); Full Atk +28 melee (2d8+8, bite), +23 melee (2d6+4, 2 claws), +23 melee (1d8+4, 2 wings), +23 melee (2d6+12, tail slap); FS 15 ft. by 15 ft.; Reach 10 ft.; SQ breath weapon, fear aura 180 ft., crush 2d8+12, spells, spell-like abilities, immunities, SR 22, damage reduction 5/+1, blindsight 180 ft., low-light vision, darkvision 600 ft.; AL none; SV Fort +18, Ref +13, Will +18; AP 0; Rep +0; Str 27, Dex 10, Con 21, Int 20, Wis 21, Cha 20.

Skills: Concentration +9, Bluff +17, Diplomacy +17, Hide –8, Jump +20, Knowledge (arcane lore) +17, Knowledge (current events) +6, Knowledge (history) +8, Listen +19, Read/Write Draconic, Read/Write Language (any five), Search +17, Sense Motive +17, Speak Draconic, Speak Language (any five), Spot +19.

Feats: Alertness, Cleave, Combat Reflexes, Improved Bull Rush, Improved Damage Threshold, Power Attack.

Spells Prepared (4/5/3): 0—*mage hand, message, read magic, resistance;* 1st—*mage armor, magic missile, ray of fatigue, shield, true strike;* 2nd—*enhance ability, spider climb, web* (DC 17).

Spell-like Abilities: 1/day—*daze* (DC 15) or *detect magical aura*, *sleep* (DC 16) or *true strike*, *locate object* or *zone of truth* (DC 17), *protection from arrows/bullets* or *resist energy*.

Mature Adult Dragon: CR 18; Huge dragon; HD 25d12+125; hp 287; Mas 24; Init +0; Spd 40 ft., fly 150 ft. (poor); Defense 32, touch 8, flat-footed 32 (–2 size, +24 natural); BAB +25; Grap +42; Atk +32 melee (2d8+13, bite); Full Atk +32 melee (2d8+9, bite), +27 melee (2d6+4, 2 claws), +27 melee (1d8+4, 2 wings), +27 melee (2d6+13, tail slap); FS 15 ft. by 15 ft.; Reach 10 ft.; SQ breath weapon, fear aura 210 ft., crush 2d8+13, spells, spell-like abilities, immunities, SR 24, damage reduction 10/+1, blindsight 210 ft., low-light vision, darkvision 700 ft.; AL none; SV Fort +19, Ref +14, Will +19; AP 0; Rep +0; Str 29, Dex 10, Con 21, Int 20, Wis 21, Cha 20.

Skills: Concentration +10, Bluff +18, Diplomacy +18, Hide –8, Jump +22, Knowledge (arcane lore) +18, Knowledge (current events) +7, Knowledge (history) +9, Listen +20, Read/Write Draconic, Read/Write Language (any five), Search +18, Sense Motive +18, Speak Draconic, Speak Language (any five), Spot +20.

Feats: Alertness, Cleave, Combat Reflexes, Improved Bull Rush, Improved Damage Threshold, Power Attack, Sunder.

Spells Prepared (4/5/3/2): 0—*mage hand, message, read magic, resistance;* 1st—*mage armor, magic missile, ray of fatigue, shield, true strike;* 2nd—*enhance ability, spider climb, web* (DC 17); 3rd—*dispel magic, haste*.

Spell-like Abilities: 1/day—*daze* (DC 15) or *detect magical aura*, *sleep* (DC 16) or *true strike*, *locate object* or *zone of truth* (DC 17), *protection from arrows/bullets* or *resist energy*, *blur* or *invisibility*.

Old Dragon: CR 20; Huge dragon; HD 28d12+168; hp 350; Mas 26; Init +0; Spd 40 ft., fly 150 ft. (poor); Defense 35, touch 8, flat-footed 35 (–2 size, +27 natural); BAB +28; Grap +46; Atk +36 melee (2d8+15, bite); Full Atk +36 melee (2d8+10, bite), +31 melee (2d6+5, 2 claws), +31 melee (1d8+5, 2 wings), +31 melee (2d6+15, tail slap); FS 15 ft. by 15 ft.; Reach 10 ft.; SQ breath weapon, fear aura 240 ft., crush 2d8+15, spells, spell-like abilities, immunities, SR 26, damage reduction 10/+1, blindsight 240 ft., low-light vision, darkvision 800 ft.; AL none; SV Fort +22, Ref +16, Will +22; AP 0; Rep +0; Str 31, Dex 10, Con 23, Int 22, Wis 23, Cha 22.

Skills: Concentration +13, Bluff +20, Diplomacy +20, Hide –8, Jump +24, Knowledge (arcane lore) +20, Knowledge (current events) +9, Knowledge (history) +11, Listen +22, Read/Write Draconic, Read/Write Language (any six), Search +20, Sense Motive +20, Speak Draconic, Speak Language (any six), Spot +22.

Feats: Alertness, Cleave, Combat Reflexes, Improved Bull Rush, Improved Damage Threshold, Power Attack, Sunder.

Spells Prepared (4/5/5/3): 0—*mage hand, message, read magic, resistance;* 1st—*mage armor, magic missile, ray of fatigue, shield, true strike;* 2nd—*arcane lock, enhance ability, resist energy, spider climb, web* (DC 18); 3rd—*dispel magic, displacement, haste*.

Spell-like Abilities: 1/day—*daze* (DC 16) or *detect magical aura*, *sleep* (DC 17) or *true strike*, *locate object* or *zone of truth* (DC 18), *protection from arrows/bullets* or *resist energy*, *blur* or *invisibility*, *tongues* or *water breathing*.

Very Old Dragon: CR 21; Huge dragon; HD 31d12+186; hp 387; Mas 26; Init +0; Spd 40 ft., fly 150 ft. (poor); Defense 38, touch 8, flat-footed 38 (–2 size, +30 natural); BAB +31; Grap +50; Atk +40 melee (2d8+16, bite); Full Atk +40 melee (2d8+11, bite), +38 melee (2d6+5, 2 claws), +38 melee (1d8+5, 2 wings), +38 melee (2d6+16, tail slap); FS 15 ft. by 15 ft.; Reach 10 ft.; SQ breath weapon, fear aura 270 ft., crush 2d8+16, spells, spell-like abilities, immunities, SR 27, damage reduction 15/+2, blindsight 270 ft., low-light vision, darkvision 900 ft.; AL none; SV Fort +23, Ref +17, Will +24; AP 0; Rep +0; Str 33, Dex 10, Con 23, Int 24, Wis 25, Cha 24.

Skills: Concentration +15, Bluff +22, Diplomacy +22, Hide –8, Jump +26, Knowledge (arcane lore) +22, Knowledge (current events) +12, Knowledge (history) +13, Listen +24, Read/Write Draconic, Read/Write Language (any seven), Search +22, Sense Motive +22, Speak Draconic, Speak Language (any seven), Spot +24.

Feats: Alertness, Cleave, Combat Reflexes, Improved Bull Rush, Improved Damage Threshold, Multiattack, Power Attack, Sunder.

Spells Prepared (4/6/5/3/2): 0—*mage hand, message, read magic, resistance;* 1st—*mage armor, magic missile, ray of fatigue* (2), *shield, true strike;* 2nd—*arcane lock, enhance ability, resist energy, spider climb, web* (DC 19); 3rd—*dispel magic, displacement, haste;* 4th—*stoneskin, wall of ice* (DC 21).

Spell-like Abilities: 1/day—*daze* (DC 17) or *detect magical aura, sleep* (DC 18) or *true strike, locate object* or *zone of truth* (DC 19), *protection from arrows/bullets* or *resist energy, blur* or *invisibility, tongues* or *water breathing, arcane eye* or *minor globe of invulnerability.*

Ancient Dragon: CR 23; Gargantuan dragon; HD 34d12+238; hp 459; Mas 28; Init +0; Spd 40 ft., fly 200 ft. (clumsy); Defense 39, touch 6, flat-footed 39 (–4 size, +33 natural); BAB +34; Grap +58; Atk +42 melee (4d6+18, bite); Full Atk +42 melee (4d6+12, bite), +40 melee (2d8+6, 2 claws), +40 melee (2d6+6, 2 wings), +40 melee (2d8+18, tail slap); FS 20 ft. by 20 ft.; Reach 15 ft.; SQ breath weapon, fear aura 300 ft., crush 4d6+18, tail sweep 2d6+18, spells, spell-like abilities, immunities, SR 29, damage reduction 15/+2, blindsight 300 ft., low-light vision, darkvision 1,000 ft.; AL none; SV Fort +26, Ref +19, Will +27; AP 0; Rep +0; Str 35, Dex 10, Con 25, Int 26, Wis 27, Cha 26.

Skills: Concentration +18, Bluff +24, Diplomacy +24, Hide –12, Jump +28, Knowledge (arcane lore) +24, Knowledge (current events) +15, Knowledge (history) +16, Listen +26, Read/Write Draconic, Read/Write Language (any eight), Search +24, Sense Motive +24, Speak Draconic, Speak Language (any eight), Spot +26.

Feats: Alertness, Cleave, Combat Reflexes, Great Cleave, Improved Bull Rush, Improved Damage Threshold, Multiattack, Power Attack, Sunder.

Spells Prepared (4/6/5/4/3): 0—*mage hand, message, read magic, resistance;* 1st—*mage armor, magic missile, ray of fatigue* (2), *shield, true strike;* 2nd—*arcane lock, enhance ability, resist energy, spider climb, web* (DC 20); 3rd—*dispel magic, displacement, haste, slow* (DC 21); 4th—*ice storm, stoneskin, wall of fire* (DC 22).

Spell-like Abilities: 1/day—*daze* (DC 18) or *detect magical aura, sleep* (DC 19) or *true strike, locate object* or *zone of truth* (DC 20), *protection from arrows/bullets* or *resist energy, blur* or *invisibility, tongues* or *water breathing, arcane eye* or *minor globe of invulnerability, confusion* (DC 22) or *freedom of movement.*

Dragon King/Queen: CR 24; Gargantuan dragon; HD 37d12+333; hp 573; Mas 32; Init +0; Spd 40 ft., fly 200 ft. (clumsy); Defense 42, touch 6, flat-footed 42 (–4 size, +36 natural); BAB +37; Grap +63; Atk +47 melee (4d6+21, bite); Full Atk +47 melee (4d6+14, bite), +45 melee (2d8+7, 2 claws), +45 melee (2d6+7, 2 wings), +45 melee (2d8+21, tail slap); FS 20 ft. by 20 ft.; Reach 15 ft.; SQ breath weapon, fear aura 330 ft., crush 4d6+21, tail sweep 2d6+21, spells, spell-like abilities, immunities, SR 30, damage reduction 20/+3, blindsight 330 ft., low-light vision, darkvision 1,100 ft.; AL none; SV Fort +29, Ref +20, Will +29; AP 0; Rep +3; Str 39, Dex 10, Con 29, Int 28, Wis 29, Cha 28.

Skills: Concentration +22, Bluff +26, Diplomacy +26, Hide –12, Jump +31, Knowledge (arcane lore) +26, Knowledge (current events) +18, Knowledge (history) +20, Listen +28, Read/Write Draconic, Read/Write Language (any nine), Search +26, Sense Motive +26, Speak Draconic, Speak Language (any nine), Spot +28.

Feats: Alertness, Cleave, Combat Reflexes, Great Cleave, Improved Bull Rush, Improved Damage Threshold, Multiattack, Power Attack, Renown, Sunder.

Spells Prepared (4/6/6/4/3/2): 0—*mage hand, message, read magic, resistance;* 1st—*mage armor, magic missile, ray of fatigue* (2), *shield, true strike;* 2nd—*arcane lock, enhance ability* (2), *resist energy, spider climb, web* (DC 21); 3rd—*dispel magic, displacement, haste, slow* (DC 22); 4th—*ice storm, stoneskin, wall of fire* (DC 23); 5th—*hold monster* (DC 24), *wall of force.*

Spell-like Abilities: 1/day—*daze* (DC 19) or *detect magical aura, sleep* (DC 20) or *true strike, locate object* or *zone of truth* (DC 21), *protection from arrows/bullets* or *resist energy, blur* or *invisibility, tongues* or *water breathing, arcane eye* or *minor globe of invulnerability, confusion* (DC 23) or *freedom of movement, break enchantment* or *true seeing.*

Dragon Emperor/Empress: CR 26; Colossal dragon; HD 40d12+400; hp 660; Mas 34; Init +0; Spd 40 ft., fly 200 ft. (clumsy); Defense 41, touch 2, flat-footed 41 (–8 size, +39 natural); BAB +40; Grap +72; Atk +52 melee (4d8+24, bite); Full Atk +52 melee (4d8+16, bite), +50 melee (4d6+8, 2 claws), +50 melee (2d8+8, 2 wings), +50 melee (4d6+24, tail slap); FS 30 ft. by 30 ft.; Reach 15 ft.; SQ breath weapon, fear aura 360 ft., crush 4d8+24, tail sweep 2d8+24, spells, spell-like abilities, immunities, SR 32, damage reduction 20/+3, blindsight 360 ft., low-light vision, darkvision 1,200 ft.; AL none; SV Fort +32, Ref +22, Will +32; AP 0; Rep +3; Str 43, Dex 10, Con 31, Int 30, Wis 31, Cha 30.

Skills: Concentration +25, Bluff +28, Diplomacy +28, Hide –16, Jump +34, Knowledge (arcane lore) +28, Knowledge (current events) +23, Knowledge (history) +23, Listen +30, Read/Write Draconic, Read/Write Language (any ten), Search +28, Sense Motive +28, Speak Draconic, Speak Language (any ten), Spot +30.

Feats: Alertness, Cleave, Combat Reflexes, Great Cleave, Improved Bull Rush, Improved Damage Threshold, Multiattack, Power Attack, Renown, Sunder.

Spells Prepared (4/6/6/4/4/3): 0—*mage hand, message, read magic, resistance;* 1st—*mage armor, magic missile, ray of fatigue* (2), *shield, true strike;* 2nd—*arcane lock, enhance ability* (2), *resist energy, spider climb, web* (DC 22); 3rd—*dispel magic, displacement, haste, slow* (DC 23); 4th—*dimension door, ice storm, stoneskin, wall of fire* (DC 24); 5th—*cone of cold* (DC 25), *hold monster* (DC 25), *wall of force.*

Spell-like Abilities: 1/day—*daze* (DC 20) or *detect magical aura, sleep* (DC 21) or *true strike, locate object* or *zone of truth* (DC 22), *protection from arrows/bullets* or *resist energy, blur* or *invisibility, tongues* or *water breathing, arcane eye* or *minor globe of invulnerability, confusion* (DC 24) or *freedom of movement, break enchantment* or *true seeing, cloudkill* (DC 25) or *telekinesis* (DC 25).



Drow

Drow are Shadowkind humanoids similar in build to elves, with some distinctive traits. Drow stand approximately 5 feet tall and weigh approximately 100 pounds. They have jet-black skin and white hair, although some drow dye their hair pale shades of yellow, blue, or violet. They have red pupils and frequently adorn their lithe bodies with tattoos (spider and web motifs being the most common). Otherwise, they possess the same sharp features and generally triangular heads of their elven cousins.

Drow who have come through Shadow adapt quickly to their new environment. Unlike the more rural and pastoral elves, they insinuate themselves into all levels of society, from the street to the boardroom, and from the corporate centers to suburbia. They are decadent, capitalistic, and fashion-conscious. Drow societies tend to be matriarchal, but these traditions are weakened in the mundane world. They have a propensity for crafting and using poisons of all sorts.

Drow speak, read, and write Elven, a beautiful language they've corrupted with their own vile idioms and inflections. Many drow also understand one or more local languages. Particularly intelligent drow also speak, read, and write any of the following Shadow languages: Abyssal, Aquan, Draconic, Gnome, Goblin, Kuo-toan, and Undertongue.

Species Traits

Drow have the following traits:

Darkvision (Ex): Drow can see in the dark up to 120 feet. Darkvision is black and white only, but it is otherwise like normal sight, and drow can function with no light at all.

Light Blindness (Ex): Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds a drow for 1 round. In addition, drow take a –1 circumstance penalty on all attack rolls, saves, and checks while operating in bright light.

Spell Immunities: Drow are immune to *sleep* spells and effects, and they gain a +2 species bonus on saves against Enchantment spells or effects. They also gain a +2 species bonus on Will saves against spells and spell-like abilities.

Spell Resistance (Ex): A drow gains Spell Resistance equal to 11 + her character level (if any).

Skill Bonuses: Drow gain a +2 species bonus on Listen, Search, and Spot checks. A drow who merely passes within 5 feet of a secret or concealed door is entitled to a Search check (as a free action) to notice it as if she were actively looking for the door.

Bonus Feat: Drow receive Archaic Weapons Proficiency as a bonus feat.

Drow: CR 2; Medium humanoid (Shadowkind); HD 1d8–1; hp 3; Mas 8; Init +1; Spd 30 ft.; Defense 11, touch 11, flat-footed 10 (+1 Dex); BAB +0; Grap +0; Atk +0 melee (1d3 nonlethal, unarmed strike) or +0 melee (1d6/19–20, machete); Full Atk +0 melee (1d3 nonlethal, unarmed strike) or +0 melee (1d6/19–20, machete) or +1 ranged (1 plus poison, shuriken); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ darkvision 120 ft., light blindness, spell immunities, SR 11; AL varies; SV Fort –1, Ref +1, Will +2; AP 0; Rep +0; Str 10, Dex 13, Con 8, Int 13, Wis 11, Cha 12.

Skills: Craft (chemical) +3, Hide +3, Listen +2, Move Silently +3, Read/Write Elven, Read/Write Language (any one), Search +4, Speak Elven, Speak Language (any one), Spot +2.

Feat: Archaic Weapons Proficiency, Personal Firearms Proficiency.

Possessions: Machete, 6 spider-shaped shuriken (coated with blue vitriol poison*), casual clothes, cell phone, flash goggles (negates light blindness when worn).

**Blue vitriol poison: Injury; Fortitude save (DC 12) negates; initial and secondary 1d2 Con.*

Advancement: By character class.



A shapeshifting dwarf and his drow companion

Drow Fast Hero 2: CR 4; Medium humanoid (Shadowkind); HD 2d8; hp 12; Mas 10; Init +3; Spd 30 ft.; Defense 17, touch 17, flat-footed 14 (+3 Dex, +4 class); BAB +1; Grap +0; Atk +0 melee (1d3–1 nonlethal, unarmed strike) or +0 melee (1d6–1/19–20, machete); Full Atk +0 melee (1d3–1 nonlethal, unarmed strike) or +0 melee (1d6–1/19–20, machete) or +5 ranged (2d6, Glock 17) or +4 ranged (1d4/19–20 plus poison, hand crossbow); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ darkvision 120 ft., light blindness, spell immunities, SR 13; AL varies; SV Fort +0, Ref +5, Will +1; AP 1; Rep +0; Str 8, Dex 17, Con 10, Int 16, Wis 13, Cha 12.

Skills: Drive +7, Hide +8, Knowledge (streetwise) +7, Listen +6, Move Silently +8, Read/Write Elven, Read/Write Language (any three), Search +6, Sleight of Hand +8, Speak Elven, Speak Language (any three), Spot +6, Tumble +8.

Feat: Archaic Weapons Proficiency, Defensive Martial Arts, Personal Firearms Proficiency, Simple Weapons Proficiency.

Talent (Fast Hero): Evasion.

Possessions: Machete, Glock 17 (9mm autoloader), 3 box magazines of 9mm ammunition (for Glock 17), hand crossbow with 12 bolts (coated with blue vitriol poison*), casual clothes, cell phone, flash goggles (negates light blindness when worn).

**Blue vitriol poison: Injury; Fortitude save (DC 12) negates; initial and secondary 1d2 Con.*

Dryad

Dryads are wild, mysterious tree sprites found deep in secluded woodlands, parks, and even the atriums of some buildings. They defend the trees from any who would harm them and sometimes come into conflict with those with a disregard for nature. Dryads sometimes charm heroes into defending their homes or hunting their enemies.

Dryads remain something of a mystery even to other creatures of Shadow. Dryads are more likely to ensnare intruders and then send their charmed "guests" out to deal with threats the dryads cannot deal with.

A dryad's delicate features are much like an elf maiden's, though her flesh is like bark or fine wood, and her hair is like a canopy of leaves that changes color with the seasons. She has a wild, unfathomable look in her large, almond-shaped eyes.

Although they are generally solitary, up to seven dryads have been encountered in one place on rare occasions.

Shy, intelligent, and resolute, dryads are as elusive as they are alluring—they avoid physical combat and are rarely seen unless they wish to be. If threatened—or in need of an ally—a dryad uses *charm person* or *suggestion,* attempting to gain control of the attacker(s) who could help the most against the rest. Any attack on her tree, however, provokes the dryad into a frenzied defense.

Species Traits

Dryads have the following traits:

Spell-Like Abilities: At will—*entangle* (DC 13), *speak with plants, tree shape;* 3/day—*charm person* (DC 13), *deep slumber* (DC 15), *tree stride;* 1/day—*suggestion* (DC 15). 6th-level caster. The save DCs are Wisdom-based.

Tree Dependent (Su): Each dryad is mystically bound to a single, enormous tree, or a copse of trees situated in one place (such as a lobby atrium) and must never stray more than 300 yards from it. Any who do stray from their trees become ill and die within 4d6 hours. A dryad's tree does not radiate magic.

Wild Empathy (Ex): A dryad can use body language, vocalizations, and demeanor to improve the attitude of an animal. This ability functions like a Diplomacy check made to improve the attitude of a person. The dryad rolls 1d20 +10 (+6 species bonus, +4 Charisma bonus) to determine the wild empathy check result. The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

Dryad: CR 3; Medium fey; HD 4d6; hp 14; Mas 11; Init +8; Spd 30 ft.; Defense 17, touch 12, flat-footed 13 (+4 Dex, +3 natural); BAB +1; Grap +1; Atk +2 melee (1d4, dagger) or +6 ranged (1d8, masterwork longbow); Full Atk +2 melee (1d4, dagger) or +6 ranged (1d8, masterwork longbow); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ DR 5/+1, spell-like abilities, tree dependent, wild empathy; AL chaotic good, nature; SV Fort +3, Ref +8, Will +6; AP 0; Rep +0; Str 10, Dex 19, Con 11, Int 14, Wis 15, Cha 18.

Skills: Escape Artist +11, Handle Animal +11, Hide +11, Knowledge (life science) +11, Listen +9, Move Silently +11, Ride +6, Spot +9, Survival +9.

Feats: Great Fortitude, Improved Initiative.

Possessions: None.

Advancement: 3–4 HD (Medium).

Dwarf

Dwarves are a short, stocky humanoids known—even in the mundane world—for their ability to craft metal and stone. They are serious, conscientious, noble, and understanding, or so they claim (loudly and repeatedly).

Dwarves are solidly built and muscular, averaging about 4 feet tall and weighing as much as a typical human adult. Their skin ranges from light brown to deep tan, their cheeks are ruddy, and their eyes are bright. They tend to have black, gray, or brown hair, and braided, immaculate, and ornamented beards are common among the males.

Dwarves enjoy industrial pursuits, and those found in the mundane world typically secure employment in foundries and factories (and in the bars and taverns as well, for dwarves like to knock back a few after quitting time). Many human customs and mannerisms are lost on the Shadowkind dwarves, making them often seem slow-witted, dense, or insulting.

Dwarves speak Dwarven. Those of particular intelligence (and good breeding) may speak other languages, including the following Shadow languages: Giant, Gnome, Goblin, Orc, Terran, and Undertongue. Many of these languages are used by the hereditary enemies of the dwarves, but the dwarves want to know what their foes are saying, so they may better combat them.

Species Traits

Dwarves have the following traits:

Speed: Dwarves have a base speed of 20 feet. However, dwarves can move at this speed even when wearing medium or heavy armor or when carrying a medium or heavy load (unlike other creatures, whose speed is reduced in such situations).

Special Combat Bonuses: Dwarves gain a +1 species bonus on attack rolls against bugbears, goblins, orcs, and





other goblinoids. Dwarves also gain a +4 dodge bonus to Defense against creatures of the giant type. If a dwarf loses his positive Dexterity bonus to Defense (such as when flat-footed), this dodge bonus is lost.

Stability: Dwarves gain a +4 species bonus on ability checks to resist bulll rush and trip attempts when standing on the ground (but not when climbing, flying, riding, or otherwise not standing firmly on the ground).

Darkvision (Ex): Dwarves can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and dwarves can function with no light at all.

Saving Throw Bonuses: Dwarves are highly resistant to toxins and innately resistant to magic. They gain a +2 species bonus on saving throws against poisons, spells, and spell-like abilities.

Skill Bonuses: Dwarves gain a +2 species bonus on Search checks to notice unusual stonework, new construction, unsafe surfaces, ceilings, and the like. A dwarf who merely passes within 10 feet of such exceptional construction can, as a free action, make a Search check (DC 15) as though he were actively searching for such.

Dwarves are naturally skilled mechanics and engineers. They gain a +2 species bonus on Craft (mechanical), Craft (structural), and Repair checks.

Bonus Feat: Dwarves gain the bonus feat Archaic Weapons Proficiency. Dwarves may treat dwarven urgroshes and dwarven waraxes (see Chapter Two: Equipment) as archaic weapons instead of exotic weapons.

Dwarf: CR 1/2; Medium humanoid (Shadowkind); HD 1d8+1; hp 5; Mas 13; Init +0; Spd 20 ft.; Defense 10, touch 10, flat-footed 10; BAB +0; Grap +0; Atk +0 melee (1d3 nonlethal, unarmed strike) or +0 melee (1d6/×4, pickaxe); Full Atk +0 melee (1d3 nonlethal, unarmed strike) or +0 melee (1d6/×4, pickaxe) or +0 ranged; FS 5 ft. by 5 ft.; Reach 5 ft.; SQ special combat bonuses, stability, darkvision 60 ft.; AL varies; SV Fort +3, Ref +0, Will +0; AP 0; Rep +0; Str 11, Dex 10, Con 13, Int 11, Wis 10, Cha 8.

Skills: Craft (mechanical) +5, Craft (structural) +4, Listen +2, Read/Write Dwarven, Repair +3, Speak Dwarven, Spot +2.

Feats: Archaic Weapons Proficiency, Educated (mechanical, structural).

Possessions: Pickaxe, casual clothes, cell phone, multipurpose tool.

Advancement: By character class.

Dwarf Dedicated Hero 1/Tough Hero 1: CR 2; Medium humanoid (Shadowkind); HD 1d6+3 plus 1d10+3 plus 1 (robust); hp 18; Mas 17; Init –1; Spd 20 ft.; Defense 12, touch 11, flat-footed 12 (–1 Dex, +2 class, +1 leather jacket); BAB +0; Grap +1; Atk +1 melee (1d3+1, brass knuckles) or +0 melee (1d10+1/×3, dwarven waraxe); Full Atk +1 melee (1d3+1, brass knuckles) or +1 melee (1d10+1/×3, dwarven waraxe) or –1 ranged (2d6, dynamite stick); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ special combat bonuses, stability, darkvision 60 ft.; AL varies; SV Fort +5, Ref –1, Will +3; AP 1; Rep +0; Str 12, Dex 8, Con 17, Int 13, Wis 14, Cha 8.

Skills: Craft (mechanical) +6, Craft (structural) +6, Drive +1, Knowledge (art) +3, Knowledge (current events) +3, Listen +6, Profession (any one) +6, Read/Write Dwarven, Read/Write Language (any one), Repair +3, Speak Dwarven, Speak Language (any one), Spot +6, Survival +9.

Feats: Archaic Weapons Proficiency, Educated (mechanical, structural), Simple Weapons Proficiency.

Talent (Dedicated Hero): Skill emphasis (Survival).

Talent (Tough Hero): Robust.

Possessions: Leather jacket, dwarven waraxe, 6 sticks of dynamite, brass knuckles, casual clothes, cell phone, multipurpose tool, lighter.

Advancement: By character class.

Eagle

Eagles include other large birds of prey and raptors. They are typically 3 feet long and have a wingspan of about 7 feet.

Species Traits

Eagles have the following traits:

Low-Light Vision (Ex): Eagles can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Skill Bonuses: Eagles gain a +8 species bonus on Spot checks during daylight.

Bonus Feats: Eagles gain the bonus feats Weapon Finesse (bite) and Weapon Finesse (claw).

Eagle: CR 1; Small animal; HD 1d8+1; hp 5; Mas 12; Init +2; Spd 10 ft., fly 80 ft. (average); Defense 14, touch 13, flat-footed 12 (+1 size, +2 Dex, +1 natural); BAB +0; Grap –4; Atk +3 melee (1d3, claw); Full Atk +3 melee (1d3, 2 claws), –2 melee (1d4 bite); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ low-light vision; SV Fort +3, Ref +4, Will +2; AP 0; Rep +0; Str 10, Dex 15, Con 12, Int 2, Wis 14, Cha 6.

Skills: Hide +6, Listen +7, Spot +7 (+15 during daylight).

Feats: Weapon Finesse (claw, bite).

Advancement: 2–3 HD (Medium); 4–6 HD (Large).

Efreeti

Efreet are powerful genies summoned to the mundane world to do the bidding of selfish mortals. Powerful spells, such as the *subjugate outsider* incantation (see Chapter Three: Spells), can lure an efreeti from its home plane and bind it to service. A few remain trapped in the mundane world, imprisoned in undying flames. Legends speak of wishes granted by efreet who are released from their fiery prisons. However, legends also warn that the efreet despise servitude and will beguile, mislead, and betray mortals who try to impose their will upon them.

An efreeti typically uses its *polymorph* ability to conceal its true form: that of a 12-foot-tall giant with brick-red skin, fiery eyes, small horns, and jutting tusks. The average efreeti weighs about 2,000 pounds. Efreet read, write, and speak Auran, Ignan, and Infernal, and one or more common or local languages.

Species Traits

Efreet have the following traits:

Heat (Ex): An efreeti deals 1d6 points of additional fire damage whenever it hits in melee or each round it maintains a hold while grappling.

Spell-like Abilities: 1/day—*detect magical aura, gaseous form, invisibility, wall of fire* (save DC 16). These abilities are as the spells cast by a 10th-level Mage (save DC 12 + spell level). The DCs are Charisma-based.

***Polymorph* (Sp):** An efreeti can cast *polymorph*, at will, as a move action. This ability is similar to the *polymorph* incantation (see Chapter Three: Spells) except that no skill checks or components are required, the efreeti cannot transform any creature other than itself, and the efreeti can remain in its new form indefinitely.

***Grant Wishes* (Sp):** Some efreeti (1% of the total population) are "noble" and can grant up to three wishes to any being (non-genies only) who captures them. Noble efreet perform no other services and, upon granting the third wish, are free of their servitude. Whenever possible, an efreeti will twist the words of a wish to bring pain and destruction upon the wisher. A wish can produce any one of the following effects, at the GM's discretion:

- Duplicate any spell, psionic power, or incantation (including *raise dead*).
- Undo the harmful effects of a spell, psionic power, or incantation.
- Increase one creature's Wealth bonus by +20.
- Bequeath one nonmagical item with a purchase DC of 60 or less.
- Bequeath one magic item with a purchase DC of 45 or less.
- Remove all injuries and afflictions affecting one creature.
- Transport a number of creatures equal to the efreeti's Hit Dice to any place the wisher chooses.
- Undo a single recent event.

Immunities: Efreet are immune to fire.

Cold Vulnerability: Efreet take 50% more damage when they fail a save against any cold-based attack.

Telepathy (Su): An efreeti can communicate telepathically with any creature within 100 feet that has a language.

Darkvision (Ex): Efreet can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and efreet can function with no light at all.

Efreeti: CR 8; Large outsider; HD 10d8+20; hp 65; Mas 14; Init +7 (+3 Dex, +4 Improved Initiative); Spd 30 ft., fly 20 ft. (perfect); Defense 18, touch 12, flat-footed 15 (–1 size, +3 Dex, +6 natural); BAB +10; Grap +20; Atk +15 melee (1d8+9 plus 1d6 fire, slam); Full Atk +15/+10 melee (1d8+9 plus 1d6 fire, slam); FS 10 ft. by 10 ft.; Reach 10 ft.; SQ heat, spell-like abilities, *polymorph* (self only), immune to fire, cold vulnerability, telepathy, darkvision 60 ft.; AL evil, law; SV Fort +9, Ref +10, Will +9; Str 23, Dex 17, Con 14, Int 12, Wis 15, Cha 15.

Skills: Bluff +12, Concentration +12, Craft (any one) +8, Escape Artist +11, Intimidate +13, Listen +12, Move Silently +11, Read/Write Auran, Read/Write Ignan, Read/Write Infernal, Read/Write Language (any one), Sense Motive +11, Speak Auran, Speak Ignan, Speak Infernal, Speak Language (any one), Spellcraft +9, Spot +12.

Feats: Archaic Weapons Proficiency, Combat Reflexes, Dodge, Improved Initiative.

Possessions: None.

Advancement: 11–15 HD (Large); 16–30 HD (Huge); or as character class.

Efreeti Archaic Weaponsmaster 5 (Efreeti Noble): CR 13; Large outsider; HD 10d8+20 plus 5d10+10; hp 112; Mas 14; Init +7 (+3 Dex, +4 Improved Initiative); Spd 30 ft., fly 20 ft. (perfect); Defense 21, touch 15, flat-footed 18 (–1 size, +3 Dex, +6 natural, +3 class); BAB +13; Grap +23; Atk +19 melee (1d8+9 plus 1d6 fire, slam) or +20 melee (2d6+12/18–20 plus 1d6 fire, Huge falchion); Full Atk +19/+14/+9 melee (1d8+9 plus 1d6 fire, slam) or +20/+15/+10 melee (2d6+12/18–20 plus 1d6 fire, Huge falchion); FS 10 ft. by 10 ft.; Reach 10 ft.; SQ heat, spell-like abilities, *polymorph* (self only), *grant wishes,* immune to fire, cold vulnerability, telepathy, darkvision 60 ft., imbue weapon +1, quick weapon draw, expert in your field (falchions); AL evil, law; SV Fort +13, Ref +11, Will +10; AP 2; Rep +2; Str 24, Dex 17, Con 14, Int 12, Wis 15, Cha 15.

Skills: Bluff +12, Concentration +12, Craft (any one) +8, Escape Artist +7, Intimidate +13, Knowledge (history) +6, Listen +12, Move Silently +11, Read/Write Auran, Read/Write Ignan, Read/Write Infernal, Read/Write Language (any one), Sense Motive +11, Speak Auran, Speak Ignan, Speak Infernal, Speak Language (any one), Spellcraft +9, Spot +12.

Feats: Archaic Weapons Proficiency, Cleave, Combat Reflexes, Improved Disarm, Improved Initiative, Power Attack, Weapon Focus (great falchion), Weapon Specialization (great falchion).

Possessions: Huge falchion.

Elephant

Elephants are massive herbivores most often encountered by urban-dwellers in zoos and circuses.

The following entries represent the African elephant and its "lost world" ancestor, the mastadon (or mammoth).

Species Traits

Elephants have the following traits:

Trample (Ex): An elephant can trample Medium or smaller creatures for 2d6+15 points of damage. Opponents who do not make attacks of opportunity against the elephant can attempt a Reflex save (DC 25) to halve the damage. The mastadon's trample deals 2d6+18 points of damage (Reflex save, DC 31, for half damage).

Scent (Ex): This ability allows the elephant to detect approaching enemies, sniff out hidden foes, and track by sense of smell. See Chapter Eight: Friends and Foes in the *d20 Modern Roleplaying Game* for more information on scent.

Low-Light Vision (Ex): Elephants can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Elephant: CR 8; Huge animal; HD 11d8+55; hp 104; Mas 21; Init +0; Spd 40 ft.; Defense 15, touch 8, flat-footed 15 (–2 size, +7 natural); BAB +8; Grap +26; Atk +16 melee (1d6+15, slam) or +16 melee (2d6+15, gore); Full Atk +16 melee (1d6+10, slam), +11 melee (2d4+5, 2 stamps) or +16 melee (2d6+15, gore); FS 15 ft. by 15 ft.; Reach 10 ft.; SQ trample 2d6+15, scent, low-light vision; AL None or owner; SV Fort +12, Ref +7,



Will +4; AP 0; Rep +0; Str 30, Dex 10, Con 21, Int 2, Wis 13, Cha 7.

Skills: Hide –8, Listen +6, Spot +6.

Feats: None.

Advancement: 12–22 HD (Huge).

Advanced Elephant (Mastadon): CR 10; Huge animal; HD 18d8+90; hp 171; Mas 21; Init +0; Spd 40 ft.; Defense 17, touch 8, flat-footed 17 (–2 size, +9 natural); BAB +13; Grap +33; Atk +23 melee (1d6+18, slam) or +23 melee (2d6+18, gore); Full Atk +23 melee (1d6+12, slam), +18 melee (2d4+6, 2 stamps) or +23 melee (2d6+18, gore); FS 15 ft. by 15 ft.; Reach 10 ft.; SQ trample 2d6+18, scent, low-light vision; AL none; SV Fort +16, Ref +11, Will +7; AP 0; Rep +0; Str 34, Dex 10, Con 21, Int 2, Wis 13, Cha 7.

Skills: Hide –8, Listen +6, Spot +6.

Feats: None.

Advancement: None.

Elf

Lithe humanoids with a preference for pastoral and natural surroundings, elves average 5 feet tall and 100 pounds. Most elves are pale-skinned and have deep green eyes set in sharp triangular faces. However, elves can have different skin tones and hair colors. Some observers liken elves to statues found in Central American jungles, while to others elves bear an eerie resemblance to slight, almond-eyed aliens from outer space.

Elves who come through Shadow strive to preserve as much of their former culture as possible. They isolate themselves from humanity, and their susceptibility to human-produced toxins and pollutants only heightens their isolationist attitudes. Elves fiercely protect their way of life; they are known to strike back at industries whose toxic by-products prove detrimental to their welfare.

Elves speak, read, and write Elven. Many also take the time to learn one or more local languages. Particularly intelligent elves also know one or more Shadow languages, including any of the following: Draconic, Gnoll, Goblin, Gnome, Orc, and Sylvan.

Species Traits

Elves have the following traits:

Low-Light Vision (Ex): Elves can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Spell Immunities: Elves are immune to *sleep* spells and effects, and they gain a +2 species bonus on saves against Enchantment spells or effects.

Skill Bonuses: Elves gain a +2 species bonus on Listen, Search, and Spot checks. An elf who merely passes within 5 feet of a secret or concealed door is entitled to a Search check to notice it as if she were actively looking for the door.

Bonus Feat: Elves gain the bonus feat Archaic Weapons Proficiency.

Elf: CR 1/2; Medium humanoid (Shadowkind); HD 1d8–1; hp 3; Mas 8; Init +1; Spd 30 ft.; Defense 11, touch 11, flat-footed 10 (+1 Dex); BAB +0; Grap +0; Atk +0 melee (1d3 nonlethal, unarmed strike) or +0 melee (1d6/18–20, sword cane); Full Atk +0 melee (1d3 nonlethal, unarmed strike) or +0 melee (1d6/18–20, sword cane) or +1 ranged (1d8, compound bow); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ low-light vision, spell immunities; AL varies; SV Fort –1, Ref +3, Will +0; AP 0; Rep +0; Str 11, Dex 13, Con 8, Int 11, Wis 10, Cha 10.

Skills: Hide +3, Listen +2, Move Silently +3, Read/Write Elven, Search +2, Speak Elven, Spot +2, Survival +2.

Feat: Archaic Weapon Proficiency, Point Blank Shot.

Possessions: Sword cane, compound bow, casual clothes (in urban areas) or fatigues (in rural areas).

Advancement: By character class.

Elf Charismatic Hero 4/Arcane Arranger 1: CR 5; Medium humanoid (Shadowkind); HD 4d6 plus 1d6; hp 19; Mas 10; Init +2; Spd 30 ft.; Defense 14, touch 14, flat-footed 11 (+3 Dex, +1 class); BAB +2; Grap +1; Atk +1 melee (1d3–1 nonlethal, unarmed strike) or +1 melee (1d3 electricity plus paralysis, stun gun) or +5 ranged (2d6, SITES M9); Full Atk +1 melee (1d3–1 nonlethal, unarmed strike) or +1 melee (1d3 electricity plus paralysis, stun gun) or +5 ranged (2d6, SITES M9); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ low-light vision, spell immunities, word on the street; AL varies; SV Fort +2, Ref +5, Will +4; AP 2; Rep +5; Str 8, Dex 16, Con 10, Int 14, Wis 10, Cha 15.

Skills: Bluff +11, Computer Use +4, Diplomacy +9, Disguise +11, Gather Information +9, Intimidate +9, Knowledge (arcane lore) +9, Knowledge (current events) +9, Knowledge (popular culture) +9, Knowledge (streetwise) +4, Listen +2, Read/Write Elven, Read/Write Language (any two), Research +4, Search +2, Sense Motive +2, Speak Elven, Speak Language (any two), Spot +2.

Feat: Archaic Weapon Proficiency, Deceptive, Iron Will, Point Blank Shot, Precise Shot, Simple Weapons Proficiency.

Talents (Charismatic Hero): Charm, coordinate.

Possessions: Stun gun, SITES M9 (9mm autoloader), 3 box magazines of 9mm ammunition (for SITES M9), casual clothes, PDA, cell phone, compass, disguise kit.

Gear Golem

Clockwork creatures animated by magic, gear golems grind and ratchet implacably toward their foes.

Gear golems are bipedal metal mechanisms consisting of struts, pistons, and countless large and small gears. Magic is their motive force, so many of the gears spin freely and don't connect to other gears.

A gear golem generally serves its creator, obeying its direct commands. Simpleminded, a gear golem can follow only the barest orders, such as "Attack them!" or "Don't let anyone past this door." If its creator can't or doesn't give it new orders, the gear golem does its best to obey the last set of instructions it was given.

In a fight, a gear golem is a straightforward, relentless foe. It often grabs foes and holds them against its whirling gears, grinding and crushing them.

Gear golems cannot speak. They typically stand 10 feet tall and weigh 4,000 pounds. A gear golem may be created using the *create golem* incantation (see Chapter Three: Spells).

Species Traits

Gear golems have the following traits:

Construct: Gear golems are immune to mind-influencing effects as well as poison, sleep, paralysis, stunning, disease, necromancy effects, and any effect that requires a Fortitude save unless the effect also works on objects or is harmless. They are not subject to critical hits, nonlethal damage, ability damage, ability drain, energy drain, or the effects of massive damage.

Speed: Gear golems are lumbering constructs that can't take run actions.

Improved Grab (Ex): To use this ability, the gear golem must hit an opponent smaller than itself with its slam attack. If it gets a hold, it attempts to grind its foe against its spinning gears as a free action (see below). See Chapter Eight: Friends and Foes in the *d20 Modern Roleplaying Game* for more information on improved grab.

Gear Grind (Ex): If the gear golem successfully grapples a creature smaller than itself, it grinds the creature with its spinning gears for 4d8 points of slashing damage each round the grapple is maintained (including the round in which the grapple is first achieved).

Detonate (Ex): When a gear golem is reduced to 0 or fewer hit points, it explodes in a 20-foot-radius burst of serrated gears and shrapnel. The explosion deals 12d8 points of slashing damage to creatures caught in the radius; a successful Reflex save (DC 19) halves the damage.

Magic Immunity (Ex): A gear golem is immune to all spells, spell-like abilities, and supernatural effects, except as follows. An electricity effect slows it (as the *slow* spell) for 3 rounds, with no saving throw. A fire effect breaks any slow effect on the golem and cures 1 point of damage for each 3 points of damage it would otherwise deal. For example, a gear golem hit by a *fireball* that would normally deal 18 points of damage instead gains back 6 hit points. The golem rolls no saving throw against fire effects.

Repairable: Gear golems cannot heal damage on their own but can be repaired using the Repair skill. A successful Repair check (DC 30) heals 1d10 points of damage, and each check represents 1 hour of work. A gear golem cannot repair itself.

Darkvision (Ex): Gear golems can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and gear golems can function with no light at all.

Gear Golem: CR 11; Large construct; HD18d10+20; hp 119; Mas —; Init –1; Spd 20 ft. (can't run); Defense 30, touch 8, flat-footed 30 (–1 Dex, –1 size, +22 natural); BAB +13; Grap +23; Atk +18 melee (1d8+9, slam); Full Atk +18 melee (1d8+6, 2 slams); FS 10 ft. by 10 ft.; Reach 10 ft.; SQ construct, improved grab, gear grind, detonate, magic immunity, darkvision 60 ft.; AL none or master; SV Fort +6, Ref +5, Will +6; AP 0; Rep +0; Str 23, Dex 9, Con —, Int —, Wis 11, Cha 1.

Skills: Hide –5.

Feats: None.

Advancement: 19–24 HD (Large); 25–54 HD (Huge).

Advanced Gear Golem: CR 13; Huge construct; HD 25d10+40; hp 177; Mas —; Init –2; Spd 30 ft. (can't run); Defense 31, touch 6, flat-footed 31 (–2 Dex, –2 size, +25 natural); BAB +17; Grap +35; Atk +25 melee (2d6+15, slam); Full Atk +25 melee (2d6+10, 2 slams); FS 15 ft. by 15 ft.; Reach 10 ft.; SQ construct, improved grab, gear grind, detonate (30-foot-radius burst; DC 22), magic immunity, darkvision 60 ft.; AL none or master; SV Fort +8, Ref +6, Will +8; AP 0; Rep +0; Str 31, Dex 7, Con —, Int —, Wis 11, Cha 1.

Skills: Hide –10.

Feats: None.

Gnome

Gnomes are short, inquisitive humanoids with a flair for adventure, illusion, and technology. Gnomes stand 3 to 3 1/2 feet tall and weigh 40 to 45 pounds. Their skin ranges from a dark tan to a woody brown, their hair is blond or light brown, and their eyes are blue. Like dwarves, they have beards but tend to keep them cropped short and neatly trimmed.

Gnomes have a fascination with technology, and as a result are drawn to computers, manufacturing, and assembly plants. They enjoy strategic planning and processes more than hands-on creation and are more "white-collar" than their "blue-collar" dwarven comrades. Gnomes also tend to favor flash over content, style over substance.

Gnomes speak their own language, Gnome. They usually take the time to learn one or more local languages as well. Particularly bright gnomes may know additional Shadow languages, including Draconic, Dwarven, Elven, Giant, Goblin, and Orc.

Species Traits

Gnomes have the following traits:

Special Combat Bonuses: Gnomes gain a +1 species bonus on attack rolls against bugbears, goblins (and other goblinoids), and kobolds. Gnomes also gain a +4 dodge bonus to their Defense against giant-type creatures (such as ogres and trolls); this bonus represents special training that gnomes undergo, during which they learn tricks that previous generations developed in their battles with giants. Note that any time a gnome loses his positive Dexterity bonus to Defense, such as when he's caught flat-footed, he loses this dodge bonus, too.

Illusion Mastery: Add +1 to the Difficulty Class for all saving throws against Illusion spells cast by gnomes.

***Speak with Animals* (Sp):** Once per day, a gnome can use *speak with animals* as a spell-like ability to speak with a burrowing mammal (a mole, gopher, ground hog, and so forth). It has a duration of 1 minute, and the gnome is considered a 1st-level caster when he uses this ability, regardless of his actual level.

Low-Light Vision (Ex): Gnomes can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Saving Throw Bonus: Gnomes gain a +2 species bonus on saving throws against illusions.

Skill Bonuses: Gnomes gain a +2 species bonus on Listen checks. Gnomes who have one or more ranks in the Craft (pharmaceutical) skill also gain a +2 species bonus on Craft (pharmaceutical) checks.

Bonus Feats: Gnomes gain the bonus feat Archaic Weapons Proficiency. They may treat gnome hooked hammers



(see Chapter Two: Equipment) as archaic weapons instead of exotic weapons.

Gnomes with Charisma scores of 10 or higher gain the bonus feat Magical Heritage.

Gnome: CR 1/2; Small humanoid (Shadowkind); HD 1d8+1; hp 5; Mas 12; Init +0; Spd 20 ft.; Defense 11, touch 11, flat-footed 11 (+1 size); BAB +0; Grap –5; Atk +0 melee (1d3–1 nonlethal, unarmed strike) or +0 melee (1d3 electricity plus paralysis, stun gun) or +1 ranged (blindness, pepper spray); Full Atk +0 melee (1d3–1 nonlethal, unarmed strike) or +0 melee (1d3 electricity plus stun, stun gun) or +1 ranged (blindness, pepper spray); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ special combat bonuses, illusion mastery, *speak with animals* 1/day, low-light vision; AL varies; SV Fort +1, Ref +2, Will +0; AP 0; Rep +0; Str 8, Dex 11, Con 12, Int 11, Wis 10, Cha 11.

Skills: Computer Use +1, Craft (pharmaceutical) +3, Hide +4, Knowledge (technology) +1, Listen +3, Read/Write Gnome, Speak Gnome, Speak Language (any one), Spot +1.

Feats: Archaic Weapons Proficiency, Magical Heritage, Simple Weapons Proficiency.

Spell-like Abilities: 1/day—*light, mage hand, prestidigitation*. Caster level 1st.

Possessions: Stun gun, pepper spray, windbreaker, casual clothes, cell phone, PDA.

Advancement: By character class.

Gnome Smart Hero 3/Shadowjack 3: CR 6; Small humanoid (Shadowkind); HD 3d6+6 plus 3d6+6; hp 38; Mas 12; Init +0; Spd 20 ft.; Defense 16, touch 16, flat-footed 14 (+1 size, +2 Dex, +3 class); BAB +2; Grap –3; Atk +2 melee (1d3–1 nonlethal, unarmed strike) or +2 melee (1d3 electricity plus paralysis, stun gun) or +5 ranged (blindness, pepper spray); Full Atk +2 melee (1d3–1 nonlethal, unarmed strike) or +1 melee (1d3 electricity plus stun, stun gun) or +5 ranged (blindness, pepper spray); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ special combat bonuses, illusion mastery, *speak with animals* 1/day, low-light vision, read/write code, online presence; AL varies; SV Fort +4, Ref +4, Will +4; AP 3; Rep +5; Str 8, Dex 15, Con 14, Int 15, Wis 8, Cha 13.

Skills: Computer Use +8, Craft (electronic) +8, Craft (pharmaceutical) +6, Decipher Script +8, Disable Device +8, Forgery +6, Gather Information +5, Hide +6, Knowledge (business) +8, Knowledge (current events) +6, Knowledge (popular culture) +6, Knowledge (technology) +8, Listen +1, Profession (any one) +3, Read/Write Gnome, Read/Write Language (any two), Repair +8, Research +11, Search +6, Speak Gnome, Speak Language (any two).

Feats: Archaic Weapons Proficiency, Educated (business, technology), Gearhead, Magical Heritage, Renown, Simple Weapons Proficiency, Studious.

Talents (Smart Hero): Linguist, savant (Research).

Spell-like Abilities: 1/day—*mage hand, message, prestidigitation*. Caster level 1st.

Possessions: Stun gun, pepper spray, windbreaker or overcoat, casual clothes, cell phone, PDA, notebook computer, multipurpose tool.

Gremlin

Gremlins are diminutive, technologically advanced fey who show not only a knack for mechanical and electronic devices but take special glee in infesting them, using them, and dismantling them. Gremlins have oversized heads, greenish skin, and large, luminous eyes. They stand between 6 and 8 inches tall and have 2-foot wingspans.

Gremlins delight in taking things apart, and then breaking or scattering the pieces. When they do reassemble something (usually out of duress or irritation), their creations tend to be temporary lash-ups as opposed to permanent improvements.

Gremlins are individually irritating but dangerous in large groups where they can help each other tear apart mechanical and electronic devices. They are almost commonly encountered in industrial areas but can infest a home garage or an office as easily as an assembly plant.

Gremlins first entered popular culture during World War II, which suggests they may have crossed into our world through Shadow at that time.



Gear golem



Grendelspawn JW

Species Traits

Gremlins have the following traits:

Disassemble Device (Ex): When making a Disable Device check, a gremlin completely disassembles the device if the check result is 5 or more higher than the DC of the skill check. Reassembling the device requires a successful Repair check against a DC equal to the gremlin's Disable Device check result.

Mystic Aid (Su): When a gremlin aids another gremlin with a Disable Device check, the aid another attempt succeeds automatically, granting a +2 bonus to the check. The gremlin providing the aid must be adjacent to the gremlin performing the check.

Spell-like Abilities: 1/day—*degauss, haywire, machine invisibility* (DC 13), *power device*. Caster level 1st.

Low-Light Vision (Ex): Gremlins can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Jury-Rigged Repair: Gremlins may only use the Repair skill to jury-rig.

Skill Bonuses: Gremlins gain a +4 species bonus on Demolition and Disable Device skill checks.

Gremlin: CR 1/6; Diminutive fey; HD 1/8d6–1; hp 1; Mas 9; Init +4; Spd 5 ft., fly 30 ft. (good); Defense 18, touch 18, flat-footed 14 (+4 size, +4 Dex); BAB +0; Grap –17; Atk –1 melee (1, claw or tiny wrench); Full Atk –1 melee (1, claw or tiny wrench) or +8 ranged; FS 1 ft. by 1 ft.; Reach 0 ft.; SQ disassemble device, mystic aid, spell-like abilities, low-light vision, jury-rigged repair; AL none; SV Fort –1, Ref +4, Will +4; AP 0; Rep +0; Str 1, Dex 18, Con 9, Int 14, Wis 14, Cha 10.

Skills: Computer Use +6, Craft (electronic) +6, Craft (mechanical) +6, Disable Device +12, Demolitions +10, Escape Artist +8, Hide +18, Listen +8, Move Silently +12, Repair +4, Spot +8, Tumble +8.

Feat: Alertness, Builder (electronic, mechanical), Simple Weapons Proficiency, Stealthy.

Advancement: None.

Grendelspawn

The product of eldritch experimentation, grendelspawn are fierce predators that make effective, if dangerous, guardians or trackers. Relentless hunters, they possess keen senses, razor-sharp teeth and claws, and the ability to spit acid. Two types of grendelspawn, hunters and queens, are currently known. In time, further magic research may yield other subspecies of grendelspawn.

Grendelspawn hunters, the most common kind, are vaguely reptilian quadrupeds the size of a human. They constantly salivate through their bared fangs. Grendelspawn queens are as large as an elephant. They have tentacles in addition to claws and teeth, but their bulk makes them much slower than the hunters.

Grendelspawn queens are always female. Impregnated magically, they give birth to dozens of sexless hunters that grow to full maturity in six months. The sexless hunters instinctively protect the queen and, by extension, anything else around the queen's location. They can be trained as easily as dogs can, but no amount of training will override their imperative to protect the queen.

Grendelspawn hiss and growl but seem to have no language of their own.

Species Traits

Grendelspawn have the following traits:

Acid Spit (Ex): Grendelspawn can spit acid up to 20 feet away as a ranged touch attack; if the acid hits, it deals 2d6 points of acid damage per round until it's washed off with at least a gallon of water (a full-round action) or until 1 minute passes. A grendelspawn hunter can spit acid twice per day; a grendelspawn queen can spit acid at will.

Rage (Ex): A grendelspawn that takes damage in combat flies into a berserk rage the following round, clawing and biting madly until either it or its opponent is dead. An enraged grendelspawn gains +4 Strength and +4 Constitution, and it suffers a –2 penalty to Defense. The creature cannot begin or end its rage voluntarily.

Scent (Ex): This ability allows the grendelspawn to detect approaching enemies, sniff out hidden foes, and track by scent. See Chapter Eight: Friends and Foes in the *d20 Modern Roleplaying Game* for more information on scent.

Keen Sight (Ex): Grendelspawn have darkvision with a range of 60 feet and low-light vision.



Grendelspawn Hunter

Hunters tend to travel in small packs of three to six. Though only marginally intelligent, they often display the cunning common to many predators.

Grendelspawn Hunter: CR 6; Medium magical beast; HD 9d10+27; hp 76; Mas 17; Init +2; Spd 40 ft., climb 20 ft.; Defense 18, touch 12, flat-footed 16 (+2 Dex, +6 natural); BAB +9; Grap +14; Atk +14 melee (1d6+5, bite) or +11 ranged touch (2d6, acid spit); Full Atk +14 melee (1d4+5, 2 claws), +12 melee (1d6+2, bite) or +11 ranged touch (2d6, acid spit); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ acid spit (2/day), rage, scent, keen sight; AL queen, master; SV Fort +9, Ref +8, Will +4; AP 0; Rep +0; Str 20, Dex 15, Con 17, Int 3, Wis 12, Cha 11.

Skills: Climb +13, Listen +6, Spot +6, Survival +5.

Feats: Combat Reflexes, Multiattack, Track.

Rage (Ex): When raging, a grendelspawn hunter gains 18 hit points. Its other statistics change as follows: Mas 21; Defense 16, touch 10, flat-footed 14; Grap +16; Atk +16 melee (1d6+7, bite); Full Atk +16 melee (1d4+7, 2 claws), +14 melee (1d6+3, bite); SV Fort +11; Str 24, Con 21.

Possessions: None.

Advancement: 10–15 HD (Medium); 16–27 HD (Large).

Grendelspawn Queen

Grendelspawn queens are generally solitary, although sometimes a small cluster of them will cooperate long enough to protect a joint clutch of eggs. They have a ruthless intellect devoted solely to the protection of their progeny.

The grendelspawn queen gains the following additional special qualities:

Improved Grab (Ex): To use this ability, a grendelspawn queen must hit with its tentacle slam. If it gets a hold, it can constrict (see below).

Constrict (Ex): A grendelspawn queen deals automatic tentacle damage with a successful grapple check against creatures smaller than itself.

Grendelspawn Queen: CR 12; Huge magical beast; HD 14d10+70; hp 147; Mas 21; Init +0; Spd 20 ft.; Defense 22, touch 8, flat-footed 22 (–2 size, +14 natural); BAB +14; Grap +30; Atk +20 melee (2d6+12, bite) or +12 ranged touch (2d6, acid spit); Full Atk +20 melee (2d4+8, 2 claws), +18 melee (2d6+4, bite), +18 melee (1d6+4, 2 tentacle slams) or +12 ranged touch (2d6, acid spit); FS 15 ft. by 15 ft.; Reach 10 ft.; SQ acid spit (at will), rage, improved grab, constrict, scent, keen sight; AL eggs; SV Fort +14, Ref +9, Will +5; AP 0; Rep +0; Str 26, Dex 10, Con 21, Int 13, Wis 12, Cha 15.

Skills: Hide –8, Intimidate +15, Listen +14, Spot +14.

Feats: Blind-Fight, Combat Expertise, Frightful Presence, Multiattack, Power Attack.

Rage (Ex): When raging, a grendelspawn queen gains 28 hit points. Her other statistics change as follows: Mas 25; Defense 20, touch 6, flat-footed 20; Grap +32; Atk +22 melee (2d6+15, bite); Full Atk +22 melee (2d4+10, 2 claws), +20 melee (2d6+5, bite), +20 melee (1d6+5, 2 tentacle slams); SV Fort +16; Str 30, Con 25.

Possessions: None.

Advancement: 15–32 HD (Huge); 33–42 HD (Gargantuan).

Halfling

Halflings are short, resourceful humanoids with a knack for survival. Halflings stand around 3 feet tall and weigh about 35 pounds. Their skin tends to be ruddy, and their hair usually black and straight. Halfling males may wear sideburns but are otherwise clean-shaven. They have brown or black eyes.

Halflings integrate easily into other societies, and some individuals can be found living among humans and other species. Intrepid, curious, and surprisingly fearless, they treat life as an adventure and seize every opportunity to spice up their humdrum lives. Frugal opportunists, halflings frequently pose as human children to reap the benefits that society offers, such as child discounts for movie tickets and fast food.

Halflings read, write, and speak their own language. Particularly intelligent halflings know other languages as well, including any of the following Shadow languages: Dwarven, Elven, Gnome, Goblin, and Orc.

Species Traits

Halflings have the following traits:

Special Combat Bonuses: Halflings gain a +1 species bonus on attacks with thrown weapons and slings.

Saving Throw Bonuses: Halflings gain a +1 species bonus on all saving throws. In addition, they gain an additional +2 morale bonus on saving throws against fear.

Skill Bonuses: Halflings gain a +2 species bonus on Climb, Jump, Listen, and Move Silently checks. In addition, halflings gain the bonus skills Read/Write Language (any one) and Speak Language (any one).

Bonus Feat: Halflings gain the bonus feat Archaic Weapons Proficiency.

Halfling: CR 1/2; Small humanoid (Shadowkind); HD 1d8; hp 4; Mas 10; Init +1; Spd 20 ft.; Defense 12, touch 12, flat-footed 11 (+1 size, +1 Dex); BAB +0; Grap –5; Atk +0 melee (1d3–1 nonlethal, unarmed) or +0 melee (1d4–1/19–20, knife) or +1 ranged (1d4 electricity plus paralysis, taser) or +3 ranged (1d3, slingshot); Full Atk +0 melee (1d3–1 nonlethal, unarmed) or +0 melee (1d4–1/19–20, knife) or +2 ranged (1d4 electricity plus paralysis, taser) or +3 ranged (1d3, slingshot); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ special combat bonuses; AL varies; SV Fort +1, Ref +4, Will +1; AP 0; Rep +0; Str 8, Dex 13, Con 10, Int 11, Wis 10, Cha 11.

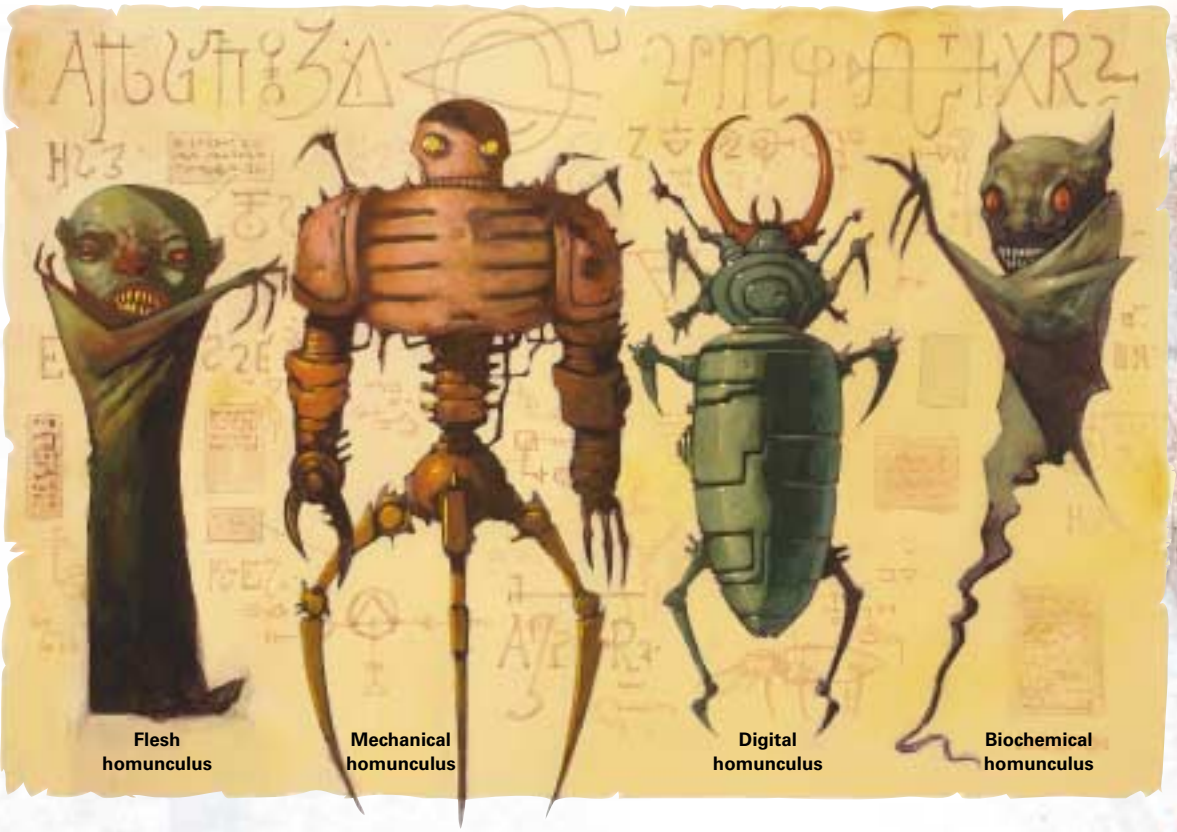
Skills: Bluff +1, Climb +1, Diplomacy +2, Hide +5, Jump +1, Knowledge (any one) +1, Listen +2, Move Silently +3, Read/Write Halfling, Read/Write Language (any one), Sleight of Hand +3, Speak Halfling, Speak Language (any one).

Feats: Archaic Weapons Proficiency, Simple Weapons Proficiency.

Possessions: Slingshot, knife, taser, casual clothes, disposable camera.

Advancement: By character class.

Halfling Fast Hero 1/Charismatic Hero 1: CR 2; Small humanoid (Shadowkind); HD 1d8 plus 1d6; hp 11; Mas 10; Init +3; Spd 20 ft.; Defense 17, touch 17, flat-footed 14 (+1 size, +3 Dex, +3 class); BAB +0; Grap –4; Atk +1 melee (1d3 nonlethal, unarmed strike) or +1 melee (1d4/19–20, knife) or +4 ranged (2d4, Pathfinder) or +4 ranged (1d4 electricity plus paralysis, taser) or +5 ranged (1d3, slingshot); Full Atk +1 melee (1d3 nonlethal, unarmed strike) or +1 melee (1d4/19–20, knife) or +4 ranged (2d4, Pathfinder) or +4 ranged (1d4



electricity plus paralysis, taser) or +5 ranged (1d3, slingshot); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ special combat bonuses; AL varies; SV Fort +2, Ref +6, Will +0; AP 1; Rep +2; Str 10, Dex 17, Con 10, Int 14, Wis 8, Cha 13.

Skills: Balance +5, Bluff +3, Climb +2, Diplomacy +3, Escape Artist +5, Gather Information +3, Hide +11, Jump +2, Knowledge (current events) +3, Knowledge (popular culture) +4, Knowledge (streetwise) +4, Listen +3, Move Silently +7, Perform (any one) +2, Read/Write Halfling, Read/Write Language (any three), Sleight of Hand +7, Speak Halfling, Speak Language (any three), Tumble +7.

Feats: Archaic Weapons Proficiency, Personal Firearms Proficiency, Simple Weapons Proficiency.

Talent (Fast Hero): Evasion.

Talent (Charismatic Hero): Fast-talk.

Possessions: Slingshot, knife, loaded Pathfinder (.22 revolver), speed loader (with 6 extra .22 rounds), taser, casual clothes, disposable camera.

Homunculus

A homunculus is a miniature, disposable servant created by a Techno Mage to serve as his eyes and ears elsewhere. Although their appearance varies wildly depending on which Craft skill is used to create them (see the Creating a Homunculus sidebar for details), homunculi are generally about 18 inches tall with a wingspan of 2 feet. All are considered constructs but have different abilities, as noted below.

Most homunculi cannot speak, with exceptions noted below. However, the process of creating a homunculus links it telepathically with its creator. It knows what its master knows and can convey to her everything it sees and hears, up to a range of 1 mile. A homunculus never willingly travels beyond this range; if taken beyond the 1-mile range, it loses telepathic contact with its creator and seeks to regain contact at all costs. If a homunculus is slain, its creator immediately takes 2d10 points of damage. If the master is slain, the homunculus is immediately destroyed.

Species Traits

Homunculi have the following traits:

Construct: Homunculi are immune to mind-influencing effects, as well as poison, sleep, paralysis, stunning, disease, necromancy effects, and any effect that requires a Fortitude save unless the effect also works on objects or is harmless. They are not subject to critical hits, nonlethal damage, ability damage, ability drain, energy drain, or the effects of massive damage.

Repairable: Homunculi cannot heal damage on their own but can be repaired using the Repair skill. A successful Repair check (DC 30) heals 1d10 points of damage, and each check represents 1 hour of work. A homunculus cannot repair itself unless it has one or more ranks in the Repair skill.

Darkvision (Ex): Homunculi can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and homunculi can function with no light at all.

Biochemical Homunculus

A biochemical homunculus is made using the Craft (pharmaceutical) skill and appears as a roughly humanoid wisp of vapor. It can merge with another living being and see through its eyes.

Incorporeal (Ex): A biochemical homunculus can be harmed only by other incorporeal creatures, +1 or better magic weapons, and spells, spell-like abilities, and supernatural abilities. It is immune to nonmagical attack forms. Even when hit by spells or magic weapons, it has a 50% chance to ignore damage from a corporeal source (except for force effects, such as *magic missile*, or attacks made with ghost touch weapons). It can pass through solid objects at will, but not force effects (such as a *wall of force*). Its attacks ignore natural armor,



Creating a Homunculus

Techno Mages have the ability to construct homunculi. Creating a homunculus requires time, skill, equipment, and various raw materials (including a pint of the creator's blood) that are consumed during the construction process.

Acquiring the necessary equipment and supplies to build a homunculus requires a successful Wealth check (DC 20).

Once the necessary supplies are obtained, a Techno Mage must spend 1 week building the homunculus. During this time, the Techno Mage must labor for 8 hours a day. A character not actively working on the ritual must rest and perform no other activities except eating, sleeping or talking. If she misses a day, the process fails, and the ritual must begin anew. At the end of the period, the Techno Mage makes an appropriate Craft check (DC 20). The type of Craft check depends on the nature of the homunculus; for example, creating a flesh homunculus requires a Craft (chemical) skill check. A successful check means the procedure has worked. A failed check indicates that the process has failed, although the Techno Mage may start again from scratch. A Techno Mage cannot take 10 or take 20 on the Craft check.

A Techno Mage can create an advanced homunculus with more than 2 Hit Dice (maximum 6 Hit Dice). Each extra Hit Die adds +2 to the purchase DC and +2 to the Craft check DC. For example, creating a 3-HD homunculus sets the purchase DC at 22 and requires a successful Craft check against DC 22.

The Techno Mage may create any number of homunculi. However, when a homunculi perishes, its death deals 2d10 points of damage to the Techno Mage. Homunculi are constructs and, as such, may be stored until needed.

armor, and shields, although deflection bonuses and force effects (such as mage armor) work normally against it.

A biochemical homunculi moves silently and cannot be heard with Listen checks. It has no Strength score, so its Dexterity modifier applies both to its melee and ranged attacks. Nonvisual senses, such as blindsight and scent, do not function against biochemical homunculi. A biochemical homunculi cannot be tripped or grappled by a corporeal attacker.

Creature Meld (Su): With a successful melee touch attack, a biochemical homunculus can meld with a living organism of Tiny size or larger and see through that creature's eyes. It gains none of the host creature's other senses and exerts no telepathic control over the host creature. If a melded biochemical homunculus is taken more than 1 mile from its creator, it separates from the host creature as a move action and returns to its master with all due haste. If its host creature is slain, the melded biochemical homunculus is immediately destroyed as well.

Biochemical Homunculus: CR 1; Tiny construct (incorporeal); HD 2d10; hp 11; Mas —; Init +2; Spd 20 ft., fly 50 ft. (good); Defense 15, touch 15, flat-footed 13 (+2 size, +2 Dex, +1 deflection); BAB +1; Grap —; Atk +5 melee (1d2, bite); Full Atk +5 melee (1d2, bite); FS 2 1/2 ft. by 2 1/2 ft.; Reach 0 ft.; SQ construct, repairable, incorporeal, darkvision 60 ft., creature meld; AL master; SV Fort +0, Ref +2, Will +1; AP 0; Rep +0; Str —, Dex 15, Con —, Int 10, Wis12, Cha 7.

Skills: Hide +10.
Feats: None.
Advancement: 3–6 HD (Tiny).

Digital Homunculus

A digital homunculus is made with the Craft (electronic) skill and resembles a mechanical insect. It has the ability to uplink with electronic devices.

Electronic Interface (Ex): A digital homunculus can attach itself to an electronic device, such as a cell phone or computer, and provide a direct link between the device and its master. Provided the homunculus and its master are within 1 mile of each other, the master can use the homunculus's interface to operate the device by remote. The homunculus also provides a +2 equipment bonus on its master's Computer Use and Disable Device skill checks provided it can attach itself to the computer or device through which (or against which) these skills are applied.

The digital homunculus must succeed at a melee touch attack to attach to any device in another creature's possession. It loses its Dexterity bonus to Defense while connected to a device.

Digital Homunculus: CR 1; Tiny construct; HD 2d10; hp 11; Mas —; Init +2; Spd 20 ft., fly 50 ft. (good); Defense 16, touch 14, flat-footed 14 (+2 size, +2 Dex, +2 natural); BAB +1; Grap –9; Atk +1 melee (1d4–2, bite); Full Atk +1 melee (1d4–2, bite); FS 2 1/2 ft. by 2 1/2 ft.; Reach 0 ft.; SQ construct, repairable, darkvision 60 ft., electronic interface; AL master; SV Fort +0, Ref +2, Will +1; AP 0; Rep +0; Str 7, Dex 15, Con —, Int 10, Wis12, Cha 7.

Skills: Hide +10.
Feats: None.
Advancement: 3–6 HD (Tiny).

Flesh Homunculus

A flesh homunculus is formed from the living tissue of the Techno Mage. It resembles an emaciated, bipedal bat with needlelike fangs that inject a sleep-inducing venom. It is constructed using the Craft (chemical) skill.

Poison (Ex): Venomous bite: Fortitude save (DC 12); initial damage sleep for 1 minute; secondary damage sleep for another 5d6 minutes.

Damage Reduction 5/+1 (Ex): A flesh homunculus ignores the first 5 points of damage dealt by a nonmagical weapon.

Fast Healing 3 (Ex): A flesh homunculus heals 3 points of damage each round so long as its master is alive and the homunculus has at least 1 hit point.

Flesh Homunculus: CR 1; Tiny construct; HD 2d10; hp 11; Mas —; Init +2; Spd 20 ft., fly 50 ft. (good); Defense 14, touch 14, flat-footed 12 (+2 size, +2 Dex); BAB +1; Grap –9; Atk +1 melee (1d3–2, bite); Full Atk +1 melee (1d3–2, bite); FS 2 1/2 ft. by 2 1/2 ft.; Reach 0 ft.; SQ construct, repairable, darkvision 60 ft., poison, damage reduction 5/+1, fast healing; AL master; SV Fort +0, Ref +2, Will +1; AP 0; Rep +0; Str 7, Dex 14, Con —, Int 10, Wis12, Cha 7.

Skills: Hide +10.
Feats: None.
Advancement: 3–6 HD (Tiny).



Living dumpster

Mechanical Homunculus

A mechanical homunculus is made of metal and resembles a miniature robot. It is constructed using the Craft (mechanical) skill. This homunculus has limited artificial intelligence, allowing its master to program it with specific skills.

Darkvision (Ex): The mechanical homunculus has night vision sensors that improve the range of its darkvision to 120 feet.

Acid Spittle (Ex): The bite of a mechanical homunculus injects mild acid that deals an additional 1d6 points of acid damage. The fumes of this acid are not poisonous.

Skills: A mechanical homunculus has 10 skill points, which its master assigns to specific skills when the homunculus is first created. The skill ranks can be assigned only to the following skills: Computer Use, Decipher Script, Demolitions, Disable Device, Knowledge (any), Listen, Navigate, Read/Write Language (any), Repair, Search, Speak Language (any), and Spot. No skill can have more than 5 ranks assigned to it, and all of the skills are treated as class skills.

A damaged mechanical homunculus with one or more ranks of Repair can attempt to repair itself or aid another's attempts to repair it (see Aiding Another in Chapter Four: Skills of the *d20 Modern Roleplaying Game*).

Mechanical Homunculus: CR 1; Tiny construct; HD 2d10; hp 11; Mas —; Init +2; Spd 10 ft., fly 30 ft. (average); Defense 15, touch 14, flat-footed 13 (+2 size, +2 Dex, +1 natural); BAB +1; Grap –8; Atk +2 melee (1d3–1 plus 1d6 acid, bite); Full Atk +2 melee (1d3–1 plus 1d6 acid, bite); FS 2 1/2 ft. by 2 1/2 ft.; Reach 0 ft.; SQ construct, repairable, darkvision 120 ft., acid spittle, skills; AL master; SV Fort +0, Ref +2, Will +1; AP 0; Rep +0; Str 8, Dex 14, Con —, Int 10, Wis12, Cha 7.

Skills: Disable Device +3, Hide +10, Listen +3, Repair +4, Speak Language (any one), Spot +3.

Feats: None.

Advancement: 3–6 HD (Tiny).

Leechwalker

The leechwalker is a thirsty creature of Shadow that can drain a person of all his blood in a matter of seconds. In our world, leechwalkers lurk in isolated and underground locations.

A leechwalker appears to be a massive human covered in dark, writhing leeches. It has a humanoid form, but no recognizable features. Its body is slick, as if coated with a thin layer of slime, and it has an impossibly bloated stomach.

Leechwalkers are incapable of analyzing prey, so they fearlessly attack to kill regardless of their opponents' capabilities. They usually try to grab a foe, hoping to drain blood through the thousands of tiny mouths that cover their hides.

Species Traits

Leechwalkers have the following traits:

All-Around Vision (Ex): A leechwalker can see in all directions at once. Because of this, it gains a +4 species bonus on Search and Spot checks, and it cannot be flanked.

Blood Drink (Ex): A leechwalker can drink the blood of a grabbed victim with a successful grapple check. This attack deals 2d4 points of Constitution damage.

Improved Grab (Ex): If a leechwalker hits an opponent that is its own size or smaller with a tentacle rake attack, it



deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity. If it successfully grapples, it can use its blood drink ability in the same round. Thereafter, each successful grapple check automatically deals tentacle rake damage and blood drink damage.

Vermin Traits: A leechwalker is immune to all mind-affecting effects. It also has darkvision (60-foot range).

Wounding (Ex): Damage resulting from the leechwalker's tentacle rake attack is a wound that bleeds for an additional 3 points of damage every round thereafter. Multiple wounds result in cumulative blood loss (two successful rake attacks mean blood lose of 6 points per round, and so on). The bleeding can be stopped by a successful Treat Injury check (DC 10) or the application of a *cure* spell or some other healing spell.

Leechwalker: CR 10; Medium vermin; HD 13d8 +39; hp 97; Mas 16; Init +0; Spd 30 ft., swim 20 ft.; Defense 12, touch 10, flat-footed 12 (+2 natural); BAB +9; Grap +13; Atk +13 melee (1d8+4 plus wounding, tentacle rake); Full Atk +13/+13 melee (1d8+4 plus wounding × 2, tentacle rakes); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ All-around vision, blood drink, improved grab, vermin traits, wounding; AL none; SV Fort +11, Ref +4, Will +5; AP 0; Rep +0; Str 18, Dex 11, Con 16, Int —, Wis 13, Cha 7.

Skills: Hide +3, Listen +5, Move Silently +5, Search +4, Spot +8, Swim +12.

Feats: None.

Possessions: None.

Advancement: 14–26 HD (Medium); 27–39 HD (Large).

Living Dumpster

People who live in the city try to ignore the filth that surrounds them, which makes the living dumpster an effective urban predator. Camouflaging itself among the detritus of a city alley, it waits for victims to walk nearby. Then it comes to life, smashing them against the alley walls before scooping them up and digesting them within its cavernous interior.

Living dumpsters resemble their ordinary counterparts, with large swinging doors on the top and small caster wheels on the bottom. Their steel sides are covered in graffiti, although few graffiti artists live long enough to finish tagging a living dumpster. Unfinished graffiti is one clue to identifying a living dumpster. Another clue is the pattern of blood spatters on nearby alley walls.

Most of the time, a living dumpster is a dormant receptacle for trash. But every few weeks, it needs to feed. As a carnivore, it can't draw sustenance from garbage—unless it takes up position behind a butcher's shop. It prefers to ambush unsuspecting passersby, usually at night. The living dumpster uses its great bulk to smash a victim against the walls of the alley, then swallow its meal whole. It's smart enough to know that too many disappearances in the same alley will attract attention, so it periodically rolls itself into a new alley, waiting until foggy nights when it won't be observed.

The living dumpster has no limbs, but it can roll itself around on its wheels and open and close its lid at will. It can also tip itself over on its front to scoop up a victim, then right itself. If the living dumpster swallows a living victim whole, it can shake itself vigorously to pulverize its meal against the interior walls.

Living dumpsters do not speak. They weigh between 500 and 1,000 pounds, depending on how much trash they have inside them.

Species Traits

Living dumpsters have the following traits:

Construct: Living dumpsters are immune to mind-influencing effects, as well as poison, sleep, paralysis, stunning, disease, necromancy effects, and any effect that requires a Fortitude save unless the effect also works on objects or is harmless. They are not subject to critical hits, nonlethal damage, ability damage, ability drain, energy drain, or the effects of massive damage.

Wheels: Because the living dumpster relies on small caster wheels for locomotion, its speed is reduced by half on very soft or soft surfaces such as mud or thick lawns. It can't negotiate stairs, although it can hop up or down a curb without difficulty.

Wall Smash (Ex): If a living dumpster bull rushes a foe against a wall, it can make a free slam attack against that foe. If the attack succeeds, it deals 2d8+18 points of damage.

Swallow Whole (Ex): If a living dumpster successfully grapples a creature smaller than itself, it can attempt to swallow the creature. If the living dumpster succeeds at a second grapple check, the grappled opponent is swallowed whole. Swallowed characters take 1d8+9 points of damage per round from the vigorous shaking of the living dumpster. The swallowed creature can attack the living dumpster from inside using either its natural weapons or a Small, Tiny, or Diminutive weapon. A living dumpster can hold two Medium creatures (or four Small creatures) at a time.

Darkvision (Ex): Living dumpsters can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and gear golems can function with no light at all.

Living Dumpster: CR 5; Large construct; HD 8d10+20; hp 64; Mas —; Init –2; Spd 30 ft.; Defense 19, touch 7, flat-footed 19 (–2 Dex, –1 size, +12 natural); BAB +6; Grap +16; Atk +11 melee (1d8+9, slam); Full Atk +11 melee (1d8+9, slam); FS 10 ft. by 10 ft.; Reach 5 ft.; SQ construct, wheels, wall smash 2d8+18, swallow whole, darkvision 60 ft.; AL none; SV Fort +2, Ref +0, Will +2; AP 0; Rep +0; Str 22, Dex 7, Con —, Int —, Wis 10, Cha 1.

Skills: Hide –6.

Feats: None.

Possessions: None.

Advancement: 9–18 HD (Large); 19–24 HD (Huge).

Advanced Living Dumpster: CR 9; Huge construct; HD 23d10+40; hp 166; Mas —; Init –2; Spd 30 ft.; Defense 20, touch 5, flat-footed 20 (–3 Dex, –2 size, +15 natural); BAB +18; Grap +36; Atk +26 melee (2d6+15, slam); Full Atk +26 melee (2d6+15, slam); FS 15 ft. by 15 ft.; Reach 5 ft.; SQ construct, wheels, wall smash 4d6+30, swallow whole (holds 4 Medium creatures or 8 Small creatures), darkvision 60 ft.; AL none; SV Fort +7, Ref +5, Will +7; AP 0; Rep +0; Str 30, Dex 5, Con —, Int —, Wis 10, Cha 1.

Skills: Hide –11.

Feats: None.

Possessions: None.

Lizard

Lizards include small lizards, such as the iguana (up to 1 foot long), and larger reptiles such as monitor lizards (3–5 feet long) and kimodo dragons (6–10 feet long).

Species Traits

Lizards have the following traits:

Poison (Ex): Some species of giant lizard have a poisonous bite. Bite: Fortitude save (DC 14); initial and secondary 1d3 Strength damage.

Low-Light Vision (Ex): Lizards can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Skill Bonuses: Lizards use their Dexterity modifier for Climb checks. They gain a +8 species bonus on Balance checks and a +4 species bonus on Hide and Move Silently checks. In wooded or overgrown areas, the species bonus on Hide checks improves to +8.

Bonus Feat: Lizards gain the bonus feat Weapon Finesse (bite).

Lizard: CR 1/6; Tiny animal; HD 1/2 d8; hp 2; Mas 10; Init +2; Spd 20 ft., climb 20 ft.; Defense 14, touch 14, flat-footed 12 (+2 size, +2 Dex); BAB +0; Grap –12; Atk +4 melee (1d3–4, bite); Full Atk +4 melee (1d3–4, bite); FS 2 1/2 ft. by 2 1/2 ft.; Reach 0 ft.; SQ low-light vision; AL none; SV Fort +2, Ref +4, Will +1; AP 0; Rep +0; Str 3, Dex 15, Con 10, Int 2, Wis 12, Cha 2.

Skills: Balance +10, Climb +6, Hide +14 (+18 in wooded or overgrown areas), Listen +5, Move Silently +6, Spot +5.

Feats: Weapon Finesse (bite).

Advancement: None.

Giant Lizard: CR 2; Medium animal; HD 3d8+9; hp 22; Mas 17; Init +2; Spd 30 ft., climb 30 ft., swim 30 ft.; Defense 15, touch 12, flat-footed 13 (+2 Dex, +3 natural); BAB +2; Grap +5; Atk +5 melee (1d8+4, bite); Full Atk +5 melee (1d8+4, bite); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ Poison, low-light vision; AL none; SV Fort +6, Ref +5, Will +2; AP 0; Rep +0; Str 17, Dex 15, Con 17, Int 2, Wis 12, Cha 2.

Skills: Balance +10, Climb +13, Hide +6 (+10 in wooded or overgrown areas), Listen +5, Move Silently +6, Spot +5, Swim +11.

Feats: None.

Advancement: 4–5 HD (Medium); 6–18 HD (Large); 19–32 HD (Huge); 33–45 HD (Gargantuan).

Octopus

Octopi are eight-limbed oceanic invertebrates. Small versions tend to be dangerous only to their prey, while larger versions (up to 10 feet across) tend to be aggressive and territorial hunters. In addition, some small octopi (such as the blue-ringed octopus) are venomous.

Species Traits

Octopi have the following traits:

Aquatic: Octopi can move in water without making Swim checks and cannot drown in water.

Improved Grab (Ex): To use this ability, a normal octopus must hit with its tentacle attack (which itself deals no damage). If it gets a hold, it automatically deals bite damage each round the hold is maintained. If a giant octopus successfully hits with a tentacle slam against a target smaller than itself, it can deal automatic bite damage each round or it can constrict (see below).

Constrict (Ex): A giant octopus that succeeds in grappling an opponent smaller than itself deals 1d4+5 points of damage per round as it constricts.

Poison (Ex): Some small octopi have venomous bites. Bite: Fortitude save (DC 10 + 1/2 octopus's Hit Dice + octopus's Constitution modifier); initial and secondary 1d2 Strength damage.

Ink Cloud (Ex): Both the octopus and giant octopus can emit a cloud of jet-black ink as a free action. The normal octopus's ink cloud is a 10-foot cube, while the giant octopus's ink cloud fills a 20-foot cube. The cloud provides total concealment, which the octopus normally uses to escape a losing fight. All vision within the cloud is obscured.

Jet (Ex): An octopus or giant octopus can jet backward once a round as a full-round action, at a speed of 200 feet.

Low-Light Vision (Ex): Lizards can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Skill Bonuses: Both octopi and giant octopi can change colors and squeeze into small spaces. They gain a +4 species bonus on Hide checks and a +10 species bonus on Escape Artist checks.

Bonus Feats: Normal octopi gain the bonus feats Weapon Finesse (bite) and Weapon Finesse (tentacles).

Octopus: CR 1/6 (1/2 if venomous); Small animal; HD 1/2 d8; hp 2; Mas 11; Init +3; Spd 5 ft., swim 30 ft.; Defense 15, touch 14, flat-footed 12 (+1 size, +3 Dex, +1 natural); BAB +0; Grap –3; Atk +4 melee (special, tentacles); Full Atk +4 melee (special, tentacles), –1 melee (1d4, bite); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ Aquatic, improved grab, poison (DC 10), ink cloud, jet, low-light vision; AL none; SV Fort +2, Ref +5, Will +1; AP 0; Rep +0; Str 10, Dex 17, Con 11, Int 3, Wis 12, Cha 3.

Skills: Escape Artist +13, Hide +7, Listen +5, Move Silently +5, Spot +5.

Feats: Weapon Finesse (bite, tentacles).

Advancement: 1–2 HD (Small); 3–7 HD (Medium).

Giant Octopus: CR 8; Large animal; HD 8d8+8; hp 44; Mas 13; Init +2; Spd 10 ft., swim 30 ft.; Defense 18, touch 11, flat-footed 16 (–1 size, +2 Dex, +7 natural); BAB +6; Grap +15; Atk +10 melee (1d4+7, tentacle slam); Full Atk +10 melee (1d4+5, 8 tentacle slams), +5 melee (1d8+2, bite); FS 10 ft. by 10 ft.; Reach 10 ft.; SQ Aquatic subtype, improved grab, constrict, ink cloud, jet, low-light vision; AL none; SV Fort +7, Ref +8, Will +3; AP 0; Rep +0; Str 20, Dex 15, Con 13, Int 2, Wis 12, Cha 3.

Skills: Escape Artist +12, Hide +2, Listen +5, Move Silently +4, Spot +5.

Feats: None.

Advancement: 9–12 HD (Large); 13–24 HD (Huge); 25–42 (Gargantuan).





Orc

Orcs are a tall, savage-looking humanoids with gray flesh, muzzled faces, and prominent jaws and ears. They stand over 6 feet tall and weigh 210 pounds, on average. Their eyes are red. Mundanes tend to see them as big, ugly people.

Orcs are combative and pugnacious. They covet wealth, property, and power. Other, more powerful creatures find orcs useful in situations that demand brute force, for orcs revel in combat. Although orcs understand the importance of a hierarchy, they have a nasty tendency to assassinate their superiors in hopes of advancement. Orc leaders must be physically powerful and crafty to deal with the treachery of their subordinates.

Orcs have bare tolerance for humans but recognize that they are outnumbered (for the moment). They are more disdainful of the other Shadowkind, sullenly obeying the more powerful ones and trying to sabotage, enslave, and kill the weaker ones. Whereas many Shadowkind abandon their archaic weapons and armor in favor of their modern-day analogs, orcs are more predisposed toward the "tried and true" equipment to which they are accustomed, including bulky armor and heavy weapons.

Orcs read, write, and speak their own language (Orc). A few particularly intelligent orcs speak other local or Shadow languages, including Goblin and Giant.

Species Traits

Orcs have the following traits:

Darkvision (Ex): Orcs can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and orcs can function with no light at all.

Light Sensitivity (Ex): Orcs suffer a –1 penalty to attack rolls in bright sunlight or within the radius of effects or spells that duplicate bright sunlight (such as *daylight*).

Bonus Feats: Orcs receive the bonus feats Archaic Weapons Proficiency, Armor Proficiency (light), and Armor Proficiency (medium). They may treat orc double axes (see Chapter Two: Equipment) as archaic weapons instead of exotic weapons.

Orc: CR 1/2; Medium humanoid; HD 1d8; hp 4; Mas 11; Init +0; Spd 30 ft.; Defense 14, touch 10, flat-footed 14 (+4 scale mail); BAB +0; Grap +2; Atk +2 melee (1d3+2 nonlethal, unarmed strike) or +2 melee (1d12+3/×3, greataxe); Full Atk +2 melee (1d3+2 nonlethal, unarmed strike) or +2 melee (1d12+3/×3, greataxe) or +0 ranged; FS 5 ft. by 5 ft.; Reach 5 ft.; SQ darkvision 60 ft., light sensitivity; AL varies; SV Fort +2, Ref +0, Will –1; AP 0; Rep +0; Str 15, Dex 10, Con 11, Int 9, Wis 8, Cha 8.

Skills: Listen +2, Read/Write Orc, Speak Orc, Spot +1.

Feats: Archaic Weapons Proficiency, Armor Proficiency (light), Armor Proficiency (medium), Simple Weapons Proficiency.

Possessions: Scale mail, greataxe, casual clothes or fatigues, sunglasses (negates light sensitivity).

Advancement: By character class.

Orc Strong Hero 2/Tough Hero 1: CR 3; Medium humanoid; HD 2d8+4 plus 1d10+2; hp 24; Mas 15; Init +0; Spd 30 ft.; Defense 18, touch 13, flat-footed 18 (+3 class, +5 breastplate); BAB +2; Grap +6; Atk +7 melee (1d6+5 nonlethal, unarmed strike) or +7 melee (1d12+7/×3, greataxe); Full Atk +7 melee (1d6+5 nonlethal, unarmed strike) or +7 melee (1d12+7/×3, greataxe) or +2 ranged (1d8+4, compound bow); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ darkvision 60 ft., light sensitivity; AL varies; SV Fort +5, Ref +0, Will +0; AP 1; Rep +2; Str 18, Dex 10, Con 15, Int 11, Wis 10, Cha 6.

Skills: Climb +6, Jump +6, Knowledge (streetwise) +3, Read/Write Orc, Repair +2, Speak Language (any one), Speak Orc, Spot +2.

Feats: Archaic Weapons Proficiency, Armor Proficiency (light), Armor Proficiency (medium), Brawl, Power Attack, Simple Weapons Proficiency, Weapon Focus (greataxe).

Talent (Strong Hero): Melee smash.

Talent (Tough Hero): Remain conscious.

Possessions: Breastplate, greataxe, compound bow with 20 arrows, casual clothes or fatigues, sunglasses (negates light sensitivity).

Otyugh

Otyughs are grostesque scavengers that lurk in sewers, dumps, and anywhere else proliferated with garbage. Although they can subsist on carrion, offal, and society's other waste, they seldom turn down a meal of fresh meat.

An otyugh looks like a 6-foot-diameter bloated ovoid covered with rocklike skin. A vinelike stalk about 2 feet long protrudes from the top of the disgusting body and bears two eyes. The otyugh's mouth—little more than a wide gash filled with razor-sharp teeth—splits the center of the mass. The creature shuffles about on three thick, sturdy legs. From its sides sprout two long tentacles covered in rough, thorny protrusions. The tentacles end in leaflike appendages covered in more thorny growths.

Otyughs weigh 500–750 pounds. They speak one local language.

Species Traits

Otyughs have the following traits:

Darkvision (Ex): Otyughs can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and otyughs can function with no light at all.

Improved Grab (Ex): To use this ability, the otyugh must hit an opponent at least one size category smaller than itself with a tentacle attack. If it gets a hold, it can constrict (see below).

Constrict (Ex): An otyugh deals automatic tentacle damage to a creature smaller than itself with a successful grapple check.

Disease (Ex): An otyugh's bite carries a nasty disease called filth fever. Filth fever—bite: Fortitude save (DC 16) negates; incubation period 1d3 days; initial and secondary damage 1d3 Dex and 1d3 Con.

Skill Bonus: An otyugh gains a +8 species bonus on Hide checks when in its lair, due to its natural coloration.

Otyugh: CR 4; Large aberration; HD 6d8+18; hp 45; Mas 17; Init +1; Spd 20 ft.; Defense 18, touch 10, flat-footed 17 (–1 size, +1 Dex, +8 natural); BAB +4; Grap +12; Atk +7 melee (1d6+6, tentacle rake); Full Atk +7 melee (1d6+4, 2 tentacle rakes), +2 melee (2d6+2 plus disease, bite); FS 10 ft. by 10 ft.;

Reach 10 ft. (15 ft. with tentacles); SQ darkvision 60 ft., improved grab, constrict 1d6+4, disease; AL none; SV Fort +5, Ref +3, Will +6; AP 0; Rep +0; Str 18, Dex 12, Con 17, Int 5, Wis 12, Cha 6.

Skills: Hide +5 (+13 in lair), Listen +9, Speak Language (any one), Spot +9.

Feats: Alertness.

Advancement: 7–8 HD (Large); 9–15 HD (Huge).

Advanced Otyugh: CR 7; Huge aberration; HD 12d8+60; hp 114; Mas 24; Init +0; Spd 20 ft.; Defense 19, touch 8, flat-footed 19 (–2 size, +11 natural); BAB +8; Grap +24; Atk +14 melee (2d4+12, tentacle rake); Full Atk +14 melee (2d4+8, 2 tentacle rakes), +9 melee (2d8+4 plus disease, bite); FS 15 ft. by 15 ft.; Reach 15 ft. (20 ft. with tentacles); SQ darkvision 60 ft., improved grab, constrict 2d4+8, disease; AL none; SV Fort +9, Ref +4, Will +9; AP 0; Rep +0; Str 26, Dex 10, Con 21, Int 5, Wis 12, Cha 6.

Skills: Hide +0 (+8 in lair), Listen +15, Speak Language (any one), Spot +15.

Feats: Alertness, Improved Damage Threshold.

Platonic

A platonic is a powerful entity of Shadow devoted to a particular cause or abstract concept. A platonic is compelled to protect and advance its cause at every opportunity, which often brings it into contact with mortals whose goals are more complex and nebulous.

Platonics can change their appearance at a whim, but most choose to appear as handsome humans of either gender. If they aren't bothering to disguise their otherworldly origin, their skin has a faint luminescent quality.

Each platonic has an abstract principle to which it is fanatically devoted. For example, a platonic might be devoted to justice for the downtrodden. Such a platonic might appear in Detroit one week, ensuring that an inner-city youth receives a fair trial, then go to Jakarta the next day to help a poor neighborhood stop a multinational corporation from dumping toxic waste nearby. While some regard platonics as guardian angels, it's a mistake to assume that they have good intentions. They exist solely to advance their particular cause, and they're completely dispassionate about everything else. Platonics exist for less-than-noble principles, as well. Examples incclude platonics devoted to treason and genocide.

Platonics are beholden to what they call the Pact of the Boundless. A series of rules that all platonics follow, the Pact mandates that when possible, platonics won't reveal their true nature to mundanes. Furthermore, platonics are compelled to act as subtly as possible. A platonic of healing won't simply cure the sick when he or she could surreptitiously help a researcher discover a vaccine.

Platonics naturally speak all languages. They choose their height and weight, but generally pick something within human norms.

Species Traits

Platonics have the following traits:

Aura of Menace (Su): A terrible aura surrounds platonics moved to anger or violence. Any hostile creature within a 20-foot radius of an enraged platonic must succeed at a Will save (DC 17 + platonic's Charisma modifier) to resists its effect. Those who fail suffer a –2 morale penalty on attacks and saves and a –2 penalty to Defense for one day or until they successfully injure the platonic who generated the aura. A creature that has resisted or broken the effect cannot be affected again by that platonic's aura for one day.

Spell-Like Abilities: At will—*bestow curse, change self, detect magic, dispel magic, fear, status, telekinesis, teleport.* In addition, platonics generally have four additional spell-like abilities (each usable at will) chosen from the spell lists in this book or the *d20 Modern Roleplaying Game* and three spell-like abilities (each usable once per day) chosen from the incantations in Chapter Three: Spells. These seven spell-like abilities relate to the platonic's cause in some way, and they tend to be split evenly between offense, defense, and utility abilities. A platonic's spell-like abilities are as the spells cast by a 10th-level Mage or Acolyte.

Tongues (Su): All platonics can speak with any creature that has a language, as though using a *tongues* spell cast by a 10th-level caster. This ability is always active.

Extradimensional Storage (Su): Platonics can store up to 50 pounds of gear extradimensionally, sending it away or calling it to hand as a free action once per round. They usually store weapons, cash, and other generally useful goods in this manner.

Keen Vision (Ex): All platonics have low-light vision and 60-foot darkvision.

Immunities (Ex): Platonics are immune to cold, electricity, petrification, and sonic attacks.

Energy Resistances (Ex): Platonics have acid resistance 20 and fire resistance 20.

Damage Reduction 30/+3 (Ex): A platonic ignores the first 30 points of damage dealt by weapons of less than +3 enchantment.

Spell Resistance (Ex): A platonic has spell resistance equal to 10 + Hit Dice.

Fast Healing 10 (Ex): A platonic heals 10 points of damage each round so long as it has at least 1 hit point.

Bonus Feat: Platonics gain the bonus feat Archaic Weapons Proficiency.

Sraosha (Platonic of Contract Enforcement)

Nothing infuriates Sraosha more than someone who backs out of a deal or agreement. She travels the globe looking for those who've ignored bargains, cheated on contracts, and otherwise broken their word. Depending on the situation, Sraosha either forces the transgressor back into compliance with the contract or metes out whatever "punitive damages" she feels are appropriate before seeking out her next deal-breaker.

Sraosha is bereft of mercy, and any pleas of extenuating circumstances fall on deaf ears. She's heard similar excuses a thousand times, but she's never let anyone out of a fairly made agreement, no matter what the consequences.

Sraosha is inordinately fond of her platinum-blonde hair and slim figure, although she can change her appearance with a snap of her fingers. She tends to dress as if she were about





to attend a dinner party, which makes the sudden appearance of her magic assault rifle all the more surprising.

Sraosha: CR 17; Medium outsider; HD 15d8+75; hp 142; Mas 20; Init +5; Spd 30 ft.; Defense 32, touch 17, flat-footed 27 (+5 Dex, +15 natural, +2 deflection); BAB +15; Grap +21; Atk +24 melee (1d8+12/19–20, *+3 longsword*) or +21 melee (1d4+6, unarmed strike) or +23 ranged (2d8+3, *+3 M–16A2*) or +19 ranged (4d8+3, *+2 M–16A2* burst); Full Atk +24/+19/+14 melee (1d8+12/19–20, *+3 longsword*) or +21/+16/+11 melee (1d4+6, unarmed strike) or +23/+18/+13 ranged (2d8+3, *+2 M–16A2*) or +19/+14/+9 ranged (4d8+3, *+2 M16A2* burst); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ aura of menace, spell-like abilities, tongues, extradimensional storage, keen vision, immunities, acid and fire resistance 20, damage reduction 30/+3, SR 25, fast healing 10; AL contract enforcement; SV Fort +14, Ref +14, Will +15; AP 0; Rep +0; Str 23, Dex 21, Con 20, Int 20, Wis 23, Cha 24.

Skills: Computer Use +7, Diplomacy +25, Intimidate +25, Investigate +23, Knowledge (business) +23, Knowledge (civics) +23, Listen +24, Research +25, Search +25, Sense Motive +24, Spot +24.

Feats: Advanced Firearms Proficiency, Archaic Weapons Proficiency, Burst Fire, Combat Martial Arts, Personal Firearms Proficiency, Simple Weapons Proficiency.

Spell-Like Abilities: At will—*bestow curse (DC 21), break enchantment, change self, detect magical aura, discern lies, dispel magic, fear (DC 21), hold person (DC 20), status, telekinesis (DC 22), teleport, wall of force;* 1/day—*baleful polymorph (DC 24), greater dispel magic, teleport.* Caster level 10th; save DC 17 + spell level.

Possessions: *+3 longsword, +3 M16A2* (both items stored extradimensionally), *+2 ring of protection.*

Advancement: By character class.

Porpoise

Porpoises are large aquatic mammals with playful, friendly dispositions. They measure 4–6 feet long and weigh 110 to 170 pounds. The following stats may also be used to describe whales of similar size.

Species Traits

Porpoises have the following traits:

Aquatic: Porpoises can move in water without making Swim checks and cannot drown in water.

Blindsight (Ex): Porpoises can "see" by emitting high-frequency sounds, inaudible to most other creatures. This form of echolocation allows them to locate objects and creatures within 120 feet. A *silence* spell negates this and forces the porpoise to rely on its vision, which is approximately as good as a human's.

Skill Bonuses: Porpoises gain a +4 species bonus on Listen and Spot checks. These bonuses are lost if blindsight is negated.

Bonus Feat: Porpoises gain the bonus feat Weapon Finesse (slam).

Porpoise: CR 1/2; Medium animal; HD 2d8+2; hp 11; Mas 13; Init +3; Spd swim 80 ft.; Defense 15, touch 13, flat-footed 12 (+3 Dex, +2 natural); BAB +1; Grap +1; Atk +4 melee (1d4, slam); Full Atk +4 melee (1d4, slam); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ aquatic, blindsight; AL none or school; SV Fort +4, Ref +6, Will +1; AP 0; Rep +0; Str 11, Dex 17, Con 13, Int 5, Wis 12, Cha 6.

Skills: Listen +10 (+6 if blindsight is negated), Spot +10 (+6 if blindsight is negated).

Feats: Weapon Finesse (slam).

Advancement: 3–4 HD (Medium); 5–6 HD (Large).

Rat, Dire

Dire rats enter the mundane world through Shadow. These enormous relatives of the ordinary sewer rat have coarse fur, malevolent eyes, and long naked tails. Packs of dire rats attack fiercely, biting and chewing with their sharp incisors.

Species Traits

Dire rats have the following traits:

Disease (Ex): Dire rats carry a Shadow disease called filth fever. Filth fever—bite: Fortitude save (DC 12) negates; incubation period 1d3 days; initial and secondary damage 1d3 Dex and 1d3 Con.

Darkvision (Ex): Dire rats can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and dire rats can function with no light at all.

Scent (Ex): This ability allows the dire rat to detect approaching enemies, sniff out hidden foes, and track by scent. See Chapter Eight: Friends and Foes in the *d20 Modern Roleplaying Game* for more information on scent.

Skill Bonuses: Dire rats gain a +8 species bonus on Swim checks. Dire rats apply their Strength or Dexterity bonus (whichever is higher) to Climb and Swim checks.

Bonus Feat: Dire rats gain the bonus feat Weapon Finesse (bite). Advanced dire rats lose this feat if their Strength bonus exceeds their Dexterity bonus.

Dire Rat: CR 1/3; Small animal; HD 1d8+1; hp 5; Mas 12; Init +3; Spd 40 ft., climb 20 ft.; Defense 15, touch 14, flat-footed 12 (+1 size, +3 Dex, +1 natural); BAB +0; Grap –4; Atk +4 melee (1d4, bite); Full Atk +4 melee (1d4, bite); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ disease, darkvision 60 ft., scent; AL none; SV Fort +3, Ref +5, Will +3; AP 0; Rep +0; Str 10, Dex 17, Con 12, Int 1, Wis 12, Cha 4.

Skills: Climb +14, Hide +11, Move Silently +6, Swim +11.

Feats: Weapon Finesse (bite).

Possessions: None.

Advancement: 2–3 HD (Small); 4–6 HD (Medium); 7–12 HD (Large); 13–24 HD (Huge).

Advanced Dire Rat: CR 4; Large animal; HD 9d8+36; hp 76; Mas 18; Init +1; Spd 40 ft., climb 20 ft.; Defense 13, touch 10, flat-footed 12 (–1 size, +1 Dex, +3 natural); BAB +6; Grap +16; Atk +11 melee (1d8+9, bite); Full Atk +11 melee (1d8+9, bite); FS 10 ft. by 10 ft.; Reach 5 ft.; SQ disease, darkvision 60 ft., scent; AL none; SV Fort +3, Ref +5, Will +3; AP 0; Rep +0; Str 22, Dex 13, Con 18, Int 1, Wis 12, Cha 4.

Skills: Climb +18, Hide +5, Move Silently +4, Swim +15.

Feats: None.

Possessions: None.

Retriever

A retriever looks like an enormous spider with a bloated body as large as an ox. It stands twice as tall as a human, its legs span more than 14 feet, and its forelegs end in massive cleavers. Four bulbous eyes, a malevolent gleam in each, rise out of its carapace.

A retriever specializes in recovering lost or desired objects, runaway slaves, and enemies and bringing them back to its master. Retrievers were created through foul sorcery to be warriors and servants to powerful demons. Most scholars believe retrievers are built to resemble bebiliths. More powerful fiends often use the mindless retrievers to perform ugly tasks, or tasks they could not trust to their own scheming kind.

A typical retriever weighs about 6,500 pounds. It does not speak.

Species Traits

Retrievers have the following traits:

Construct: Retrievers are immune to mind-influencing effects as well as poison, sleep, paralysis, stunning, disease, necromancy effects, and any effect that requires a Fortitude save unless the effect also works on objects or is harmless. They are not subject to critical hits, nonlethal damage, ability damage, ability drain, energy drain, or the effects of massive damage.

Eye Rays (Su): A retriever's eyes can produce four different magical rays with a range of 100 feet. Each round, it can fire one ray, as a free action. An individual ray is usable only once every 4 rounds. It can fire an eye ray in the same round as it makes physical attacks. The save DC for all rays is 10 + 1/2 the retriever's Hit Dice + the retriever's Dexterity modifier.

The four eye effects are:

Fire: Deals 12d6 points of fire damage to the target (Reflex half).

Cold: Deals 12d6 points of cold damage to the target (Reflex half).

Electricity: Deals 12d6 points of electricity damage to the target (Reflex half).

Petrification: The target must succeed on a Fortitude save or turn to stone permanently.

Fast Healing 5 (Ex): Retrievers regain 5 hit points per round. Fast healing stops working when the retriever is reduced to 0 hit points or fewer.

***Find Target* (Sp):** When ordered to find an item or being, a retriever does so unerringly, as though guided by *discern location*. The being giving the order must have seen (or have an item belonging to) the creature to be found, or have touched the object to be located. This ability is the equivalent of an 8th-level spell.

Improved Grab (Ex): To use this ability, the retriever must hit with its bite attack. If it wins the grapple check, it establishes a hold and grips the opponent fast in its mouth. This is how it usually "retrieves" things.

Retriever: CR 11; Huge construct; HD 10d10+40; hp 95; Mas —; Init +3; Spd 50 ft.; Defense 21, touch 11, flat-footed 18 (–2 size, +3 Dex, +10 natural); BAB +7; Grap +25; Atk +15 melee (2d4+10, claw) or +8 ranged touch (special, eye ray); Full Atk +15 melee (2d4+10, 4 claws), +10 melee (1d6+5, bite) or +8 ranged touch (special, eye ray); FS 15 ft. by 15 ft.; Reach 10 ft.; SQ construct, eye rays (DC 18), fast healing 5, *find target*, improved grab; AL evil, master; SV Fort +3, Ref +6, Will +3; AP 0; Rep +0; Str 31, Dex 17, Con —, Int —, Wis 11, Cha 1.

Skills: None.

Feats: None.

Possessions: None.

Advancement: 11–15 HD (Huge); 16–30 HD (Gargantuan).

Advanced Retriever: CR 13; Gargantuan construct; HD 18d10+80; hp 179; Mas —; Init +3; Spd 50 ft.; Defense 23, touch 9, flat-footed 20 (–4 size, +3 Dex, +14 natural); BAB +13; Grap +39; Atk +23 melee (2d6+14, claw) or +12 ranged touch (special, eye ray); Full Atk +23 melee (2d6+14, 4 claws), +19 melee (1d8+7, bite) or +12 ranged touch (special, eye ray); FS 20 ft. by 20 ft.; Reach 15 ft.; SQ construct, eye rays (DC 22), fast healing 5, *find target*, improved grab; AL evil, master; SV Fort +6, Ref +9, Will +6; AP 0; Rep +0; Str 39, Dex 17, Con —, Int —, Wis 11, Cha 1.

Skills: None.

Feats: None.

Possessions: None.

Roach Thrall

Though it wears human skin, the roach thrall is actually a giant cockroach that feasts on garbage and plants eggs in unsuspecting humans. When threatened, it can shed its fleshy epidermis to reveal its horrible insect form.

Most of the time, a roach thrall looks like the human whose innards it consumed when it emerged from its egg. It has control of the human body's motor functions, it can see and hear through its eyes and ears, and it can even speak by stimulating the host's vocal cords. In this form, it can blend into human society safely, attracting as little attention as possible.

A roach thrall can't fight well in its human form. When threatened, it messily sheds its human skin, emerging from the remains of the host as it reveals its true shape: a massive cockroach with six razor sharp limb-claws, whiplike antennae, and a tough carapace. When it first emerges from its host, the roach thrall's carapace is a milky white and it walks upright (a habit it picked up during its time pretending to be human). The carapace gradually turns a dark brown over the first few minutes, and after a few days the roach thrall begins to use all six limbs for locomotion. An emergent roach thrall can't ever return to a human host or reproduce, so it'll spend the rest of its life seeking out food and protecting other roach thralls.

Many roach thralls never take their cockroach form, however, because the roach thrall lifecycle is so dependent on human hosts. A roach thrall begins life as an egg implanted in a human. When it emerges from its egg, a juvenile roach thrall consumes the brain and internal organs of its sleeping host—a process that takes 6 to 8 hours. The roach thrall leaves the skin and muscle of the host untouched, attaching its own feeding mechanisms to the host so that the flesh doesn't decay. The roach thrall also taps into what's left of the nervous system, enabling it to walk around among humans. It blends into human society as best it can until it grows eggs of its own over the next 6 months to 2 years.

Then it uses the sexual organs of the human host to implant the eggs in a new victim.

A roach thrall has none of the memories of the host, so it has a hard time convincing friends and relatives that nothing is wrong. Accordingly, most roach thralls wind up on the streets of large cities, wandering aimlessly. Roach thralls are clever enough to grasp the basics of modern society through imitation, guesswork, and improvisation, so some maintain a semblance of a normal human life. Given a little time to practice, roach thralls are adept at imitating human behavior, with one exception: garbage. They draw sustenance from that which humans find repulsive: rotten food, spoiled milk, and almost any raw organic matter. When Uncle Lou starts eating loaf after loaf of mold-covered bread, it's generally a sign that he's really a roach thrall.

Roach thralls don't have any particular affection for other roach thralls, even their children, but they recognize the value of mutual defense. Consequently, they tend to congregate in squatters' camps, communes, or "cult" organizations. Roach thrall groups focus on acquiring garbage to eat and new human hosts to implant with eggs.

Roach thralls learn the dominant human language in their area quickly—generally within a few weeks of emerging from their eggs. They lose the ability to speak if they emerge from their human host, but they still understand any human language they know. In their true forms, roach thralls can wordlessly speak to each other by linking their antennae. In roach form, a roach thrall is about 5 feet long and weighs about 150 pounds.

Species Traits

Roach thralls have the following traits:

Human Host: While inside its human host, the roach thrall can't use its natural weapons or darkvision. The host body has 10 hit points; if it's reduced to 0 or fewer hit points, the roach thrall automatically spends a full-round action growing out of the ruined host. The roach thrall can voluntarily cast aside its host body as a full-round action.

Multiple Limbs: Once they've emerged from their human hosts, roach thralls walk upright for a few days before reverting to the gait of a cockroach. This is a preference, not a mandate; the roach thrall can choose whether to be upright or not once per round as a free action. An upright roach thrall has a speed of 30 feet and can use four limbs to attack. Otherwise, it has a speed of 40 feet and can only use two limbs to attack.

Resistance to Massive Damage (Ex): Although roach thralls aren't vermin, they share some attributes with cockroaches. Roach thralls gain a +5 species bonus on Fortitude saves to negate the effects of massive damage.

Darkvision (Ex): Roach thralls outside of their human hosts can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and otyughs can function with no light at all.

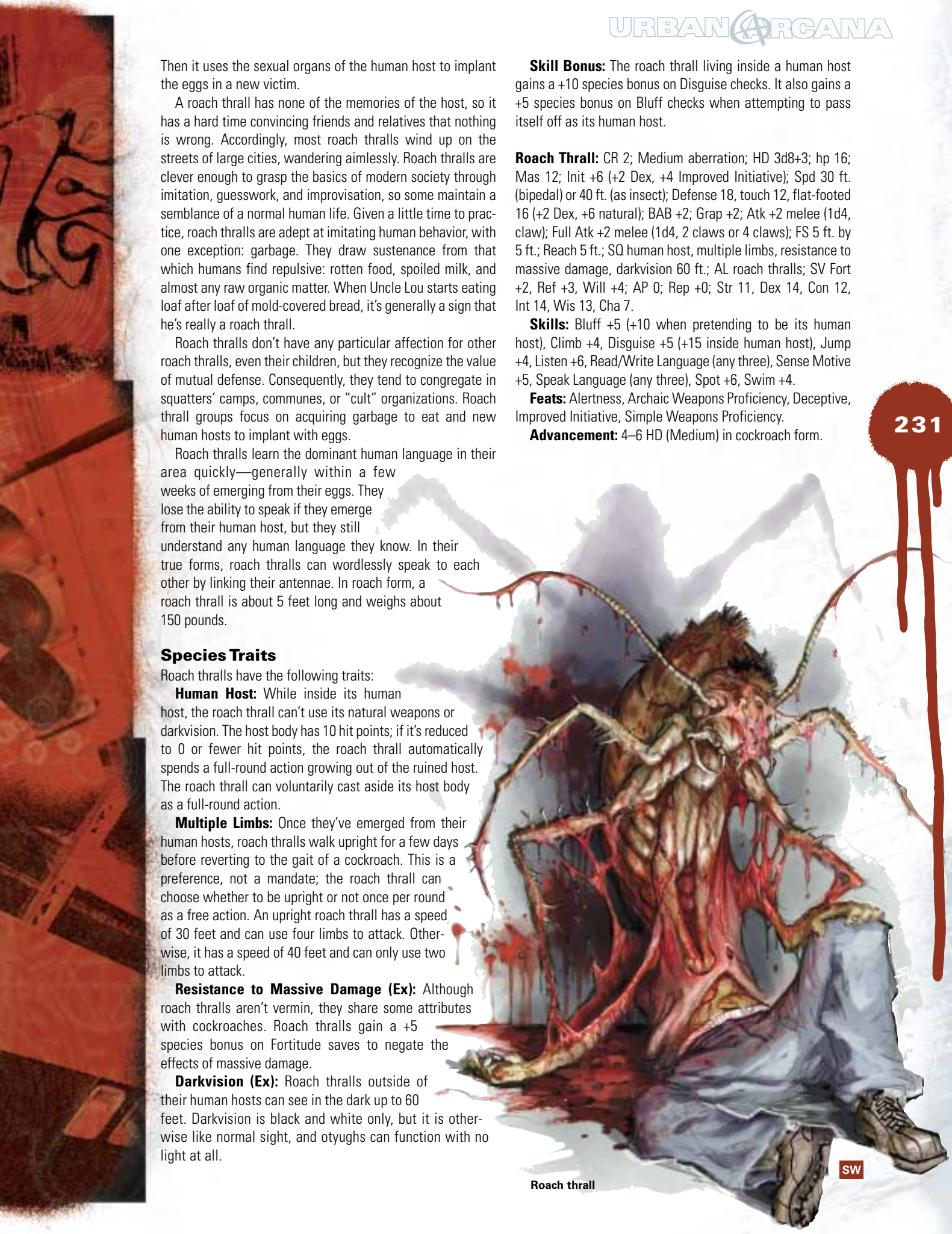
Skill Bonus: The roach thrall living inside a human host gains a +10 species bonus on Disguise checks. It also gains a +5 species bonus on Bluff checks when attempting to pass itself off as its human host.

Roach Thrall: CR 2; Medium aberration; HD 3d8+3; hp 16; Mas 12; Init +6 (+2 Dex, +4 Improved Initiative); Spd 30 ft. (bipedal) or 40 ft. (as insect); Defense 18, touch 12, flat-footed 16 (+2 Dex, +6 natural); BAB +2; Grap +2; Atk +2 melee (1d4, claw); Full Atk +2 melee (1d4, 2 claws or 4 claws); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ human host, multiple limbs, resistance to massive damage, darkvision 60 ft.; AL roach thralls; SV Fort +2, Ref +3, Will +4; AP 0; Rep +0; Str 11, Dex 14, Con 12, Int 14, Wis 13, Cha 7.

Skills: Bluff +5 (+10 when pretending to be its human host), Climb +4, Disguise +5 (+15 inside human host), Jump +4, Listen +6, Read/Write Language (any three), Sense Motive +5, Speak Language (any three), Spot +6, Swim +4.

Feats: Alertness, Archaic Weapons Proficiency, Deceptive, Improved Initiative, Simple Weapons Proficiency.

Advancement: 4–6 HD (Medium) in cockroach form.



Roach thrall

Sidhe

The sidhe are otherworldly refugees from a fairy-realm beyond Shadow. In the modern world, they've survived by blending in with surroundings they find strange and dangerous. Sidhe are creatures of emotion and passion, so they often seem capricious or mad to mundanes.

Sidhe appear in countless forms, all the more so because many have the power to change their appearance at will. It is said that there are as many kinds of sidhe as there are colors in a rainbow. And like the colors of a rainbow, it's often hard to tell where one kind of sidhe ends and another begins.

All sidhe are fey. Use the information in Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game* to create new sidhe.

Species Traits

Sidhe have the following traits.

***Change Self* (Sp):** A sidhe can change its appearance at will, as per the *change self* spell cast by a 10th-level Mage.

Immunities (Ex): A sidhe is immune to one or more specific types of energy or weapon damage. Sidhe roll on the immunity column of Table 8–21 in the *d20 Modern Roleplaying Game*, although they aren't fiends.

Energy Resistance (Ex): A sidhe is resistant to one or more specific types of energy damage. Sidhe also roll on the resistance column of Table 8–21 in the *d20 Modern Roleplaying Game*.

Damage Reduction (Su): Sidhe have damage reduction, as noted in the chart below. One-of-a-kind sidhe lords may have even higher damage reduction (usually 15/+2).

Sidhe Hit Dice	Damage Reduction
8 or fewer	5/+1
9–16	10/+1
17 or more	15/+2

Low-Light Vision (Ex): Sidhe can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Allegiances: All sidhe have a primary allegiance to chaos.

Bonus Feat: Sidhe gain either Archaic Weapons Proficiency or Simple Weapons Proficiency as a bonus feat.

Automatic Languages: Sidhe can speak Sylvan (the language of fey) and a number of additional languages equal to their Intelligence bonus. Sidhe with an Intelligence of 8 or higher can also read and write these languages.

Advancement: By character class.

Dreamghast

Dreamghasts are sidhe obsessed with dreams, whether pleasant daydreams or terrifying nightmares. They quietly hunt mundanes who have unusual dreams, trying to steal the dreams for themselves—a process that leaves the dreamer bereft of memory or a thrall of the dreamghast. In their natural forms, dreamghasts are morbidly obese fey with four arms, pointed ears, and purplish, mottled skin. When stalking their prey, they use their *change self* ability to assume a more innocuous form.

***Fascinate* (Sp):** A dreamghast can fascinate onlookers by staring at the targets and speaking softly. The targets must be within 60 feet of the dreamghast and must be able to see and hear the dreamghast. The dreamghast must also see the creatures it intends to fascinate. The distraction of a nearby combat or other dangers prevents the ability from working. Otherwise, creatures that fail a Will save (DC 21) remain stationary and quiet, staring at and listening to the dreamghast as long as the dreamghast maintains the fascinate effect for up to 1 minute. Any potential threat (such as a thrall of the dreamghast moving behind the fascinated creature) allows an affected target a new save against the *fascinate* effect. Any obvious threat, such as drawing a weapon, automatically breaks the effect.

While using the *fascinate* ability, a dreamghast must spend an attack action each round concentrating. The *fascinate* ability is a spell-like, mind-affecting charm ability.

Despair (Su): The mere sight of a dreamghast in its true form forces the viewer to succeed at a Will save (DC 21) or be paralyzed with fear for 1d4 rounds. Whether or not the save is successful, that creature cannot be affected again by that dreamghast's despair ability for one day.

***Detect Dreams* (Sp):** A dreamghast can observe the dreams of a sleeping creature within 60 feet. This functions like the *detect thoughts* power manifested by a 10th-level Telepath, except that it only functions on sleeping creatures.

Devour Dreams (Su): A dreamghast can caress the forehead of a sleeping victim and consume its dreams for itself. The process requires 10 minutes of uninterrupted feeding, during which time a cloud or roiling vapor emerges from the victim's head and is sucked into the dreamghast's gaping maw. Once the dream is devoured, the dreamghast gains a +1 luck bonus on attacks, ability checks, skill checks, and saves and 4 temporary hit points per Hit Die of the victim. The luck bonus and temporary hit points last for 24 hours. At the end of the dream-eating process, the dreamghast chooses whether it wants to enslave the victim or cause memory loss (see below); either is a free action.

A sleeping victim has no chance of waking during the dream-devouring process.

Enslave (Su): If the dreamghast considers a dream-eating victim particularly interesting or useful, he may implant a series of enslavement commands in the victim's mind. The target must succeed at a Will save (DC 21) or be affected as though by a *domination* power manifested by a 10th-level Telepath. The dreamghast commands the enslaved victim telepathically when the victim sleeps; when the victim is awake, it acts on previous orders but can't be given new ones. An enslaved creature obeys the dreamghast's commands until freed by a *dispel magic* or *remove curse* spell or a *negate psionics* power. The enslaved creature can also attempt a new Will save every 24 hours to break free. The control is also broken if the dreamghast dies or travels more than 1 mile from its slave.

Memory Loss (Su): Once the dreamghast eats someone's dreams, it may consume the subject's memories as well. The victim must succeed at a Will save (DC 21) or suffer complete memory loss. The victim has no memory of his identity, background, family, friends, and so forth. The memory loss has no effect on languages known, class-related talents, or other class features. The subject temporarily loses all Knowledge skills but retains all other skills. The memory loss persists until the victim receives a *break enchantment* spell or undergoes 1d6 months of therapy.





Immunities (Ex): A dreamghast is immune to ballistic damage.

Fire Resistance 10 (Ex): Dreamghasts ignore the first 10 points of fire damage dealt by any single attack.

Dreamghast (Sidhe): CR 7; Medium fey; HD 10d6+10; hp 45; Mas 16; Init +2; Spd 30 ft.; Defense 17, touch 12, flat-footed 15 (+2 Dex, +5 natural); BAB +5; Grap +6; Atk +6 melee (1d6+1/19–20, machete) or +6 ranged; Full Atk +4 melee (1d6+1/19–20, machete), +0 melee (1d6/19–20, 3 machetes) or +6 ranged; FS 5 ft. by 5 ft.; Reach 5 ft.; SQ fascinate, *change self,* despair, *detect dreams*, dream eating, enslave, memory loss, damage reduction 10/+1, fire resistance 10, immunities, low-light vision; AL chaos, evil; SV Fort +4, Ref +5, Will +8; AP 0; Rep +0; Str 12, Dex 14, Con 13, Int 11, Wis 13, Cha 20.

Skills: Concentration +14, Intimidate +18, Listen +13, Spot +14.

Feats: Archaic Weapons Proficiency, Combat Reflexes, Improved Damage Threshold, Multiweapon Fighting*, Simple Weapons Proficiency.

*The Multiweapon Fighting feat functions just like the Two-Weapon Fighting feat, except you need more than two arms to use it. The primary attack takes a –2 penalty, and all the secondary attacks take a –6 penalty.

Possessions: Four machetes.

Advancement: By character class.

Faun

Fauns live to party. Wherever music, drink, and dancing occur, you'll find these short, ruddy-skinned fey. In their natural form, they look like humans with small forehead horns, cloven hooves rather than feet, and short, tufted tails. They can use their innate magic to disguise these features so that their mates at the pub never suspect their otherworldly origin.

Enchanting Music (Su): Music is magical to fauns, and they can create a variety of enchanting effects on listeners with a carefully crafted song. When a faun infuses its song with its fey power, all creatures within a 60-foot spread of the satyr (except other sidhe) must succeed at a Will save (DC 13) or be affected by *attraction*, as the power manifest by a 10th-level Telepath. Once per day, the faun can use his music to instead create a *lesser domination* effect (Will save, DC 15, negates) or *mental blast* effect (Will save, DC 15, negates) targeted at one specific listener.

It takes the faun a full-round action to use enchanting music. Anyone who successfully saves against the faun's enchanting music cannot be affected by music from that faun for one day.

Immunities (Ex): A faun is immune to bludgeoning damage, enabling it to survive a barfight unscathed.

Cold Resistance 10 (Ex): Fauns ignore the first 10 points of cold damage dealt by any single attack.

Skill Bonuses: Fauns gain a +4 species bonus on Hide, Listen, Move Silently, Perform, and Spot checks.

Faun (Sidhe): CR 4; Medium fey; HD 5d6; hp 17; Mas 11; Init +2; Spd 30 ft.; Defense 14, touch 12, flat-footed 12 (+2 Dex, +2 natural); BAB +2; Grap +2; Atk +2 melee (1d6, gore) or +2 melee (1d6/18–20, sword cane) or +5 ranged (2d6, Colt Python); Full Atk +2 melee (1d6, gore) or +2 melee (1d6/18–20, sword cane) or +5 ranged (2d6, Colt Python); FS 5 ft. by 5 ft.; Reach 5 ft.; SA enchanting music, *change self*, cold resistance 10, damage reduction 5/+1, immunities, low-light vision; AL chaos; SV Fort +3, Ref +3, Will +3; AP 0; Rep +0; Str 10, Dex 15, Con 11, Int 10, Wis 9, Cha 14.

Skills: Bluff +10, Disguise +12, Hide +14, Listen +3, Move Silently +12, Perform (sing) +14, Perform (any one) +14, Spot +3.

Feats: Archaic Weapons Proficiency, Great Fortitude, Personal Weapons Proficiency, Simple Weapons Proficiency.

Possessions: Musical instrument, loaded Colt Python (.357 revolver), sword cane (usually disguised as an umbrella or within the musical instrument's case).

Advancement: By character class.

Skunk Ape

The skunk ape is a hairy hominid native to North America, particularly the swampy areas of the southern and eastern United States. It is slightly smaller and more primitive than the sasquatch, being about 4 feet high and weighing 150 pounds. Broad-shouldered and burly, it can walk upright or on all fours like a gorilla. Its oily fur is dark gray or deep black, and it has a deep blue stripe around its apelike muzzle. Its eyes are pale yellow.

The skunk ape gets it name from a distinctive, pungent smell, which most other creatures find irritating. Described as rotting garbage or decayed flesh, the smell drives off most other predators from the area of the skunk ape's lair.

Skunk apes survive by foraging and hunting small game. With the spread of suburbs into drained marshes, encounters with skunk apes are increasing as they begin preying on small pets and livestock. They frequently roam in family bands of up to a dozen individuals.

Skunk apes speak their own language, which has no written form. They may read, write, and speak a number of additional languages equal to their Intelligence bonus (if any).

Species Traits

Skunk apes have the following traits:

Stench (Ex): Skunk apes exude a stench reminiscent of rotting vegetation, ammonia, and decay. When frightened or angry, they can intensify this odor such that all creatures within 30 feet of the skunk ape must succeed at a Fortitude save (DC 12) or be nauseated for 2d6 rounds. A nauseated creature may take only a single move action per turn and may not perform actions requiring concentration or attention. Skunk apes are immune to their own stench but not to the stench of other creatures such as troglodytes.

Woodland Stride (Ex): The oily fur of the skunk ape allows it to pass through any sort of undergrowth (thorn bushes, briars, cranberry bogs, and other overgrown areas) at normal speed.

Darkvision (Ex): Skunk apes can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and skunk apes can function with no light at all.

Bonus Feat: Skunk apes gain the bonus feat Alertness.

Skunk Ape: CR 1/2; Medium monstrous humanoid; HD 1d8; hp 4; Mas 11; Init +1; Spd 30 ft.; Defense 13, touch 11, flat-footed 12 (+1 Dex, +2 natural); BAB +1; Grap +2; Atk +2 melee

(1d4+1, claw); Full Atk +2 melee (1d4+1, 2 claws) or +2 ranged; FS 5 ft. by 5 ft.; Reach 5 ft.; SQ stench, woodland stride, darkvision 60 ft.; SV Fort +0, Ref +3, Will +1; AP 0; Rep +0; Str 13, Dex 12, Con 11, Int 8, Wis 8, Cha 8.

Skills: Hide +5, Listen +5, Move Silently +5, Speak Skunk Ape, Spot +5.

Feat: Alertness, Simple Weapons Proficiency.

Advancement: By character class.

Skunk Ape Dedicated Hero 3/Acolyte 2: CR 5; Medium monstrous humanoid; HD 3d6+9 plus 2d8+6; hp 37; Mas 16; Init +5 (+1 Dex, +4 Improved Initiative); Spd 30 ft.; Defense 16, touch 14, flat-footed 15 (+1 Dex, +2 natural, +3 class); BAB +4; Grap +5; Atk +5 melee (1d4+1, claw) or +5 ranged (1d4, sling); Full Atk +5 melee (1d4+1, 2 claws) or +5 ranged (1d4, sling) or +5 ranged touch (special, net); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ stench, woodland stride, darkvision 60 ft., divine spells, turn or rebuke undead 2/day; AL good; SV Fort +8, Ref +4, Will +7; AP 2; Rep +3; Str 13, Dex 12, Con 16, Int 10, Wis 14, Cha 8.

Skills: Concentration +7, Knowledge (theology and philosophy) +6, Listen +7, Read/Write Language (any one), Sense Motive +8, Speak Language (any one), Speak Skunk Ape, Spellcraft +4, Spot +7, Survival +7, Treat Injury +4.

Feat: Alertness, Archaic Weapons Proficiency, Heroic Surge (2/day), Improved Initiative, Lightning Reflexes, Simple Weapons Proficiency, Track.

Talents (Dedicated Hero): Empathy, skill emphasis (Survival).

Spells (4/4): 0—*cure minor wounds, detect magical aura, read magic, resistance;* 1st—*bless, cure light wounds, mending, shield of faith*.

Possessions: Sling with 20 bullets, net, holy symbol (totem necklace), shaman's bag (treat as medical kit).

Spirit

Spirits are incorporeal undead creatures, the essences of once-living beings prevented from achieving a greater reward, heavenly justice, or blissful oblivion because of some unfinished business, magical effect, or their own cussedness. Spirits are usually confined to a particular location following their deaths.

Spirits have a wide variety of personalities and reactions to the living. Some are unaware of their undead status and continue on as if they were alive. Others are aware of their undead state and hostile toward living beings. Still others are aware of their state and seek to communicate with the living about how to free them.

Spirits vary in appearance. Some look as they did in life. Others are nebulous, foggy creatures with distorted features. Some appear solid, while others are translucent.

Species Traits

All spirits have the following capabilities. Particular types of spirits may have additional abilities.

Undead: Spirits are immune to poison, sleep, paralysis, stunning, disease, necromantic effects, and mind-affecting effects. They are not subject to critical hits, nonlethal damage, ability damage, ability drain, energy drain, or effects of massive damage, or any effect requiring a Fortitude save unless the effect also works on objects or is harmless. They may be healed by application of negative energy (such as an *inflict light wounds* spell). They are destroyed if reduced to 0 hit points or less (but may be rejuvenated, as noted below).

Incorporeal (Ex): A spirit can be harmed only by other incorporeal creatures, +1 or better magic weapons, and spells, spell-like abilities, and supernatural abilities. It is immune to nonmagical attack forms. Even when hit by spells or magic weapons, it has a 50% chance to ignore damage from a corporeal source (except for force effects, such as *magic missile*, or attacks made with ghost touch weapons). It can pass through solid objects at will, but not force effects (such as a *wall of force*). Its attacks ignore natural armor, armor, and shields, although deflection bonuses and force effects (such as mage armor) work normally against it.

A spirit moves silently and cannot be heard with Listen checks (unless it wished to be heard). It has no Strength score, so its Dexterity modifier applies both to its melee and ranged attacks. Nonvisual senses, such as blindsight and scent, do not function against an ash wraith. A spirit cannot be tripped or grappled by a corporeal attacker, nor can a spirit make trip or grapple attacks.

Bonuses to Defense: A spirit gains a deflection bonus to its Defense equal to its Charisma modifier (minimum +1). Although it may appear to wear armor and other forms of protection, a spirit receives no natural armor bonus or equipment bonus to Defense.

Corrupting Touch (Su): A spirit that hits a living target with its incorporeal touch attack deals 1d6 points of damage. The spirit adds its Dexterity modifier to the attack roll.

Invisibility (Ex): Spirits are naturally invisible but may be detected by spells that detect or reveal invisible creatures and objects. A spirit may reveal itself willingly, but normally does so only during the night.

Rejuvenation (Su): In most cases, it's difficult to destroy a spirit through simple combat; the "destroyed" spirit will often restore itself in 2d4 days. As a rule, the only way to get rid of a spirit forever is to determine the reason for its existence and set right whatever prevents it from resting in peace. The exact means varies with each spirit and may require use of the Research skill.

Turn Resistance (Ex): A spirit has +4 turn resistance. If a spirit is turned but cannot flee, it is instead destroyed. However, it may still rejuvenate (see above).

Imprisonment (Ex): Spirits are bound to a particular place. This place is usually a dwelling, building, or similarly contained area. Within this area, they may use their abilities as normal. In addition, some spirits may only be present at particular times (an anniversary of a death, or only between midnight and dawn). They may be released from this imprisonment by particular actions (giving their physical body a proper funeral, restoring a lost or stolen item, getting vengeance on those responsible for their death, and so forth). A spirit may be unaware of the nature of its release, or may be unwilling to divulge those details.

Darkvision (Ex): Spirits can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and spirits can function with no light at all.

Skill Bonuses: Spirits receive a +8 species bonus on Hide, Listen, Search, and Spot checks.



Animating Spirit (Poltergeist)

An animating spirit can move and throw objects around.

Telekinesis (Su): An animating spirit can use *telekinesis* as an attack action, at will (as a 10th-level Mage). Creatures subjected to the telekinesis attack are entitled to a Will save (DC 15 + spirit's Intelligence modifier) to resist.

Animating Spirit (Poltergeist): CR 2; Medium undead; HD 1d12; hp 6; Mas —; Init +4 (Improved Initiative); Spd 30 ft., fly 30 ft. (good); Defense 11, touch 11, flat-footed 11 (+1 deflection); BAB +0; Grap —; Atk +0 melee touch (1d6, corrupting touch); Full Atk +0 melee touch (1d6, corrupting touch); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ undead, incorporeal, corrupting touch, telekinesis (DC 15), invisibility, rejuvenation, +4 turn resistance, imprisonment, darkvision 60 ft.; AL none or varies; SV Fort +0, Ref +0, Will +2; AP 0; Rep +0; Str —, Dex 11, Con —, Int 11, Wis 11, Cha 10.

Skills: Bluff +4, Diplomacy +4, Hide +12, Intimidate +5, Listen +12, Read/Write Language (any one), Search +12, Sense Motive +4, Speak Language (any one), Spot +12.

Feat: Improved Initiative.

Advancement: 2–3 HD (Medium); 4–7 HD (Large).

Frightful Spirit (Apparition)

A frightful spirit's twisted features horrify all who behold it.

Horrific Appearance (Su): Any living creature within 60 feet that views the frightful spirit must succeed at a Fortitude save (DC 10 + spirit's Hit Dice + spirit's Charisma modifier) or immediately suffer 1d4 points of temporary Strength damage, 1d4 points of temporary Dexterity damage, and 1d4 points of temporary Constitution damage. A creature that successfully saves against this effect cannot be affected by the same spirit's horrific appearance for one day.

Frightful Spirit (Apparition): CR 3; Medium undead; HD 2d12; hp 13; Mas —; Init +5 (+1 Dex, +4 Improved Initiative); Spd 30 ft., fly 30 ft. (good); Defense 12, touch 12, flat-footed 11 (+1 Dex, +1 deflection); BAB +0; Grap —; Atk +1 melee touch (1d6, corrupting touch); Full Atk +1 melee touch (1d6, corrupting touch); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ undead, incorporeal, corrupting touch, horrific appearance (DC 12), invisibility, rejuvenation, +4 turn resistance, imprisonment, darkvision 60 ft.; AL none or varies; SV Fort +0, Ref +1, Will +4; AP 0; Rep +0; Str —, Dex 12, Con —, Int 12, Wis 12, Cha 11.

Skills: Bluff +4, Diplomacy +4, Hide +14, Intimidate +5, Listen +14, Search +14, Sense Motive +6, Spot +14.

Feat: Improved Initiative.

Advancement: 3–5 HD (Medium); 6–9 HD (Large).

Groaning Spirit (Banshee)

A groaning spirit can panic others with its mournful cry.

Frightful Moan (Su): A groaning spirit can moan as an attack action. All living creatures within a 30-foot spread must succeed at a Will save (DC 10 + spirit's Hit Dice + spirit's Charisma modifier) or become panicked for 2d4 rounds. A panicked creature flees as fast as possible, cowers if unable to get away, and defends normally (but cannot attack). This is a sonic, necromantic, mind-affecting fear effect. A creature that successfully saves against the moan cannot be affected by the same spirit's moan for one day.

Groaning Spirit: CR 4; Medium undead; HD 3d12; hp 19; Mas —; Init +5 (+1 Dex, +4 Improved Initiative); Spd 30 ft., fly 30 ft. (good); Defense 12, touch 12, flat-footed 11 (+1 Dex, +1 deflection); BAB +1; Grap —; Atk +2 melee touch (1d6, corrupting touch); Full Atk +2 melee touch (1d6, corrupting touch); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ undead, incorporeal, corrupting touch, frightful moan (DC 14), invisibility, rejuvenation, +4 turn resistance, imprisonment, darkvision 60 ft.; AL none or varies; SV Fort +1, Ref +2, Will +4; AP 0; Rep +0; Str —, Dex 13, Con —, Int 13, Wis 13, Cha 12.

Skills: Bluff +6, Diplomacy +6, Hide +14, Intimidate +7, Listen +15, Search +14, Sense Motive +6, Spot +15.

Feat: Improved Initiative.

Advancement: 4–7 HD (Medium); 8–12 HD (Large).

Possessing Spirit (Haunt)

A possessing spirit can take command of a living physical body.

Possession (Su): Once per round, as an attack action, a possessing spirit can merge with a living creature and seize control of its body. To use this ability, the spirit must first enter the target's fighting space; doing so does not provoke attacks of opportunity.

The target can resist the spirit's attempt at possession with a successful Will save (DC 10 + spirit's Hit Dice + spirit's Charisma modifier). If the save succeeds, the spirit is rebuffed





Frightful spirit

and pushed into an adjacent square. A target that successfully saves cannot be possessed by that spirit for one day, and the spirit cannot again enter the target's fighting space during that time. If the save fails, the spirit vanishes into the target's body and takes control of it.

A possessed creature gains the spirit's Intelligence, Wisdom, Charisma, base attack bonus, base save bonuses, allegiances, skills, and feats. The possessed creature retains its Strength, Dexterity, Constitution, type, hit points, massive damage threshold, grapple check modifier, fighting space, reach, Reputation bonus, and extraordinary abilities. It loses access to any spell-like abilities, supernatural abilities, action points, and mental abilities (including prepared spells and knowledge gained from life experiences).

While possessing a host creature, the spirit loses its supernatural or extraordinary abilities except for its turn resistance. The possessed creature's original spirit instantly reinstates itself if the possessing spirit is turned, destroyed, or otherwise dislodged from its host. A possessing spirit can leave its host as a free action, if it so chooses.

Any attack that deals massive damage on the host's body allows the host another Will save to oust the possessing spirit and regain control of its body (whether or not the massive damage Fortitude save succeeds).

Possessing Spirit: CR 5; Medium undead; HD 5d12; hp 32; Mas —; Init +6 (+2 Dex, +4 Improved Initiative); Spd 30 ft., fly 30 ft. (good); Defense 14, touch 14, flat-footed 12 (+2 Dex, +2 deflection); BAB +2; Grap —; Atk +4 melee touch (1d6, corrupting touch), Full Atk +4 melee touch (1d6, corrupting touch); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ undead, incorporeal, corrupting touch, possession (DC 17), invisibility, rejuvenation, +4 turn resistance, imprisonment, darkvision 60 ft.; AL none or varies; SV Fort +1, Ref +3, Will +6; AP 0; Rep +0; Str —, Dex 15, Con —, Int 15, Wis 15, Cha 14.

Skills: Bluff +8, Diplomacy +8, Hide +17, Intimidate +9, Listen +17, Search +17, Sense Motive +8, Spot +17.

Feat: Combat Reflexes, Improved Initiative.

Advancement: 6–9 HD (Medium); 10–15 HD (Large).

Weakening Spirit (Fetch)

A weakening spirit draws strength from the bodies of living creatures.

Draining Touch (Su): A living creature wounded by the weakening spirit's corrupting touch attack must succeed at a Fortitude save (DC 10 + spirit's Hit Dice + spirit's Charisma modifier) or suffer 1d4 points of permanent Strength drain. A creature reduced to 0 Strength by a weakening spirit's draining touch dies and rises as a free-willed weakening spirit 24 hours later.

Weakening Spirit: CR 6; Medium undead; HD 4d12; hp 26; Mas —; Init +6 (+2 Dex, +4 Improved Initiative); Spd 30 ft., fly 30 ft. (good); Defense 13, touch 13, flat-footed 11 (+2 Dex, +1 deflection); BAB +1; Grap —; Atk +3 melee (1d6 plus 1d4 Str drain, corrupting touch); Full Atk +2 melee (1d6 plus 1d4 Str drain, corrupting touch); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ undead, incorporeal, corrupting touch, draining touch (DC 15), invisibility, rejuvenation, +4 turn resistance, imprisonment, darkvision 60 ft.; AL none or varies; SV Fort +1, Ref +3, Will +6; AP 0; Rep +0; Str —, Dex 14, Con —, Int 14, Wis 14, Cha 13.

Skills: Bluff +7, Diplomacy +7, Hide +16, Intimidate +7, Listen +16, Search +16, Sense Motive +8, Spot +16.

Feat: Improved Initiative .

Advancement: 5–8 HD (Medium); 9–14 HD (Large).

Squid

Squid are aggressive, free-swimming, tentacled mollusks that prey on creatures smaller than themselves. They range from small creatures to mammoth beasts more than 20 feet long.

Species Traits

Squid have the following traits:

Aquatic: Squid can move in water without making Swim checks, and they cannot drown in water.

Improved Grab (Ex): To use this ability, the squid must hit with its tentacle arm attack. If it gets a hold, the squid automatically deals bite damage each round the hold is maintained. Squid and giant squid are treated as one size category larger for purposes of determining their grapple check bonus.

If a giant squid makes a successful strike with its tentacle rake attack against a target smaller than itself, it can constrict (see below).

Constrict (Ex): A giant squid deals automatic tentacle damage with a successful grapple check against creatures smaller than itself.

Ink Cloud (Ex): Both the squid and giant squid can emit a cloud of jet-black ink as a free action. The squid's ink cloud fills a 10-foot cube, while the giant squid's ink cloud fills a 20-foot cube. The cloud provides total concealment, which the squid normally uses to escape a losing fight. All vision within the cloud is obscured.

Jet (Ex): A squid or giant squid can jet backward once per round as a full-round action. This increases the squid's speed to 240 feet and the giant squid's speed to 320 feet.

Darkvision (Ex): Squid can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and squid can function with no light at all.

Bonus Feats: Normal squid (but not giant squid) gain the bonus feats Weapon Finesse (bite) and Weapon Finesse (tentacles).

Squid: CR 1/6; Small animal; HD 1/2 d8; hp 2; Mas 11; Init +3; Spd swim 60 ft.; Defense 16, touch 14, flat-footed 13 (+1 size, +3 Dex, +2 natural); BAB +0; Grap –2; Atk +2 melee (special, tentacles); Full Atk +2 melee (special, tentacles), –3 melee (1d4–2, bite); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ aquatic, improved grab, ink cloud, jet, darkvision 60 ft.; SV Fort +2, Ref +5, Will +1; AP 0; Rep +0; Str 7, Dex 17, Con 11, Int 1, Wis 12, Cha 3.

Skills: Hide +7, Listen +7, Spot +7.

Feats: Weapon Finesse (bite, tentacles).

Advancement: 1 HD (Small); 2–4 HD (Medium); 5–11 HD (Large).

Giant Squid: CR 10; Huge animal; HD 12d8+60; hp 114; Mas 21; Init +0; Spd swim 80 ft.; Defense 17, touch 9, flat-footed 17 (–2 size, +9 natural); BAB +9; Grap +29; Atk +15 melee (1d6+12, tentacle rake); Full Atk +15 melee (1d6+8, 10





tentacle rakes), +10 melee (2d6+4, bite); FS 15 ft. by 15 ft.; Reach 10 ft. (30 ft. with tentacles); SQ aquatic, improved grab, constrict 1d6+8, ink cloud, jet, darkvision 60 ft.; SV Fort +11, Ref +6, Will +4; AP 0; Rep +0; Str 26, Dex 11, Con 21, Int 1, Wis 12, Cha 2.

Skills: Hide –8, Listen +8, Spot +8.

Feats: None.

Advancement: 13–18 HD (Huge); 19–36 (Gargantuan).

Swarm

A swarm is a collection of Fine or Diminutive creatures (usually creatures of the vermin or animal types, but not always) that acts as a single creature. Swarms include flocks of birds, swarms of bees, writhing nests of poisonous snakes, and any other conglomeration of creatures that tends to move as a solid mass.

A swarm has the characteristics of its original type, except as noted here.

A swarm has a single pool of Hit Dice and hit points, a single initiative modifier, a single speed, and a single Defense. The swarm makes saving throws as a single creature.

A single swarm occupies a square (if it is made up of nonflying creatures) or a cube (if comprised of flying creatures) 5 feet on a side, but its reach is 0 feet. To attack, the swarm moves into an opponent's fighting space, which provokes an attack of opportunity. It can occupy the same fighting space as a creature of any size, since it crawls all over its prey. A swarm can move through squares occupied by enemies and vice versa without impediment, although the swarm may provoke an attack of opportunity if it does so. A swarm can move through cracks or holes large enough for its component creatures. Larger swarms are represented by multiple swarms, or multiple 5-foot squares.

Swarms are presented in a variety of sizes, with a typical example of their type. The GM can modify statistics to create new swarms; for example, a swarm of vampire bats (Diminutive animals) might have similar statistics to a swarm of piranha, except the vampire bat swarm deals less damage and has a fly speed instead of a swim speed.

Species Traits

Swarms have the following traits:

Swarm*:* Swarms are not subject to critical hits or flanking. A swarm takes half damage from ballistic, slashing, and piercing weapons. It is immune to any spell or effect that targets a specific number of creatures (including single-target spells such as *disintegrate*) unless the swarm is susceptible to mind-affecting effects. (If it has a mind, it has a single hive mind that can be targeted by a mind-affecting spell, though swarms of vermin are mindless and thus immune to such effects.) A swarm takes a –10 penalty on saving throws against spells or effects that affect an area, such as many evocation spells or grenade-like weapons. If the area effect attack does not allow a saving throw, the swarm takes double damage instead.

A swarm that fails a Fortitude save against massive damage disperses and does not reform until its hit points return to full.

Swarms don't make standard melee attacks. Instead, they deal automatic damage to any creature whose space they occupy at the end of their move, with no attack roll needed. Some swarms also have acid, poison, blood drain, or other special attacks in addition to normal damage. A swarm's attacks are nonmagical unless the swarm's description states otherwise. Damage reduction sufficient to reduce a swarm attack's damage to 0, incorporeality, or other special abilities may make a creature immune (or at least resistant) to damage from the swarm. Swarms cannot attempt trip or grapple checks, nor can they be tripped or grappled themselves.

Swarms do not threaten creatures in their square and do not make attacks of opportunity with their swarm attack. However, they distract foes whose squares they occupy, as described below.

Distraction (Ex): Any intelligent creature vulnerable to a swarm's damage that begins its turn with a swarm in its fighting space is distracted. The target must attempt a Fortitude save (DC 10 + swarm's Hit Dice) or become nauseated for 1 round by the intense pain of countless bites, stings, and pinches. A creature that takes no damage from the swarm's attack is not subject to distraction. Nauseated creatures are unable to attack or do anything else requiring attention or concentration; the only action a nauseated creature can take is a single move action per turn.

Even if the target creature succeeds at a Fortitude save, it is still vulnerable to the swarm's distraction. It is difficult to undertake complex actions while covered by a swarm. Casting or concentrating on a spell requires a Concentration check (DC 20 + spell level). Using skills requiring patience and concentration (such as moving silently or opening a lock) requires a Concentration check (DC 20). If the check fails, the target creature is unable to complete the action.

Sentience (Ex): Most swarms have the Intelligence of a single member of the swarm. Sentient swarms have a hive mind. A swarm with a hive mind has a higher Intelligence score but is susceptible to mind-affecting spells as if it was a single intelligent creature. Sentient swarms have skills as a magical beast (2 × Int score, plus 1 additional skill point per HD beyond 1 HD).

Monstrous Spider Swarm

Comprised of tiny monstrous spiders, this swarm uses poison to kill engulfed creatures. These spiders do not spin webs.

Vermin: A monstrous spider swarm is immune to mind-affecting attacks.

Poison (Ex): Bite—Fortitude save (DC 14); initial and secondary damage 1d4 Str.

Resistance to Massive Damage (Ex): A monstrous spider swarm gains a +5 species bonus on Fortitude saves to negate the effects of massive damage.

Darkvision (Ex): A monstrous spider swarm can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and the spiders can function with no light at all.

Monstrous Spider Swarm: CR 2; Medium vermin (swarm of Tiny vermin); HD 4d8; hp 18; Mas 10; Init +3; Spd 20 ft., climb 10 ft.; Defense 13, touch 13, flat-footed 10 (+3 Dex); BAB +3; Grap —; Atk swarm (1d6 plus poison, swarm); Full Atk swarm (1d6 plus poison, swarm); FS 5 ft. by 5 ft.; Reach 0 ft.; SQ swarm, vermin, distraction, poison, resistance to massive

damage, darkvision 60 ft.; AL none; SV Fort +4, Ref +4, Will +1; AP 0; Rep +0; Str 1, Dex 16, Con 10, Int —, Wis 10, Cha 2.

Skills: Climb +3, Move Silently +8, Spot +5.

Feats: None.

Advancement: None.

Piranha Swarm

Avoracious carnivores, piranha can strip a creature to the bone in a matter of seconds.

Aquatic: A swarm of piranha can move in water without making Swim checks and cannot drown in water.

Low-Light Vision (Ex): A swarm of piranha can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. It retains the ability to distinguish color and detail under these conditions.

Piranha Swarm: CR 3; Medium animal (swarm of Diminutive animals); HD 6d8+6; hp 33; Mas 12; Init +3; Spd swim 30 ft.; Defense 14, touch 13, flat-footed 11 (+3 Dex, +1 natural); BAB +4; Grap —; Atk swarm (2d6, swarm), Full Atk swarm (2d6, swarm); FS 5 ft. by 5 ft.; Reach 0 ft.; SQ swarm, aquatic, distraction, low-light vision; AL none; SV Fort +6, Ref +8, Will +2; AP 0; Rep +0; Str 1, Dex 17, Con 12, Int 1, Wis 10, Cha 1.

Skills: Hide +8, Spot +5.

Feats: None.

Advancement: None.

Sentient Killer Bee Swarm

The killer bees in this swarm possess a hive mind. If dispersed, the bee swarm loses its intelligence (as individual bees are nonintelligent).

Poison (Ex): Bite—Fortitude save (DC 14) negates; initial and secondary damage 1d3 Con.

Resistance to Massive Damage (Ex): A sentient killer bee swarm gains a +5 species bonus on Fortitude saves to negate the effects of massive damage.

Darkvision (Ex): A sentient killer bee swarm can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and the killer bees can function with no light at all.

Sentient Killer Bee Swarm: CR 5; Medium vermin (swarm of Fine vermin); HD 5d8; hp 22; Mas 10; Init +5; Spd fly 20 ft. (perfect); Defense 15, touch 15, flat-footed 10 (+5 Dex); BAB +3; Grap —; Atk swarm (3d6 plus poison, swarm); Full Atk swarm (3d6 plus poison, swarm); FS 5 ft. by 5 ft.; Reach 0 ft.; SQ swarm, sentience, distraction, poison, resistance to massive damage, darkvision 60 ft.; SV Fort +4, Ref +6, Will +2; AP 0; Rep +0; Str 1, Dex 20, Con 10, Int 10 (— when dispersed), Wis 12, Cha 2.

Skills: Hide +7, Intimidate +4, Listen +7, Move Silently +7, Spot +7.

Feats: None.

Advancement: None.

Shadowmoth Swarm

Shadowmoths (sometimes called death's-head moths) enter the mundane world through Shadow. These 2-inch-long black moths have white, skull-shaped patterns on their furry backs.

Vermin: A shadowmoth swarm is immune to mind-affecting attacks.

Resistance to Massive Damage (Ex): A shadowmoth swarm gains a +5 species bonus on Fortitude saves to negate the effects of massive damage.

Darkvision (Ex): A shadowmoth swarm can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and the shadowmoths can function with no light at all.

Shadowmoth Swarm: CR 1; Medium vermin (swarm of Fine vermin); HD 2d8; hp 9; Mas 10; Init +5; Spd 10 ft., fly 30 ft. (perfect); Defense 15, touch 15, flat-footed 10 (+5 Dex); BAB +1; Grap —; Atk swarm (1d6, swarm); Full Atk swarm (1d6, swarm); FS 5 ft. by 5 ft.; Reach 0 ft.; SQ swarm, vermin, distraction, resistance to massive damage, darkvision 60 ft.; AL none; SV Fort +3, Ref +8, Will +0; AP 0; Rep +0; Str 1, Dex 20, Con 10, Int 1, Wis 10, Cha 2.

Skills: Listen +5, Spot +5.

Feats: None.

Advancement: None.

Skeletal Rat Swarm

This swarm contains dozens of animated rat skeletons.

Undead: Skeletal rat swarms are immune to poison, sleep, paralysis, stunning, disease, necromantic effects, and mind-affecting effects. They are not subject to critical hits, nonlethal damage, ability damage, ability drain, energy drain, or effects of massive damage, or any effect requiring a Fortitude save unless the effect also works on objects or is harmless. They may be healed by application of negative energy (such as an *inflict light wounds* spell). The swarm is destroyed if reduced to 0 hit points or less.

Immunities: A skeletal rat swarm is immune to cold and takes only one-quarter damage from ballistic, piercing, or slashing weapons.

Darkvision (Ex): A skeletal rat swarm can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and the skeletal rats can function with no light at all.

Skeletal Rat Swarm: CR 2; Medium undead (swarm of Fine undead); HD 3d12; hp 19; Mas —; Init +1; Spd 20 ft.; Defense 13, touch 11, flat-footed 12 (+1 Dex, +2 natural); BAB +1; Grap —; Atk swarm (2d4, swarm); Full Atk swarm (2d4, swarm); FS 5 ft. by 5 ft.; Reach 0 ft.; SQ swarm, undead, immunities, distraction, darkvision 60 ft.; AL none; SV Fort +1, Ref +2, Will +3; AP 0; Rep +0; Str 3, Dex 12, Con —, Int —, Wis 10, Cha 1.

Skills: None.

Feats: None.

Advancement: None.

West Nile Mosquito Swarm

This cloud of mosquitos drains blood from its victims and also carries a deadly virus.

Vermin: A West Nile mosquito swarm is immune to mind-affecting attacks.

Disease (Ex): West Nile virus—bite. Fortitude save (DC 12) negates; incubation period 1d4 days; initial damage 1





Dex and 1 Con; secondary damage 1d2 Dex (temporary) and 1d2 Con (temporary or permanent). See the Disease section in Chapter Seven: Gamemastering of the *d20 Modern Roleplaying Game*.

Resistance to Massive Damage (Ex): A West Nile mosquito swarm gains a +5 species bonus on Fortitude saves to negate the effects of massive damage.

Darkvision (Ex): A West Nile mosquito swarm can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and the mosquitos can function with no light at all.

West Nile Mosquito Swarm: CR 1; Medium vermin (swarm of Fine vermin); HD 1d8; hp 4; Mas 10; Init +4; Spd fly 20 ft. (perfect); Defense 14, touch 14, flat-footed 10 (+4 Dex); BAB +0; Grap —; Atk swarm (1d4 plus disease, swarm); Full Atk swarm (1d4 plus disease, swarm); FS 5 ft. by 5 ft.; Reach 0 ft.; SQ swarm, vermin, distraction, disease, resistance to massive damage, darkvision 60 ft.; SV Fort +2, Ref +4, Will +1; AP 0; Rep +0; Str 1, Dex 18, Con 10, Int —, Wis 12, Cha 2.

Skills: Listen +6, Spot +6.

Feats: None.

Advancement: None.

Toxyderm

Sometimes Shadow seeps into our world in a place of great pollution: a landfill, chemical dump, or nuclear waste storage facility. The result is a toxyderm, a massive creature that exists only to poison its surroundings with the toxic material that gave it birth.

Toxyderms are vaguely quadupedal accumulations of trash, chemicals, or low-level nuclear waste. As soon as they're "born," they try to break out of whatever storage container holds them, then rampage across the countryside.

No toxyderm yet encountered has communicated with those who seek to destroy it. When standing on their hind legs, they stretch 20 feet to 40 feet into the sky.

Species Traits

Regardless of the type of waste that spawned them, toxyderms share the following traits.

Elemental: As elementals, toxyderms are immune to poison, sleep, paralysis, and stunning. They are not subject to critical hits, flanking, or the effects of massive damage. They cannot be raised from the dead.

Breath Weapon (Ex): A toxyderm has a cone-shaped breath weapon that it can use as an attack action once every 1d4 rounds. The exact length and type of the breath weapon varies depending on the toxyderm.

Engulf (Ex): A toxyderm can engulf creatures at least one size smaller than itself as an attack action. It cannot make a slam attack during a round in which it engulfs. The toxyderm merely has to move over the opponents, affecting as many as it can cover. Opponents can make attacks of opportunity against the engulfing toxyderm, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed at a Reflex save (DC 10 + 1/2 toxyderm's Hit Dice + toxyderm's Dexterity modifier) or be engulfed; on a success, they are pushed back or aside (opponent's choice) as the toxyderm moves forward. Engulfed creatures are automatically considered grappled and take damage from the toxyderm's slam attack every subsequent round (no attack roll required).

Darkvision (Ex): A toxyderm can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and the toxyderm can function with no light at all.

Chemical Toxyderm

Chemical toxyderms come to life in disused wastewater treatment pools, factory outflow pipes, or other places where large concentrations of toxic chemicals linger. They are amorphous masses of glowing liquid with barrels and other storage containers floating within them.

Acid (Ex): The chemical toxyderm is made of an acid that dissolves organic material. With each successful slam, the toxyderm deals 2d6 points of acid damage in addition to normal slam damage. A creature continues to take acid damage each round until the acid is rinsed off with water.

Breath Weapon (Ex): The chemical toxyderm breathes a 50-foot cone of acid that deals 15d6 points of damage, or half damage if a Reflex save succeeds (DC 10 + 1/2 toxyderm's Hit Dice + toxyderm's Constitution modifier). Unlike the garbage toxyderm, the chemical toxyderm takes no damage from its own breath weapon.

Chemical Toxyderm: CR 15; Huge elemental; HD 24d8+120; hp 228; Mas —; Init +0; Spd 20 ft.; Defense 20, touch 8, flat-footed 20 (–2 size, +12 natural); BAB +18; Grap +37; Atk +27 melee (2d6+16 plus 2d6 acid, slam) or +16 ranged; Full Atk +27/+22/+17/+12 melee (2d6+16 plus 2d6 acid, slam) or +16/+11/+6/+1 ranged; FS 15 ft. by 15 ft.; Reach 10 ft.; SQ elemental, engulf (DC 22), acid, breath weapon (DC 27), darkvision 60 ft.; AL none; SV Fort +21, Ref +10, Will +8; AP 0; Rep +0; Str 32, Dex 11, Con 20, Int 6, Wis 11, Cha 11.

Skills: Hide –8, Listen +27, Spot +27, Swim +15.

Feats: Cleave, Great Cleave, Great Fortitude, Lightning Reflexes, Power Attack.

Possessions: None.

Advancement: 25–60 HD (Huge); 61–72 HD (Gargantuan).

Advanced Chemical Toxyderm: CR 26; Gargantuan elemental; HD 64d8+454 (includes Toughness feats); hp 742; Mas —; Init +4 (Improved Initiative); Spd 20 ft.; Defense 22, touch 6, flat-footed 22 (–4 size, +16 natural); BAB +48; Grap +75; Atk +60 melee (2d8+22 plus 2d6 acid, slam) or +44 ranged; Full Atk +60/+55/+50/+45 melee (2d8+22 plus 2d6 acid, slam) or +44/+39/+34/+29 ranged; FS 20 ft. by 20 ft.; Reach 15 ft.; SQ elemental, engulf (DC 42), acid, breath weapon (DC 49), darkvision 60 ft.; AL none; SV Fort +42, Ref +23, Will +23; AP 0; Rep +0; Str 40, Dex 11, Con 24, Int 6, Wis 11, Cha 11.

Skills: Hide –12, Listen +56, Spot +56, Swim +41.

Feats: Alertness, Blind-Fight, Cleave, Combat Reflexes, Great Cleave, Great Fortitude, Improved Bull Rush, Improved Initiative, Iron Will, Lightning Reflexes, Power Attack, Sunder, Toughness (×2), Weapon Focus (slam).

Possessions: None.

Garbage Toxyderm

Born in a landfill or other accumulation of household trash, the garbage toxyderm is composed of rotting food, empty containers, and household chemicals.

Disease (Ex): Hantavirus—slam. Fortitude save (DC 14) negates; incubation period 1 day; initial damage 1d2 Str; secondary damage 1d2 Str (temporary or permanent) and 1d2 Con (temporary or permanent). See the Disease section in Chapter Seven: Gamemastering of the *d20 Modern Roleplaying Game*.

Breath Weapon (Ex): The garbage toxyderm can expel some of its mass in a 50-foot cone. This deals 10d6 points of bludgeoning damage, or half damage if a Reflex save succeeds (DC 10 + 1/2 toxyderm's Hit Dice + toxyderm's Constitution modifier). Each time the toxyderm uses its breath weapon, it takes 20 points of damage. Furthermore, any creature that takes damage from the cone must succeed at a Fortitude save (DC 14) or contract a disease (see above).

Garbage Toxyderm: CR 11; Huge elemental; HD 18d8+90; hp 171; Mas —; Init –2; Spd 20 ft., burrow 10 ft.; Defense 16, touch 6, flat-footed 16 (–2 size, –2 Dex, +10 natural); BAB +13; Grap +30; Atk +20 melee (2d6+13 plus disease, slam) or +9 ranged; Full Atk +20/+15/+10 melee (2d6+13 plus disease, slam) or +9/+4/–1 ranged; FS 15 ft. by 15 ft.; Reach 10 ft.; SQ elemental, engulf (DC 17), disease, breath weapon (DC 24), darkvision 60 ft.; AL none; SV Fort +16, Ref +4, Will +6; AP 0; Rep +0; Str 28, Dex 7, Con 20, Int 6, Wis 11, Cha 11.

Skills: Hide –10, Listen +21, Spot +21, Swim +13.

Feats: Cleave, Great Cleave, Power Attack, Sunder.

Possessions: None.

Advancement: 19–40 HD (Huge); 41–54 HD (Gargantuan).

Advanced Garbage Toxyderm: CR 18; Gargantuan elemental; HD 42d8+294; hp 483; Mas —; Init –2; Spd 20 ft., burrow 10 ft.; Defense 18, touch 4, flat-footed 18 (–4 size, –2 Dex, +14 natural); BAB +32; Grap +57; Atk +41 melee (2d8+19 plus disease, slam) or +26 ranged; Full Atk +41/+36/+31/+25 melee (2d8+19 plus disease, slam) or +26/+21/+16/+11 ranged; FS 20 ft. by 20 ft.; Reach 15 ft.; SQ elemental, engulf (DC 29), disease, breath weapon (60-foot cone; DC 38), darkvision 60 ft.; AL none; SV Fort +37, Ref +14, Will +16; AP 0; Rep +0; Str 36, Dex 7, Con 24, Int 6, Wis 11, Cha 11.

Skills: Hide –14, Listen +39, Spot +39, Swim +33.

Feats: Alertness, Cleave, Combat Reflexes, Great Cleave, Great Fortitude, Improved Bull Rush, Iron Will, Lightning Reflexes, Power Attack, Sunder.

Possessions: None.

Nuclear Toxyderm

The most feared species of toxyderm, these creatures arise from accumulations of low-level nuclear waste, generally stored at civilian power plants or military weapon production facilities. They look like vaguely quadrupedal masses of glowing, burning slag.

Radiation (Ex): The area within a quarter-mile of a nuclear toxyderm is considered highly irradiated (see the Radiation Sickness sidebar), so characters receive a low exposure to radiation if they remain in the area for less than a minute and a moderate exposure if they stay longer. If the nuclear toxyderm hits a creature with a slam attack, that creature receives a severe exposure to radiation.

Breath Weapon (Ex): The nuclear toxyderm's breath weapon is a 100-foot cone of white-hot nuclear slag and full-spectrum radiation. It deals 20d6 points of damage to all in its



Chemical toxyderm



Radiation Sickness

When characters are exposed to radiation, they may be afflicted with radiation sickness. Radiation sickness functions exactly like exposure to any other disease, following the normal rules for diseases (see Disease in Chapter Seven: Gamemastering of the *d20 Modern Roleplaying Game*). The Fortitude save DC and the effects of radiation sickness vary with the dose of radiation to which a creature is exposed.

Radiation exposure has five degrees: mild, low, moderate, high, and severe. To determine the degree of exposure, start with the type of exposure: either an irradiated area (such as the area near a nuclear explosion, after the fact, or a lab that has been flooded with radioactive gas), or a specific source of radiation (such as a lump of radioactive material). Then consult Table 7–5: Radiation Exposure to determine the degree of exposure based on the total time of exposure within a given 24-hour period (rounding up). For example, say a character is involved in a lab accident. He runs into the lab (and hence is exposed to radioactive materials) four times to evacuate unconscious colleagues. Each trip takes 3 rounds, which means the character is exposed to the radiation source for a total of 12 rounds. This counts as a 10-minute exposure, since 12 rounds is more than 1 minute.

The degree of the exposure determines the severity of the radiation sickness, as indicated on Table 7–6: Radiation Sickness.

At low levels, radiation sickness is a slow disease. Often, a sick character suffers no severe short-term effects. This is reflected in the fact that even with a failed Fortitude save, the character might not suffer any Constitution loss.

TABLE 7–5: RADIATION EXPOSURE

	Time of Exposure				
Situation	**1 rnd**	**1 min**	**10 min**	**1 hr**	**1 day**
Character in irradiated area:					
Lightly irradiated	mild	mild	mild	mild	mild
Moderately irradiated	mild	mild	low	low	low
Highly irradiated	low	low	moderate	moderate	moderate
Severely irradiated	moderate	moderate	high	high	severe
Character exposed to radiation source:					
Mildly radioactive materials	mild	mild	low	low	low
Highly radioactive materials	moderate	moderate	high	high	severe
Severely radioactive materials	moderate	high	severe	severe	severe

TABLE 7–6: RADIATION SICKNESS

Degree of Exposure	Fort Save DC	Damage
Mild	12	1d4–2 Con*
Low	15	1d6–2 Con*
Moderate	18	1d6–1 Con
High	21	1d6 Con
Severe	24	2d6 Con

**Minimum damage 0 Con.*

path, or half damage if a Reflex save succeeds (DC 10 + 1/2 toxyderm's Hit Dice + toxyderm's Constitution modifier). Any creature that takes damage from the cone also suffers a high exposure to radiation (see the Radiation Sickness sidebar).

Chain Reaction (Su): If the nuclear toxyderm is reduced to 0 or fewer hit points, it explodes in a blinding flash of light that deals 400 points of damage to everything (creatures and objects alike) within 400 feet and 100 points of damage to everything within a mile; a successful Reflex save halves the damage (DC 10 + 1/2 toxyderm's Hit Dice + toxyderm's Dexterity modifier). This explosion generally results in a mile-high mushroom cloud and a highly radioactive crater a quarter-mile across.

Nuclear Toxyderm: CR 20; Gargantuan elemental; HD 30d8+180; hp 305; Init +0; Spd 30 ft.; Defense 21, touch 6, flat-footed 21 (–4 size, +15 natural); BAB +22; Grap +47; Atk +32 melee (2d8+19 plus radiation, slam) or +18 ranged; Full Atk +32/+27/+22/+17 melee (2d8+19 plus radiation, slam) or +18/+13/+8/+3 ranged; FS 20 ft. by 20 ft.; Reach 15 ft.; SQ elemental, radiation, engulf (DC 25), breath weapon (DC 32), chain reaction, darkvision 60 ft.; AL none; SV Fort +26, Ref +12, Will +12; AP 0; Rep +0; Str 36, Dex 11, Con 24, Int 13, Wis 11, Cha 11.

Skills: Hide –12, Listen +33, Spot +33, Swim +31.

Feats: Cleave, Great Cleave, Great Fortitude, Improved Bull Rush, Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (slam).

Possessions: None.

Advancement: 31–64 HD (Gargantuan); 65–90 HD (Colossal).

Advanced Nuclear Toxyderm: CR 35; Colossal elemental; HD 90d8+840 (includes Toughness feats); hp 1,245; Init +4 (Improved Initiative); Spd 30 ft.; Defense 22, touch 2, flat-footed 22 (–8 size, +20 natural); BAB +65; Grap +47; Atk +75 melee (4d6+25 plus radiation, slam) or +57 ranged; Full Atk +75/+70/+65/+60 melee (4d6+25 plus radiation, slam) or +57/+52/+47/+42 ranged; FS 30 ft. by 30 ft.; Reach 15 ft.; SQ elemental, radiation, engulf (DC 55), breath weapon (DC 64),



LB

Urban wendigo

chain reaction, darkvision 60 ft.; AL none; SV Fort +26, Ref +12, Will +12; AP 0; Rep +0; Str 44, Dex 11, Con 28, Int 13, Wis 11, Cha 11.

Skills: Hide –16, Listen +75, Spot +75, Swim +75.

Feats: Alertness, Blind-Fight, Cleave, Combat Reflexes, Great Cleave, Great Fortitude, Improved Bull Rush, Improved Initiative, Iron Will, Lightning Reflexes, Power Attack, Sunder, Toughness (×10), Weapon Focus (slam).

Possessions: None.

Urban Wendigo

Most city dwellers make a point of ignoring panhandlers and other street people. Most homeless people simply grow inured to such treatment, but a rare few become so disconnected from the rest of humanity that Shadow wreaks a sinister change in their bodies and souls. They become urban wendigos, adrenaline junkies who crave human flesh and treat the inner city as their lair and hunting ground.

Urban wendigos dress in tatters and rags and have a Neanderthal-like appearance. Their hands twist into claws, and their feet develop a tough, leathery hide that enables them to safely walk the city streets barefoot.

The top priority for an urban wendigo is getting more human flesh to eat. Out of spite, they tend to hunt the people who shunned them before, preying on business executives and other well-to-do pedestrians. Once their appetite is sated, the urban wendigo seeks thrills in its urban playground, running across rooftops, jumping from building to building, and "surfing" on the roofs of buses and trains.

Urban wendigos bring an unmatched ferocity to combat, clawing and biting their foes. They are heedless of danger, but they retain enough intellect and cunning to know how to use a gun, for example. Most urban wendigos are solitary, but a few join in hunting packs of 4–9 (1d6+3) members.

Only a few words remain in the urban wendigo's vocabulary. An urban wendigo is generally 8 feet tall and weighs 400 pounds.

Species Traits

Wendigos have the following traits:

Rage (Ex): An urban wendigo that takes damage in combat flies into a berserk rage the following round, clawing and biting madly until either it or its opponent is dead. An enraged urban wendigo gains +4 Strength and +4 Constitution, and takes a –2 penalty Defense. The creature cannot end its rage voluntarily.

Rend (Ex): If an urban wendigo hits with both claw attacks, it latches onto the opponent's body and tears the flesh. This attack automatially deals an additional 2d6+9 points of damage.

Ferocity (Ex): An urban wendigo is such a tenacious combatant that it continues to fight without penalty even while disabled or dying (see Chapter Five: Combat of the *d20 Modern Roleplaying Game*).

Peripheral Invisibility (Su): A side effect of the desolation that created the urban wendigo in the first place, the urban wendigo gains the benefit of *invisibility*, as the spell cast by a 10th-level Mage. By staying out of the direct, focused vision of city dwellers, the urban wendigo can roam the city unseen. Unlike the *invisibility* spell, any character looking in the general direction of the urban wendigo and taking an attack action to make a Spot check (DC = the urban wendigo's Hide check) can see the urban wendigo if the check succeeds. Once a character sees an urban wendigo, that character is immune to its peripheral invisibility for 1 hour.

Scent (Ex): This ability allows the urban wendigo to detect approaching enemies, sniff out hidden foes, and track by scent. See Chapter Eight: Friends and Foes in the *d20 Modern Roleplaying Game* for more information on scent.

Low-Light Vision (Ex): Urban wendigos can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

Skill Bonuses: Urban wendigos gain a +10 species bonus on Balance, Climb, Jump, and Survival checks.

Urban Wendigo: CR 5; Large giant; HD 6d8+24; hp 51; Mas 19; Init +1; Spd 40 ft.; Defense 17, touch 10, flat-footed 16 (–1 size, +1 Dex, +7 natural); BAB +4; Grap +14; Atk +9 melee (1d6+6, claw) or +4 ranged; Full Atk +9 melee (1d6+6, 2 claws), +4 melee (1d6+3, bite) or +4 ranged; FS 5 ft. by 5 ft.; Reach 10 ft.; SQ rage, rend 2d6+9, ferocity, peripheral invisibility, scent, low-light vision; AL evil; SV Fort +9, Ref +3, Will +4; AP 0; Rep +0; Str 23, Dex 13, Con 19, Int 6, Wis 14, Cha 6.



Skills: Balance +12, Climb +18, Hide –1, Jump +18, Listen +4, Spot +4, Survival +14.

Feats: Dodge, Mobility, Simple Weapons Proficiency.

Rage (Ex): When raging, the urban wendigo gains 12 hit points. Its other statistics change as follows: Mas 23; Defense 15, touch 8, flat-footed 14; Grap +16; Atk +11 melee (1d6+8, claw); Full Atk +11 melee (1d6+8, 2 claws), +6 melee (1d6+4, bite); SQ rend 2d6+12; SV Fort +11; Str 27, Con 23; Climb +20, Jump +20.

Possessions: None.

Advancement: By character class.

Urban Wendigo Fast Hero 3: CR 8; Large giant; HD 6d8+24 plus 3d8+12; hp 76; Mas 19; Init +2; Spd 45 ft.; Defense 22, touch 14, flat-footed 20 (–1 size, +2 Dex, +7 natural, +4 class); BAB +6; Grap +16; Atk +11 melee (1d6+6, claw) or +7 ranged (1d10/19–20, crossbow); Full Atk +11 melee (1d6+6, 2 claws), +6 melee (1d6+3, bite) or +7 ranged (1d10/19–20, crossbow); FS 5 ft. by 5 ft.; Reach 10 ft.; SQ rage, rend 2d6+9, ferocity, peripheral invisibility, scent, low-light vision; AL evil; SV Fort +9, Ref +6, Will +4; AP 1; Rep +1; Str 23, Dex 14, Con 19, Int 6, Wis 14, Cha 6.

Skills: Balance +14, Climb +19, Hide +4, Jump +19, Listen +4, Move Silently +4, Spot +4, Survival +14.

Feats: Archaic Weapons Proficiency, Dodge, Mobility, Simple Weapons Proficiency, Spring Attack, Stealthy.

Talents (Fast Hero): Evasion, increased speed.

Rage (Ex): When raging, the urban wendigo gains 18 hit points. Its other statistics change as follows: Mas 23; Defense 20, touch 12, flat-footed 18; Grap +18; Atk +13 melee (1d6+8, claw); Full Atk +13 melee (1d6+8, 2 claws), +8 melee (1d6+4, bite); SQ rend 2d6+12; SV Fort +11; Str 27, Con 23; Climb +21, Jump +21.

Possessions: Crossbow with 12 bolts, battered shopping cart filled with miscellaneous items.

Vivilor

Vivilors are outsiders who come in response to the *summon vivilor* spell (see Chapter Three: Spells). A vivilor's natural form changes several times per second, but a vivilor summoned by a spellcaster is locked into one form for the duration of the summoning. A vivilor's moist, smooth skin can be any color, but reds, grays, and blacks are most common. Vivilors generally have humanoid shapes, but spellcasters can summon quadupedal or serpentine vivilors if they wish.

Summoned vivilors have levels, 1st-level vivilors being the weakest and 5th-level vivilors being the strongest. In addition to their basic statistics, a summoner chooses additional special qualities from Vivilor Menu A or Vivilor Menu B (see below). A spellcaster can substitute two choices on Vivilor Menu A for one choice on Vivilor Menu B, or one choice on Vivilor Menu B for two choices on Vivilor Menu A.

Vivilors do not speak. However, a vivilor can understand the instructions of its summoner and follows them to the letter.

Species Traits

All vivilors share the following traits:

Darkvision (Ex): A vivilor can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and the vivilor can function with no light at all.

Bonus Feat: Vivilors gain the bonus feat Archaic Weapons Proficiency. However, they generally prefer to use their natural weapons in combat.

1st-level Vivilor: CR 1/3; Small outsider; HD 1d8; hp 4; Init +1; Spd 40 ft.; Defense 13, touch 12, flat-footed 12 (+1 size, +1 Dex, +1 natural); BAB +1; Grap –3; Atk +2 melee (1d4, slam); Full Atk +2 melee (1d4, slam); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ one choice from Vivilor Menu A; AL summoner; SV Fort +2, Ref +3, Will +3; AP 0; Rep +0; Str 11, Dex 13, Con 11, Int 7, Wis 12, Cha 6.

Skills: Hide +5, Listen +6, Spot +6.

Feats: Alertness, Archaic Weapons Proficiency.

Advancement: None.

2nd-level Vivilor: CR 1; Medium outsider; HD 2d8+2; hp 11; Init +0; Spd 40 ft.; Defense 14, touch 10, flat-footed 14 (+4 natural); BAB +2; Grap +3; Atk +3 melee (1d6+1, slam); Full Atk +3 melee (1d6+1, slam); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ two choices from Vivilor Menu A; AL summoner; SV Fort +4, Ref +3, Will +4; AP 0; Rep +0; Str 13, Dex 11, Con 13, Int 7, Wis 12, Cha 6.

Skills: Climb +5, Jump +5, Listen +7, Spot +7.

Feats: Alertness, Archaic Weapons Proficiency.

Advancement: None.

3rd-level Vivilor: CR 2; Medium outsider; HD 3d8+4; hp 17; Init +0; Spd 40 ft.; Defense 17, touch 10, flat-footed 17 (+7 natural); BAB +3; Grap +4; Atk +4 melee (1d6+1, slam); Full Atk +4 melee (1d6+1, slam); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ three choices from Vivilor Menu A; AL summoner; SV Fort +4, Ref +3, Will +4; AP 0; Rep +0; Str 13, Dex 11, Con 13, Int 7, Wis 12, Cha 6.

Skills: Climb +7, Jump +7, Listen +8, Spot +8.

Feats: Alertness, Archaic Weapons Proficiency.

Advancement: None.

4th-level Vivilor: CR 4; Large outsider; HD 5d8+15; hp 37; Init –1; Spd 50 ft.; Defense 18, touch 8, flat-footed 18 (–1 size, –1 Dex, +10 natural); BAB +5; Grap +14; Atk +9 melee (1d8+7, slam); Full Atk +9 melee (1d8+7, slam); FS 10 ft. by 10 ft.; Reach 10 ft.; SQ one choice from Vivilor Menu B, damage reduction 5/+1; AL summoner; SV Fort +7, Ref +3, Will +7; AP 0; Rep +0; Str 21, Dex 9, Con 17, Int 7, Wis 12, Cha 6.

Skills: Climb +13, Hide –5, Jump +13, Listen +12, Spot +12.

Feats: Alertness, Archaic Weapons Proficiency, Iron Will.

Advancement: None.

5th-level Vivilor: CR 5; Large outsider; HD 7d8+21; hp 52; Init –1; Spd 50 ft.; Defense 21, touch 8, flat-footed 21 (–1 size, –1 Dex, +13 natural); BAB +7/+2; Grap +16; Atk +11 melee (1d8+7, slam); Full Atk +11/+6 melee (1d8+7, slam); FS 10 ft. by 10 ft.; Reach 10 ft.; SQ two choices from Vivilor Menu B, damage reduction 5/+1; AL summoner; SV Fort +8, Ref +4, Will +8; AP 0; Rep +0; Str 21, Dex 9, Con 17, Int 7, Wis 12, Cha 6.

Skills: Climb +16, Hide –5, Jump +16, Listen +15, Spot +15.

Feats: Alertness, Archaic Weapons Proficiency, Iron Will.

Advancement: None.

Vivilor Menu A

Aquatic: The vivilor gains a swim speed of 60 feet. The vivilor can move in water without making Swim checks and cannot drown in water.

Bat Wings: The vivilor gains a fly speed of 60 feet (average maneuverability).

Energy Resistance 5 (Ex): The vivilor gains resistance 5 to one energy type of the summoner's choosing: acid, fire, cold, electricity, or sonic/concussion.

Improved Ability Scores: The vivilor gains +2 Strength and +2 Constitution.

Quadrupedal: The vivilor has four limbs for locomotion, increasing its ground speed by +20 feet. As a quadruped, the vivilor can also carry heavier loads than bipedal forms (see Carrying Capacity in Chapter Four: Equipment of the *d20 Modern Roleplaying Game*).

Tentacles: The vivilor can slam opponents using tentacles that increase its reach by +5 feet.

Tougher Skin: The vivilor's natural armor bonus to Defense increases by +1.

Vivilor Menu B

Amorphous: The vivilor is immune to critical hits and massive damage. It cannot be flanked.

Energy Resistance 15 (Ex): The vivilor gains resistance 15 to one energy type of the summoner's choosing: acid, fire, cold, electricity, or sonic/concussion.

Extra Limbs: The vivilor gains three additional slam attacks during its full attack action. These additional slams are treated as secondary attacks (–5 penalty to the attack roll).

Feathered Wings: The vivilor gains a fly speed of 90 feet (good maneuverability).

Grasping Tentacles (Ex): The vivilor can slam opponents using tentacles that increase its reach by +5 feet. On a successful hit, a tentacle can make a free grapple check without provoking attacks of opportunity. A grappled opponent takes automatic slam damage every round the grapple is maintained.

Metallic Skin: The vivilor's natural armor bonus to Defense increases by +4.

Serpentine: The vivilor has a serpentine form. It deals double slam damage against grappled foes.

Vrock

A vrock looks like a cross between a large human and a vulture. It has strong, sinewy limbs covered with small gray feathers, a long neck topped with a vulture head, and enormous feathered wings. Its clawed hands and feet end in razor-sharp talons. A typical vrock stands 8 feet tall and weighs about 500 pounds.

Vrocks are vicious fighters that like to wade into the enemy and deal as much damage as possible. They prance about in battle, taking to the air briefly and bringing their clawed feet into play.

Species Traits

Vrocks have the following traits:

Spores (Ex): A vrock can release masses of spores from its body once every 3 rounds. The spores automatically deal 1d8 points of damage to all creatures within 5 feet of the vrock. They then penetrate the skin and grow, dealing an additional 1d2 points of damage each round for 10 rounds. At the end of this time, the victim is covered with a tangle of viny growths. A delay poison spell stops the spores' growth for the duration. Bless, neutralize poison, or remove disease kills the spores, as does sprinkling the victim with a vial of holy water.

Stunning Screech (Su): Once per hour, a vrock can emit a piercing screech. Every creature within a 30-foot radius must succeed at a Fortitude save (DC 10 + 1/2 vrock's Hit Dice + vrock's Constitution modifier) or be stunned for 1 round.

Dance of Ruin (Su): To use this ability, a group of five or more vrocks join hands in a circle, dancing wildly and chanting. If they dance for 3 rounds, a wave of crackling energy flashes outward in a 100-foot radius. All creature within the radius take 2d20 points of electricity damage (to which vrocks are immune); a successful Reflex save (DC 15) halves the damage. Forcing the vrocks to break the circle stops the dance.

Spell-like Abilities: At will—*darkness, detect magical aura, displacement, telekinesis* (DC 17). These abilities are as the spells cast by a 10th-level Mage. The DCs are Intelligence-based.

Psionic Abilities: At will—*charm person* (DC 12), *suggestion* (DC 14). These abilities are as the psionic powers manifested by a 10th-level Telepath. The DCs are Charisma-based.

***Summon Vrock* (Sp):** Once per day, a vrock can attempt to summon another vrock with a 35% chance of success. Summoned vrock return whence they came after 1 hour. A vrock that has just been summoned cannot use its own summon ability for 1 hour.

***Teleport* (Sp):** A vrock can teleport itself (plus 50 pounds of objects) to a specific destination up to 1,000 miles away. This ability is similar to the *teleport* incantation (see Chapter Three: Spells) except the vrock cannot teleport other creatures, need not make skill checks to succeed, and does not require any components to activate the ability. The vrock may teleport as a full-round action, at will.

Immunities: Vrocks are immune to electricity and poison.

Damage Reduction 20/+2 (Ex): A vrock ignores the first 20 points of damage dealt by any weapon with less than a +2 magic bonus.

Energy Resistance (Ex): Vrocks have acid, cold, and fire resistance 10.

Spell Resistance (Ex): A vrock has spell resistance equal to 12 + the vrock's Hit Dice (SR 20 for a normal vrock).

Telepathy (Su): A vrock can communicate telepathically with any creature within 100 feet that has a language.

Darkvision (Ex): A vrock can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and the vrock can function with no light at all.

Skill Bonuses: Vrocks gain a +8 species bonus on Listen and Spot checks.

Vrock: CR 9; Large outsider; HD 8d8+24; hp 60; Mas 17; Init +2; Spd 30 ft., fly 50 ft. (average); Defense 25, touch 11, flat-footed 23 (–1 size, +2 Dex, +14 natural); BAB +8; Grap +16; Atk +11 melee (1d8+4, claw); Full Atk +11 melee (1d8+4, 2 claws), +9 melee (1d6+2, bite), +9 melee (1d4+2, 2 talons);





FS 10 ft. by 10 ft.; Reach 10 ft.; SQ spores, stunning screech (DC 17), dance of ruin, spell-like abilities, psionic abilities, *summon vrock, teleport,* immune to electricity and poison, damage reduction 20/+2, acid resistance 10, cold resistance 10, fire resistance 10, SR 20, telepathy, darkvision 60 ft.; AL chaos, evil; SV Fort +9, Ref +8, Will +8; AP 0; Rep +0; Str 19, Dex 15, Con 17, Int 14, Wis 14, Cha 12.

Skills: Concentration +14, Hide +9, Knowledge (any one) +12, Listen +13, Move Silently +13, Search +13, Sense Motive +13, Speak Abyssal, Speak Language (any two), Spellcraft +12, Spot +12.

Feats: Archaic Weapons Proficiency, Multiattack, Power Attack.

Possessions: None.

Advancement: 9–12 HD (Large); 13–24 HD (Huge).

Advanced Vrock (Vrock Lord): CR 15; Huge outsider; HD 24d8+120; hp 228; Mas 21; Init +1; Spd 30 ft., fly 50 ft. (average); Defense 26, touch 9, flat-footed 25 (–2 size, +1 Dex, +17 natural); BAB +24; Grap +40; Atk +30 melee (2d6+8/19–20, claw); Full Atk +30 melee (2d6+8/19–20, 2 claws), +25 melee (1d8+4/19–20, bite), +25 melee (1d6+4, 2 talons); FS 15 ft. by 15 ft.; Reach 10 ft.; SQ spores, stunning screech (DC 27), dance of ruin, spell-like abilities, psionic abilities, *summon vrock, teleport,* immune to electricity and poison, damage reduction 20/+2, acid resistance 10, cold resistance 10, fire resistance 10, SR 36, telepathy, darkvision 60 ft.; AL chaos, evil; SV Fort +18, Ref +14, Will +15; AP 0; Rep +0; Str 27, Dex 13, Con 21, Int 18, Wis 14, Cha 16.

Skills: Bluff +27, Concentration +29, Hide +17, Intimidate +27, Knowledge (any one) +28, Listen +26, Move Silently +25, Search +28, Sense Motive +26, Speak Abyssal, Speak Language (any four), Spellcraft +28, Spot +26, Tumble +25.

Feats: Archaic Weapons Proficiency, Cleave, Improved Critical (bite, claw), Multiattack, Power Attack.

Possessions: None.

Wererat (Template)

Like other lycanthropes, wererats live a split existence among their humanoid, rat, and bipedal hybrid rat forms. But while werewolves are loners, wererats tend to congregate in groups in city sewers and alleys, plotting crime and more sinister activities.

Other than a generally thin appearance, wererats betray no hint of lycanthropy in their humanoid form. In their rat form, they take the shape of a rodent of truly prodigious size—almost as big a terrier. They can also adopt a hybrid form with the head, tail and torso of a giant rat, but the limbs of a human.

Wererats tend to surround themselves with hundreds of ordinary rats. They form small groups for mutual defense and profit. A group of wererats will selectively "recruit" new members who are discreet and have useful skills, infecting them with lycanthropy and teaching them the ways of their new, double lives.

Wererats are cunning, if cowardly, foes. They favor attacking from ambush and will generally forego a battle if they don't have surprise on their side. They engage in melee whenever possible, flanking their enemies and cutting off escape routes. When cornered, they lash out with the desperation of their namesake.

Wererats retain whatever languages they spoke before they contracted lycanthropy. They are generally 5 to 6 feet tall and weigh 125 to 150 pounds.

Template Traits

Wererat is a template (usually acquired by contracting lycanthropy, but very occasionally inherited when two wererats mate) that can be added to any humanoid creature (referred to hereafter as the character).

A wererat uses the character's statistics and special qualities in addition to those described below.

Challenge Rating: Same as the character +2.

Hit Dice: Same as the character plus the dire rat's base Hit Dice (1d8).

Speed: Same as the character while in humanoid form. In hybrid or rat form, speed becomes 40 ft., climb 20 ft.

Defense: Same as the character while in humanoid form. In hybrid and animal form, the creature gains a +1 natural armor bonus to Defense. This bonus does not stack with other natural armor bonuses.

Base Attack: Same as the character.

Grapple Bonus: Apply modifiers for Strength and size depending on the lycanthrope's form.

Attacks: Same as the character while in humanoid form. In hybrid and rat form, a wererat attacks with its bite, dealing 1d4 points of damage plus its Strength modifier.

Special Qualities: A wererat retains all the special qualities of the character and gains the additional special qualities listed below.

Alternate Form (Su): A wererat can assume rat or hybrid form, but its gear is not absorbed into the new form. The bipedal hybrid form is about 5 feet tall, with a long tail and thin fur. The limbs are human, but the head looks like a rat's.

Changing to or from rat or hybrid form is a move action. Upon assuming either form, the wererat regains hit points asif having rested for a day. A slain wereat reverts to its humanoid form, although it remains dead. Afflicted wererats find this ability difficult to control (see Lycanthropy as an Affliction in the *d20 Modern Roleplaying Game*). The rare natural wererat has full control over this power.

Curse of Lycanthropy (Su): Any humanoid bitten by a wererat's bite attack (in rat or hybrid form) must succeed at a Fortitude save (DC 15) or contract lycanthropy.

Damage Reduction 15/Silver (Su): A wererat in rat or hybrid form ignores the first 15 points of damage dealt by a nonsilver or nonmagical weapon but takes full damage from silvered weapons or weapons with +1 or better magic bonus.

Scent (Ex): This ability allows a wererat in rat or hybrid form to detect approaching enemies, sniff out hidden foes, and track by sense of smell. See Chapter Eight: Friends and Foes in the *d20 Modern Roleplaying Game* for more information on scent.

Rat Empathy (Ex): A wererat can communciate with rats in any form and gains a +4 species bonus on Diplomacy checks when influencing a rat's attitude. A friendly rat understands and heeds simple commands, such "wait," "watch," "flee," and "attack."

Darkvision (Ex): In their rat and hybrid forms, wererats have darkvision with a range of 60 feet.

Allegiances: An afflicted wereat gains the law and evil allegiances (displacing other allegiances, if need be). They also generally gain an allegiance to other wererats, although this need not be the primary allegiance. The allegiances to law and evil can be removed only when the wererat has the ability to control the curse of lycanthropy by taking 10 on a Control Shape check (see Lycanthropy as an Affliction in the *d20 Modern Roleplaying Game*).

Saves: Same as the character, with a +2 species bonus on Fortitude and Reflex saves.

Ability Scores: Wererats gain the following ability score increases: Dex +6, Con +2. In addition, they gain the following ability score increase in hybrid form: Str +2.

Skill Bonuses: Same as the character, with a +4 species bonus on Listen, Search, and Spot checks when in humanoid form. In rat or hybrid form, these bonuses increase to +8. A wererat in rat form also gains 3 ranks in Climb, 4 ranks in Hide, and 3 ranks in Move Silently.

Bonus Feats: Same as the character. A wererat gains the bonus feat Weapon Finesse (any one eligible weapon) in humanoid form and the bonus feat Weapon Finesse (bite) in rat or hybrid form.

Wererat in Humanoid Form (Human Fast Hero 1): CR 3; Medium humanoid; HD 1d8+2 plus 1d8+2; hp 13; Mas 15; Init +5; Spd 30 ft.; Defense 18, touch 15, flat-footed 13 (+5 Dex, +3 class); BAB +0; Grap +2; Atk +5 melee (1d4+2/19–20, knife) or +5 ranged (2d6, Colt Python); Full Atk +5 melee (1d4+2/19–20, knife) or +5 ranged (2d6, Colt Python); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ alternate form, rat empathy; AL law, evil, wererats; SV Fort +4, Ref +8, Will +0; AP 0; Rep +0; Str 14, Dex 21, Con 15, Int 8, Wis 10, Cha 12.

Skills: Balance +9, Climb +11, Escape Artist +9, Hide +10, Knowledge (streetwise) +3, Listen +4, Move Silently +8, Search +3, Spot +4, Tumble +9.

Feats: Dodge, Personal Firearms Proficiency, Simple Weapons Proficiency, Weapon Finesse (knife).

Possessions: Loaded Colt Python (.357 revolver), knife, casual clothes.

Advancement: By character class.

Wererat in Hybrid Form (Human Fast Hero 1): As humanoid form except: Spd 40 ft., climb 20 ft.; Defense 19, touch 15, flat-footed 14 (+5 Dex, +1 natural, +3 class); Grap +3; Atk +5 melee (1d4+3/19–20, knife) or +5 melee (1d4+3 plus lycanthropy, bite); Full Atk +3 melee (1d4+3/19–20, knife) or +3 melee (1d4+3 plus lycanthropy, bite); SQ curse of lycanthropy, damage reduction 15/silver, scent, darkvision 60 ft.; Str 16.

Adjusted Skills: Listen +8, Search +7, Spot +8.

Adjusted Feats: Weapon Finesse (bite) instead of Weapon Finesse (knife).

Wererat in Rat Form (Human Fast Hero 1): As humanoid form except: Small humanoid; Spd 40 ft., climb 20 ft.; Defense 20, touch 19, flat-footed 15 (+1 size, +5 Dex, +1 natural, +3 class); Grap –2; Atk +6 melee (1d4+2 plus lycanthropy, bite); Full Atk +6 melee (1d4+2 plus lycanthropy, bite); SQ curse of lycanthropy, damage reduction 15/silver, scent, darkvision 60 ft.

Adjusted Skills: Climb +14, Hide +18, Listen +8, Move Silently +11, Search +7, Spot +8.

Adjusted Feats: Weapon Finesse (bite) instead of Weapon Finesse (knife).

Zombie, Liquefied (Template)

The product of necromantic experiments performed on corpses in an advanced state of decay, the liquefied zombie is a revolting mass of decaying flesh. Damage to the skin and connective tissue often results in a gout of liquefied tissue bursting forth.

Liquefied zombies are still recognizable as bipedal corpses, but it's impossible to tell who they were in life. They are bloated, twisted figures whose eye sockets gleam unnaturally. Periodically they slough off some of their bodily flesh and liquids, leaving a trail of nauseating goo behind them. The unnatural processes that sustain them in unlife cause the liquefied tissue inside them to seethe and boil, and sometimes a liquefied zombie will vent steam from its mouth.

Liquefied zombies differ from the zombies described in the *d20 Modern Roleplaying Game* because they've decayed further prior to rising from the dead. Their muscles and internal organs have decomposed into foul-smelling liquid with the consistency of pudding. Unlike better-preserved zombies, a liquefied zombie typically lasts only a few weeks before it falls apart and decomposes normally. But as long as it stays together, the necromantic energies that propel the liquefied zombie allow it to move much faster than a normal zombie.

A mindless creature, the liquefied zombie acts on the commands of its creator. It's capable of following simple instructions, such as "dial this number if anyone other than me enters this room, then attack." More complex commands are beyond it, and the liquefied zombie has little reasoning power of its own.

Liquefied zombies cannot speak. They are generally between 5 feet and 6 feet tall, and they weigh about 150 pounds.

Template Traits

"Liquefied zombie" is an acquired template that can be added to any corporeal creature other than a construct, elemental, ooze, plant, or undead (referred to hereafter as the base creature). The creature must be in an advanced state of decay, but not yet reduced to a skeletal corpse. The liquefied zombie uses all the base creature's statistics and special abilities except as noted here.

Challenge Rating: A liquefied zombie's Challenge Rating equals the base creature's CR + the following modifier based on size: Tiny or smaller +0, Small +1, Medium +2, Large +4, Huge +5, Gargantuan +7, Colossal +10.

Type: The creature's type changes to undead (see the Undead section in Chapter Eight: Friends and Foes of the *d20 Modern Roleplaying Game*).

Hit Dice: Drop any Hit Dice gained from experience, triple the number of Hit Dice left, and raise them to d12.

Speed: If the base creature could fly, its maneuverability rating as a liquefied zombie drops to clumsy.

Defense: A liquefied zombie's natural armor bonus to Defense increases to the following, based on its size (but use

the base creature's natural armor bonus if it's higher): Small or smaller +0, Medium +1, Large +2, Huge +3, Gargantuan +6, Colossal +10.

Attacks: The liquefied zombie retains all the natural attacks, manufactured weapons, and weapon proficiencies of the base creature. A liquefied zombie also gains a slam attack.

Damage: Natural and manufactured weapons deal damage normally. A slam attack deals damage depending on the liquefied zombie's size (but use the base creature's slam damage if it's greater): Fine 1, Diminutive 1d2, Tiny 1d3, Small 1d4, Medium 1d6, Large 1d8, Huge 2d6, Gargantuan 2d8, Colossal 4d6.

For purposes of Strength bonuses to damage, a slam attack attack is considered a two-handed attack.

Special Qualities: A liquefied zombie loses all of the base creature's supernatural and spell-like qualities except for immunity or resistance to specific energy types. A liquefied zombie may retain any or all of the base creature's extraordinary abilities at the GM's discretion. In addition to gaining the undead type, a liquefied zombie has the following special quality.

Liquefied Spew (Ex): Whenever a liquefied zombie is damaged in combat by anything other than a bludgeoning weapon, some of the liquefied tissue spews forth, covering everything within 5 feet of the liquefied zombie. The scalding liquid deals 1d6 points of damage and exposes anyone it touches to the disease of necrotizing faciitis (see Disease in Chapter Seven: Gamemastering of the *d20 Modern Roleplaying Game*).

Darkvision (Ex): Liquefied zombies have darkvision with a range of 60 feet.

Allegiances: A liquefied zombie loses any previous allegiances and adopts a new allegiance to its creator. This allegiance cannot be broken.

Saves: A liquefied zombie's saving throws are based on Hit Dice and given on Table 8–2: Creature Saves and Base Attack Bonuses in the *d20 Modern Roleplaying Game*.

Action Points: A liquefied zombie does not acquire or amass action points. It loses any action points gained by the base creature.

Reputation Bonus: A liquefied zombie has a +0 Reputation bonus.

Ability Scores: A liquefied zombie's ability scores change as follows: Str +4, Dex –2. Additionally, it has no Constitution or Intelligence score, its Wisdom changes to 10, and its Charisma decreases to 1.

Skills: The liquefied zombie loses all skills.

Feats: The liquefied zombie loses all the base creature's feats except the following: Archaic Weapons Proficiency, Exotic Weapons Proficiency, Personal Firearms Proficiency, and Simple Weapons Proficiency. The liquefied zombie gains the Toughness feat.

Human Liquefied Zombie: CR 2; Medium undead; HD 3d12+3 (includes Toughness feat); hp 22; Init –1; Spd 30 ft.; Defense 10, touch 9, flat-footed 10 (–1 Dex, +1 natural); BAB +0; Grap +2; Atk +2 melee (1d6+3, slam); Full Atk +2 melee (1d6+3, slam); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ undead, liquefied spew, darkvision 60 ft.; AL creator; SV Fort +1, Ref +0, Will +3; AP 0; Rep +0; Str 15, Dex 8, Con —, Int —, Wis 10, Cha 1.

Skills: None.

Feats: Toughness.

Otyugh Liquefied Zombie: CR 8; Large undead; HD 18d12+3 (includes Toughness feat); hp 120; Init +0; Spd 20 ft.; Defense 17, touch 9, flat-footed 17 (–1 size, +8 natural); BAB +9; Grap +19; Atk +14 melee (1d6+9, tentacle rake); Full Atk +14 melee (1d6+6, 2 tentacle rakes), +9 melee (2d6+3 plus disease, bite); FS 10 ft. by 10 ft.; Reach 10 ft. (15 ft. with tentacles); SQ undead, liquefied spew, improved grab, constrict 1d6+6, disease, darkvision 60 ft.; AL creator; SV Fort +6, Ref +6, Will +11; AP 0; Rep +0; Str 22, Dex 10, Con —, Int —, Wis 10, Cha 1.

Skills: None.

Feats: Toughness.



Wererat

KM

chapter eight

locations



Kurt takes the fight into the back alleys.

Welcome to the urban jungle, where goblins prowl the subway tunnels, dragons command the boardrooms, and breathsnatchers haunt the back-alley nightclubs. As the tide of Shadow rises, the mundane increasingly gives way to the weird, the strange, and the magical. Heroes armed with magic and technology appear to fight battles against monsters or to negotiate a trade agreement with denizens of Shadow whose only crime is that they have a touch (or more than a touch) of the supernatural about them. This is the world outside your window, but with a serious twist.

Even the most remote locations in the world have been influenced in some way by the expansion and energy of cities. Television, radio, and the Internet have brought modern thoughts, beliefs, virtues, and flaws to all corners of the globe. While a tremendous number of people still live in rural areas, city life has become the norm for billions of people. With it comes the trappings of city life, including such negatives as crime, sprawl, pollution, and overcrowding.

In the Urban Arcana campaign, it's not only average people who call the city their home—creatures of Shadow have found their place as well. Most lurk in areas that mundane people shun, such as abandoned factories, forgotten sewers, or abandoned subway tunnels. Others choose to hide in the open, blending in with the masses or rising to positions of authority while trying not to give their true identities away. In short, by peeling away the thin veneer of civilization and normalcy, one can find a world where fantastic beings roam.

Note that the GM needs to determine how much of what's really going on in the world those in power know about. Local police might be warned to watch out for and report strange events, while certain federal agents might be charged with investigating and cataloging Shadow occurrences. City officials might have a Shadow creature problem, though they don't completely understand the situation—or they might be in the know and totally aware of the scope and nature of their problem. There should be no pat answer for this question; sometimes those in power work for or against Shadow, sometimes they are clueless as to the nature of a particular situation; and often, the answer lies somewhere between these two extremes.



YOUR HOME TOWN

The *Urban Arcana Campaign Setting* unfolds in a city of your choosing—perhaps even the city in which you live. You know the streets, the local landmarks, the key public figures. Street maps and phone books provide plenty of character names, and your local newspaper contains scores of ready-to-use adventure hooks.

On the other hand, you needn't rely too heavily on familiarity. The city in which your campaign unfolds can be as true to life or as contrived as you need it to be. Feel free to add, remove, or modify anything that you want. Ultimately, this is modern fantasy and it's your town—do with it as you like!

BUILDING A CITY FROM SCRATCH

Building your own city has the advantage of letting you design everything you need while leaving out whatever you don't want to be a part of your adventure setting.

While it's not necessary to provide every last detail of a city, certain things should be thought up ahead of time. Does the city have a port and a harbor? What is the primary form of industry or income for the city? Is the city affluent and bustling or enduring hard times?

By answering these basic questions ahead of time, the GM can quickly answer anything that the players might bring up during the game. A map, even roughly done, is a helpful addition, along with some idea of the size and effectiveness of local police, emergency personnel, and government agencies.

Something else to consider is the pervasiveness of creatures of Shadow. Some cities are havens for these creatures, while others are barely touched by Shadow. If your campaign is focused more on the odd incident and element of horror, it's best to have fewer creatures of Shadow roaming the streets, thus increasing the tension when monstrous run-ins do occur. If Shadow creatures are common, then the campaign can take on a more fantastic nature as elements of good and evil spring up from Shadow and spread throughout the city.

ANATOMY OF A CITY

While every city has its own distinct style and flavor, cities have many traits in common. Every city has places to live, places to work, and places for entertainment. Obviously, geography, industrial base, and population dictate what sorts of neighborhoods make up a city.

We divide a city into districts or sectors. In some cities, the borders between these districts are clearly delineated. In other cities, the lines between sectors are fuzzy, with several districts sometimes blending into one. Some cities lack one or more of these districts entirely; others are heavily dominated by them.

The districts presented here have a Wealth bonus associated with them, representing the typical Wealth bonus of the average inhabitant of the sector. Consider this, at best, a guideline—no two cities are exactly alike, after all. It's quite possible to have a downtown corporate sector that has fallen on hard times or a warehouse sector that has been "discovered" by the *nouveau riche* as the hip place to live. Remember that even the most affluent cities in the world have their areas of trouble, poverty, and pollution.

The districts describe here are typical of those found in cities throughout North America, but could be tailored to fit any city throughout the world.

Airport District

Miniature cities in their own right, airports have become vital parts of many cities as flying to destinations is often faster than driving or taking a bus or train. Airports have a thriving business district that surrounds and supports it. Because of the considerable traffic and noise, these areas are often modern lower class sectors (see below) that cater to people going to and from the airport—hotels, restaurants, and car rental businesses. Some of the seedier aspects of these areas include strip clubs, cheap bars, payday loan businesses, and shoddy car lots.

Airports vary in size, from small regional connections to enormous hubs, such as Atlanta and LAX. Despite their size, all airports have some things in common. The main terminal of the airport hosts everything to get passengers back and forth—ticketing and check-in desks, baggage handling, security checkpoints, and loading gates. They also feature large numbers of restaurants, bars, bookstores, and gift shops, in addition to duty-free shops at international airports.

Most airports boast kiosks with Internet connections, allowing the busy business traveler to check email while waiting for a flight. Internet connections often have minimum security but are not very private (see the Computer Use skill in the *d20 Modern Roleplaying Game*).

Shadow creatures tend to avoid airports. Those that can masquerade as humans may travel on airplanes as anyone else does, or might sneak passage in the cargo hold. Less subtle Shadow creatures may lurk in the numerous access tunnels and little-used areas around the airport.

Examples: LaGuardia (New York), LAX (Los Angeles), O'Hare (Chicago).

Emergency Services and Security: Airport security is tight, with private guards (low-level Strong/Dedicated Ordinaries) and police (mid-level Strong/Dedicated Ordinaries) keeping watch in the terminals, baggage handling area, and parking zones. In times of crisis and heightened security, airports are beefed up by additional police, or in extreme cases, military reservists (mid-level Strong/Tough Ordinaries). Video surveillance is omnipresent and covers most of the public zones and places that are outside public scrutiny, such as baggage handling and maintenance areas. Passkeys and keycards are needed to access restricted areas; bypassing a passkey lock requires a successful Disable Device (DC 25).

Airports have well-equipped fire stations and emergency aid personnel that can respond to almost any situation in minutes. The usual response time for an emergency or police situation is 1d3 minutes.

Wealth Bonus: +4 to +7.

Adventure Ideas

While it's rare that heroes might encounter creatures of Shadow at the airport, sometimes they might stumble across something out of the ordinary.

- Airport officials have shut down part of a terminal because of problems with gremlins (see Chapter Seven: Creatures). They need someone to quietly deal with the problem.

- Peaceful elves seek help transporting a unicorn that has arrived in the city but desperately needs to be moved to a more remote, rural location.
- An enterprising band of gnolls has established a business that helps their kin make use of air travel. By bypassing various security checkpoints (and through extensive bribes, threats, and outright murder), some of these creatures are able to pass themselves off as large dogs and stow away in the cargo compartments of jets.
- While standing in the airport's baggage claim area, heroes spot a suitcase covered with strange glyphs. The suitcase makes one round on the conveyor belt before it's picked up by a gaunt man wearing a gold pendant. The man is actually a mummy, and the suitcase contains a powerful (and possibly evil) magic item brought from his homeland.

Artistic District

Eccentric, eclectic, and chaotic, artistic districts are areas where personal expression and freedom reign. As the name indicates, these areas are rich in art and culture. Street performers work on every corner, while students, dissidents, and lovers of counterculture stroll side-by-side through the sector.

Cities usually have a love/hate relationship with artistic districts. On the one hand, they offer color, variety, and entertainment. On the other, they tend to be breeding grounds for malcontents, anarchists, and those dwelling on the fringe of society. Goths, hippies, students, street preachers, punks, and gangbangers live side-by-side, sometimes peacefully, sometimes not. Artistic districts are often the source of the latest trends in music, fashion, and literature. On the downside, they are usually on the cutting edge of the seedier aspects of modern living, such as proving grounds for new illegal drugs and other counter-culture activities.

Art galleries, music stores, boutiques, bookstores, and other small businesses dominate artistic areas. Chain stores are relatively rare, clustering together into newer mini-malls and plazas. Coffee shops have become the meeting places of the masses, with some hosting live music, poetry slams, and political debates. The district boasts numerous eclectic bars, restaurants, and nightclubs.

Regardless of the time, the activity here is non-stop. Many restaurants and coffee shops stay open around the clock. Once the sun goes down, nightclubs open up, ushering in a new crowd looking for excitement and adventure.

Police response in this area is mixed. There is usually a highly visible police presence, and the officers spend most of their time dealing with minor violations, including vagrancy, vandalism, and drug abuse. On rare occasions, they must contend with protest marches and picketing by a variety of ideological groups. Police officers mounted on bicycles are common, which allows them to navigate crowded streets with ease. Response time is typically 2d6 minutes for police or other emergency aid to arrive once a call is made.

Examples: Soho (New York), Berkeley (San Francisco), Little Five Points (Atlanta).

Wealth Bonus: Inhabitants of this area vary wildly, from homeless people panhandling on the street (+0) to students and street performers (+1 to +4) to well-to-do citizens looking for the in-crowd (+7 to +15).

Adventure Ideas

Shadow creatures can mix in with some ease in artistic districts. They are simultaneously more numerous and harder to find because they blend in so well with the odd-looking populace.

- A new gallery has burst onto the scene and is causing quite a stir. The current exhibit features several statues that are remarkably lifelike. The artist has chosen to portray the subjects in poses of horror and fear. In reality, the artist is a male medusa who terrifies his victims before transforming them into his latest masterpieces.
- Outside of a music shop, the heroes encounter a guitar-playing street performer named Jack, whose dancing monkey companion is, in fact, a flesh homunculus (see Chapter Seven: Creatures). Jack can't tell that the monkey is not what it seems, nor does he know that the homunculus's Techno Mage master runs the music shop and uses the homunculus to attract new clientele.
- The Church of Pelor (see Chaper Six: Organizations) has set up a small temple in the busiest section of the district. While fringe religions and far-out beliefs are common here, the members of the church are particularly disciplined and strict in their interpretation of morality. The church has established vigilante groups to hunt down criminals that violate their strict (and odd) interpretation of the law.

Corporate Suburbia

As cities grow in size and real estate becomes increasingly expensive, some corporations move their operations to the fringes of cities. Once there, suburbs blossom, providing housing and services to the workers that commute daily to their jobs along the outskirts. Over time, however, these areas grow and merge into the city they tried to flee.

Corporate suburbia mimics the styles of the skyscrapers that make up downtown. Some companies create "campuses," with multiple office complexes surrounded by carefully manicured lawns.

Creatures of Shadow do not seek out these places intentionally, but might wind up there. Besides lurking in the basements and sewers of these districts, some may actually try to blend into the offices, using their abilities to rise up the corporate ladder for their own reasons.

Examples: Silicon Valley (San Francisco), Silicon Alley (Boston area), Rosemont (Chicago).

Emergency Services and Security: These office complexes have their own security, even if it's a single uniformed guard who watches the front desk at night. For most, however, cameras and other security devices (such as motion sensors) survey both the immediate vicinity and the doors and corridors inside. The level of security for these systems depends on the business. A toy manufacturing company is likely to have minimal security, while a regional office of a military contracting company will have Good or even Maximum protection on its computer system (see the Computer Use skill in Chapter Two: Skills in the *d20 Modern Roleplaying Game*). It typically takes 1d8 minutes for police or emergency personnel to respond to a call.

Wealth Bonus: +6 to +8 (typical office workers), +13 to +24 (upper management).





Adventure Ideas

Heroes that barge into these areas with guns blazing may find themselves in much deeper trouble than they expected. The Shadow creatures dwelling here are smart, sophisticated, and well protected. This doesn't even include the mundane resistance they might encounter if they come on too strong—security guards, police, and hordes of lawyers itching for a lawsuit.

- A green dragon runs an overland shipping business and has used her accumulated wealth to build an industrial complex in the heart of corporate suburbia, with buildings large enough to contain both her and her progeny. The dragon trusts dragonblooded humans to manage her business interests and has taken to eating employees who displease her.
- A CEO of a powerful company has made a deal with a skinhusker. In exchange for some of his life force and the chance to inflict some mayhem on the unsuspecting populace, the skinhusker has taken out some of the CEO's rivals and provided him with information that couldn't be discovered through any other means.
- Too often the victim of corporate espionage, a local corporation decides to replace its computerized security system with a magical one. To test the new system, the corporation's new Director of Security (a Techno Mage) hires the heroes to attempt to defeat the system and breach the corporate headquarters. The new director may belong to an organization working against the heroes and may use this "security test" as an opportunity to exterminate them, or this might be a legitimate job for someone with ties to Shadow.

Docks and Warehouse Districts

As commerce increases in importance, most modern cities have created districts dedicated to the storage and transport of goods. These docks and warehouses occupy huge amounts of land, covered with large buildings, shipping container storage, loading docks, and the necessary equipment to store and move enormous amounts of goods. The goods contained within the various shipping containers, warehouses, docks, and vessels are worth millions of dollars; however, someone breaking into a random cargo container is just as likely to find a load of diapers as they are DVD players or designer jeans.

Cities with docks are located on large bodies of water, including major rivers. Titanic cranes line the docks, used for loading shipping containers onto barges or ocean-going vessels. The docks also provide mooring for a variety of pleasure vessels and fishing trawlers.

Huge square buildings used for storing goods dominate warehouse districts. They are almost always located next to major highways, industrial spurs, railroads, and shipping lanes.

These areas are busy and active during the day, with crews loading and unloading cargo. It's not as easy as one would imagine to walk through a warehouse or dock unnoticed, however, as security guards and foremen constantly keep an eye out for intruders. Depending on the city and area, docks and warehouses can be just as busy during the nighttime as during the day or virtual ghost towns, with just a handful of crew and security guards.

Warehouse districts have become popular destinations for raves or other activities that require a lot of open space away from prying eyes. Young people flock to these events, hoping to dance the night away to pounding drum and bass, techno, jungle, and downtempo electronica. Drugs and alcohol are a common sight, forcing the hosts of the events to play a cat-and-mouse game with the local police.

Shadow creatures thrive in these areas, hiding in abandoned buildings and vehicles, or within the warehouses and ships themselves. They usually become more active at night, preying on people who are caught out alone and without help, or engaging in their own rituals, trade, and entertainment.

Examples: The Waterfront (Seattle), The Docklands/Battersea (London), TriBeCa (New York City).

Wealth Bonus: +6 to +8.

Adventure Ideas

The solitude and stark industrial nature of docks can host numerous adventures in the world of Urban Arcana. Creatures of Shadow lurk in the murky waters and hide among the towering boxes of freight, while whole communities of Shadow beings try to live in peace while hiding in the dark places.

- Bodies have turned up floating in the waters along the docks. While not that uncommon, what makes this unique is that all the victims are missing their heads. While most dismiss the murders as the result of mob hits and gang disputes, there doesn't seem to be any connection between the victims. To further dispute this theory, the victims' heads seem to have been *bitten* off.
- The heroes attend a rave aboard a moored yacht, the owner of which has not been seen in weeks. Troglodytes rise up from the water to attack the ship once the rave gets into "full swing."
- Strange growls emanate from within a locked shipping container inscribed with mysterious runes that bear a passing resemblance to Japanese letters. The container is supposed to contain a sportscar, but its handlers are afraid to open or move the container. If the heroes dare to open the container, a demonic auto (see Chapter Seven: Creatures) speeds out and begins running down people on the docks.

Downtown Corporate District

The smell of money. The bustle of commerce. Fortunes made and lost in a blink of an eye. These are the dynamics that shape and mold the modern downtown corporate district. Dominated by towering skyscrapers made of concrete, steel, and shiny, smoked glass, downtown corporate districts are all about the business of business. These are the main centers of the Information Age, including banks, financial centers, corporate headquarters, law offices, and other white-collar businesses. Huge amounts of phone lines and fiber optic cables are nestled beneath the streets and strung along poles, connecting these businesses with the rest of the world.

During the day, this area bustles with businessmen and women going about their jobs. Power suits and briefcases abound, along with cell phones, pagers, laptops, and PDAs. As if to contrast this level of affluence, street people and panhandlers are common sights, hoping to make an odd coin from the rare individual that acknowledges their existence.

Creatures of Shadow thrive in the darkness cast by the skyscrapers. After arriving in our world, some creatures found that they could blend into our world by assuming positions of prestige, power, influence, and money. Less intelligent monsters, such as orcs, gnolls, and goblins, are sometimes employed as hired muscle and protection.

Examples: Lower Manhattan (New York), Rush Street (Chicago), Golden Triangle (Pittsburgh).

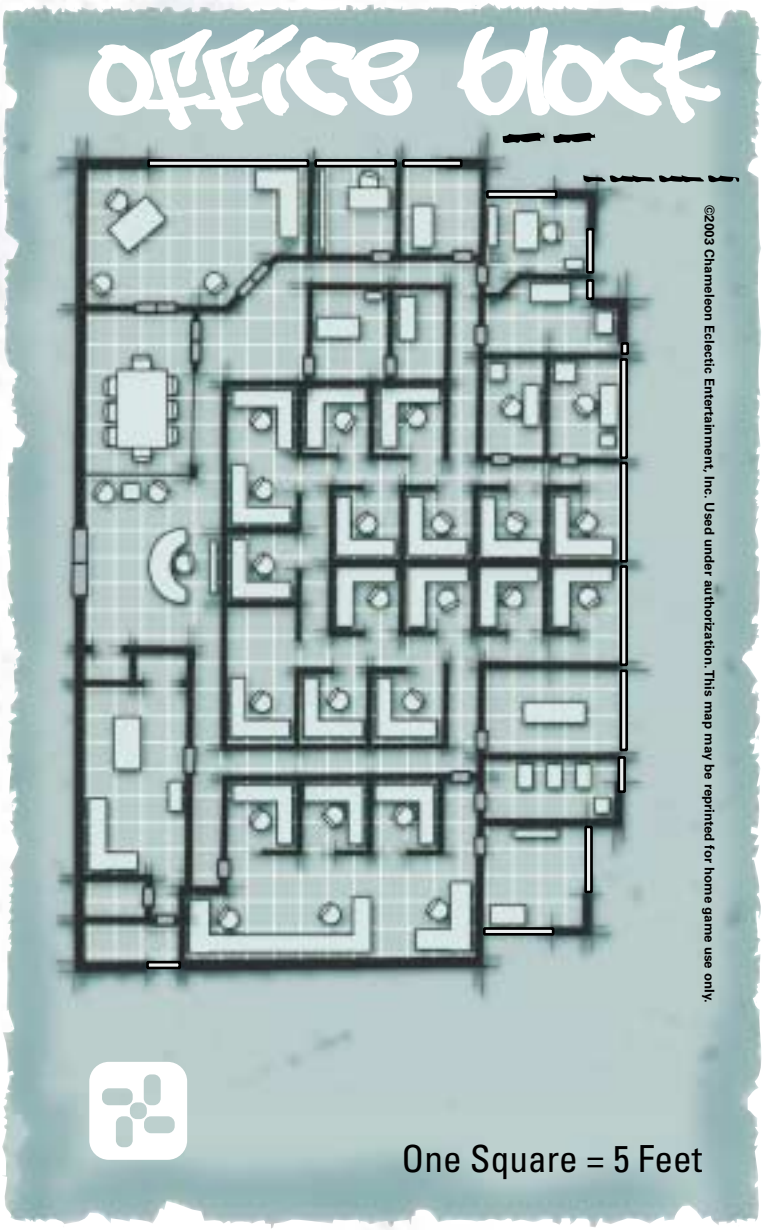
Emergency Services and Security: Because they are located in the core of downtown, response time is fairly quick. It usually takes 1d8 minutes for police or emergency personnel to arrive after a call is made.

Wealth Bonus: +0 to +1 (panhandlers), +7 to +11 (corporate employees), +15 to +24 (corporate executives).

Adventure Ideas

The corporate district is an unlikely place to find rampaging Shadow creatures bent on destruction. Instead, the true villains are the ones in power, pulling the financial and legal strings of this world.

- A new skyscraper has been raised downtown. While everyone agrees that the building is stunning to behold, its gothic architecture and labyrinthine interior can be disconcerting. Heroes working for Department-7 or some other organization interested in securing office space are dispatched to inspect the curious new building.
- A group of monstrous terrorists have seized control of an office skyscraper, threatening to eat their hostages unless the government releases several creatures of Shadow held in custody. The terrorists also have a "man" on the inside—a changeling (see Chapter Seven: Creatures) or some other creature working as a high-level executive for the company.
- Hackers have broken into a corporate mainframe and discovered a virtual spellbook used by the company to increase their fortune and wealth. Hunted by goons and the police, the hackers turn to the heroes for help. Do they turn in the hackers, or do they take the spellbook for themselves and risk retaliation from the corporation?



Downtown Shopping District

Located on some of the most expensive real estate in the world, downtown shopping districts offer a huge selection of extravagant goods. Boutiques, galleries, and restaurants can be found here, catering to a wealthy clientele with an extensive disposable income.

Constrained in space, downtown shopping districts are scattered among street-level stores and built into malls that extend up rather than out. Some stores cater to modest incomes, though most feature incredibly expensive shops that offer high-quality clothing, jewelry, artwork, and other expensive goods. The snobbish staff of high-class stores is unlikely to give assistance to people who look as if they don't belong (or lack the money to shop there).

Examples: Westlake Center and Pike's Place Market (Seattle), the Magnificent Mile (Chicago), the Ginza (Tokyo).

Emergency Services and Security: Most of the larger or wealthier stores have their own security on hand to deal with shoplifting and any situation that might cause a scene. On the streets, police have a relatively small but visible presence. It typically takes 1d6 minutes for police or emergency personnel to arrive after a call is made.

Wealth Bonus: +7 to +10 (middle-income spenders), +11 to +18 (high-income spenders).



Adventure Ideas

Although heavily populated during the day, these districts are ripe for plundering by criminals and Shadow creatures, and the smaller, more curious shops make great businesses for enterprising denizens of Shadow.

- Two recently united gangs of goblins decide to celebrate their new alliance with a scavenger hunt in the shopping district. After their spree of terror, theft, and assault, they use their intimate knowledge of the various air ducts, service tunnels, and sewer systems to dodge pursuit.
- A bookstore known for stocking rare and precious tomes acquires a set of scrolls from an archaeological dig site in Peru. What the shop owner doesn't know is that the scrolls describe a powerful incantation and carry a dread curse. Furthermore, the Knightly Order of St. Bartholomew (see Chapter Six: Organizations) has sent an agent to procure the scrolls and see them safely to the Black Library. Is the agent reliable, or will the scrolls' curse cause him to betray his order?
- A shopping complex has been built over an old section of town in an effort to increase property values. However, the complex was built above the subterranean temple of the Heirs of Kyuss (see Chapter Six: Organizations). The temple Acolytes use zombies and other undead creatures to drive shoppers out of the mall.

Factories and Industrial Districts

Factories and industrial districts are the backbone of cities, providing the raw materials that keep the economy going. These areas are heavily tied into a city's highways, railroads, and shipping infrastructure.

Factories and industrial districts are usually found right next to the docks and warehouse districts, often on the fringes of the city limits. Numerous kinds of businesses can be found here—smelting, metal fabrication, car manufacturing, plastics, textiles, and so forth. A single factory can be enormous, taking up several hundred acres of land. Hundreds of laborers work in each building, although not all factories are lumbering "old economy" goliaths. In this high-tech age, some factories use the latest in computer and robot technology to manufacture goods. These advanced facilities have relatively few workers for such large buildings.

Many industrial districts have been in use for decades and are prime sources of water, air, and soil pollution. These districts churn out huge amounts of smog, chemicals, and hazardous debris that can extend for miles around a single site.

Some cities have strict regulations that try to limit this pollution, while others are much more lax, allowing the surrounding land to slowly choke to death on a variety of poisons. If a factory shuts down, it is often allowed to rust away, becoming a blight on the landscape. Neighborhoods that border the worst offenders often complain of respiratory problems, increased rates of cancer, and other serious health concerns.

Evil Shadow creatures find these districts perfect lairs. Hiding in the rusting pipes and abandoned chemical containers, evil creatures of Shadow can remain out of view of prying eyes. In addition, mundane gangs and the occasional psychopath sometimes claim this area as a hunting ground.

Examples: Georgetown (Seattle), Allentown (Pennsylvania), Essen (Germany).

Emergency Services and Security: Most businesses located in these areas have at least one security guard on staff at all times. Police patrol these areas infrequently, keeping an eye out for vagrants and the occasional criminal out on the prowl. For the most part, however, these areas are secluded from view, especially at night. It typically takes 2d10 minutes for police or emergency personnel to arrive after a call is made.

Wealth Bonus: +5 to +12.

Adventure Ideas

In these dark and soulless places, Shadow has a deep hold. Abandoned factories make perfect areas for GMs that want to run an old fashioned "dungeon crawl" for their modern heroes.

- A manufacturing company has been dumping magical waste in a neighborhood landfill. The waste has given rise to a garbage toxyderm (see Chapter Seven: Creatures) that wreaks havoc in an industrial park.
- An illithid has dominated a few key engineers of a computer chip manufacturing company. The mind flayer has the engineers change some of the specs of the chips so that they produce subliminal messages that make the user of a computer that has the chip installed more susceptible to suggestion and domination.
- A group of dwarves have set up a foundry in the heart of the industrial district. In addition to producing incredible works in iron and steel, they have set up a special forge to craft items that merge technology with magic. This influx of magic has drawn the attention of other creatures of Shadow that want to claim the dwarves' cache for themselves.

Abandoned Factory (Crane Industrial Center)

This section presents a generic abandoned factory, complete with a map and adventure hooks.

Once a booming metal fabrication plant, the Crane Industrial Center fell on hard times in the early 1990s and never recovered. In short order, the company went bankrupt and the plant was abandoned. The building was boarded up and everything left to rust. The factory is most likely to be found in the city's industrial sector, although it could also be placed in a more populated area if the GM chooses to go that route.

Because the bankruptcy happened so quickly, much of the inventory, equipment, and supplies were abandoned. The building has been broken into numerous times by squatters, drug dealers, and vandals. Both the interior and exterior are covered with graffiti and weeds. Nothing of value remains, and the place is littered with trash, papers, beer bottles, and bits of scrap metal.

In addition to the usual hazards and riff-raff that one would expect to find in such a place, heroes exploring the factory might find it not quite abandoned after all. Here are some possible adventure hooks:

- A group of Mages have found the abandoned factory the perfect place for their gatherings. They have inscribed large circles and arcane runes on the floor, to be used for summoning creatures from beyond Shadow.

- A pair of mated drow vampires using the factory as a lair keep Large monstrous spiders and monstrous spider swarms (see Chapter Seven: Creatures) to discourage would-be explorers.
- A group of teenagers decide to stage a rave or Halloween party in the abandoned factory. The disturbance awakens a garbage toxyderm (see Chapter Seven: Creatures) that erupts from a septic tank under the main factory floor.



1. Main Entrance. The factory's main entrance is a large metal door that was once locked, chained, and padlocked. However, vandals have broken the lock and door swings open with a rusty groan.

2. Offices. These are the administrative areas, including the executive office, secretary's office, and reception area. Almost all of the furniture in these rooms has been destroyed, except for a few chairs, file cabinets, and metal desks. All of the offices have windows that have been boarded up with plywood.

3. Conference Room. This room has been thoroughly vandalized and covered with graffiti. Almost all of the chairs have been destroyed, but the table remains relatively intact.

4. Restrooms. These typical men and women's restrooms are not operational and utterly filthy.

5. Shipping Bay. The shipping bay has a large sliding metal door sealed with a large padlock. A successful Disable Device check (DC 30) opens the lock, which has a hardness of 10, 120 hit points and a break DC of 35. The shipping bay contains some old crates of worthless merchandise.

6. Factory Floor. The factory floor has been looted of anything valuable, although large, immovable pieces of machinery still remain. Cutters, drills, metal folders, welders, and other heavy equipment sit idle. None of the machinery is powered, although all the connections are still attached, and could, in theory, be reactivated. The floor is covered with trash and large bits of scrap metal. Large metal bins line the walls, filled with various pieces of ore and prefabricated metal.

7. Foreman's Office. This office contains the remains of a desk and chairs. Scheduling papers and old invoices are scattered everywhere. A small, locked safe that has resisted numerous attempts to open it (Disable Device check, DC 35) sits in the corner.

Government District

These imposing buildings crafted of marble and iron exude an air of stability and bureaucracy. In older cities, government districts are prominent parts of the downtown core, overlapping with shopping and corporate districts. Government districts are imperious, humorless places that dedicate themselves to keeping the city running as smoothly as possible.

Government districts combine city, and in some cases, county and federal buildings. Government agencies not directly involved with running the city congregate here, such as branch offices of the EPA, political party headquarters, and the like.



Examples: Faneuil Hall (Boston), Daley Plaza (Chicago).

Emergency Services and Security: Most government facilities have their own security teams. Some buildings require visitors to pass through metal detectors before entering. Because this district is located in the heart of the city, response time to emergency calls is rapid. It typically takes 1d4 minutes for police or emergency personnel to arrive after a call has been placed.

Wealth Bonus: With the exception of the rare wealthy city councilman or other official, most of the people in this area have an average Wealth bonus (+7 to +9).

Adventure Ideas

The halls of power are sometimes attractive to the more intelligent Shadow creatures, such as drow, illithids, and yuan-ti. By grabbing the reigns of power, they can shape the city to their liking.

- A new councilwoman has been elected to office and is espousing some radical ideas. She proposes to tear out a huge portion of expensive downtown property to create a park of mammoth proportions. The councilwoman is an elf who has grown disgusted with the overwhelming urban sprawl. While her cause has garnered support from her more liberal constituents, she has made powerful enemies that want to see her removed … permanently.
- After a recent eclipse, people have reported seeing movement on top of City Hall at night. The building was crafted in a gothic style, complete with gargoyles. Is it possible that these gargoyles have been awakened by a recent encroachment of Shadow?
- Department-7 or some other agency is looking for evidence connecting the Mayor's Office to the Corsone Syndicate (see Chapter Six: Organizations). The heroes are asked to infiltrate City Hall and gather whatever evidence they can find on the Mayor or the Deputy Mayor, and their possible dealings with organized crime.

City Hall

The following section describes a typical City Hall, complete with map and adventure hooks.

Situated in the heart of the city's government district, City Hall combines the wondrous architecture of a colonial palace with the impregnability of a modern prison. Its thick stone walls, carved with beautiful frescoes and scrollwork, have bright spotlights shining upon them at night. The national flag flutters above the central dome. Surrounding City Hall is a well-manicured lawn enclosed by a wrought-iron fence that's more decorative than practical.

City Hall bustles with life during the day. The Mayor and other officials meet in conference rooms to discuss various matters affecting the city, as well as confer with various legislative and civil rights groups. At night, City Hall assumes the countenance of a grand mausoleum, quiet and foreboding.

Security cameras mounted to the eaves cover every inch of the grounds. In addition, City Hall boasts its own team of six security guards (mid-level Strong/Tough Ordinaries), day and night. Additionally, an urgent call to the local police station brings a dozen police cruisers and a SWAT team within 1d4 minutes.

The following adventure hooks might inspire an adventure within City Hall:

- The Deputy Mayor is actually a replacement created in a laboratory by a subsidiary of Draco Industries (see Chapter Six: Organizations). Franz Draco, the CEO, uses the replacement to keep abreast of things in City Hall. The heroes learn of the replacement after obtaining files from a Draco Industries employee, computer, office, or laboratory.
- Radical members of the Black Feathers (see Chapter Six: Organizations) take the Mayor hostage after failing to stop the city's plans to build low-rent housing and a shopping mall in one of the city's oldest parks. Police arrive and manage to evacuate nearly everyone else from City Hall. The radicals have powerful magic at their disposal, and the heroes are better equipped to deal with them than the police.
- The Mayor and Chief of Police call a press conference to discuss their plans to quell the soaring crime rate in the city's lower-middle class and red light districts. Unknown to most, the Mayor and various members of his handpicked staff belong to the Fraternal Order of Vigilance, an organization dedicated to wiping out creatures of Shadow (see Chapter Six: Organizations). One of the Mayor's plans is to "herd" Shadow creatures into one sector of the city and kill them all with a magical nerve gas similar in effect to Anthrax (see Disease in Chapter Seven: Gamemastering of the *d20 Modern Roleplaying Game*).

1. Foyer. Two sets of heavy glass double doors lead into this grand marble foyer. A broad, carpeted staircase leads up to a second-floor balcony, as do a pair of elevators in the corners. The ceiling forms a dome overhead, dangling from which is an enormous and exquisite chandelier. Track lights mounted under the balcony illuminate various framed portraits and plaques along the ground-floor walls. A directory near the entrance doors lists the names of all city council members and officials who work in the building, along with their office numbers.

Security cameras cover the entrance, hallways, stairs, second-floor balcony, and elevators. All of the cameras feed into the security office (area **2**).

2. Security Office. This room contains the building's computer mainframe and Internet server, as well as a bank of television monitors connected to the various security cameras placed about City Hall. A red phone built into the security station provides a direct hotline to the police.

One or more security guards can be found here at all hours, day and night.

3. City Records. The door to this room is locked with a security keypad, although high-ranking city officials and City Hall security guards know the 4-digit numeric code to unlock the door. Bypassing the keypad requires a successful Disable Device check (DC 40).

This storage room is monitored by a video camera and contains dozens of file cabinets. The cabinets contains land registries, tax records, copies of birth and death certificates, zoning permits, and other paper files. Anyone looking for a specific file can make a Search check (DC 20) to locate the file. Each check represents 1d6 minutes of sifting through files.

4. Office Supplies. This room contains several functioning photocopiers, fax machines, and paper shredders, as well as cabinets containing paper and ink supplies.

5. Utility Closet. These locked rooms contain electrical wiring, telephone wiring, and fuseboxes. All security guards have keys for the locked doors (Disable Device, DC 25).

6. Janitorial Supplies. City Hall employs two night janitors. Their cleaning equipment and supplies are stored in this room.

7. Administrative Assistant's Office. Each of these modest offices contains a desk, chair, file cabinet, computer, photocopier, phone, fax machine, and small seating area. A few potted plants and pictures make the office seem more hospitable.

8. Office. Each of these offices belongs to a specific city official or councilor, whose name is etched into a nameplate on the office's mahogany door. The offices are quite opulent, with wood-paneled walls, richly colored carpets, heavy wooden furniture, and soft lighting. Every desk has a computer and phone.

9. Mayor's Office. The Mayor's plush office is similar to the other offices of City Hall except for its size, which allows for additional furnishings, including a quartet of padded leather chairs (for casual meetings), a trophy case (to display various collectibles), a wet bar, a framed map of the city, a few choice art orbjects, and a large globe.

10. Conference Room. These rooms are used for press conferences, town meetings, and similar large gatherings. At one end of the room sits a long rectangular table equipped with microphones. Tucked behind the table are a handful of chairs, one per microphone. A smaller table nearby bears some jugs of water and glasses. The rest of the room is filled with rows of seats. The walls are adorned with pull-down screens, murals, flags, or somber portraits.

11. Meeting Room. These meeting rooms are reserved for small gatherings, where the attendees can congregate around a single conference table, atop which rests a conference phone and some refreshments. The meeting rooms are nicely appointed, with comfortable rolling chairs, potted plants, and other soothing décor.

Historic Ethnic Neighborhood

Many immigrants who settled in the New World were drawn to neighborhoods formed by members of their own ethnic background. In this way, the sights, sounds, smells, and way of life that they left behind could be preserved, and the homesickness they felt could be offset. In modern times, these neighborhoods have either blossomed into significant and distinct strongholds of a particular ethnic group or atrophied to little more than a tourist trap.

In these neighborhoods, English is often the second or third language, and most signs are written in the first language of the area's patrons. Shops, restaurants, and services all cater to a particular ethnic group. One can find various exotic foods, goods, and clothing that are difficult to procure in regular shops and grocery stores.

Shadow creatures often lurk in these districts. In particularly large neighborhoods, such as Chinatown in San Francisco, Shadow creatures that are intelligent enough to speak don't even bother to learn English, only conversing in their native tongue and that of the ethnic group around them.

Examples: Chinatown (San Francisco), Little Havana (Miami), International District (Seattle).

Emergency Services and Security: Police presence is strong, with some officers who speak the local languages. It typically takes 1d10 minutes for police or emergency personnel to respond to a call.

Wealth Bonus: +1 to +4 (new immigrants), +5 to +9 (longtime residents).

Adventure Ideas

Outsiders find these districts exotic and bizarre, regardless of the presence of Shadow creatures.

- A rotlord has carved a small empire for herself inside the historic ethnic neighborhood. Demanding tribute from the cowering populace, the fiend uses animated corpses to intimidate the locals and prey on their superstitious beliefs.
- In the hope of protecting himself from a group of marauding racketeers, a local businessman has hired a group of "new immigrants" to help protect him. In reality, these individuals are bugbears that begin causing almost as much trouble as the racketeers. Now dealing with two situations out of control, the owner turns to the heroes for assistance.
- Members of the Fraternal Order of Vigilance (see Chapter Six: Organizations) try to recruit the heroes into their order. They recruit the heroes to locate and defeat a band of roach thralls (see Chapter Seven: Creatures) lurking in the city's Russian district.

Modern Lower Class District

Falling behind in the economic game, these districts have been pushed to the fringes, both financially and socially. Some lower-class districts are poor, but doing their best to keep the worst at bay. In others, crime, drugs, and urban decay are rampant, turning the district into little more than a war zone. In either case, every day is a struggle just to stay above water.

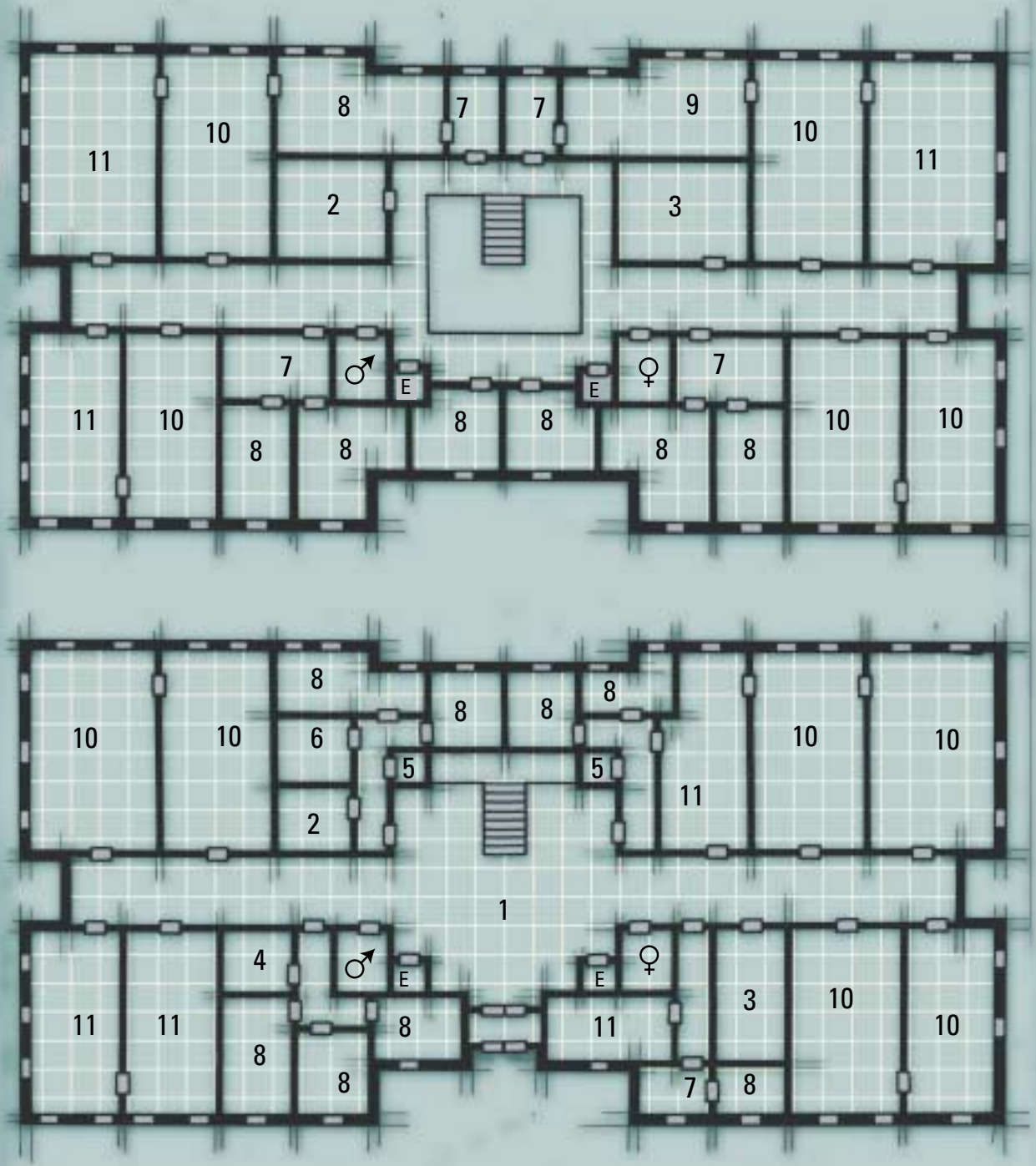
Gangs are rampant in these areas and are sometimes the only "authority" that people recognize. Turf wars are common, along with drug sales, illegal gambling (including dog and cock fighting), prostitution, auto theft, and other serious crimes. The worst of these districts are dangerous during the day and downright lethal at night.

Depending on the city, modern lower-class districts are composed of cheap houses, apartment complexes, or housing developments (some cities have all three). Strewn with garbage, covered with graffiti, and worn from neglect and abuse, these neighborhoods represent the "American Dream" gone horribly wrong. The businesses in these areas are often accused of perpetuating the cycle of poverty and despair—liquor stores, pawn shops, and check-cashing businesses that charge exorbitant fees.

Some residents fight the oncoming tide of hopelessness, crime, drug addiction, and violence. Concerned citizens team up with charity workers, dedicated police officers, and determined members of the clergy, who give everything they have to provide hope and assistance to those in need. Many of them are routinely exposed to the harsh realities and dark underbelly of urban squalor, and some even become aware of the presence of Shadow.



City Hall



E = Elevator
♂ = Men's Restroom
♀ = Women's Restroom

One Square = 5 Feet

Creatures of Shadows thrive in these areas, making lairs in abandoned tenements, sewers, and among the general refuse. Some even go so far as to reveal themselves to the local populace, cowing them into submission through threats and violence. More entrepreneurial Shadow creatures even recruit individuals from these areas to do their work, offering a sense of "community" much in the way that gangs support the disenfranchised. More than a few drug dealers, gang leaders, and slumlords are actually Shadow creatures in disguise.

Examples: Cabrini Green (Chicago), Compton (Los Angeles), Hilltop (Tacoma).

Emergency Services and Security: Police and emergency aid personnel have mixed feelings about this sector. They are frequently called in to deal with problems, but sometimes refuse to enter the more dangerous areas without backup. It typically takes 6d10 minutes for police or other emergency personnel to respond when a call is made.

Wealth Bonus: +1 to +5.

Adventure Ideas

Because of its inherent danger and general lawlessness, the modern lower class district is ideally suited for an URBAN ARCANA adventure.

- An agent working for the Displaced (see Chapter Six: Organizations) needs the heroes' help to find a missing half-elf. The half-elf, who only recently passed through Shadow, witnessed the assassination of a local gangster but has fled the Displaced's local safehouse. Perhaps the half-elf has taken refuge with another faction, such as the Eyes of Beholder (see Chapter Six: Organizations), or perhaps someone working for the Displaced isn't what he or she seems to be.
- A grendelspawn queen (see Chapter Seven: Creatures) with a taste for halflings has taken up residence in an abandoned theater. She routinely sends her hunters out at night to locate halflings and drag them back to her lair. The downtrodden halflings pool their resources and hire the heroes to find and kill the queen before she catches and devours them.
- For years, a local minister has been preaching to his flock that demons walk the streets of this district, but no one believes him. The heroes discover that what he is saying is true—the priest can see creatures of Shadow for what they are. He also knows that a local gang of tieflings have ousted the residents of a delapidated residential building to make room for a new temple dedicated to a powerful fiend that walks among them.

Bar (Rudy's)

This section presents a generic bar, complete with a map and adventure hooks.

Rudy's Bar has been an urban fixture for as long as anyone can remember. Something of a relic, Rudy's continues to operate despite its declining appearance and quality of clientele. The best word to describe this establishment is "nondescript." It seems to blend into the background neighborhood, and only the regulars seek it out. Still, Rudy's makes the perfect location for a clandestine meeting—the regulars don't ask questions and do their best to ignore one another.

Rudy's Bar is named after its owner, Rudolf "Rudy" Gills (Tough Ordinary 5). A tall and imposing man, Rudy prides himself on keeping the shabby bar in the exact condition that he purchased it in. He has seen his business survive recessions, rampant crime, urban renewal, and the occasional incursion by racketeers. Rudy has an uncanny knack for remembering names and has overheard more secrets than he cares to recall.

A hotbed of secret meetings and sinister liaisons, Rudy's holds many opportunities for encounters with Shadow:

- Rudy's is one of the few places where a vampire can get a glass of warm O-Positive without too many hassles. The heroes track the theft of blood plasma from a local hospital to the alley behind Rudy's Bar.
- A new crime boss has moved into the area, and rumor on the street is that he's a creature of Shadow. The heroes come to Rudy's searching for information. A tattooed tiefling offers to help them if they are willing to buy him a drink and shoot some pool, or they can simply bribe or intimidate him. However, other concerned bar patrons might come to the tiefling's rescue or attempt to eavesdrop on the conversation.
- A minor earthquake breaks a pipe in Rudy's basement, filling the building with a strange green gas. Rudy has one of his Mage clients mend the broken pipe (with a *mending* spell), and the gas has no discernably harmful effect on his clients. However, several days later, a few of his regulars begin manifesting strange magic abilities and deformities.

1. Bar. The bar made of dark stained wood. The seats are covered in tacky leather upholstering. Behind the bar are the usual accoutrements: sinks, mixers, a cash register, and the like. Despite the seedy nature of the place, Rudy's sports a surprisingly well stocked bar and imports an eclectic variety of liquors. He also keeps some more unusual beverages and a loaded 12-gauge sawed-off shotgun under the bar.

2. General Seating. Scattered throughout the bar are several small tables. Each one has four chairs packed tightly around it.

3. Gaming Area. This little-used area contains a pool table and dartboard, plus a few stools against the walls. The pool cues located here can be used as impromptu clubs (see Improvised Weapons in Chapter Four: Equipment of the *d20 Modern Roleplaying Game*).

4. Private Booths. The bar is lined with a number of large booths that offer a bit of privacy for those seeking it. Many of these booths "belong" to regulars who always want to sit in the same place.

5. Restrooms. These are typical, if dingy, men's and women's restrooms.

6. Storage Area. Rudy keeps more boxes of liquor, beer kegs, mops, and glasses back here.

7. Office. Rudy has a small, unkempt office filled with boxes of liquor, glasses, and other items. A successful Search check (DC 20) reveals a small wall safe, hidden behind a picture of dogs playing poker. Opening the safe requires a successful Disable Device check (DC 30). Rudy keeps the day's earnings and loaded .357 Colt Python inside the safe, as well as any other items you decide. A small barred window opens into a back alley.



8. Stairwell and Basement. This door to the basement is always locked (Disable Device check, DC 30). In addition to the heater and air conditioning unit (broken), the room is filled with assorted junk, including broken chairs, damaged kegs, and smashed glasses. Feel free to add whatever else you like to the basement area.

Monuments

Local monuments are symbols of pride and distinction for the inhabitants of a city. The most famous monuments draw tourists from all around the world and can generate important revenue for the city. Most monuments have a flourishing tourist trade, with gift shops, restaurants, and the attending businesses that support the monument and its visitors.

Monuments can be freestanding structures or buildings that are separate from the city (as in the case of the Statue of Liberty in New York to the Washington Monument) or an integral part of it (such as the Golden Gate Bridge). Either way, they dominate and accent the skyline of the city.

In an URBAN ARCANA campaign, monuments can serve another purpose. Some have been imbued with magical power (either by their architects or by the intrusion of Shadow) that lays dormant until the power can be harnessed and channeled. Shadow creatures are often drawn to these magnificent structures, feeding off their power or the throngs of visitors that flock to it.

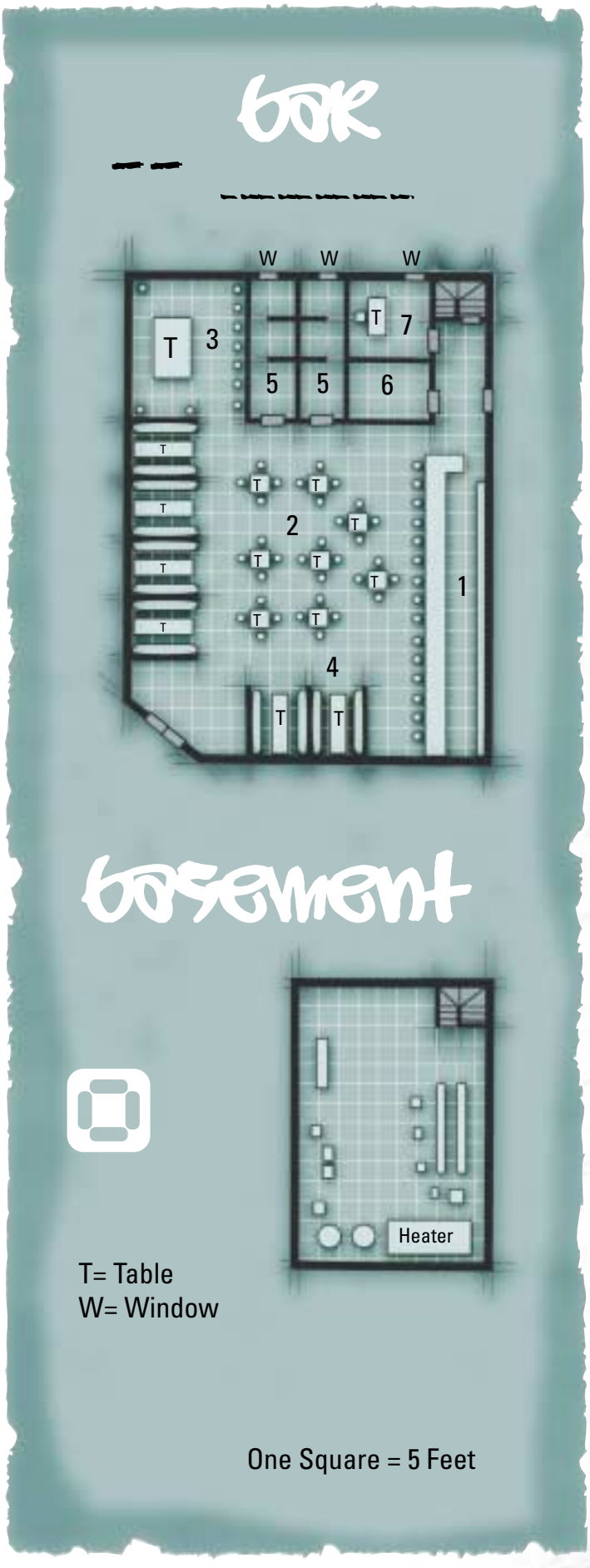
Examples: Golden Gate Bridge (San Francisco), St. Louis Arch (St. Louis), Statue of Liberty (New York).

Wealth Bonus: +6 to +8.

Adventure Ideas

Monuments make excellent backdrops for URBAN ARCANA adventures.

- The Fellowship (see Chapter Six: Organizations) plans to lure a powerful fiend to a local monument, hidden inside which is a secret chamber inscribed with magical runes. By luring the fiend into the chamber, they hope to trap it forever in a magic circle. A member of the Fellowship gives the heroes a magic item and hires them to deliver it to the monument. The fiend pursues the heroes to the monument in the hopes of gaining the item.
- A cabal of spellcasters has discovered that a local landmark has been built atop a vortex (see Mystic Sites, below). The landmark's presence neutralizes the vortex's power. To harness the power of the vortex, they intend to destroy the landmark with a powerful incantation, but they need a few more secondary casters and sacrifices to complete the spell.



- During a thunderstorm, lightning strikes a metal statue in a city square. The statue, which seems ordinary at a glance, contains myriad gear mechanisms and is, in fact, a gear golem (see Chapter Seven: Creatures). The lightning activates the statue, which begins rampaging through the city.

Old Money District

In the Old Money District, money and tradition go hand in hand. Streets, parks, and city works might be named after some of the community's most prominent families, who now retreat behind a shield of wealth, status, and reputation. Multimillion-dollar estates—half-hidden behind walls or hedges designed to keep out the rabble—define Old Money Districts. The mansions on these prime chunks of real estate date back a hundred years and represent some of the city's finest architecture.

Despite the wealth and influence these districts hold, some are in a slow decline—a genteel rot. Some families have been so far removed from the rest of humanity that they have lost all track of reality, living in a kind of fantasy world of their own. Some hold dark and sinister secrets and will do anything to keep them hidden.

In the *Urban Arcana Campaign Setting*, more than a few Shadow creatures can be found in these aging and well-protected neighborhoods. The owners are sequestered from prying eyes and protected by well-paid bodyguards and, in many cases, other creatures of Shadow.

Examples: Garden District (New Orleans), The Gold Coast (Chicago), Hyannisport (Massachusetts).

Emergency Services and Security: Because of the money and influence these areas wield, police response is usually rapid and heavy-handed. In addition to regular police that patrol the area, some households have one or two security guards (low- or mid-level Strong/Tough Ordinaries) who man the front gate and patrol the grounds. Depending on the sort of business the owner of the house is in, some of these guards might be armed with automatic weapons. The typical response time for police or emergency personnel is 1d4 minutes after a call is placed.

Wealth Bonus: +30 or higher.

Adventure Ideas

Behind the high walls and tall hedges of the mansions of the Old Money District lurk Shadow creatures. Heroes must be careful, however, for these beings have near-fanatical guards and slippery lawyers protecting them.

- Snakeblooded humans in league with the Infinite Serpents (see Chapter Six: Organizations) break into the home of a wealthy Japanese-American family and steal a katana that the family patriarch wishes returned. The katana was once the favored weapon of a yuan-ti prince whom the Infinite Serpents plan to raise from the dead with a powerful incantation, using the katana as a focus for the spell.
- An eccentric widow hires the heroes to catch the werewolves who killed her faithful guard dogs. The woman claims to have seen the werewolves on her estate during the last full moon. The trail of clues leads to a pair of spoiled teenaged brothers whose wealthy parents shelter them from the authorities. If confronted, the teenagers admit that they were attacked by wolves while camping in the hills, but they continue to hide behind their father's money and the family lawyer, who may or may not be a creature of Shadow.
- The heroes are hired as bodyguards for a celebrity who's being stalked. They are invited to a dinner party at the celebrity's estate in the Old Money District. The twist is that the stalker is a spurned lover-turned-vampire who wants to make the celebrity his vampire-bride (or vampire-groom).

An ogre walks among the masses downtown





Parks

Parks are common and welcome sections of any city. In these natural refuges, people walk their pets, play with their children, and escape the high-speed rat-race of modern living.

Parks are parcels of land covered in trees, grassy knolls, ponds, and other aspects of nature. They boast large flower gardens, walking paths, playgrounds, and fields for sports such as soccer and football. Depending on the city, some parks might simply be undeveloped areas that retain the trees and natural beauty of the land, while others are carefully manicured and tended to by a staff of gardeners. Joggers, picnickers, families, and lovers out for a stroll are common sights.

Some parks host outside amphitheaters for concerts, plays, and public functions. Fountains and greenhouses are commonly found, as well, offering a welcome diversion to parkgoers. Some parks have snack stands or other services. Others have full-blown entertainment readily available: carnival rides, petting zoos, and concerts on the green.

Sadly, parks are often the hunting grounds for criminals looking for victims. Purse-snatchers and drug dealers often claim portions of parks as their turf, looking for the easy score.

Some benevolent or nature-oriented Shadow creatures claim parks as their haunts, hiding away from the confusing noise and activity of the modern world. Others use the cover of trees, brush, and hills to prey upon unsuspecting passersby.

Examples: Central Park (New York), Lincoln Park (Chicago), The Presidio (San Francisco).

Emergency Services and Security: For parks located on the city's periphery, response time to emergency calls is rather slow—2d10 minutes after a call is placed. In parks located in the heart of a city, police officers (some of them mounted on horses) are common sights, keeping an eye out for criminals and vagrants looking for a place to sleep for the night. Response time in these areas is much quicker—usually 1d10 minutes after a call is made. Some parks have dedicated park rangers (low- to mid-level Strong/Dedicated Ordinaries) or elf protectors that are on site 24 hours a day.

Wealth Bonus: +1 to +7.

Adventure Ideas

The seclusion of parks makes them excellent locations for adventures. Shadow creatures can roam through the trees and shrub with impunity.

- A dissatisfied senior editor of Markova Enterprises (see Chapter Six: Organizations) meets the heroes in the park and tries to sell them some files taken from the company's "morgue" (reference vault). Alerted to the theft, Markova sends semi-intelligent monstrous spiders to retrieve the stolen files and eviscerate the treacherous employee.
- The Cirque de Moitié (see Chapter Six: Organizations) has sent their troupe of halfling acrobats to the city, and they are performing under a bigtop raised above the park's amphitheater. The heroes win tickets to the show, which always attracts a strange host of Shadow creatures, including a dreamghast sidhe (see Chapter Seven: Creatures) that begins stalking one of them.
- Swarms of strange insects drive people out of the local park. These shadowmoth swarms (see Chapter Seven: Creatures) are summoned by Acolytes working for the Heirs of Kyuss (see Chapter Six: Organizations), who are secretly excavating a tomb under a playground in the park. Conversely, the swarms might be the work of an elf or faun (see Chapter Seven: Creatures) who is tired of people throwing garbage into the park's mystic pool (see Mystic Pools later in this chapter). The elf or faun summons the shadowmoths with the aid of a *staff of swarms* (see Chapter Four: Magic Items).

Red Light District

Catering to the impulses and sins of the community, red light districts are seedy parts of town. In some cities, these areas are tolerated—in others they are persecuted and harassed. Some cities, such as New Orleans and Las Vegas, actively promote their red light districts, hoping to draw a crowd looking for some serious adult fun.

Red light districts host a large number of bars, clubs, and adult movie theaters. Video rental businesses are common, as well as strip clubs, peep shows, casinos, tattoo parlors, and other less reputable establishments. Prostitutes, pimps, and drug dealers are common sights in these districts, doing a brisk trade with anyone who seeks them out. Crimes are common, including muggings, car jackings, theft, vandalism, and pickpocketing. Many of these districts boast large numbers of pawnshops and used car lots. For those of a criminal bent, red light districts are the place to go for a variety of illegal goods and services.

Creature of the Shadow abound in these areas, blending in with the local populace who rarely question anyone on the street. Some creatures even set up shop here, establishing themselves as drug dealers, hired muscle, or crime lords. Because crimes are common and often go unsolved, Shadow creatures can become bold and daring in their nefarious acts.

Examples: Times Square (New York), French Quarter (New Orleans), The Strip (Las Vegas).

Emergency Services and Security: These districts maintain a large and visible police presence, as well as an inordinate number of undercover officers working for the vice squad and narcotics department. Response time is variable, however, depending on the city. Typically it takes 2d6 minutes for police or emergency personnel to respond after a call is placed. In some cities, this time can be doubled, depending on the neighborhood.

Wealth Bonus: +3 to +7.

Adventure Ideas

The seedy nature of these districts makes them fertile ground for adventures. Heroes might find themselves looking for information or illegal weapons and stumble across a Shadow event and not know it until it's too late.

- The heroes investigate the murder of a businessman in the red light district. The young man, who was killed by a spell, bears three strange tattoos which, upon further investigation, suggest an allegiance to a secret society called the Beloved (see Chapter Six: Organizations). Heroes are later confronted by the man's assassin—an elf Mage allied with the Knights of the Silver Dragon (see Chapter Six: Organizations). The elf believes that the Beloved intend to create a nuclear toxyderm within the city limits and needs the heroes' help to locate other members of the villainous secret society.

- A breathsnatcher has forged a tentative alliance with a living dumpster (see Chapter Seven: Creatures). The breathsnatcher preys on visitors to the red light district, then disposes of their bodies by throwing them into the living dumpster. Heroes investigating the disappearance of a local politician notice a dumpster following a slender man down a dark alley.
- Using alchemy, a yuan-ti has concocted an addictive new drug known on the street as "spark." Spark enables its users to perform minor magical tricks, but also erodes the user's free will. Those who succumb to the drug become thralls under the yuan-ti's control. Through his network of snakeblooded humans, the yuan-ti has begun distributing spark throughout the red light district.

Residential District

Many cities have residential districts nestled among the skyscrapers and commercial centers. Some are old and worn down, while others are brand new, with all the amenities. In either case, thousands of people occupy a relatively small amount of real estate.

The buildings in residential districts include condominiums, apartments, brownstones, and the occasional grouping of houses. These buildings are clustered tightly next to each other and might only have a small strip of grass in the backyard at most. Some condos and apartment buildings are skyscrapers in their own right, soaring into the air. Many of these buildings have gardens on the roof, where residents can get a small taste of nature in the middle of the urban jungle.

Residential districts have all the services that the downtown can offer, including entertainment, nightclubs, cafés, restaurants, and small grocery stores. Being close to downtown, few people own cars and rely on public transportation or walking to get around.

Shadow creatures hide among these districts as well, taking up residence in, on top of, and below some of these buildings. Because of the relative anonymity that residential districts enjoy, most move through the crowds unnoticed. Every once in a while, a neighbor might complain about the odd smells and noises that emanate from the stranger that lives down the hall, without suspecting that the apartment is the lair of something sinister.

Examples: Belltown (Seattle), Harlem (New York City).

Emergency Services and Security: Residential areas usually have a large police presence and are never more than a few blocks from police precincts and hospitals. It typically takes 1d6 minutes for police or emergency personnel to respond after a call is placed. In some areas, this time is doubled, depending on the crime level of the neighborhood.

Wealth Bonus: Residential districts vary wildly in terms of economics but tend to attract either the lowest incomes or the very high end. In the heart of the city, there might be run-down areas (+2 to +5) right next to brand new, multimillion-dollar condominiums (+15 to +26). Some of the wealthiest individuals in the world live in the hearts of cities (+30 or higher).

Adventure Ideas

Almost anything and anyone can be found in residential districts. Most of the time, Shadow creatures try to blend in here, making their presence as unobtrusive as possible.

- Residents of an old apartment building report hearing moaning and incoherent babbling coming from their pipes and heat registers. A murder victim has been stuffed into the building's incinerator and has come back as a frightful spirit (see Chapter Seven: Creatures). It lurks in the incinerator but moves freely through the heat exchanges of the building.
- The superintendent of an upscale apartment has begun acting oddly and doesn't seem to recognize people who know him well. In truth, he's been taken over by a puppeteer that is using him to prepare the building for an "invasion" of more of these insidious creatures.
- A mob boss has established his new home in an upscale condominium in the heart of downtown. Aware of the true nature of Shadow creatures, he has hired several of them to act as his bodyguards. The mob boss is bent on acquiring magic items that can be used against his enemies. If the heroes have been flashing magic items around town, he sends some of his boys to "take their toys."

Penthouse Condominium (Rosethorn Tower)

Situated on the top floor of the Rosethorn Tower, this luxury penthouse is fit for a CEO, high-ranked official, visiting dignitary, or crime lord. It occupies the entire floor and has its own dedicated elevator. The building itself is old, opulent, and secure. The building is most likely located in the city's residential district.

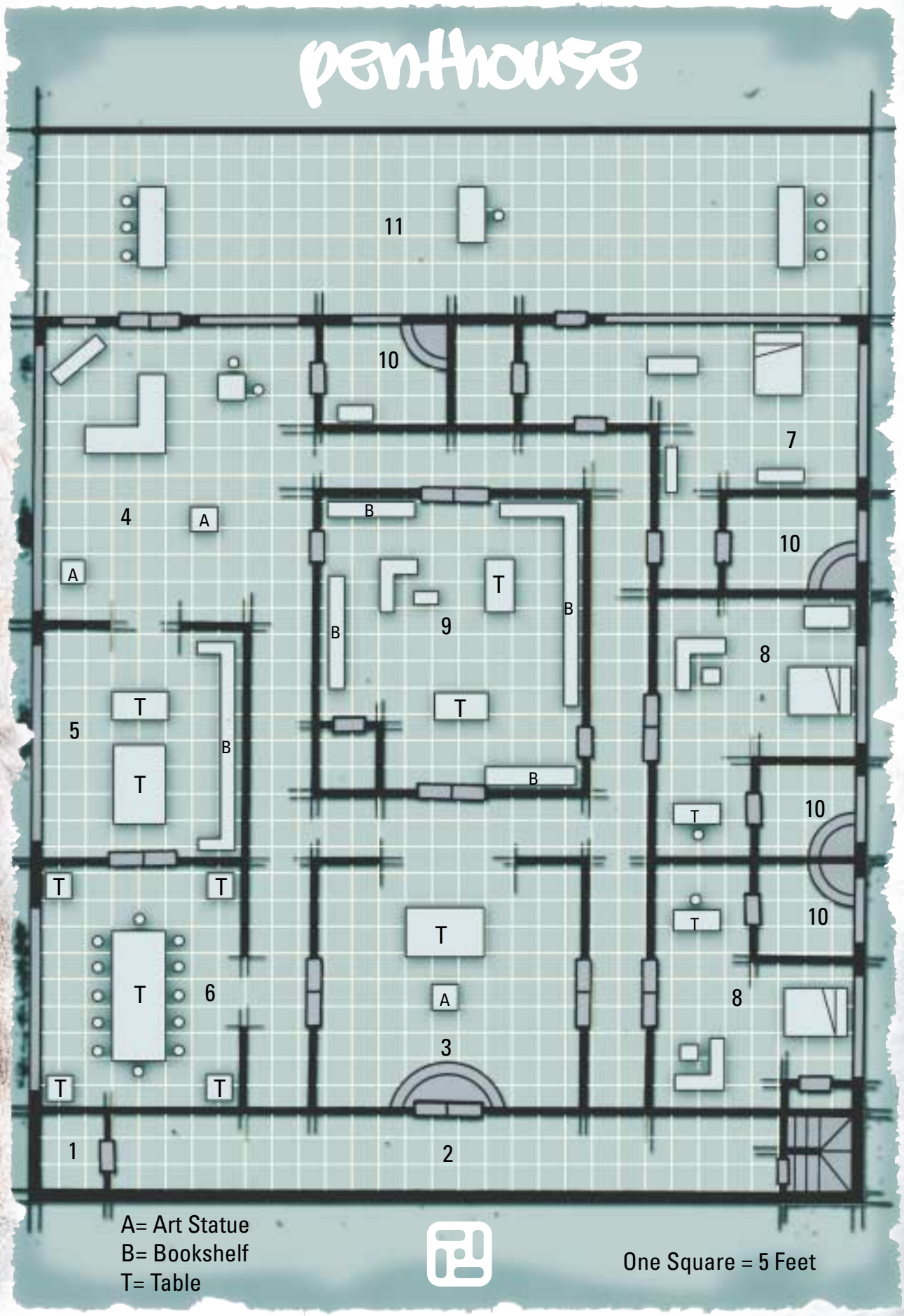
To reach the penthouse, one must first pass by the front desk, which is always manned by a security guard (low-level Smart/Tough Ordinary). The lobby and elevators have security cameras, with video feeds to the front desk.

The penthouse's privacy and excellent security make it difficult for intruders to violate. Its opulence and size make it a fitting encounter location for any city-based adventure. Here are some possible adventure hooks:

- A shady art dealer keeps a powerful magic artifact in his private collection. To gain access to the item, the heroes must break into his penthouse apartment. The artifact might be needed to cure some affliction, cast a specific incantation, or combat some powerful creature of evil. Regardless, the art dealer is unwilling to share it and has magical traps, robots, or monstrous guardians to protect it against theft.
- The heroes track a pair of marauding gargoyles to the rooftop of Rosethorn Tower. Further investigation reveals that the penthouse apartment is owned by a woman named Sasha—the "right-hand man" of Draco Industries' shady CEO (see Chapter Six: Organizations).
- The heroes join the Knights of the Silver Dragon and, after proving their loyalty, are rewarded. They are instructed to show up at the penthouse apartment atop Rosethorn Tower, wherein they encounter the enigmatic leader of the Order, Wynn (see Chapter Six: Organizations). At some future date, Wynn leaves the city to deal with a problem elsewhere, and he invites the heroes to stay in his penthouse. An assault team of red half-dragon soldiers attacks the penthouse, hoping to surprise Wynn but encountering the heroes instead. This strike force works for one of Wynn's many enemies.

penthouse





A= Art Statue
B= Bookshelf
T= Table

One Square = 5 Feet

1. Elevator. The elevator that leads to the penthouse from the main lobby requires a special passkey or a successful Disable Device check (DC 25) to operate. Alternately, controls from the top floor can send the elevator down to the lobby. A hidden security camera in the elevator relays feed to both the front desk and to the penthouse foyer; detecting the camera requires a successful Search or Spot check (DC 20).

2. Hallway. This hallway leads from the elevator to the front doors of the penthouse. A separate door at the far end of the hall leads to a emergency stairwell. Opening the stairwell door will activate a fire alarm unless the building's power is cut or the trigger mechanism is successfully disabled (Disable Device check, DC 20).

3. Foyer. The front door opens into the penthouse's large foyer. It is tastefully done in marble and fine art and has a small closet for coats. A small video monitor is built into the wall, showing the feed from the inside of the elevator.

4. Living Room. Decked out with large, comfortable chairs and couches, the living room has large glass windows that are open to the city. The living room also features a large screen TV, surround sound stereo, wet bar, and inset fireplace.

5. Kitchen. The kitchen is well stocked and includes a refrigerator and freezer, dishwasher, restaurant-quality stove, central island, and a dining table.

6. Dining Room. An enormous mahogany table that seats twelve people dominates the room, crowned with a lovely crystal chandelier.

7. Master Bedroom. The master bedroom has a four-poster bed, separate bath, and a sweeping view of the city.

8. Guest Bedrooms. These bedrooms are smaller than the master bedroom, but still plush. They have their own bathrooms, desk, and phone.

9. Office. The office's walls are actually large bookshelves, with a rolling stepladder to reach the higher shelves. It includes a large desk, bank of televisions, expensive sound system, and desktop computer (with a dock for the owner's notebook computer).

10. Bathrooms. There are several bathrooms in the apartment. The bathrooms attached to bedrooms each have a separate shower and tub.

11. Patio. The patio runs the entire length of one side of the apartment. It has exotic potted plants, deck chairs, umbrellas, and a separate wet bar.

Sports Center

Sports centers are the gladiatorial arenas of the modern world. They are enormous complexes that take up an entire city block (or two) and are able to seat tens of thousands of people at a time.

Designed to be relatively self-sufficient, sports centers have huge facilities dedicated to power, sewage, garbage disposal, and food preparation. Businesses that cater to the sports crowd surround the immediate area, including sports bars, restaurants, gift shops, and so on. Traffic in these areas can become incredibly thick before and after a game, and parking is usually an expensive nightmare.

When there is no game, these areas are relatively empty, with only maintenance crews and a few security guards around. On game days, sports centers can have a population the rivals many small towns, with a hundred or so staff and dozens of security personnel.

Creatures of the Shadow are sometimes found at sports centers, but on the whole, they try to avoid them. Some might make lairs in the maze of service tunnels and accessways that are found underneath these buildings, especially the older facilities.

Examples: Wrigley Field (Chicago), Astrodome (Houston), Madison Square Garden (New York).

Emergency Services and Security: During games, a huge police presence keeps an eye on the crowd to make sure that things don't get out of hand. Response time during games is rapid—usually 1d4 minutes after a call has been placed. When there is no game, a handful of security guards patrol the facility, with a response time of 2d10 minutes.

Wealth Bonus: The typical attendee at a sports center has average wealth (+7). The athletes and attendant personnel usually make an exorbitant amount of money (+25 to +30) but are usually protected by bodyguards.

Adventure Ideas

Sightings of Shadow creatures are rare under the bright lights of sports centers. However, these buildings do take up a huge amount of room and anything could be lurking in the steam tunnels below or mingling in with the crowd of spectators.

- A new player has joined the local football team. He's an enormous brute who steamrolls over anyone in his path. Although his true appearance is not readily discernable on TV, heroes that attend the game can make out that the brute under all those pads is actually an ogre.
- As agents of Department-7, the heroes are hired to investigate Franz Draco, the CEO of Draco Industries (see Chapter Six: Organizations). Draco has a private box and office overlooking the sports arena, where he conducts clandestine meetings while reveling in the success of his baseball team. The heroes' surveillance captures a meeting between Draco and the son of a hardline Chinese general to wants to use Draco's newly-perfected technology for creating replacement people to help him overthrow his government.
- A professional wrestling promoter begins firing his human pro wrestlers and replacing them with Shadow creatures. During a match between a troll and a minotaur, things get out of hand and fights erupt throughout the arena, leading several of the "wrestlers" to begin snacking on audience members.

Suburbia

To some, suburbia represents a paradise community boasting safe streets, family values, and a predictable routine. To others, it is hell, with indistiguishable housing, mind-numbing conformity, and a herd mentality. Either way, suburbs have come to dominate the region around most cities, as previous generations flee the city for greener pastures, only to have it catch up to them faster than they think. In some places, it's only possible to tell when one has left a particular suburb and entered another when the chain stores begin to repeat themselves.

Suburbs are noted for a large number of single-family dwellings, interspersed with apartment complexes, strip malls, fast food restaurants, shopping centers, and other services.



Beware of dark elves riding spiders!

Schools and churches can be found every couple of blocks. The car dominates travel in these areas, with the only public transit readily available being the city bus. Most suburbs are located near highways to connect them to the main city itself.

Some suburbs are "gated communities." These areas require a password to get through the main gate (Disable Device check, DC 18) and usually have one or more uniformed security guards (Strong/Tough Ordinaries) that patrol the area. These communities are fairly suspicious of strangers.

Examples: Schaumburg (Chicago), Bellevue (Seattle), Orange County (Los Angeles).

Emergency Services and Security: Emergency services and police response varies wildly among the suburbs. Most middle-class neighborhoods have average response times of 2d10 minutes. Areas that are known for a higher crime rate have higher responses—1d10 minutes after a call is placed.

Wealth Bonus: +5 to +7 (lower middle class), +8 to +20 (upper middle class).

Adventure Ideas

Like malls, the suburbs seem to be an unlikely place for an adventure. However, the seemingly mundane nature of suburbs makes them excellent locales for creatures of Shadow to hide, plot, and feed.

- Everyone avoids the creepy old man living in a decrepit house at the corner of the street. If anyone does anything to displease him, he mutters to himself and makes odd gestures at the confused person. Days later, the person begins to suffer a spate of horrible luck—car wrecks, the loss of their job, or they get mugged. Has the old man learned how to curse people?
- The Prancing Pony (see Chapter Six: Organizations) opens a new franchise in a suburban district. Not long thereafter, the restaurant's benevolent bugbear owner begins receiving death threats from someone who cannot abide Shadowkind living in their community.
- A quiet family moves into a newly-built suburban house. Soon thereafter, the family begins hearing wailing noises from somewhere under the house. Investigation reveals that an old church dedicated to St. Cuthbert once stood on the site where the house was built, and the house's basement abuts the church's catacombs . Either the family or a member of St. Cuthbert's House (see Chapter Six: Organizations) asks the heroes to explore the catacombs and quell any restless spirits that might be found within.

Suburban Shopping District

Interspersed throughout the suburbs are concentrated centers of retail shopping. Unlike downtown shopping districts, these areas can be sprawling masses, extending for miles down busy streets. Some believe these districts offer all the comforts of modern life within a short drive. To others, it represents all that is wrong about civilized life—uncontrolled urban growth, bland monotony, and rampant consumerism.

Suburban shopping districts are composed of strip malls, along with rows stores, restaurants, and services. Interspersed among the quick lube stations, furniture stores, fast food restaurants, and boutiques are numerous familiar chains and the occasional independent business. The quality and upkeep of the stores can vary greatly between neighborhoods.

The largest suburban shopping districts encircle enormous malls. Small cities in their own right, malls offer a condensed shopping experience, with dozens of shops and anchor stores in one location.

The only easy way to get around these districts is by car. Because of the abundance of cars, parking lots and garages

take up a huge amount of land. Bus routes typically crisscross throughout, however, allowing anyone access.

Examples: Southcenter (Seattle), Vestal (New York), Tyson's Corner (Washington DC), Orange County (Los Angeles).

Emergency Services and Security: Emergency services and police response varies depending on the area. Most middle-class suburban shopping districts have an average response time of 1d10 minutes. Malls and their surrounding parking lots usually have their own security. Average response time in these areas is much more rapid—1d4 minutes.

Wealth Bonus: +5 to +7 (lower middle class), +8 to +18 (upper middle class).

Adventure Ideas

The heroes have to shop somewhere for groceries and supplies—this is where they'll probably come. Shadow creatures have been known to lurk here as well.

- An urban wendigo (see Chapter Seven: Creatures) has found the local shopping district the perfect place to scavenge for food and goods. Appearing as nothing more than a large vagrant, it loots dumpsters and breaks into buildings at night. After killing a startled security guard one night, the urban wendigo becomes more bold. It's just a matter of time before other people get hurt.
- The Sons of Tyranny (see Chapter Six: Organizations) take over a small suburban shopping mall on Valentine's Day, riding their bikes up and down the escalators and terrorizing local shop-owners and shoppers. The heroes happen to be there and have a chance to act before the local police arrive. The leader of the biker gang is a half-orc wearing a spiked helmet and the *skin of Hextor* (a *+3 leather jacket* that grants damage reduction 5/+1).
- A new mall has been built over some interconnected caves that serve as the lair of a female wyrm and her clutch of eggs. The noise and vibration woke the beast from her sleep, and she has begun making forays to the surface to find the source of her irritation.
- A major campaign villain or the representative of some villainous organization has captured an acquaintance of the heroes or some other important supporting character whom the heroes have been tasked to recover (the daughter of a city politician, for example). The villain or representative expects a ransom, information, or something else of value in exchange and has monstrous reinforcements waiting to ambush the heroes once the transaction is completed.
- A Mage with an allegiance to chaos break into the shopping mall at night and steal dozens of ARCANOBOTS (see Chapter Four: Magic Items). A few days later, the Mage returns to the mall, unleashes his animated army of ARCANOBOTS, and watches the chaos unfold, using an *invisibility* spell to mask his presence.
- A New Age store in the local mall sells the usual trinkets of the trade—crystals, tarot decks, dreamcatchers, and incense. However, local spellcasters can also purchase hard-to-fine spell components. Heroes exploring the store hear a scream from within the shop's back storage room. Inside, they see the terrified owner—a female changeling (see Chapter Seven: Creatures)—staring down at a box that arrived at the store via *magic stamp* (see Chapter Four: Magic Items). The box contains an elf's mummified head. She doesn't know who sent the package or why, nor does she recognize the dead elf, but she's willing to pay the heroes (or offer them a sizable discount) to find the answers.

Shopping Mall (Three Oaks Mall)

This section presents a generic shopping mall, complete with a map and adventure hooks.

The Three Oaks Mall is a typical mid-sized mall located in the suburbs. It has four main corridors connected to two central plazas. It boasts a spacious food court, a multi-screen movie theater, and three large "anchor" department stores. The stores are upscale, and vacancy in the mall is short-lived.

The mall has eight uniformed security guards (low-level Strong/Tough Ordinaries) on duty during business hours, along with an equal number of undercover guards that keep an eye out for shoplifters, drug dealers, and other small-time criminals. Individual stores may have their own private undercover security teams as well. Security trucks patrol the parking lot, watching for car thieves, prowlers, and muggers. Regular police and emergency aid personnel are close at hand, as well. It typically takes 1d4 minutes for security to arrive after a call is placed.

Malls make ideal adventure locations. During operating hours, heroes must contend with crowds of shoppers, while after closing time the mall's vacant, dimly lit corridors seem much more sinister. Adventure ideas include the following:

1. Corridors. The main walkways inside the mall are wide and well lit during operating hours.

2. Stores. The mall has dozens of stores spread throughout its length, selling everything from shoes and clothing to music and books.

3. Anchor Stores. These are large, multi-level stores with several different departments.

4. Food Court. The food court contains more than a dozen fast food restaurants, plus a central area with enough chairs and tables to seat 150 people.

5. Plaza. Used for concerts and special events, the plaza is an open space with benches. During an event, a platform or stage is erected in the center.

6. Movie Theater. The movie theater has four screens and a separate entrance to the outside so it can remain open after the mall has closed.

7. Service Areas. The service corridors that run behind the stores have doors leading from the main corridor to the outdoors. They are marked "For Authorized Personnel Only" and are constantly monitored by video cameras.

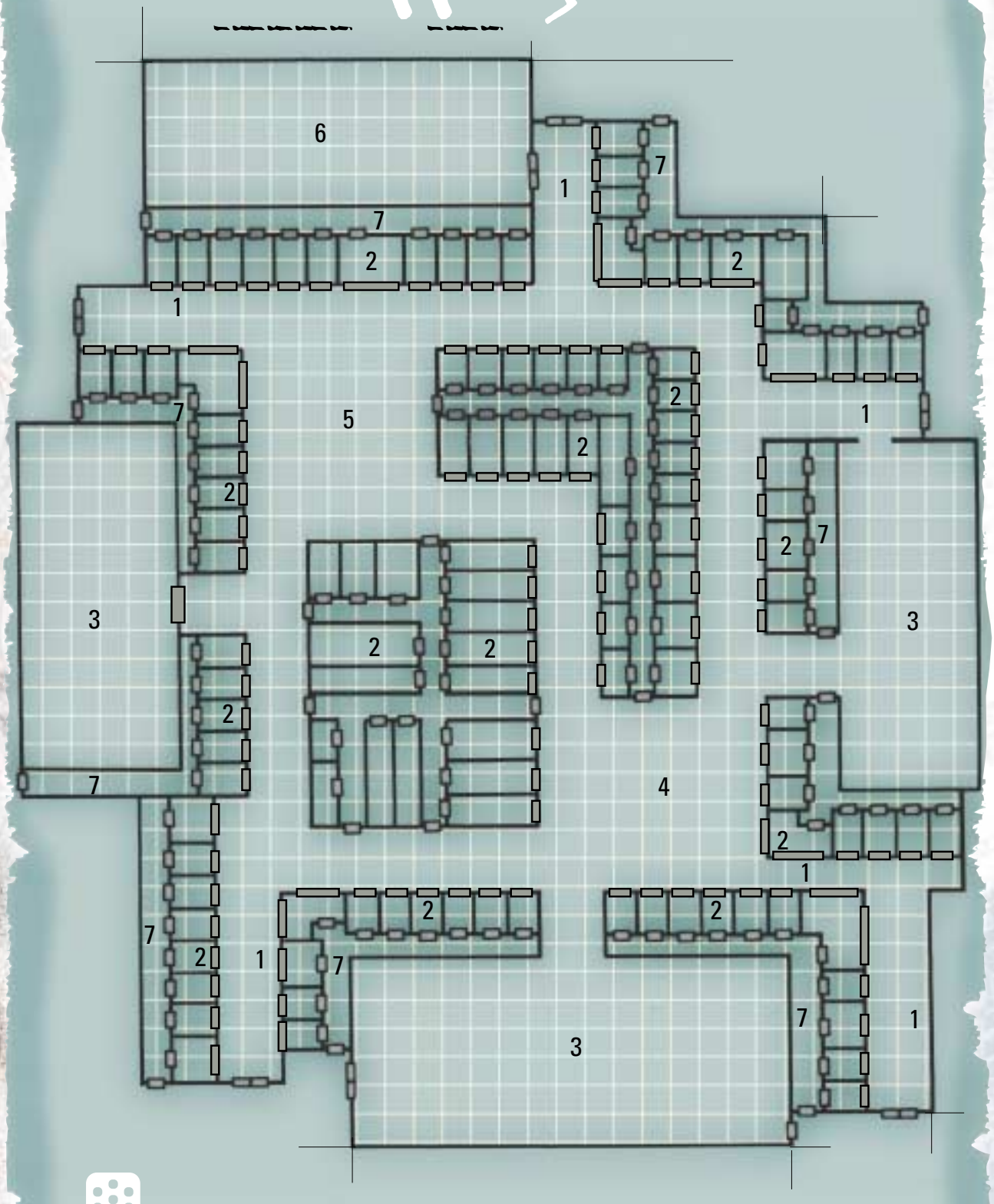
University District

Urban universities are common sights in most cities, and almost every one boasts at least one or two institutions of higher learning. Some of these universities are enormous, with their own housing, fire and police services, waste disposal, and other city infrastructure.

In addition to the actual campus, universities are usually adjoined (or give rise to) commercial areas that share a symbiotic relationship. These districts cater to the students and faculty of the school and include a large number of fast food



Shopping Mall



One Square = 30 Feet

restaurants, coffee shops, used books stores, music stores, and bars. Most of these places stay open all night, allowing students to guzzle down cups of coffee while cramming for finals. There are large sections of semi-affordable rental housing for students desiring to live off campus and the ubiquitous strip of fraternity houses.

Depending on the school, university districts can resemble artistic districts. Large numbers of artists, musicians, street people, and petty criminals walk the streets.

When school is in session, these areas bustle with activity as students and the local townsfolk intermingle. Fraternity and sorority houses boast regualr parties and keggers. During the summer or breaks, university districts thin out considerably as students go home to visit family. Some businesses that rely heavily on student money follow suit, shutting down for the duration of the term.

Examples: The U-District (Seattle), Cambridge (Boston), Washington Square/Greenwich Village (New York).

Emergency Services and Security: Campuses have their own security personnel (low-level Strong/Tough Ordinaries) that patrol the area looking for troublemakers. City police can be found outside the campus property. It typically takes 1d8 minutes for police or emergency personnel to respond after a call has been made.

Wealth Bonus: +1 to +8.

University District Adventure Ideas

University districts suit adventures that are more cerebral and investigative. Many adventures can take place within the campus itself, taking advantage of the various libraries, student facilities, and sporting arenas.

- Someone is sending a deadly email message to various fraternity and sorority houses on campus. The email message contains a *summon vivilor* spell. The vivilor appears when the message is opened and attacks for several rounds before vanishing. The trail leads investigative heroes to a student staying at the Epsilon Alpha fraternity house, which is watched over and protected by agents of the Beloved (see Chapter Six: Organizations).
- Four college students find a spellbook in the Rare Books section of the university library and perform one of the incantations within. Something goes wrong, and the students release an emaciated vrock (see Chapter Seven: Creatures) trapped inside the book. The vrock charms the students and goads them into bringing it food until it regains its full strength.
- The university's acclaimed School of Archaeology obtains a mummy for study. Upon opening the lid of the sarcophagus, however, they find a dead museum curator instead of the mummy. The heroes are hired to determine who (or what) killed the curator and what happened to the missing mummy.

Magic and Occult Shop (Oroboros Books)

This section presents a generic magic and occult shop, complete with a map and adventure hooks.

With its main entrance located off an alleyway on a little used street, few are aware of the existence of Oroboros Books. Most people just walk past without giving it a second glance. However, this unassuming bookstore contains a fair amount of magical supplies, tomes, and magic items.

The storefront has a dingy, fly-blown window with a few books, a cauldron, and hanging dried herbs. The entire store is bursting with books of all kinds, crammed into large bookshelves and piled on the floor, without much rhyme or reason.

A short, nebbish man named Carl Voorhees owns Oroboros Books. Carl is an accomplished Mage and has been acquiring tomes and magic items for many years. His research methods are primitive by modern standards, preferring old books to computers, and he keeps his collection of oddities out of the hands of those he considers dangerous or unworthy. The bookstore grants a +2 bonus on Knowledge (arcane lore) checks if Carl allows one unrestricted use of the facilities. Carl will also sell the heroes magic items at a slight discount (subtract 2 from the purchase DC) if they prove trustworthy and capable of handling the items in question.

Ouroboros Books can act as either a base of operations for the heroes or a place to go for information and supplies. Some possible adventure hooks include the following:

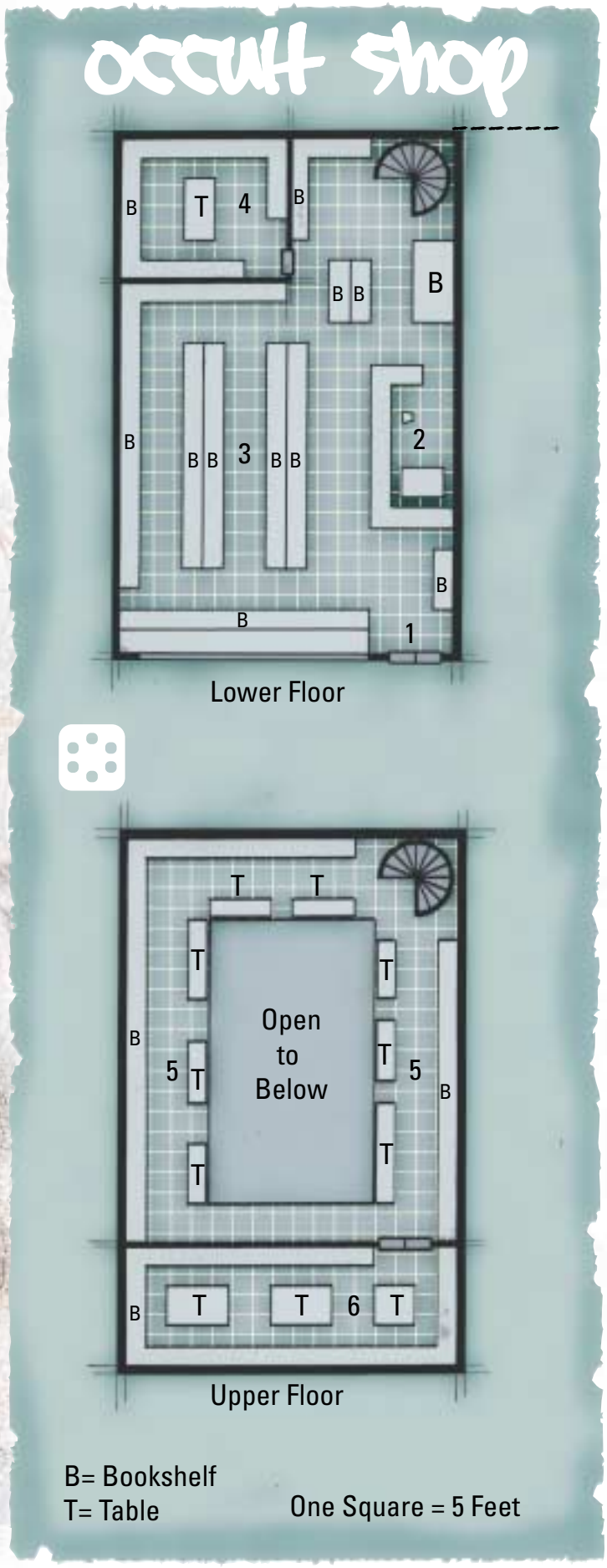
- During an adventure, the heroes realize that Ouroboros Books is the only place that contains the book, item, or information that they need. Instead of money, Carl asks the heroes for a different sort of payment—retrieving a spellbook taken from him years ago by an old rival.
- The heroes visit the bookstore during the day, hoping to consult with Carl on some arcane matter. Strangely, the bookstore is closed. Inside, Carl hosts a clandestine meeting of the Knightly Order of St. Bartholomew (see Chapter Six: Organizations), of which Carl is a member. He and three other members are conferring about a powerful new threat from beyond Shadow. When the meeting concludes and the other members exit the store, they are accosted by a pack of gargoyles—servants of this new threat sent to destroy them.
- Ouroboros, Carl's cat familiar, shows up at the heroes' residence or apartment—a sure sign that Carl is in trouble. When the heroes arrive at the store, they find Carl tied to a chair and gagged behind the counter. Upstairs, a powerful tiefling Mage and her cronies are trying to get inside the Rare Books room. Does the tiefling serve her own interests, or does she serve some darker power?

1. Entrance. The bookstore has a sturdy door painted dull red. A successful Search check (DC 29) reveals tiny arcane writing along the edges of the door. Once the writing is detected, a successful Spellcraft check (DC 24) confirms that the door is warded with an *energy trap* spell, which detonates only if the door is opened improperly. The spell deals 1d4+10 points of sonic damage (Reflex save, DC 16, for half damage) and makes enough racket to alert the store's occupants.

2. Counter Wrap. This small counter has a glass display case with nonmagical occult items, like tarot cards, crystals, and knives, as well as the store's cash register. Behind the counter rests a small table covered with merchandise that still needs to be catalogued and priced, as well as items on hold for interested buyers.







3. Downstairs Stacks. Towering bookshelves packed with books dominate the main floor. Here is where Carl keeps mass-publication books and other well-known titles.

4. Office. Carl's private office is just as disheveled and disorganized as the rest of the store. It contains an antique table covered with books. A secret compartment built into the table (Search check, DC 25, to locate) contains Carl's spellbook and a *wand of lightning bolt* (25 charges). The compartment is warded by an *energy trap* spell that deals 1d4+10 points of cold damage (Reflex save, DC 16, for half damage).

5. Upstairs Stacks. A spiral staircase leads upstairs to a balcony. There are many more bookshelves here, which contain more serious subjects, although there are no actual spellbooks. Carl's white cat familiar, Ouroboros, wanders the upstairs and lounges atop stacks of books.

6. Rare Books Room. The doors leading to this room are protected by a high-quality lock (Disable Device check, DC 30) and an *arcane lock* spell. This small, windowless room contains numerous rare tomes and single-use magic items (potions and scrolls), as well as a handful of more powerful magic items. The items are guarded by a *phantom watchdog* that attacks anyone other than Carl who enters the room. A few of the books have spells and curses placed upon them.

WHAT LURKS BENEATH

Much like icebergs, a huge portion of a city is hidden beneath the surface. Below the sidewalks, lawns, and roads is a city beneath the city, full of tunnels, sewers, basements, and danger. With the exception of public areas, such as subways and bus tunnels, few people have ever seen these passageways and even fewer know of the secrets hidden within.

Creatures of Shadow are naturally drawn to these subterranean areas. In addition to the privacy, living underground keeps Shadow creatures out of the light of day.

It should be noted that these areas are far from the prying eyes of security and other emergency personnel. Heroes who venture into the undercity cannot rely on anyone coming to save them. Cell phones rarely work beneath the shield of dirt and concrete, and even walkie-talkies tend to lose their signal below a hundred feet of earth and stone.

Subways

In huge metropoli such as New York City, the subway is the main form of transportation for the average city-dweller.

Subways snake their way under the main portion of the city, with stops every four to five blocks. Stairwells lead up to the city street, and some of these stations have small shops and kiosks lining corridors where a person can grab a snack or magazine.

This ease of access does not come without its problems, however, as subways are prime locations for criminal activity, such as pickpocketing, mugging, purse snatching, and assault. While relatively safe during the day, subways become much more dangerous at night, when creatures of Shadow emerge from their lairs to feed or carry on their business.

Subways allow almost unlimited access to all parts of the city. Seeking out abandoned or little-used routes and access tunnels (see below), Shadow creatures can slink to the surface and back at will. Some creatures can even dig passages through the earth, connecting their warrens to subways and thus expanding their territory manifold.

Emergency Services and Security: Due to the prevalent criminal activity, police maintain a large presence in subways. In addition to numerous uniformed officers (which are either part of the regular city police or the transit authority), undercover police keep an eye out for muggers, con artists, and vagrants. It typically takes 1d6 minutes for police or emergency personnel to arrive once a call is made.

Wealth Bonus: +1 to +7.

Adventure Ideas

In a large city, heroes can expect to use the subway to get from place to place. The subway's speeding trains and dark labyrinth of tunnels are rife with adventure possibilities.

- Members of the Fellowship (see Chapter Six: Organizations) have summoned an invisible stalker (see the *d20 Modern Roleplaying Game*) to kill Shadowkind creatures in the subway. A number of dwarves have been killed recently, their violent deaths captured on surveillance cameras, but the killer remains invisible. The police are baffled.
- A group of vampire punk-rockers are feasting on late-night subway travelers and stuffing the blood-drained bodies into a *backpack of holding*. St. Cuthbert's House (see Chapter Six: Organizations) became aware of the problem a few weeks ago and sent three of their best Street Warriors to deal with the problem. Unfortunately, two of them were killed and the third was turned into a vampire. This Street Warrior now leads the gang, making the vampires even tougher than before. Donny Sinclair, a key figure in St. Cuthbert's House, turns to the heroes for aid.
- A new subway tunnel punctures the lair of terrestrial effluvium. The creature quickly devoured the train car and now hungers for additional meat. It slinks through the tunnels, consuming the occasional subway worker.

Access Tunnels

Beneath the city, access tunnels connect the various skyscrapers and smaller buildings with each other. Access tunnels allow maintenance crews and building workers to work on the maze of electrical, telephone, and water lines that connect a building with the rest of the city's infrastructure. Most access tunnels are well mapped and registered with the city and county, but some have fallen into disrepair and have been forgotten.

Some access tunnels are new and well lit, while others were built in an earlier age—some before the invention of electricity. In either case, access tunnels create a city beneath the city, accommodating both Shadow creatures and people who do not want to be seen by others on the surface.

Access tunnels are dimly lit and lined with a variety of pipes, electrical wires, and service panels to vital equipment. Some tunnels connect to the rest of the city infrastructure, such as the sewer. Most access tunnels can only be entered with a special key or secret code (Disable Device check, DC 25). Some businesses, especially those that deal with sensitive information, such as financial institutions, monitor these areas with guards and video surveillance. Otherwise, all it takes is someone with a crowbar to reach these off-limit zones.



Christopher battles vampires in the subway

KM



Emergency Services and Security: Because they are located so far from the street and generally inaccessible, authorities can take a long time to respond to an emergency call. Cell phones commonly cannot get a signal this far beneath the surface. It typically takes 10d10 minutes for police or emergency personnel to respond after a call is made.

Wealth Bonus: The only people who heroes are likely to encounter in access tunnels are maintenance workers and security guards. Most of these individuals have average wealth (+7).

Adventure Ideas

Depending on the area, access tunnels can act as the perfect backdrop for a "dungeon crawl" adventure, where heroes explore the various tunnels and passageways beneath the city surface.

- Deep in the bowels of downtown, an illithid has built its lair far from the glare of the sun. It has found an area that connects several of the city's prominent financial, government, and business skyscrapers and moves between them at will. It maintains a network of mentally-dominated street people, including several homeless children, and it is currently using a team of enthralled dwarven engineers to add new traps to its lair.
- The heroes must sneak into the corporate headquarters of Draco Industries (see Chapter Six: Organizations) to download some files from the building's secure mainframe. They enter the building via underground access tunnels. However, access is guarded by surveillance cameras and a pair of hungry red dragon wyrmlings.
- A maintenance engineer has recently died in the bowels of the building that he worked at for the past thirty years. Jack continues to haunt the area as an animating spirit (see Chapter Seven: Creatures). This spirit has taken over a variety of equipment in the building, including the heating and electrical system of the complex.

Secret Passageways

With the press of a button or the right password, a mold-encrusted door can open up into a passage that leads to the unknown. At the GM's discretion, a maze of secret passageways can riddle the ground beneath the city, carved out of the bedrock long ago by humans or denizens of Shadow from an earlier tide.

Similar to access tunnels, secret passageways connect buildings and sections of the city with each other. They can be clean, well-lit, and monitored, or little more than narrow passages hewn from the bedrock. These secret passageways lead to hidden doorways that usually have some sort of lock or trap to keep them protected from anyone that happens to stumble upon them.

In these secret areas, Shadow creatures rule unmolested. Creatures carve out their lairs and territories in the warrens deep beneath the concrete streets and dislike visitors blundering into their homes. In addition to the threat of the creatures themselves, most of these secret passageways are rife with traps designed to kill, incapacitate, or at least scare off anyone foolish enough the venture deep inside.

Emergency Services and Security: By their very definition, secret passageways are unknown to the police and emergency service personnel. However, those that built them might monitor these passageways, especially with surveillance cameras, infrared, motion sensors, and magical means. On the off chance that someone could get a signal to 911, it could take anywhere from 2 to 8 hours for police of emergency personnel to get to the location after a call is made.

Wealth Bonus: Heroes are unlikely to encounter average citizens in these areas, and thus, Wealth bonus does not apply.

Adventure Ideas

Within the bowels of the earth, creatures of Shadow run rampant. Adventures await at every turn of these dark, damp tunnels and corridors.

- A local goth club called "The Alchemy Room" forms the nexus of a labyrinth of secret passages. Created in the days of prohibition, the secret passages were used by bootleggers to shuttle illegal liquor between speakeasies. In the modern era, not much has changed, except for the cargo—drugs, weapons, and other illegal items are now the rage. While most of the passageways are known by the owner of the club (a vampire, beholder, or some other Shadow creature), many others are waiting to be discovered, some leading straight into the waiting maw of some hungry denizen of Shadow.
- In their attempt to locate a criminal mastermind or druglord, the heroes must deal with a wererat information broker who lives in the secret tunnels under a historic ethnic neighborhood. The wererat (see Chapter Seven: Creatures) is guarded by numerous other wererats and demands some payment in exchange for the information he possesses.
- A ranshackle church in the modern lower-class district becomes the larder for a group of grendelspawn hunters (see Chapter Seven: Creatures). When the heroes show up to deal with the creatures, the grendelspawn hunters withdraw into a series of tunnels stemming from the church's basement or boiler room.

Sewers

Among the marvels of modern technology are the sophisticated sewer systems that keep a city free of filth, sewage, and flood water. In some cities, these systems are over one hundred years old, built out of durable stone.

Each city has different types of sewer systems. In urban settings, wastewater is collected from storm drains and septic systems, which collect together in progressively larger pipes and tunnels. These tunnels have vertical pipes that run up to the surface and are capped with manhole covers, allowing access for maintenance crews (or anyone else who can open the lid). Waste treatment facilities complete this system, filtering the water through a series of screens and chemicals.

Sewers make natural habitats for many types of Shadow creatures. The darkness and seclusion of these areas let them move unmolested beneath the streets, defying all but the most daring to root them out. The more intelligent Shadow creatures tend to avoid sewers, except as an escape route or secret bolt hole.

Emergency Services and Security: For the most part, sewers lack security systems other than imposing gates and locked doors. Some cities have upgraded their system, adding video surveillance systems and motion sensors. During any

given shift, 4d6 personnel (low-level Tough/Dedicated Ordinaries) can be found in a sewage treatment facility. Cell phones rarely function in sewers, and even if a signal reaches the surface, it takes 10d10 minutes for police or emergency personnel to arrive once the call is placed.

Wealth Bonus: +0 to +1 (homeless people).

Adventure Ideas

As one could imagine, sewers are excellent places to base adventures—almost anything could be lurking in the water and filth. It's best to play on the heroes' natural fears in these places by making use of odd shadows, strange sounds, and dark, slimy corridors filled with rats and insects.

- A gang of roach thralls (see Chapter Seven: Creatures), some wearing human skins and others appearing in their true insectoid forms, have pledged their allegiance to a rotlord or festergog fiend that uses them to gather food.
- A band of drow have emerged from the Shadow and immediately find their way into the sewers. Still confused, the drow have reverted to a feral way of life. Over time, they make contacts with a variety of homeless and street youth and begin trading some of their vast magical knowledge for food and trinkets from the surface.
- The Heirs of Kyuss (see Chapter Six: Organizations) have been stealing corpses from a local cemetery and bringing them to a sewer cesspool where prolonged emersion in a magical effluvium transforms the cadavers into liquefied zombies under their control.

MYSTIC SITES

The world of URBAN ARCANA straddles the border between two realities: the domain of scientific reason and the realm of the fantastic. Although technology has become the pervasive force of change in our world, the tide of magic is rising once again. Ancient artifacts and mystic locations, which have remained dormant for generations, are beginning to resonate with magical energy. Sacred sites, haunted demesnes, and "hot spots" course with magic, attracting those who are sensitive to their power, for good or ill.

Mystic sites are areas that have a certain amount of ambient magical energy which savvy practitioners can tap and shape like clay. Many of these sites are ancient beyond compare—existing even before the rise of man. Others have come into existence in relatively recent times through the use of magic, prayer, or sheer will. The most tragic are those mystic places created by the horrors of man, such as battlefields, sites of mass murder, and prisons. Still others come into existence by acts of unbridled charity, good, and compassion.

Ley Lines

Ley lines crisscross the planet like veins and arteries. They represent Earth's mystical lifeblood—rivers of magical energy that cannot be seen or otherwise detected by science. Only those who are attuned to the magic can sense these rivers. Mystics and arcane scholars have debated for centuries whether ley lines are sources of magical power or simply "symptoms" of a world infused with magic. To those with the power to harness magic, the distinction is moot.

Ley lines are relatively thin—usually 10d10 feet wide. They wax and wane in power over time. Usually they expand in size whenever Shadow intrudes upon our world, like small streams fed by the thawing of winter snow. These well-fed ley line are sometimes responsible for the strange occurrences mundanes sometimes classify as a "paranormal activity." When Shadow retreats from the world, the ley lines weaken and diminish, and consequently, these mystical occurrences become more scarce.

Ley lines can be found almost anywhere in the world. Since the first intrusion of Shadow, people have (intentionally or not) been drawn to ley lines, building communities along their paths. Some of the largest cities in the world sit at the crossroads of two ley lines. Cities noted for their strong mystical connections, such as Rome, London, Hong Kong, and New Orleans, sit at the intersection of several ley lines. Any point where two or more ley lines connect is known as a nexus.

Ley lines shift position from time to time, seemingly without rhyme or reason, so no one is guaranteed to find a ley line where it was last time they checked. It is up to the GM to determine the location of any ley lines in a given area.

A *detect magical aura* spell will detect the presence of a ley line that passes within range of the spell. The ley line detects as an ambient aura of Universal magical energy, not a river per se. The spell also reveals the relative strength of the ley line, which the GM can dictate or determine by referring to Table 8–1: Ley Line Strength.

TABLE 8–1: LEY LINE STRENGTH

d20	Strength	Caster Level	Range
1–8	Dim	—	—
9–16	Faint	+1	100 feet
17–18	Moderate	+1	1,000 feet
19–20	Strong	+2	1,000 feet

Dim ley lines are too weak to enhance spellcasting power. A spell cast (or spell-like ability used) within the specified range of a faint or moderate ley line has its caster level increased by +1. A spell cast (or spell-like ability used) within the specified range of a strong ley line has its caster level increased by +2.

When two or more ley lines intersect, they form a nexus. A nexus's power emanates from the point of intersection and has the same strength and caster level bonus as the strongest ley line that forms it. However, the ranges are cumulative. In effect, the weaker ley lines enhance the range of the strongest ley line. For instance, a nexus formed by a faint and moderate ley line radiates as "moderate" and increases the caster level of all spells cast within 1,100 feet (100 + 1,000) by +1.

Vortices

One in a while, two or more convergent ley lines create a extremely powerful nexus called a vortex. In most cases, the ley lines that gave birth to the vortex are swallowed up by the energy, leaving behind a swirling mass of mystical energy. Although powerful, vortices are unpredictable and dangerous sources of magical power. Some of the better known vortices include the cluster found around Sedona, Arizona, the strange zones in Oregon, and all along Mt. Shasta in California.

A vortex may duplicate the effect and range of a faint, moderate, or strong ley line (see Ley Lines, above), or it can dispel





TABLE 8–2: VORTICES

d20	Vortex Effect
1–2	Equivalent to dim ley line (no effect)
3–6	Equivalent to faint ley line (+1 caster level within 100 feet)
7–10	Equivalent to moderate ley line (+1 caster level within 1,000 feet)
11–12	Equivalent to strong ley line (+2 caster level within 1,000 feet)
13–16	Dispels all magic that comes into contact with vortex*
17–18	Dispels all magic within 100 feet of vortex*
19–20	Dispels all magic within 1,000 feet of vortex*

*As per the *dispel magic* spell (no level check required).

TABLE 8–3: MYSTIC POOLS

d20	Type
1–6	Beneficial Pool (roll on Table 8–4)
7–12	Baleful Pool (roll on Table 8–5)
13–20	Random (roll 1d12 each time pool is used)

TABLE 8–4: BENEFICIAL POOL EFFECTS

d20	Effect
1–5	*Remove curse*
6–9	*Lesser restoration*
10–12	*Remove disease*
13–16	*Cure moderate wounds*
17–19	*Neutralize poison*
20	*Raise dead*

TABLE 8–5: BALEFUL POOL EFFECTS

d20	Effect
1–4	Subject is fatigued[1]
5–7	1d4 points of temporary ability damage[2]
8–10	1 point of permanent ability drain[2]
11–14	*Cause moderate wounds*
15–18	*Bestow curse*
19–20	*Confusion*

[1] See Character Condition Summary in Chapter Five: Combat of the *d20 Modern Roleplaying Game*.
[2] Roll randomly to determine which ability is affected.

all magic within range. The GM may also create vortices that have different or random magical effects.

Vortices form a spherical emanation 10d10 feet in diameter. Like ley lines, vortices can increase and decrease in size and strength. Vortices are invisible to the naked eye, although they can be sensed with *detect magical aura* spells. A *true seeing* spell reveals a visible maelstrom of swirling, multicolored (Universal) magic.

Creatures with spellcasting ability, spell-like abilities, or supernatural abilities can make a level check (1d20 + level) to sense the presence of a vortex. The result determines the distance (in feet) at which a creature senses the edge of the vortex, out to a maximum of 30 feet.

Consult Table 8–2: Vortices to determine the effect of a vortex.

Anyone within 30 feet of a vortex who can sense or otherwise detect its presence can make a Spellcraft check (DC 20) to determine the effect currently taking hold within the vortex. There is no way to determine how long an effect will last before switching to something else.

Mystic Pools

Still pools of water have always held a certain mystique. Few people are aware that the oldest of these watery areas are imbued with magical energy. Mystic pools have always been associated with the fey—creatures of nature that embody the aspect of the terrain to which they are mystically connected.

Most mystic pools are found in obscure locations, far from the hustle and bustle of modern living. However, humanity has begun encroaching on these places of magic, even building around them. Some of these pools host a fey guardian of some sort, while others are vacant, resonating with lingering magic.

Mystic pools have various magical powers and strengths, as noted in Table 8–3: Mystic Pools. A pool's effects take place only when a creature is fully immersed into the pool. Spell-like effects are as the spells cast by a 10th-level Mage or Acolyte (depending on the effect).

Holy and Unholy Sites

Sometimes an area becomes infused with holy or unholy energy, generated from a flood of faith or emotion. Acting like a sponge, the surrounding landscape and architecture absorbs this energy, forever radiating it all around. This energy can be the result of slow, constant activity or the consequence of a single, dramatic event. Churches, graveyards, battlefields, places of miracles, and sites of mass murder can become holy or unholy sites due the events that take place there.

Holy and unholy sites have a number of effects tied to them, as follows:

All creatures within a holy site are warded against creatures with the evil allegiance, as though protected by a *magic circle* spell (see Chapter Three: Spells). All Charisma checks to turn undead gain a +4 sacred bonus, and Charisma checks to command undead suffer a –4 sacred penalty, and any dead body interred in a holy site cannot be turned into an undead creature so long as it remains within the holy site.

All creatures within an unholy site are warded against creatures with the good allegiance, as though protected by a *magic circle* spell (see Chapter Three: Spells). All turning checks to turn undead suffer a –4 profane penalty, and turning checks to rebuke undead gain a +4 profane bonus. Spell resistance does not apply to these effects.

Holy and unholy sites may have certain spell effects tied to them. The GM may designate whether the effect applies to all creatures, creatures that share a particular faith or allegiance, or creatures that adhere to another faith or allegiance. For example, a holy site may have a *bless* effect that aids all creatures of a particular allegiance or faith in the area, or a *bane* effect that hinders creatures of an opposing allegiance or faith.

Spell effects that may be tied to a holy or unholy site include *aid, bane, bless, cause fear, darkness, daylight, detect evil, detect magical aura, discern lies, dispel magic, freedom of movement, remove fear, resist energy, sanctuary, see invisibility, silence, tongues,* and *zone of truth*. Spell resistance might apply to these spells' effects (see the individual spell descriptions for details).

chapter nine

d&d and urban arcana

The Urban Arcana campaign has a great resource available in the slew of Dungeons & Dragons and fantasy d20 System products currently available. This can form a rich resource that you, as the GM, can pull from for creating adventures in modern fantasy. The *d20 Modern Role-playing Game* has the same base as the D&D game, so it is relatively easy to move creatures and magic items from one game system to the next. However, some general rules should be applied, and you should consider what items, spells, and beings you allow through Shadow.

BRINGING THROUGH MAGIC

Due to the nature of the Earth and its relationship to Shadow, certain types of spells are not present in an Urban Arcana campaign, and should be brought through only after careful consideration.

No Planar Magic

The only plane that apparently connects with that of the mundane Earth is Shadow, and it is less than accommodating. Spells that enable travel to other planes do not function. Spells that call or banish creatures work through Shadow, but tend to be incantations as opposed to commonly cast spells. Spells that use other planes for differing results (such as *dimension door*) still function but lose the extraplanar component that utilizes those planes.

No Ghosts

There is no Ethereal plane, so ghosts (as D&D knows them) do not exist. However, spirits, which have many of the same properties as ghosts, are common in the mundane world with the rise of magic.

Shadow Magic

Spells like *shadow evocation* and *shadow conjuration*, which makes use of the plane of Shadow, are not functional in the mundane Earth.

DO

Adam takes out some kobolds



High-Level Spells

Spellcasting tops out for most hero classes at 4th- or 5th-level spells. Higher-level spells can exist, but they have to be part of magic items (such as staffs or scrolls) or be presented as incantations. More powerful creatures may use high-level spells as well, treating them as spell-like abilities. In general, high-level magic is not commonly used, even by exceptional individuals of mundane Earth.

Divine Power

Since the gods worshiped by the denizens of Shadow are lost on the other side of the veil, how do divine spells and abilities function? Within the confines of mundane Earth, they do function, but draw on a source of power related to the level of belief of the wielder as opposed to the power of some far-off deity. As the tide of magic rises, so too does the ability for raw faith (in oneself, one's creed, or one's stated deity) to translate into divine power.

Unanswerable Effects

Some spells exist within balance of other spells or abilities. *Invisibility* is a very powerful spell, all the more so if *see invisible* and *invisibility purge* are not present. When letting in a spell, think about letting in its countermeasures as well.

BRINGING THROUGH MONSTERS

Monsters of all types may be brought though Shadow into the mundane world with little difficulty. However, there are some differences between the *d20 Modern Roleplaying Game* and the D&D game that need to be addressed.

AC to Defense

Changing Armor Class to Defense is mostly a straight translation. Note that in the *d20 Modern Roleplaying Game,* armor provides equipment bonuses and shields provide shield bonuses. Creatures with levels in a character class gain the Defense bonus for that class.

Armor in D&D

Creatures accustomed to wearing armor are considered proficient in the armor they are wearing and gain the requisite feat(s) for free.

Massive Damage

Massive damage is equal to the creature's Constitution score. Creatures without a Constitution score are uneffected by massive damage.

Action Points

Only creatures with character levels have action points.

Allegiances vs. Alignments

Creatures with good, evil, law, and chaos as their alignment retain those as allegiances. Creatures of neutral alignment drop those as allegiances.

Reputation

Only creatures with character levels have a Reputation bonus.

Subdual Damage vs. Nonlethal Damage

Attacks that deal subdual damage in D&D instead deal nonlethal damage.

BRINGING THROUGH TREASURE

D&D is awash in gold pieces. Roughly, a gold piece is about $20. thus, a pouch of 100 gold pieces is worth around $2,000.

Once you have a dollar value, you can use Table 7–1 of the *d20 Modern Roleplaying Game* to find the equivalent purchase DC. As a rule of thumb, doubling the cost of an item raises its purchase DC by +3, while halving it reduces the purchase DC of an item by –3.

BRINGING THROUGH CHARACTERS

What if you want to have your heroes from the URBAN ARCANA setting meet up with Mialee or Elminster in the modern world? There are two ways to do this: treat them as monsters or convert them.

If you bring them through as monsters, any class abilities (including such things as spells, sneak attacks, or feats that do not have direct analogs in the *d20 Modern Roleplaying Game* or *URBAN ARCANA Campaign Setting)* are treated as special qualities of the appropriate type (Ex, Su, or Sp).

If you intend to bring such characters through for long-term adventuring (including player characters from other campaigns) and do not plan to return them to their native plane, then you should convert them. For GM characters, this slow conversion to the new world could be considered a natural process that takes time. For heroes, this conversion should occur the next time the character advances a level.

In making the conversion, a D&D character gains three levels of an appropriate base class and keeps the level in the rough analog of its previous class. Analogs include:

Barbarian	Thrasher
Bard	Personality or Negotiator
Cleric	Acolyte, then Ecclesiarch
Druid	Wildlord and Mystic
Fighter	Archaic Weaponsmaster
Monk	Martial Artist
Paladin	Archaic Weaponsmaster, then Holy Knight
Ranger	Wildlord
Rogue	Infiltrator
Sorcerer	Mage, then Archmage
Wizard	Mage, then Archmage

The analogs are not exact, such that particularly high-level characters may lose some beloved abilities in making the transference. Characters whose levels outstrip the bounds of their analogs may pick up additional levels in other classes. This may be one reason why there are not that many high-level wizards floating around the URBAN ARCANA world—their spell lists have topped out, and they are suddenly unable to cast the high-level spells they once had access to.

GOING BACK THROUGH SHADOW

The Urban Arcana setting explores the effects of fantastic creatures and magic suddenly appearing in the "real" world. The option to return back to the world on the other side of Shadow is not presented, owing to the fact that the magical tide is still "coming in" and the current is against you. But eventually the current may stabilize, or even reverse, allowing passage back into the fantasy world.

What then?

If (and when) you choose to allow Shadow to be pierced, you have to determine what waits on the other side of the veil. This could be the Forgotten Realms setting, your own D&D campaign, or something wildly different, as you see fit. For high-level characters, this may provide a new avenue for adventure. Characters who enter the new world must deal with the problems of converting back to the D&D rules, and they acquire the opportunity to pick up new classes. But be warned—a new world means new rules. This one may not permit action points or may penalize heavily for wearing armor you're not proficient with. And, of course, you can only carry so many bullets ...

EXPANDED PSIONICS

This section enlarges the scope of psionics for those who wish to mix psionic abilities with their fantasy. In expanding the list, modify the following advanced classes as follows:

The Battle Mind and Telepath may take any metapsionic feat as a bonus feat, in addition to the bonus feats listed for those classes.

The listings for the Telepath and Battle Mind are expanded to include the list presented here, and the Psychic Agent is added.

Individuals who qualify may take the Artificer prestige class. However, they may only make psionic items and/or items with psionic powers stored within them.

Why Psi?

Psionics add another dimension to play, a "scientific" approach to the rise of magic. The presence of psionics, including creatures that have levels of psionic advanced classes, throws things at the heroes that they may not be ready for.

While the Urban Arcana setting assumes that psionics is "just another form of magic," this does not have to be the case for your campaign. Separating the two produces interesting effects, particularly since spell resistance will not function against psionics, nor will a *dispel magic* spell. Care should be taken, however, in that psionic characters in this situation would become more powerful, since the magical nature of the Urban Arcana campaign guarantees that there are more individuals, spells, and creatures that are prepared to deal with magical threats than there are ready to deal with psionic ones.

Psionic Feats

Within the Urban Arcana setting, psionics utilizes the same universal energies as arcane and divine spells. As a result, some spell-related feats are equally applicable to psionics. The following psionic feats function as the named spell-related feats. Treat references to spells as powers within these descriptions, and references to caster level as manifester level.

Power Penetration	As Spell Penetration
Power Focus	As Spell Focus
Great Power Penetration	As Greater Spell Penetration
Greater Power Focus	As Greater Spell Focus

Feats that require the choice of a school of spells would for its psionic equivalent require choosing an attribute (ability score), to the same overall effect.

In addition, metapsionic feats function in much the same way as metamagic feats. However, they require the additional expenditure of power points (as opposed to increased spell levels) and as a result are presented here.

Metapsionic Feats

Metapsionic feats allow a psionic character to enhance the manifestation of a regular power. Using a metapsionic feat doesn't take any longer but does increase the total power point cost to manifest the power.

A psionic character can use multiple metapsionic feats on a power, and the extra power point cost is cumulative, but a power altered by metapsionic feats can never cost more power points than the manifester's level minus one (minimum 1). Thus, a 10th-level character can manifest a single power with a cost of up to 9 power points.

With the proper item creation feat, you can store a power enhanced by a metapsionic feat in an item, such as a psionic tattoo.

Delay Power [Metapsionic]

You can manifest powers that trigger a set duration after manifestation.

Benefit: A delayed power doesn't activate until 1 to 5 rounds after you finish manifesting it. You determine the delay when manifesting the power, and it cannot be changed once set. The power activates just before your turn on the round you designate. Only area, personal, and touch powers may be affected by this feat. Any decisions you would make about the power (including attack rolls, designating targets, or determining or shaping an area) are decided when the power is manifested, while any effects resolved by those affected by the power (including saving throws) are decided when the power triggers. A delayed power may be negated normally during the delay, and can be detected normally in the area or on the target with powers that can detect psionic effects. A delayed power costs a number of power points equal to its standard cost +6.

Enlarge Power [Metapsionic]

You can manifest powers farther than normal.

Benefit: An enlarged power has its range doubled. Powers whose ranges are not defined by distance do not have their ranges increased. Determine an enlarged power's area or effect as if you were two manifester levels higher than you actually are. An enlarged power costs a number of power points equal to its standard cost +2.





Extend Power [Metapsionic]

You can manifest powers that last longer than normal.

Benefit: An extended power lasts twice as long as normal. Powers with a concentration, instantaneous, or permanent duration are not extended. An extended power costs a number of power points equal to its standard cost +2.

Heighten Power [Metapsionic]

You can manifest a power as if it were a higher level than it actually is.

Benefit: A heightened power has a higher psionic power level than normal. Unlike other metapsionic feats, Heighten Power actually increases the effective level of the power that it modifies. All effects dependent on power level (such as saving throw DCs) are calculated according to the heightened level. The heightened power costs as many power points as a power of its effective level.

Hide Power [Metapsionic]

You can manifest powers without a telltale display.

Benefit: A psionic power can be manifested without one associated display characteristic chosen by you when you take the feat: auditory, material, mental, olfactory, or visual. The hidden power costs a number of power points equal to the standard cost +2.

Special: You can take this feat multiple times, each time choosing a different display characteristic to hide while manifesting a given power.

Persistent Power [Metapsionic]

You make one of your powers last all day.

Prerequisite: Extend Power.

Benefit: A persistent power has a duration of 24 hours. The persistent power must have a personal range or a fixed range; you can't use this feat on a power with a variable range, or on a power with an instantaneous duration. Note that you must concentrate on some powers to use their effects (for example, *detect psionics* and *detect thoughts*); concentration on such a power is an attack or move action that does not provoke an attack of opportunity. A persistent power costs a number of power points equal to its standard cost +8.

Quicken Power [Metapsionic]

You can manifest powers as free actions with but a moment's thought.

Benefit: You can perform another action, even manifest another power, in the same round as you manifest a quickened power. You may only manifest one quickened power per round. A power whose manifesting time is more than 1 full round cannot be quickened.

A quickened power does not provoke an attack of opportunity.

The quickened power costs a number of power points equal to its standard cost +8.

Twin Power [Metapsionic]

You can manifest a power simultaneously with another power just like it.

Benefit: Manifesting a power altered by this feat causes the power to take effect twice on the target, as if you were simultaneously manifesting the same power two times on the same location or target. Any variables in the power (such as targets, shaping an area, and so on) apply to both of the resulting powers. The target suffers all the effects of both powers individually and receives a saving throw for each. In some cases, failure of both of the target's saving throws results in redundant effects, such as a twinned *charm person*, although any ally of the target would have to succeed at two negate attempts in order to free the target from the charm. A twinned power costs a number of power points equal to its standard cost +8.

PSIONIC AGENT

They move like the wind, appearing from thin air, and have power to match the denizens of Shadow. They are beings of the mundane world, individuals of superior mental ability. They are men and women in black who use their parahuman talents to investigate Shadow, in some cases stopping it, in others encouraging it. They can be assassins, protectors, or investigators with greater power than mere mortals. They are Psionic Agents.

Select this advanced class if you want your character to able to use psionics in an investigative and long-range combat, as opposed to up-the up-close combat of the Battle Mind.

The fastest path into this advanced class is from the Fast hero basic class, though other paths are possible. A good Wisdom is recommended to allow access to higher level powers.

Requirements

To qualify to become a Psionic Agent, a character must fulfill the following criteria.

Base Attack Bonus: +2.

Skill: Hide 6 ranks, Move Silently 6 ranks.

Feat: Wild Talent.

Class Information

The following information pertains to the Psionic Agent advanced class.

Hit Die

The Psionic Agent gains 1d8 hit points per level. The character's Constitution modifier applies.

Action Points

The Psionic Agent gains a number of action points equal to 6 plus one-half her character level, rounded down, every time she advances a level in this class.

Class Skills

The Psionic Agent's class skills are as follows:

Autohypnosis (Wis), Balance (Dex), Climb (Str), Concentration (Con), Drive (Dex), Escape Artist (Dex), Hide (Dex), Knowledge (current events, streetwise) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Read/Write Language (none), Search (Int), Sleight of Hand (Dex), Speak Language (none), Spot (Wis), Tumble (Dex).

Skill Points at Each Level: 3 + Intelligence modifier.

Class Features

The following features pertain to the Psionic Agent advanced class.

Psionic Skills

At 1st level, the Psionic Agent gains access to the Autohypnosis and Concentration skills, as described for the Battle Mind in Chapter Nine of the *d20 Modern Roleplaying Game*.

Psionic Powers

The Psionic Agent's key talent is the ability to manifest psionic powers related to movement and detection.

A psionic power is a one-time psionic effect. Psionic powers require power points to use. Unlike arcane spellcasters, psionicists don't have spellbooks and they don't prepare powers ahead of time. A psionicist's level limits the number of power points available for manifesting powers. In addition, a psionicist must have a key ability score equal to at least 10 + the power's level to manifest a particular power.

The Psionic Agent's selection of psionic powers is extremely limited and tied both to detection and avoiding being detected. The Psionic Agent knows two 0-level powers (called talents) of your choice. At each level, the Psionic Agent discovers one or more previously latent powers, as indicated on the table below.

The DC for saving throws to resist a psionic power is 10 + the power's level + the Psionic Agent's key ability modifier.

Psionic Agent		Powers Discovered by Level				
Level	Pts/Day	0	1	2	3	4
1	2	2	—	—	—	—
2	3	3	—	—	—	—
3	4	3	1	—	—	—
4	5	3	2	—	—	—
5	8	3	3	1	—	—
6	11	3	3	2	—	—
7	16	3	3	2	1	—
8	21	3	3	3	1	—
9	26	3	3	3	2	—
10	33	3	3	3	2	1

A Psionic Agent can manifest a certain number of powers per day based on her available power points. (0-level powers have a special cost; see Chapter Ten: FX Abilities of the *d20 Modern Roleplaying Game*.) She just pays the power point cost of a power to manifest it, no preparation necessary. The base number of power points available per day is shown above.

Psionic Focus

At 2nd level, a Psionic Agent chooses one primary ability score, and adds +2 to the DC for all saving throws against her powers which use that ability score.

Bonus Feats

At 3rd, 6th, and 9th level, the Psionic Agent gets a bonus feat. The bonus feat must be selected from the following list, and the Psionic Agent must meet all of the prerequisites for the feat to select it.

Athletic, Blind-Fight, Cleave, Combat Reflexes, Double Tap, Exotic Melee Weapons Proficiency, Focused, Point Blank Shot, Precise Shot, Shot on the Run, Skip Shot, Weapon Focus, as well as any metapsionic feats.

Draw Power

At 4th level, a Psionic Agent can spend an action point to regain a number of power points equal to her levels in this class.

Charged Shot

At 5th level, a Psionic Agent may do additional damage with a ranged attack. Before making any single ranged attack, the Psionic Agent, as a free action, spends a power point to "charge" a weapon. The next attack deals an extra 1d4 points of damage if it hits (if it misses, it deals no damage, and the power point is still spent). The Psionic Agent may spend multiple free actions and power points in a single round if she has multiple attacks, but may only "charge" each attack once. A shot remains "charged" for a number of rounds equal to her levels in this class.

Combat Manifestation

At 7th level, a Psionic Agent becomes adept at manifesting psionic powers in combat. She gets a +4 bonus on Concentration checks to manifest a power while on the defensive.

Power Penetration

At 8th level, the Psionic Agent's powers are more potent at breaking through power resistance (and spell resistance) of opponents. The Psionic Agent gains a +2 on manifester level checks to beat a creature's power resistance. For those

TABLE 9–1: THE PSIONIC AGENT

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+0	+2	+0	Psionic skills, psionic powers	+1	+0
2nd	+1	+0	+3	+0	Psionic Focus, psionic powers	+2	+0
3rd	+2	+1	+3	+1	Bonus feat, psionic powers,	+2	+0
4th	+3	+1	+4	+1	Draw power, psionic powers	+3	+0
5th	+3	+1	+4	+1	Charged shot, psionic powers	+4	+1
6th	+4	+2	+5	+2	Bonus feat, psionic powers	+4	+1
7th	+5	+2	+5	+2	Combat Manifestation, psionic powers	+5	+1
8th	+6	+2	+6	+2	Power penetration, psionic powers	+6	+1
9th	+6	+3	+6	+3	Bonus feat, psionic powers	+7	+2
10th	+7	+3	+7	+3	Deadly Aim, psionic powers	+7	+2



campaigns where spell resistance and power resistance are equal, it applies to spell resistance as well.

Deadly Aim

At 10th level, the Psionic Agent is capable of using her abilities to strike at the chinks in the defense of opponent with a ranged weapon. At 10th level, the Psionic Agent may pay 5 power points to turn a ranged attack into a ranged touch attack.

Expanded Telepath Powers

The Telepath chooses psionic powers from the following list.

0-Level Telepath Powers

Burst (Dex). Speed improves by 10 feet for 1 round.

Daze (Cha). Target loses next action.

Detect Psionics (Wis). You detect the presence of psionic activity.

Distract (Cha). Target's mind wanders, imparting a –1 penalty on certain actions.

Far Hand (Con). Minor telekinesis.

Finger of Fire (Int). You deal 1d3 points of fire damage to one target.

Missive (Cha). Send a one-way telepathic message.

Telempathic Projection (Cha). Modify the subject's emotions.

Verve (Str). Gain 1 temporary hit point.

1st-Level Telepath Powers

Attraction (Cha). Target develops an attraction you specify.

Charm Person (Cha). Makes target your friend.

Conceal Thoughts (Cha) Hide your motives.

Control Object (Con). Telekinetically animate a small object.

Lesser Body Adjustment (Str). Heal 1d8 hp, or gain +1 bonus on next Fortitude save to resist poison or disease, or heal 1 point of ability damage.

Lesser Mindlink (Cha). Forge a limited mental bond with target.

Object Reading (Wis). Reveal an object's past.

White Noise (Con). Scramble electronic transmissions.

2nd-Level Telepath Powers

Brain Lock (Cha). Target can't move or take any mental actions.

Clairaudience/Clairvoyance (Wis). Hear or see at a distance.

Detect Thoughts (Cha). Detect target's surface thoughts.

Electronic Fog (Con).Scramble electronic signals.

Inflict Pain (Cha). Mental attack deals 3d6 points of damage to target.

Levitate (Dex). Target moves up or down at your direction.

Sensitivity to Psychic Impressions (Wis). Reveal an area's past.

Suggestion (Cha). Compels target to follow suggested action.

3rd-Level Telepath Powers

Charm Creature (Cha): Make creature belief you to be an ally

False Sensory Input (Cha). Falsify one of the target's senses.

Lesser Domination (Cha). Forces target to obey your will.

Mental Blast (Cha). Target stunned for 3d4 rounds.

Mindlink (Cha). Forge a mental bond with others.

Negate Psionics (Con). Cancels psionic powers and effects.

4th-Level Telepath Powers

Domination (Cha). Subject obeys your will.

Forced Mindlink (Cha). Forge mental bond with unwilling target.

Inertial Barrier (Con). Subject gains DR 10/—.

Mindwipe (Cha): Subject's recent experiences are wiped away.

Tailor Memory (Cha). Plant false memory in target.

Telekinesis (Con). Lift or move 25 pounds per level at long range.

5th-Level Telepath Powers

Catapsi (cha). Reduce power manifestation of others.

Mindprobe (Cha). Discover a target's secret thoughts.

Power Resistance (Wis). Target gains power resistance 12.

Sending (Dex). Deliver short message anywhere instantly.

Signal Feed (Cha) Cameras show what you want them to show.

Expanded Battle Mind Powers

The Battle Mind chooses psionic powers from the following list.

0-Level Battle Mind Powers

Burst (Dex). Speed improves by 10 feet for 1 round.

Detect Psionics (Wis). You detect the presence of psionic activity.

Far Punch (Con). Telekinetic strike deals 1 damage.

Finger of Fire (Int). Deal 1d3 points of fire damage to target.

Lesser Natural Armor (Str). Gain +1 natural armor bonus to Defense.

Valor (Str). Gain a +1 morale bonus on saving throws.

Verve (Str). Gain 1 temporary hit point.

1st-Level Battle Mind Powers

Biofeedback (Str): Some damage taken as nonlethal.

Combat Precognition (Wis). Gain a +1 insight bonus to Defense.

Fire Bolt (Int). Deals 1d6+1 points of fire damage to target.

Lesser Bioweapon (Str). Create a staff of bioenergy that deals 1d4 points of bludgeoning damage.

Lesser Concussion (Con). Mentally pummel target for 1d6 points of damage.

Vigor (Str). Gain 3 temporary hit points.

White Noise (Con). Scramble electronic transmissions.

2nd-Level Battle Mind Powers

Claws of the Bear (Str). Your claw attack deals 1d12 points of damage.

Combat Focus (Wis). Gain a +4 insight bonus on initiative checks.

Combat Prescience (Wis). Gain a +2 insight bonus on attack rolls.

Concussion (Con). Mentally pummel target for 3d6 points of damage.

Darkvision (Wis). See in the dark.

Electric Charge (Int). Shocking touch deals 2d6 points of damage to target.

Painful Touch (Str). Unarmed attack deals 1d6 points of additional nonlethal damage.

3rd-Level Battle Mind Powers

Bite of the Tiger (Str), Bite for 2d8 points of damage.

Lightning Strike (Int). Deals 3d6 points of electrical damage in a 30-foot radius.

Improved Biofeedback (Str). Larger amount of damage taken as nonlethal damage.

Metaphysical Weapon (Int). Weapon gains a +3 enhancement bonus.

Mind Darts (Int). A flurry of mental bursts deals 2d6 points of damage to target.

Negate Psionics (Con). Cancels psionic powers and effects.

Whitefire (Int). Deals 5d4 points of fire damage in 20-foot radius.

4th-Level Battle Mind Powers

Fire Storm (Int). Deals 5d6 points of fire damage in 30-foot radius.

Greater Bioweapon (Str). Creates a staff of bioenergy that deals 2d8 points of bludgeoning damage.

Natural Armor (Str). You gain a +4 natural armor bonus to Defense.

Psychofeedback (Str). Use power points to boost Str, Dex, and/or Con modifiers.

Short Sharp Shock (Con). Deal 2d10 points of nonlethal damage, and destroy electronic records.

Psionic Agent Powers

The Psionic Agent chooses psionic powers from the following list.

0-Level Psionic Agent Powers

Burst (Dex). Speed improves by 10 feet for 1 round**.**

Detect Poison (Wis). Detect the presence of poisons.

Detect Psionics (Wis). Detect the presence of psionic activity.

Far Punch (Con). Telekinetic strike deals 1 point of damage**.**

Finger of Fire (Int). Deal 1d3 points of fire damage to target.

Missive (Cha). Send a one-way telepathic message.

Verve (Str). Gain 1 temporary hit point.

1st-Level Psionic Agent Powers

Call Weaponry (Dex). Summon weapon to your hand.

Combat Precognition (Wis). Gain a +1 insight bonus to Defense.

Feather Fall (Dex). Objects or creatures fall slowly.

Identify (Wis). Identify single feature of magical or psionic item.

Lesser Concussion (Con). Mentally pummel target for 1d6 points of damage.

Object Reading (Wis). Reveal an object's past.

Spider Climb (Dex). Walk on walls and ceilings.

2nd-Level Psionic Agent Powers

Chameleon (Str): Gain +10 bonus on Hide checks

Combat Focus (Wis). Gain a +4 insight bonus on initiative checks.

Combat Prescience (Wis). Gain a +2 insight bonus on attack rolls.

Darkvision (Wis). See in the dark.

Knock (Dex): Open locked doors.

Levitate (Dex). Target moves up or down at your direction.

Sensitivity to Psychic Impressions (Wis). Reveal an area's past.

3rd-Level Psionic Agent Powers

Dimension Slide (Dex). Move to spot within range you can see.

Fly (Dex). Subject flies at speed of 90 ft.

Instant Reload (Dex): Reload your weapon automatically.

Invisibility Purge (Wis). Dispels invisibility within 5 ft./level.

Metaphysical Weapon (Int). Weapon gains a +3 enhancement bonus.

Prowess (Wis) Take an extra attack of opportunity

Ubiquitous Vision (Wis). You have all-around vision.

4th-Level Psionic Agent Powers

Dimension Door (Dex). Teleports you and up to 500 lb. a short distance

Fate of One (Wis). Reroll a failed roll.

Freedom of Movement (Dex). Move normally despite impediments.

Ghost Shot (Dex). Create intangible bullets.

Immovability (Str). Become impossible to move.

Steadfast Perception (Wis). +4 bonus against illusions, +2 bonus on Search and Spot checks.

Psionic Power Descriptions

Psionic power descriptions supplement those presented in Chapter Ten: FX Abilities of the *d20 Modern Roleplaying Game*.

Biofeedback

Strength

Level: Battle Mind 1; **Display:** Material, Visual; **Manifestation Time:** Attack action; **Range:** Personal; **Target:** You; **Duration:** 1 minute/level (D); **Power Points**: 1





You can constrict bleeding around wounds, lessening their impact. You take a portion of any attack that deals damage as points of nonlethal damage, equal to your Strength modifier. Thus, a character with a Strength score of 15 who is dealt 10 points of damage actually takes 8 points of lethal damage and 2 points of nonlethal damage. This power is not retroactive to damage received prior to manifesting *biofeedback*. The total damage is still used to determine the effects of massive damage.

Bite of the Tiger

Strength

Level: Battle Mind 3; **Display:** Material, Visual; **Manifestation Time:** Attack action; **Range:** Personal; **Target:** You; **Duration:** 1 hour/level; **Saving Throw:** None; **Power Resistance:** No; **Power Points:** 5

Your posture becomes stooped forward, and you grow a tiger-like muzzle complete with rending fangs. The power grants you a bite attack (which does not draw an attack of opportunity) with 2d8 points of slashing damage. You can use this power in conjunction with feats, powers, or spells allowing additional attacks in one round, and it can be used with multiple attacks gained through level advancement.

Call Weaponry

Dexterity [Teleportation]

Level: Telepath 1/Psionic Agent 1; **Display:** Audible, Material; **Manifestation Time:** Attack action; **Range:** Touch; **Effect:** 1 unattended weapon (see text); **Duration:** 1 hour/level (see text) (D); **Saving Throw:** None; **Power Resistance:** No; **Power Points:** 1 (see text)

You call a weapon "from thin air" into your waiting hand (actually, it is a real weapon hailing from some other random location) as a free action. You don't have to see or know of a weapon to call it—in fact, you can't ever call a specific weapon. You just specify the type. If the specified weapon type is one you can call at your level, it appears. If you call a projectile weapon, it comes loaded with a clip, box, or chamber of ammunition, as appropriate (the ammunition does not have an enhancement bonus, even at 10th level and above). If you relinquish your grip on the weapon you called for 2 or more rounds, it automatically returns to wherever it originally came from.

As your level increases, you can summon better weapons, although the power point cost is also greater.

Level	Weapons	Example	Power Points
1–3	Simple melee	Knife	1
4–6	Handgun	Colt Python	3
7–9	SMG, rifle, shotgun	Winchester 94	7
10	Exotic or Archaic melee	Katana	11

Weapons gained by *call weaponry* are distinctive due to the low hum they emit.

Catapsi

Charisma [Mind-Affecting]

Level: Telepath 5; **Display:** Mental, Visual; **Manifestation Time:** Attack action; **Range:** Medium 100 feet; **Area:** 100-ft.-radius emanation centered on you; **Duration:** 1 minute/level; **Saving Throw:** Will negates (see text); **Power Resistance:** Yes; **Power Points:** 9

With *catapsi* [kat-ah-sigh], you generate psychic static, making it more difficult for other psionic characters to manifest their powers (you are not affected by your own *catapsi* manifestation). All psionic activity within the area requires twice as many power points to manifest, unless opponents make a successful Will save each time they manifest a power. Freely manifesting 0-level powers takes 1 full round, instead of 1 action, in a *catapsi* field. If two or more fields of *catapsi* overlap, one field cancels out the other (determine randomly).

Catapsi affects psionic abilities that require power points only, and have no effect on magical abilities or natural psionic abilities.

Chameleon

Strength

Level: Telepath 2; **Display:** Olfactory; **Manifestation Time:** Attack action; **Range:** Personal; **Target:** You; **Duration:** 10 minutes/level (D); **Power Points:** 3

Your skin and equipment take on the color and texture of nearby objects, including floors and walls. You receive a +10 enhancement bonus on Hide checks.

Charm Creature

Telepathy (Cha) [Compulsion, Mind-Affecting]

Level: Telepath 3; **Display:** Mental; **Target:** One living creature; **Duration:** 1 day/level; **Saving Throw:** Will negates; **Power Resistance:** Yes; **Power Points:** 5

As *charm person*, except that the power is not restricted by creature type or size, and you need not speak the creature's language.

Conceal Thoughts

Charisma

Level: Telepath 1; **Display:** Visual; **Manifestation Time:** Attack action; **Range:** Close (25 ft. + 5 ft./2 levels); **Target:** One living creature; **Duration:** 1 hour/level; **Saving Throw:** Yes (harmless); **Power Resistance:** Yes (harmless); **Power Points:** 1

You protect your thoughts from analysis. While the duration lasts, you gain a +20 circumstance bonus on Bluff checks against those attempting to discern your true intentions with Sense Motive. You also gain a +4 bonus on your saving throw against any power used to read your mind (such as *detect thoughts* or *mind probe*).

Detect Poison

Wisdom

Level: Psionic Agent 0; **Display:** Olfactory; **Manifestation Time:** Attack action; **Range:** Close (25 ft. + 5 ft./2 levels); **Target or Area:** One creature, one object, or a 5-foot cube; **Duration:** Instantaneous; **Saving Throw:** None; **Power Resistance:** No; **Power Points:** 1

You determine whether a creature, object, or area has been poisoned or is poisonous. You can determine the exact type of poison with a successful Wisdom check (DC 20). A character with the Craft (chemical) skill may additionally try an Craft (chemical) check, DC 20.

Note: The power can penetrate barriers, but 1 foot of stone, 1 inch of common metal, a thin sheet of lead, or 3 feet of wood or dirt blocks it.

Dimension Door

Dexterity [Teleportation]

Level: Psionic Agent 4; **Display:** Visual; **Manifestation Time:** Attack action; **Range:** Long (400 ft. + 40 ft./level); **Target:** You and touched objects or other touched willing creatures (see text); **Duration:** Instantaneous; **Power Points:** 7

You instantly transfer yourself from your current location to any other spot within range. You always arrive at exactly the spot desired—whether by simply visualizing the area or by stating direction, such as "900 feet straight downward," or "upward to the northwest, 45-degree angle, 1,200 feet." You can bring along up to 500 pounds of nonliving matter or 250 pounds of living matter. After using this power, you can't take any other actions until your next turn.

If you arrive in a place that is already occupied by a solid body, the power does not function.

Dimension Slide

Dexterity

Level: Psionic Agent 3; **Display:** Visual; **Manifestation Time:** Attack action; **Range:** Close (25 ft. + 5 ft./2 levels); **Target:** You (see text); **Duration:** Instantaneous; **Power Points:** 5

You instantly transfer yourself from your current location to any other spot within range that you can see directly. You arrive at exactly the spot desired, if you can see it. You cannot *dimension slide* through solid objects; even a curtain blocks you. You cannot bring along more than your medium load carrying capacity, nor can you bring along any living matter that weighs more than 20 pounds. After using this power, you can't take any other actions until your next turn.

If you somehow attempt to transfer yourself to a location occupied by a solid body (perhaps your perceptions are being controlled by a telepath), the power simply fails to function.

Electronic Fog

Constitution

Level: Telepath 2; **Display:** None; **Manifestation Time:** Attack action; **Range:** Personal; **Area:** 5-ft.-radius/level; **Duration:** 1 minute/level; **Saving Throw:** None; **Power Resistance:** No; **Power Points:** 3

An intensified version of *white noise*, this bubble of low-level electromagnetic radiation is still below the detection level of most humans but will jam electronic communication devices, including those that rely upon cables or other hard-wired transmissions, including televisions, video cameras, and monitors. It will also cause photographic film to fog and magnetic tape to blur. It does not cause electronic devices to malfunction, only to report scrambled signals and white noise.

Fate of One

Wisdom

Level: Telepath 4; **Display:** Mental, Visual; **Manifestation Time:** See text; **Range:** Personal; **Target:** You; **Duration:** Instantaneous; **Power Points:** 7

Your limited omniscience allows you to reroll a saving throw, attack roll, or skill check, and use the better of the two rolls for your result.

You can manifest this power instantly, quickly enough to gain its benefits in a clutch situation. Manifesting the power is a free action, like manifesting a quickened power, and it counts toward the normal limit of one quickened power per round.

Feather Fall

Dexterity

Level: Psionic Agent 1; **Display:** Audible; **Manifestation Time:** See text; **Range:** Close (25 ft. + 5 ft./2 levels); **Targets:** Any free-falling objects or creatures in a 10-ft. radius whose weight does not total more than 300 lb./level; **Duration:** Until landing or 1 round/level; **Saving Throw:** Will negates (object); **Power Resistance:** Yes (object); **Power Points:** 1

The targeted creatures or objects affected fall slowly. The rate of fall is instantly changed to a mere 60 feet per round (equivalent to the end of a fall from a few feet), with no damage incurred upon landing while the power is in effect. However, when the duration expires, a normal rate of fall occurs.

You can manifest this power instantly, quickly enough to save yourself if you unexpectedly fall. Manifesting the power is a free action, like manifesting a quickened power, and it counts toward the normal limit of one quickened power per round.

This power has no special effect on ranged weapons unless they are falling quite a distance. If manifested on a falling item, the item does half normal damage based on weight (1d6 per 400 pounds) with no bonus for the height of the drop.

The power works only upon free-falling objects. It does not affect a sword blow or a charging or flying creature.





Fly
Dexterity
Level: Psionic Agent 3; **Display:** Visual; **Manifestation Time:** Attack action; **Range:** Touch; **Target:** Creature touched; **Duration:** 10 minutes/level; **Saving Throw:** None; **Power Resistance:** Yes (harmless); **Power Points:** 5

The power's subject can fly at a speed of 90 feet (60 feet if the creature wears medium or heavy armor). The subject can fly up at half speed and descend at double speed. The flying subject's maneuverability is good. Using the *fly* power requires as much concentration as walking, so the subject can attack or manifest powers normally. The subject of *fly* can charge but not run, and it cannot carry aloft more weight than its maximum load, plus any armor it wears.

Should the duration expire while the subject is still aloft, the psionic effect fails slowly. The subject drops 60 feet per round for 1d6 rounds. If it reaches the ground in this time, it is safe. If not, it falls the rest of the distance (falling damage is 1d6 per 10 feet of fall). Since negating a power effectively ends it, the subject falls immediately if *fly* is negated.

Freedom of Movement
Dexterity
Level: Psionic Agent 4; **Display:** Audible; **Manifestation Time:** Attack action; **Range:** Personal or touch; **Target:** You or creature touched; **Duration:** 10 minutes/level; **Saving Throw:** None; **Power Resistance:** No or Yes (harmless); **Power Points:** 7

This power enables you or the creature you touch to move and attack normally for the duration of the power, even under the influence of psionics that usually impedes movement.

The power also allows a character to move and attack normally while underwater, even with cutting weapons such as axes and swords and with smashing weapons such as flails, hammers, and maces, provided that the weapon is wielded in the hand rather than hurled. The power does not, however, allow water breathing without further appropriate psionic adaptation.

Ghost Shot
Dexterity
Level: Psionic Agent 4; **Display:** Visual; **Manifestation Time:** Attack action; **Range:** Close (25 ft. + 5 ft./2 levels); **Target:** One firearm; **Duration:** 1 minute/level; **Saving Throw:** Will negates (harmless, object); **Power Resistance:** Yes (harmless, object); **Power Points:** 7

This power makes bullets intangible to nonliving material, negating cover, equipment, and shield bonuses to the target. It affects all bullets in the magazine for the duration of the spell, or until they are expended.

Identify
Wisdom
Level: Psionic Agent 1; **Display:** Material, Mental; **Manifestation Time:** 8 hours; **Range:** Touch; **Target:** Up to 1 touched object per level; **Duration:** Instantaneous; **Saving Throw:** None; **Power Resistance:** No; **Power Points:** 1

This power determines the single most basic function of a psionic item, including how to activate that function (if appropriate), and how many charges are left (if any). In campaigns where psionics and magical energies are similar, magical properties may be identified.

If a psionic item has multiple different functions that are equally basic, *identify* determines the lowest-level function. If these functions are also of equal level, the DM decides randomly which is identified.

Immovability
Strength
Level: Psionic Agent 4; **Display:** Visual; **Time:** Attack action; **Range:** Personal; **Target:** You; **Duration:** 1 hour/level (D); **Power Points:** 7

You are almost impossible to move. Your weight does not vary; instead, you mentally attach yourself to the underlying fabric of reality. Thus, you could conceivably anchor yourself in midair. You oppose any attempt to move you by a Strength check modified by a bonus equal to three times your manifester level. Thus, at 8th level, your bonus to resist being moved is +24. Once immovable, you can't move to a new location unless you first dismiss the power or its duration expires.

While you are immovable, you lose all Dexterity bonuses to Defense. Neither can you attack or make any other movement. However, your anchored body gains DR 10/+3.

Improved Biofeedback
Strength
Level: Battle Mind 3; **Duration:** 1 hour/level (D); **Power Points:** 5

As *biofeedback*, except you take a portion of each damaging attack as nonlethal damage equal to twice your Strength modifier, and the duration is extended.

Inertial Barrier
Constitution
Level: Telepath 4; **Display:** Audible, Mental; **Manifestation Time:** Attack action; **Range:** Touch; **Target:** Creature touched; **Duration:** 10 minutes/level or until discharged; **Saving Throw:** Will negates (harmless); **Power Resistance:** Yes (harmless); **Power Points:** 7

You create a psychokinetic barrier around the subject that resists blows, cuts, stabs, and slashes, as well as providing some protection against falling. The subject gains DR 10/—. Once the power has prevented a total of 10 points of damage per manifester level (maximum 150 points), it is discharged.

Inertial barrier also absorbs up to half the damage from a fall. Damage absorbed from a fall counts toward discharging the effect. The psychokinetic barrier delays the effects of gases in the atmosphere for 2d4 rounds.

Instant Reload

Dexterity

Level: Psionic Agent 3; **Display:** Audible, Material; **Manifestation Time:** Attack action; **Range:** Touch; **Target:** One ranged weapon with ammunition; **Duration:** 1 hour/level; **Saving Throw:** None; **Power Resistance:** No; **Power Points:** 5

You can reload your weapon as an attack action, calling the ammunition from another location in the same manner as *call weaponry*. The ammunition and its location must be designated at the time the spell is case, but it may be any distance away. Any amount may designated, but only one type of ammunition (as far as caliber is concerned) may be used per manifestation. When activated, the power automatically reloads the clip, chamber, or action of the weapon with the full number of shots that it can hold.

Invisibility Purge

Wisdom

Level: Psychic Agent 3; **Display:** Visual; **Manifestation Time:** Attack action; **Range:** Personal; **Target:** You; **Duration:** 1 minute/level (D); **Power Points:** 5

You surround yourself with a sphere of power with a radius of 5 feet per manifester level that negates all forms of invisibility. Anything invisible becomes visible while in the area.

Knock

Dexterity

Level: Telepath 2; **Display:** Material; **Manifestation Time:** Attack action; **Range:** Medium (100 ft. + 10 ft./level); **Target:** One door, box, or chest with an area of up to 10 sq. ft./level; **Duration:** Instantaneous (see text); **Saving Throw:** None; **Power Resistance:** No; **Power Points:** 3

The *knock* power opens stuck, barred, locked, or mechanically or electronically sealed doors, as well at those with hidden mechanisms. It also loosens welds, shackles, or chains (provided they serve to hold closures shut). In all other cases, the door does not relock itself or becomes stuck again on its own. *Knock* does not raise barred gates or similar impediments, nor does it affect ropes, vines, and the like. Note that the effect is limited by the area. A 4th-level Psionic Agent can manifest *knock* on a door of 40 square feet or less. Each power can undo up to two means of preventing egress through a portal. Thus if a door is quadruple locked, opening it requires two uses of the *knock* power.

Lesser Natural Armor

Strength

Level: Battle Mind 0; **Display:** Material, Olefactory; **Manifestation Time:** Attack action; **Range:** Personal; **Target:** You; **Duration:** 1 minute; **Power Points:** 1

Your skin grows thick ridges, providing a +1 natural armor bonus to your Defense. Unlike mundane armor, natural armor entails no armor penalty or speed reduction.

Mindwipe

Charisma

Level: Telepath 4; **Display:** Audible, Material, Visual; **Manifestation Time:** Attack action; **Range:** Close (25 ft. + 5 ft./2 levels); **Target:** One living creature; **Duration:** Instantaneous; **Saving Throw:** Fortitude negates; **Power Resistance:** Yes; **Power Points:** 7

You partially wipe your victim's mind of past experiences, bestowing one negative level per two manifester levels (maximum five negative levels).

If the subject has at least as many negative levels as HD, he dies. Each negative level gives a creature the following penalties: –1 penalty on attack rolls, saving throws, skill checks, ability checks, and effective level (for determining the power, duration, DC, and other details of power, spells, or special abilities). The creature also loses 5 hit points. Additionally, a psionic character or creature loses one power from her highest available level (spellcaster loses one spell or spell slot from her highest available level). Negative levels stack.

Assuming the subject survives, he regains lost levels after a number of hours equal to your manifester level. Usually, negative levels have a chance of permanently draining the subject's levels, but the negative levels from *mindwipe* don't last long enough to do so.

Painful Touch

Strength

Level: Battle Mind 2; **Display:** Material, Visual; **Manifestation Time:** Attack action; **Range:** Personal; **Target:** You; **Duration:** 1 round/level (D); **Power Points:** 3

Your unarmed attacks cause additional pain. When you make a successful unarmed attack that deals damage (or in conjunction with any bite or claw powers), you deal an additional 1d6 points of nonlethal damage to the target. The total amount of damage dealt is used to determine the effects of massive damage.

Prowess

Wisdom

Level: Psychic Agent 3; **Display:** Mental; **Manifestation Time:** See text; **Range:** Personal; **Target:** You; **Power Points:** 5

If an enemy provokes an attack of opportunity, you can take it, even if you've already taken your allotted number of attacks of opportunity this round (usually one). You may not make two attacks of opportunity against the same target in one round even if using this power, unless the target provokes two separate attacks.

You can manifest this power instantly, quickly enough to gain an extra attack of opportunity in the same round. Manifesting the power is a free action, like manifesting a





quickened power, and it counts toward the normal limit of one quickened power per round.

Short Sharp Shock

Constitution

Level: Battle Mind 4; **Display:** Visual, Olfactory; **Manifestation Time:** Attack action; **Range:** Touch; **Target:** One object or creature; **Duration:** Instantaneous; **Saving Throw:** Fortitude half; **Power Resistance:** No; **Power Points:** 7

You channel a burst of electromagnetic radiation into a target object or creature. The shock delivers 2d10 points of nonlethal damage. More importantly, this power destroys electronic devices, fries motherboards, erases electronic data such as hard disks, and fogs chemical media such as photographic film (but not final prints) on a successful manifester level check (DC 15). Shielded or otherwise protected electronics may require higher DCs.

Signal Feed

Charisma [Mind-Affecting]

Level: Telepath 5; **Display:** Visual; **Manifestation Time:** Attack action; **Range:** Close (25 ft. +5 ft./2 levels); **Target:** One communication device.; **Duration:** 1 round/level; **Saving Throw:** Will negates; **Power Resistance:** Yes; **Power Points:** 9

You can create false images or sounds on an electronic device. A video monitor may show an empty hallway, a phone may imitate the voice of a loved one, or you can kidnap the jumbotron in Time's Square to issue your non-negotiable demands. The spell affects those that are watching or listening the device at the time of the power's manifestation—those who arrive later or make their saving throw see or hear the what is really there. Recordings of the *signal feed* will show distortion, as well as the "real" image. Other powers may not be used through a *signal feed*.

Spider Climb

Dexterity

Level: Telepath 1; **Display:** Material; **Manifestation Time:** Attack action; **Range:** Touch; **Target:** Creature touched; **Duration:** 10 minutes/level; **Saving Throw:** Will negates (harmless); **Power Resistance:** Yes (harmless); **Power Points:** 1

The subject can climb and travel on vertical surfaces or even traverse ceilings as well as a spider does. The affected creature must have bare hands and feet to climb in this manner. The subject climbs at half its speed. A creature with a Strength score of at least 20 +1 per manifester level can pull the subject off a wall.

Steadfast Perception

Wisdom

Level: Psychic Warrior 4; **Display:** Visual; **Manifestation Time:** Attack action; **Range:** Personal; **Target:** You; **Duration:** 1 hour/level (D); **Power Points:** 7

Your gaze suffers no distractions, granting you a +4 enhancement bonus on your saving throw to resist all illusory effects. Moreover, your Search and Spot skills receive a +2 enhancement bonus while this power remains in effect.

Telempathic Projection

Charisma [Mind-Affecting]

Level: Telepath 0; **Display:** Visual; **Manifestation Time:** Attack action; **Range:** Medium (100 ft. + 10 ft./level); **Area:** One living creature; **Duration:** 1 minute/level; **Saving Throw:** Will negates; **Power Resistance:** Yes; **Power Points:** 1

You can alter the subject's mood. An affected creature feels the new emotion, but *telempathic projection* cannot radically change its emotional state. Instead, you adjust its emotions by one step. For instance, an unfriendly creature might be made indifferent, or a hostile creature simply unfriendly. You can grant up to a +1 bonus on your own (or others') attempts at Bluff, Diplomacy, Intimidate, and Perform actions with affected creatures, assuming you adjust the subject's emotions in the proper direction (you could also cause a –1 penalty on similar interactions, if you so choose).

Ubiquitous Vision

Wisdom

Level: Psychic Agent 3; **Display:** Visual; **Manifestation Time:** Attack action; **Range:** Personal; **Target:** You; **Duration:** 2 rounds/level (D); **Saving Throw:** None; **Power Resistance:** No; **Power Points:** 5

You have "eyes in the back of your head," and in the sides and top as well (though only in effect, not literally). In effect, you have a 360-degree sphere of sight, allowing you perfect view of creatures that might otherwise flank you. Thus, flanking opponents gain no bonus on their attack rolls, and you do not lose your bonus to Dexterity unless you are caught flat-footed. Your Spot checks gain a +3 enhancement bonus, and your Search checks gain a +1 enhancement bonus. Concurrently, you suffer a –4 enhancement penalty on saves against all gaze attacks and visual attacks during the power's duration.

White Noise

Constitution

Level: Battle Mind 1, Telepath 1; **Display:** None; **Manifestation Time:** Attack action; **Range:** Personal; **Area:** 5-ft.-radius/level; **Duration:** 1 minute/level; **Saving Throw:** None; **Power Resistance:** No; **Power Points:** 1

You surround yourself with a bubble of low-level electromagnetic radiation, not enough to be detected by normal individuals but sufficient to defeat most electronic transmissions (like cell phones, radio broadcasts, and television signals). Hardwired effects such as cable TV or telephones, or self-contained devices such as video cameras are unaffected by this power. Those using the affected devices get scrambled signals and white noise, and are aware that they are being jammed.



chapter ten
adventures

There are a thousand adventures lurking in the modern city. Some of these pit the heroes against the denizens of Shadow. Others cast them as defenders and allies of Shadowkind. Beyond these, there are adventures that can be played out without a hint of the magical or the supernatural, with the heroes confronting any number of mundane (though no less dangerous) threats to the city, the country, or the world. It all depends on what type of campaign you want to run, and what kind of adventure you and your players are in the mood for.

SCOPE OF ADVENTURES

Remember that not every denizen of Shadow comes across as a mindless, raging beast that must be destroyed. For every power-crazed beholder and murderous troll, there are dozens of peace-loving creatures that would rather be left alone or find a way to make it in our world. Industrious dwarves, enterprising elves, hard-working halflings, and more find there way to the shores of this mundane Earth. Therefore, depending on whom the heroes work for or are in league with, the potential for adventure is as varied as the types of creatures washing onto the shores of our reality.

An Urban Arcana campaign should provide the heroes with denizens of Shadow that might be allies, friends, associates, and patrons, as well as those that serve as competitors and enemies. Shadow and mundane mix to create a diverse, robust setting where all kinds of stories can play out. The Gamemaster is encouraged to mix and match mundane and fantastic story ideas to create adventures of all types.

JP

Adam, Troy, and Yoriko enter the *warehouse of holding*.



The Fantastic

In adventures that stress the fantasy of the setting, heroes encounter Shadow events at an amazing pace. These adventures might feature evil monsters that must be stopped before they can destroy too much of the mundane world, or they might focus on a good or neutral denizen of Shadow who needs some kind of help from the heroes. There's also an opportunity for misunderstanding, either on the part of a Shadow creature, the heroes, or both. Imagine what it must be like to suddenly find one's self in a strange and alien place. That's what happens to every denizen of Shadow who crosses the veil into our reality. These creatures start out scared, confused, angry, depressed, or some combination of these and other strong emotions. They might strike out at the first mundane beings they encounter, or they might look for a place to hide. Either way, someone needs to deal with them and help them come to grips with their new situation. The heroes might fill this role, or they might get involved if whoever tries to help the Shadow creature gets into trouble.

The Mundane

In adventures that use more or less real-world situations, the heroes get to deal with whatever threats from the modern day make the most sense for your campaign. Terrorists and other criminals of all descriptions can present challenges for the heroes. From street gangs to common muggers, serial killers to psychopathic murderers, corporate spies to corrupt politicians—these villains and more might threaten the mundane aspects of an Urban Arcana campaign. It's best to throw in a mundane threat every once in a while to help ground the campaign and to challenge the heroes in new and different ways.

Mixing the Two

Some of the best adventures for the Urban Arcana setting mix aspects of the mundane with the fantastic to better show the dichotomy of the campaign. When the fantastic intrudes on the mundane, the results can be dramatic, awe-inspiring, wondrous, magical, mysterious, horrific, enchanting, or dangerous—or, more likely, a combination of one or more of these things. Herein lurks the power and punch of the setting, the idea that another reality exists beside our own. It's a hidden reality, one that isn't fully understood or even comprehended, but it's real and wonderful and deadly all at the same time.

An adventure might start out as an apparently violent incursion of Shadow. As the heroes investigate, it turns out to instead be a dangerous mundane situation with no obvious ties to the fantastic. Then, as they close in for the climax, a Shadow denizen enters the fray to either help or hinder the mundane situation, drawn to it just as the heroes were. Another adventure may be totally mundane in scope except for the unrelated yet somehow involved Shadow creatures that happen to be in the area. Then there's the Shadow situation that spills over and involves mundane authorities, no matter how hard the heroes work to avoid such complications.

Remember that the world as set forth by the Urban Arcana campaign is a world of contrasts and contradictions. The mundane might be the model upon which the world is built, but it's had the realm of fantasy superimposed upon it. And, as is usually the case, the campaign becomes stronger and more interesting by the merging of the two divergent realities.

REMEMBER THE SITUATION

All Urban Arcana campaigns follow these world rules:

- The fantastic has intruded upon the modern world, bringing magic and monsters to our reality;
- Shadow obscures and hides the true nature of the fantastic from the mundane world;
- Heroes emerge to fight the denizens of Shadow that mean us harm while seeking to help those denizens of Shadow that wish to live in peace.

Not every creature of Shadow wants to rip off your face and eat your intestines, and not every mundane human wants to help you and wish you well. It behooves the Gamemaster to make this clear to the heroes as the campaign plays out. Surprise them, shock them, put them in ambiguous situations early in their adventuring careers to show them what the world is all about.

You also need to decide how much the rest of the world (or at least those portions that will interact with the heroes on a regular basis) knows about Shadow. Do the police and local government officials understand the truth about the increasingly common Shadow events, or are they as much in the dark and in denial as the majority of the mundane community? Whenever the heroes enter a situation, the GM must determine which participants know about Shadow, if any. Beyond that, the GM should have an idea about how all of the participants are going to react to the situation, depending on how much (or little) of Shadow reveals itself.

STARTING THE CAMPAIGN

Kicking off an Urban Arcana campaign requires a little pre-adventure planning and consideration on the part of the Gamemaster. As the stuff of fantasy washes across our world, heroes come to the forefront to deal with situations—good and bad—as they develop. The first question a GM needs to ask is, "Do I start the campaign at the beginning, or do I assume that the heroes already know what's going on?"

The Beginning

Starting at the beginning means that the heroes begin play believing that the Urban Arcana world is exactly the same as the real world. Magic doesn't exist. There are no supernatural monsters or fantastic creatures roaming the city streets. The world is mundane, and that's okay with them.

We recommend beginning your campaign with this perspective. Let the awe and wonder, the horror and mystique, of the initial situation (your starting adventure) throw the heroes for a loop and make them question their sanity and the reality of the world. By the second adventure, they should all be aware that the world has changed, but throughout the first adventure the heroes can question, disbelieve their eyes, and eventually come to grips with whatever Shadow situation you throw at them.

The first adventure in this chapter follows this progression, setting up a situation where the heroes can meet each other, learn about the reality of Shadow, and start out on their adventuring career. It's the perfect place to begin with 1st-level heroes.

After That

If you decide to start the campaign after the heroes have learned about the existence of Shadow, you lose a little of the feeling of wonder and terror that starting at the beginning provides. On the other hand, if you're so inclined to go this way, you can get past the preliminaries and get right into some meatier adventures. Of course, 1st-level heroes might not be ready for meatier adventures, so plan accordingly.

Heroes begin this campaign as a team, already firmly entrenched in the group or organization of your choice (usually Department-7). They know the lay of the land—or at least they think they do—and they believe they're ready to deal with whatever Shadow washes across their path.

Start out from this point of view if you don't want to build the mystery and allow the existence of Shadow to unravel a stage at a time. This is the way to go if you want to get right into the action of the setting without any preamble or build up. Go this route if you don't think that you or your players can have fun with a bit of mystery and suspense at the start of the campaign.

ADVENTURES

The rest of this chapter presents a variety of adventures outlines to kick off your URBAN ARCANA campaign. Because most GMs prefer to customize adventures for their groups, we provide just the basics. You should expect to have to do a little work to make each adventure play well for your particular group of heroes and your campaign. Feel free to modify, add to, or completely change any and all of these adventures to best suit your needs. We won't mind. Each one is just a foundation; we leave building the rest of each story up to you and your adventuring group.

Each adventure provides a basic plot, locations, allies and opponents, and goals for the heroes to accomplish. Use the statistics found in this book and the *d20 Modern Roleplaying Game* for the various friends and foes discussed in the adventures. Note that the adventures can be combined to create a campaign that starts with the heroes' first encounter with Shadow and their subsequent introduction to Department-7. The basics of this campaign are laid out, but GMs are encouraged to create side-treks and connecting adventures to make sure the heroes advance in level at an appropriate pace.

Adventure 1: Fast Food Fight Club

This adventure for 1st-level heroes provides a great starting point for any URBAN ARCANA campaign. The heroes, for the most part, don't know each other as yet. They each may have already had some kind of minor encounter with Shadow, but more than likely this adventure will introduce each of them to the fantastic reality that is intruding upon our mundane world.

Background

Pandora Express, a new chain of fast food restaurants, has appeared around the country, with individual franchises opening at an amazing rate. Every *Pandora Express* location features the best in burgers, chicken, pizza, and shakes, as well as an assortment of ready-to-eat salads for more health-conscious consumers. "The Monster Meal in a Monster Box" slogan has been a hit, and the chain's mascot, Marty the Monster (who looks just like a cartoon version of a kobold), has begun appearing in commercials, on t-shirts, and will headline an upcoming line of action toys.

Pandora Express is owned and operated by Fantastic Foods, Inc. This relatively new corporation has offices in whatever city the campaign is set in. What most of the world doesn't realize is that Kurgon Pandora is a dwarf from Shadow who uses his restaurants to help other members of Shadowkind. This help ranges from providing food to those creatures of Shadow that require special dietary considerations to giving jobs to those Shadowkind ready and willing to find purpose and meaning in our world.

Of course, not every employee working behind the counter of a *Pandora Express* restaurant is a creature of Shadow, and not every Monster Meal contains Troll-Chow, Unicorn Feed, Umber Hulk Vittles, or some other exotic fare. Most of the meals pushed through the chain satisfy even the most demanding mundane fast-food connoisseur.

The trouble is that at one particular *Pandora Express* location, the kobold workers continue to carry on one of their old-world traditions. The kobolds regularly engage in brutal contests of strength and combat prowess, attracting other kobolds from the surrounding community to participate. These contests always take place late at night, after the restaurant closes, in the parking lot behind the building. Always, that is, until tonight.

Tonight, Krristu One-Ear, a tough kobold from the other side of town, returns to exact revenge for his ignoble defeat of the night before. He's brought a small gang of kobold roughnecks to back him up, and he's out to trash Koorit Longtooth, one of the workers at this *Pandora Express* location and the current champion of the kobold fight club. And Krristu doesn't want to wait until after the restaurant closes to get a little payback. He wants his Monster Meal and the "prize inside" right now …

Starting the Adventure

The heroes visit *Pandora Express* for a late-night snack, arriving an hour or so before closing time. Most of the heroes don't know each other yet, though certainly a couple of them might have some connection or another (friends, coworkers, siblings, or acquaintances, for example). As the last of them enter the establishment, read or paraphrase the following text:

> The bright and cheery colors of the *Pandora Express* fast-food restaurant shine in contrast to the late hour. Still, the place is always accommodating, with a cheerful staff and a relatively tasty menu that includes burgers and fries. The place is pretty busy for this time of the night. Three workers behind the counter serve up the food and drinks while almost a dozen customers wait in line or chow down at one of the bolted-to-the-floor table-and-chair combination units.
>
> A moment later, some other customers enter behind you. They appear to be tough-looking bikers, except that they're all really short—like biker kids all decked out in leather and chains.

The heroes should start out scattered around the dining area of the restaurant. Some might be at the counter ordering or waiting for food. Some might be seated at one of the

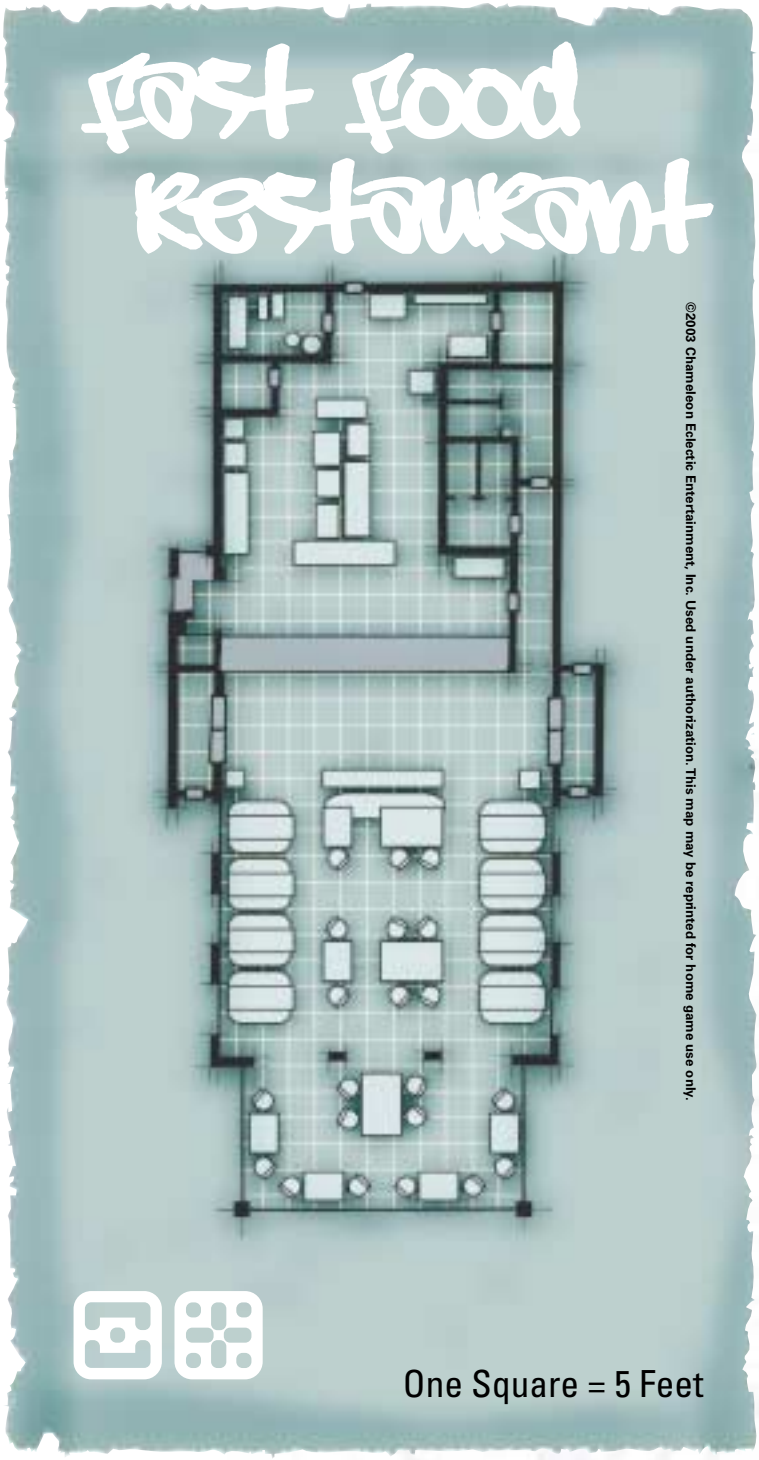


tables, chowing down on their favorite late-night snack items. If it works for the characters and the campaign, one of them could be working behind the counter (though this hero doesn't suspect the true nature of the restaurant or its kobold workers).

Determine where the heroes are in the restaurant. There are also six other customers, three *Pandora Express* employees (an assistant manager who's human and two kobold workers, one of which is Koorit Longtooth), and the six kobold roughnecks (Krristu and his five henchmen). Once you determine where everyone is, you should give all of the heroes a chance to perform a single action or at least explain what they are doing in the restaurant at this particular moment. This is also a good time for each player to describe his or her character to the other players.

To most of the people in the restaurant, Krristu and his kobold gang look like extremely short, extremely dangerous gangbangers of some sort. They wear leather jackets and leather pants. They carry chains and other assorted weapon-like objects (lead pipes, baseball bats, broom handles). And they cover their heads and faces with hats, scarves, or headbands so that no one can get a really good look at them. A few people, however, might catch a glimpse of the true nature of Shadow as the kobold roughnecks move through the restaurant.

Have each hero make a Spot check (DC 15). Anyone who makes the check notices something just a little bit odd about the short gangbangers—a clawed hand, perhaps, or a peek of scaly flesh; maybe a long snout poking from under a wide-brimmed hat, or even a maw filled with unnaturally sharp teeth. The glimpse is caught from the corner of a hero's eye, and it disappears as soon as the character attempts to focus on the oddity in question. Regardless, any hero who succeeds at the check finds the short gangbangers to be even more disconcerting and dangerous-looking than they believed them to be just a moment earlier. Something's not right, and it's making the heroes tense and nervous.



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The Challenge

Two of the short gangbangers step up to the counter, shoving their way past any customers waiting to either place or pick up an order. The other four position themselves near the two exits, two at each location. Each hero, regardless of the result of the earlier Spot check, notices the apparent teenage troublemakers as they approach the counter. Read:

> The largest and toughest-looking of the short gangbangers strides toward the counter, but he doesn't look like he wants to order a Monster Meal. "You cheated last night, Longtooth," the leader snarls, pointing at one of the young kids working behind the counter. "Now we fight for real!" he shouts, drawing a long dagger from his left boot.

Some of the customers closest to the exits try to leave, but more members of the gang block their path. "Nobody leaves!" the leader says, brandishing his dagger. "When we're finished with Longtooth, we're going to have a little fun with the rest of you!"

Suddenly the entire restaurant goes dark as all of the interior lights cut out. A heartbeat later, emergency lighting snaps on, painting the restaurant in a faint, orange glow. "You want to play games?" the leader bellows. "Fine. Kill them. Kill them all!"

The second kobold worker turned off the lights, hoping to both rattle Krristu and protect the mundanes in the restaurant. In her attempt to help, however, she may have actually made the situation worse. In the faint light and deep shadows, heroes can catch glimpses of frightened customers and frightening (though short) gangbangers. Every so often, they believe that a trick of the interplay of shadow and light makes one of the gangbangers look monstrous or strange.

Call for initiative checks and ask the heroes what they want to do. On each hero's turn, have the player make a Spot check (DC 15) for his or her character. On the round that a hero succeeds at the check, he or she suddenly sees the kobolds in their true form. On that turn, a hero knows that it isn't a trick of the light or a bad dream—there really are monsters and they're in the restaurant with them!

Use the kobold statistics from Chapter Eight: Friends and Foes in the *d20 Modern Roleplaying Game*. Krristu has these same statistics, but he has more hit points than his henchmen (hp 4). Krristu uses a knife (1d4–2 damage), while the rest of the kobold gang wields clubs (1d6–2).

The Heroes and the Kobolds

Krristu and his gang want to hurt Longtooth and as many mundanes as they can. They'll also rob the mundanes, taking wallets and jewelry without hesitation. As Krristu leaps over the counter to get at Longtooth, the other kobold gangbangers start dealing death and destruction to the rest of the people in the establishment. This is where the heroes discover the potential that lives inside them.

With every swing a kobold takes at one of the mundane customers, that mundane customer goes down in a wash of blood and a haze of pain. The heroes, on the other hand, have the ability to avoid attacks (they have much better Defense scores than the mundanes) and to return the favor if they so choose. They should quickly get the idea that they can make a difference in this situation. Plus, as they begin to see the kobolds (both the good ones and the evil ones) for what they really are, they realize that something unusual is at work in their city.

The heroes should eventually start working together to drive off or defeat the hostile kobolds. The Gamemaster should also make sure that the heroes see the two kobolds working behind the counter as they try to protect the other customers from their leather-wearing and extremely bad-tempered counterparts.

The Battle Ends

Once four of the kobold gangbangers go down, the remaining two try to escape. If one or two of the kobolds get away, they can show up again in a later adventure to harass the heroes.

After the excitement ends, the lights come back on and the sound of approaching sirens signals that this encounter with the strange and unusual is drawing to a close. The heroes should notice that while they can still see the true form of the kobolds, none of the other people in the restaurant appear to see them as anything other than short humans.

If any of the kobolds died, their bodies fade away. Those rendered unconscious will be dealt with by the arriving authorities (though they will be treated as any criminals would be—most mundanes, even police, see exactly what they expect to see and nothing more).

Whatever the heroes decide to do, as the adventure comes to an end, read:

Before you can take your leave of the restaurant, the strange-looking female worker approaches you. "Thank you for helping us," the little creature says. "Please, take this. It might help you understand." She hands each of you a business card, then turns away to go back to work.

The business card promotes a bookstore called *Sword & Sorcery*, emblazoned with the slogan "Old Books for a New Age." It provides an address, a telephone number, and the name of the proprietor, Alexander Broggon, Bookseller.

Here ends the heroes' first encounter with Shadow. If they decide to go their separate ways, they'll meet up again at the bookstore. If they decide to introduce themselves and start a dialog, let that play out before providing experience for this adventure. (Chapter Seven: Gamemastering, in the *d20 Modern Roleplaying Game*, details how to award experience points for an adventure.)

Adventure 2: Sword & Sorcery & Retail

This adventure for 1st-level heroes introduces your characters to more of the mysteries of Shadow and clues them in on some of the truth about the world they live in. It also brings them into contact with Department-7.

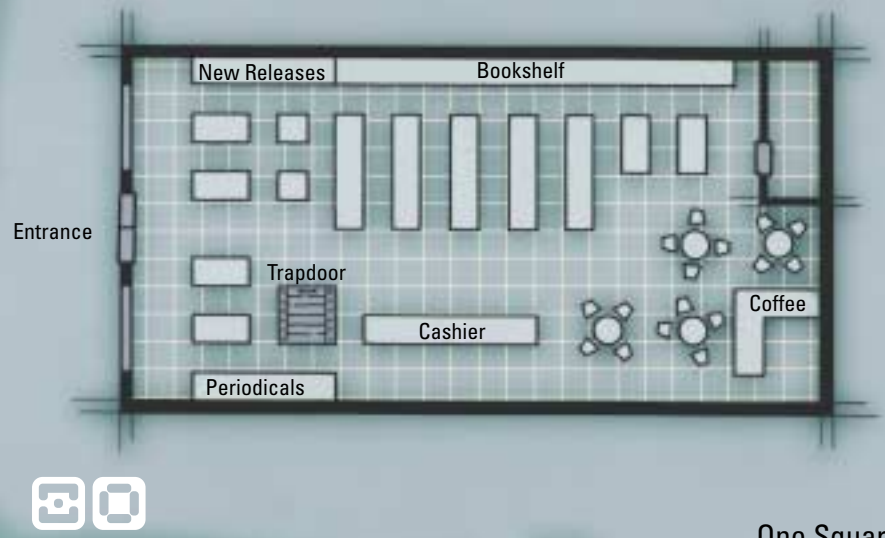
Background

The day after the Shadow event at the *Pandora Express* restaurant, each of the heroes feels compelled to visit the bookstore advertised on the business card handed out by the female kobold. This compulsion is magical, playing upon the natural curiosity of the humans who have gained an awareness of the truth of Shadow. The heroes experience no sensation of danger, no ominous sense of dread or horror. They just want to go see this bookstore. Indeed, each hero feels that he or she *needs* to visit this fascinating business establishment and see all the wondrous books for themselves.

Sword & Sorcery: Old Books for a New Age is located in a strip mall in a relatively nice part of the city. The heroes can decide to come together to this location, or each can answer



The Bookstore



One Square = 5 Feet

the compulsion individually. Either way, they are all drawn to the bookstore at the same time. It's late afternoon, approaching the dinner hour, when the heroes arrive, in separate vehicles or together, in the parking lot at the same time.

A scattering of other cars fills parts of the parking lot, with most of the vehicles congregated to the side nearest the *Teriyaki Rok'n'Wok,* a rock'n'roll-themed teriyaki restaurant. The bookstore sits farther down the line of shops, in the more deserted section of the strip mall. The adventure begins when the heroes approach the entrance to the bookstore.

Scene One—Meeting Mr. Broggon

The heroes recognize each other from the previous night's events. As they step toward the entrance to *Sword & Sorcery: Old Books for a New Age,* the door swings open and the heroes see the store's owner. Read:

> "Welcome, my friends, welcome," the man at the door greets you. He's a tall, rail-thin man in his 60s, with a sharp but open face, a firm smile, and twinkling blue eyes. His gray hair is cut short but shows little evidence of thinning, and he appears to be in relatively good health. He wears a black turtleneck sweater, dark-gray slacks, and comfortable-looking leather shoes. "Young Boola told me you were a big help last night," he says, motioning for you to enter the store. "I thank you for getting involved. So few people do these days, I'm afraid."

This is Alexander Broggon, proprietor of *Sword & Sorcery* and friend to Shadowkind. He's a Mage, as well as a member of Department-7. Use the statistics for the Smart Hero 3/Fast Hero 1/Mage 4 found on page 326 of the *d20 Modern Roleplaying Game* for Mr. Broggon.

As long as this meeting goes well, Broggon can serve as a mentor and patron for the heroes, educating them in the ways and wherefores of Shadow as the campaign develops. He can be a good friend, a source of help and information, and their first key contact among the Shadow community.

Mr. Broggon shows the heroes into the bookstore, introduces himself, and offers them coffee and tea. He's alone in the shop, so he leads them to the tables in the back and pours the drinks himself from behind the coffee counter. In the meantime, if any of the heroes take a look around the shop, this is what they see. Read:

> The place smells of old paper and fresh coffee, a comfortable, old bookstore smell. The front area of the shop features racks of periodicals and newspapers, a shelf full of recent book releases (fiction and nonfiction), and a few free-standing shelves devoted to noteworthy books and sale-priced items. The middle of the shop features a long cashier's counter and bookshelves divided by topics. You see signs identifying "science fiction" and "mystery," "horror" and "romance," as well as "health," "travel," "cooking," "reference," "textbooks," "humor," "current events," and "roleplaying games." A café of sorts occupies the rear corner of the shop, made up of a cluster of tables and chairs and a counter set up with coffee and tea pots, mugs, cookies, and muffins.

As the old shopkeeper offers mugs of coffee and cups of tea to the heroes, he introduces himself and carries on a friendly conversation that switches topics at an amazing rate, covering the bookstore ("we have an extraordinary collection of books on a variety of subjects, from the

mainstream to the eclectic"), the weather ("this winter has been a bit too warm for my taste"), *Pandora Express* ("I do so enjoy a good Monster Meal every now and then, and I love the little prizes"), and traffic ("it gets worse by the minute in this city").

After Broggon makes sure that everyone has a hot beverage and a complimentary snack item, he joins the heroes at one of the tables and starts to reveal the truth about the events of the night before. Read:

"You may have noticed something odd last night," Mr. Broggon says around a swallow of coffee. "Teenage troublemakers who didn't look quite … human, perhaps? Because you refused to run when confronted with the unusual, and because you helped protect a lot of innocent lives last night, I'm going to tell you a story. Keep an open mind as you listen to my tale, and try to remember exactly what you witnessed at *Pandora Express*. The two go hand-in-hand."

The old man pauses to sip his coffee, glancing at each of you in turn around his mug, which is adorned with the message: World's Greatest Wizard. He puts down the mug and continues. "Our world, our reality, is like a room in a hotel. And just like a room in a hotel, it is surrounded by other rooms, other realities. Sometimes the walls between these realities are solid and thick. Sometimes they can be paper-thin. Sometimes, and this happens more often than you can imagine, a wall develops a crack that allows the contents of one room to spill over into the other. Is this making any sense to you?"

Before you can respond to the old man, the bell over the front door jingles and you hear someone call out, "Mr. Broggon, are you here? I have a delivery for you."

Broggon stands and excuses himself for a moment as he rushes to deal with the deliveryman. At the front of the store, the heroes see the uniformed deliveryman slide a large wooden crate off a dolly and hand Mr. Broggon a clipboard to sign. As the deliveryman departs, the heroes hear Mr. Broggon say, "Thanks, Joe," and then softer, more to himself, "This is very odd. I usually get my book shipments on Tuesday."

Scene Two—
Handling a Special Delivery

If any of the heroes join Mr. Broggon at the front of the store, they can't help but notice the large wooden crate. Read:

The large wooden shipping crate sits in the open area at the front of the bookstore. Stenciled all over the crate are the usual commandments and warnings: "Fragile," "This End Up," "No Hooks," and "Do Not Feed." The shipping label, protected by a plastic sleeve clued to the crate, indicates that the shipment comes from "PTC," though it provides no return address or other contact information.

Whether the heroes go to examine the crate or remain in the café section of the shop, it isn't long before something out of the ordinary occurs. Find out where all of the heroes are in relationship to the large crate, and then read:



Stephanie discovers what's in the box.



Mr. Broggon bends close to examine the shipping label when suddenly something inside the box shifts and bangs against the side of the crate. This is followed by a moment of silence and then a second, louder bang sounds. The wood cracks as part of the crate breaks away and a long, spindly tentacle that ends in a thorny protrusion snakes out of the opening and wraps itself around Mr. Broggon's legs. With a mighty pull, it topples the old man and begins to drag him toward the dark opening in the side of the crate.

The tentacle belongs to an otyugh (see Chapter Seven: Creatures), a foul creature from Shadow that Mr. Broggon definitely didn't order. Have the heroes make initiative checks at this time. The point of this encounter isn't to put a group of 1st-level heroes in direct conflict with a very difficult CR 4 monster. They should only wind up in a full-scale fight if they don't act quickly or if the monster gets extremely lucky. This encounter is more about keeping an unknown creature in its crate than determining if 1st-level heroes can survive trading blows with a 4 HD creature.

The creature wants to drag Broggon into the crate and chow down, as it hasn't had any fresh meat since it was crated up and shipped a few days ago. The otyugh has a Strength score of 18 (+4 bonus), while Mr. Broggon has a Strength score of 8 (–1 penalty). Each round on the monster's turn, it makes an opposed Strength check against Mr. Broggon. If Broggon wins, he manages not to slide any closer to the crate. If the otyugh wins, it pulls the old man closer. If the otyugh wins three opposed checks in a row, it pulls Broggon into the crate.

This is a bad thing.

Up to two heroes can try to aid Broggon with aid another checks. If an aided Broggon wins the opposed check, then he pulls free of the tentacle.

If any of the heroes decide to attack the tentacle, it releases Broggon after it is dealt 10 points or more of damage.

The heroes should try to free Broggon, drive the creature back into its crate, and then find something to cover the crack in the box. Sliding one of the smaller display shelves up against the damaged side of the crate, for example, will temporarily seal in the otyugh.

The otyugh, meanwhile, if denied its anticipated meal, tries to free itself from the wooden crate. The crate has a hardness of 5, 10 hit points, and a break DC of 15. The otyugh can make a Strength check each round to try to break free of the crate, slapping at the inside of the box with its powerful tentacles.

Broggon is shaken up by the quick play of events. He needs 1d4+2 rounds to compose himself and gather his wits after escaping from the grip of the otyugh. In the round after he composes himself, he can assist the heroes if they haven't already sealed up or otherwise defeated the otyugh. Broggon calls on his arcane skills and casts the *web* spell to capture the monster, putting an end to the immediate danger.

After the Fun Ends: Broggon looks tired and worn out. He asks for help if no one offers, seeking aid to get to a seat where he can rest for a few moments. As the old man catches his breath, he nods toward the secured otyugh and provides some additional information to the heroes. Read:

"That, my friends, is a creature of Shadow," Mr. Broggon reveals as he tries to gain his composure. "Specifically, that's an otyugh. I can assure you, I never ordered such a beast, even if I knew where to procure one from. I just don't have too many requests for such things here at the store. Something strange is going on, and I believe I am lucky you were here to assist me. Fortune, it seems, is smiling on all of us this day."

The old man fishes a key-ring out of his pocket, flips through a number of oddly shaped keys, and settles on one that is large, made of brass, and seems to glow ever so slightly.

"Shadow is a tide, washing fantastical creatures from a nearby reality onto the shores of our world," Broggon explains, a serious look upon his normally cheerful face. "Some of these creatures are dangerous only because they are confused by the sights and sounds of our world. Others are truly malevolent. And many of the Shadowkind simply want to make the best of their situation and find a way to live among us in peace."

Broggon sighs heavily, obviously more shaken by the creature's attack than he wants to let on. "There is so much more I need to tell you, so much more you must learn. I'm afraid, however, that we are running out of time. It appears that someone connected to Shadow has learned of me and seeks to harm or even kill me so that I can't continue my work. I must ask you to trust me, to take what I have told you on faith and help me one more time before everything you really need to know can be revealed. Can I count on you, my friends? Will you help me?"

The heroes feel nothing but friendliness and helpfulness from Mr. Broggon. He doesn't radiate madness or evil. He doesn't make them feel uneasy or in danger, except perhaps because of his words and warnings.

If the heroes don't agree to help him: Broggon looks disappointed. "I can't force you, of course," he tells them, "but you must know that whoever tried to harm me most likely knows of you now, as well. You are in danger. The only way to avoid or overcome that danger is to learn all you can and help me put a stop to whoever our mysterious enemy might be."

If the heroes do agree to help him: Broggon smiles. "Good, good," he says, "I knew I could count on you from the moment young Boola told me about you." He hands one of you the softly glowing brass key. "This key opens the trap door over there," he says, pointing to a spot on the floor. "I received one other crate from this mysterious PTC, whoever or whatever it is. It arrived two days ago and I had one of my clerks place it in the storeroom under the shop. I need you to check that the crate is still intact while I make a few calls. I have some connections that can take these crates off my hands, but it will take a little time to contact them and get them over here. Who knows what mischief might occur in the meantime."

After getting the heroes to agree to help, Broggon tells them that there are items in the back room (next to the café) that might be of use to them. They should check it out before opening the trap door. If the heroes try to press him for more information, Broggon politely but firmly tells them that now isn't the right time. "I will tell you everything when the danger has passed," he says, "but right now time is short and we all have better things to do than engage in conversation, pleasant and informative as that conversation might be."

In the Back Room: The back door leads to a small office crammed with file cabinets, a desk, a computer, and cartons of books. A table near the back contains the items Broggon wanted the heroes to find. These items are listed below.

- One Ruger Service-Six revolver, loaded.
- 12 extra bullets for the revolver.
- One knife.
- One baseball bat.
- One metal baton.
- One suit of leather armor.
- One chainmail shirt.
- Two flashlights.
- Three road flares.
- 50 feet of rope.

Behind the Scenes for the GM

There's this mysterious Shadow company known as "PTC" or the Planar Trade Consortium. Currently, internal strife plagues the company. Three high-ranking partners have formed an alliance to attempt to wrest control of the company away from the current executive officer, Estavan. To this end, they have been sending shipments of Shadow creatures to various locations. Some of these locations are tied to allies loyal to Estavan, such as the owner of *The Spider's Web* restaurant. Some shipments have gone to those connected to the Shadow or mundane communities who appear in Estavan's confidential files as potential allies, including Mr. Broggon and the curator at the city's Museum of Natural History. The creatures present a deadly peril to whoever receives each shipment. One of the heroes' primary missions must to deal with these threats before anyone is seriously injured or even killed. Discovering the truth behind the plot is, in the early adventures, a secondary pursuit at best.

All of these plot points play out over the course of the next several adventures, and further information is provided in the appropriate sections.

Scene Three—Monsters in the Basement

Once the heroes are ready, they can open the trapdoor to the basement storeroom. Oddly, the glowing key isn't needed to open this door. Broggon is at the cashier's counter, talking on the phone, when the heroes discover that the trapdoor opens freely and they make their way into the basement.

1. Storage Area. The trapdoor leads down to a room with concrete walls and floor. Boxes and crates are stacked neatly around this chamber, but the heroes immediately notice that one crate, made of wood, has busted open. In addition, the door on the far wall has been shattered.

Checking the Busted Crate. If any of the heroes examines the busted crate, have them make Search checks (DC 10). Success indicates that the shipping label identifies "PTC" as the origin of this shipment. Sticky webbing fills the inside of the shattered crate. A further search of the webbing reveals three egglike balls of web, each one cracked open and empty.

Checking the Shattered Door. If any of the heroes examines the doorway, have them make Search checks (DC 10). Success indicates that the door was broken open from this side, and that the hallway beyond is framed in a thick, weblike material.

The corridors and chambers beyond the storage area are carved from the stone foundation, making them irregular and somewhat cavernlike. The webbing covers the walls and ceiling. In some places, it also covers the floor. There are areas where the strands hang down and caress the heroes like wispy fingers. In some places, the webs stretch across the corridor and make progress difficult (movement slowed to half speed).

If the heroes try to listen, the corridor seems to be completely quiet. If they shine a light, it's like trying to see through thick fog because of the strands of webbing.

2. The Trap. This chamber features a trap to hinder the heroes. The room has the same rough-hewn, natural décor as the rest of the area beyond the storage area, and thick webbing covers the walls and ceiling. When the heroes step into the chamber and spread out to explore the area, have each character make a Spot check (DC 20). Anyone who succeeds at the check notices the sheet of sticky webbing that stretches almost invisibly across the center of the stone floor. Anyone who fails stumbles into the web sheet and becomes trapped.

The web sheet is a 15-foot square (3 squares by 3 squares) positioned in the center of the chamber. The web anchors the heroes in place, allowing no movement. An entangled hero can escape with a successful Escape Artist check (DC 18) or burst free with a Strength check (DC 20). Each 5-foot section of webbing has 4 hit points and damage reduction 5/fire.

The round after the heroes stumble into the web trap, two Small monstrous spiders (web spinners) make their move. These creatures descend from their hiding places among the webs that stretch across the ceiling. Use the statistics found on page 246 of the *d20 Modern Roleplaying Game* when running this encounter.

The Small monstrous spiders attempt to web any heroes that weren't caught in the web trap as their first-round action. In the second round, one of the spiders moves to attack a webbed character while the other spider continues to try to web any characters not yet entangled. In the third round and beyond, the spiders just attack the heroes until one side or the other is defeated. (If all of the heroes are entangled at any point, the spiders simply move in for the kill.)

Once the heroes escape from the webs and defeat the Small monstrous spiders, they can move on. There is nothing else of interest in this area.

3. Predator/Prey. The irregularly shaped chamber at the end of this corridor has become the hunting ground for an aggressive Medium monstrous spider (hunter). Use the statistics found on page 246 of the *d20 Modern Roleplaying Game* when running this encounter. It hides on the ceiling to the left of the chamber's entrance, watching the heroes and waiting



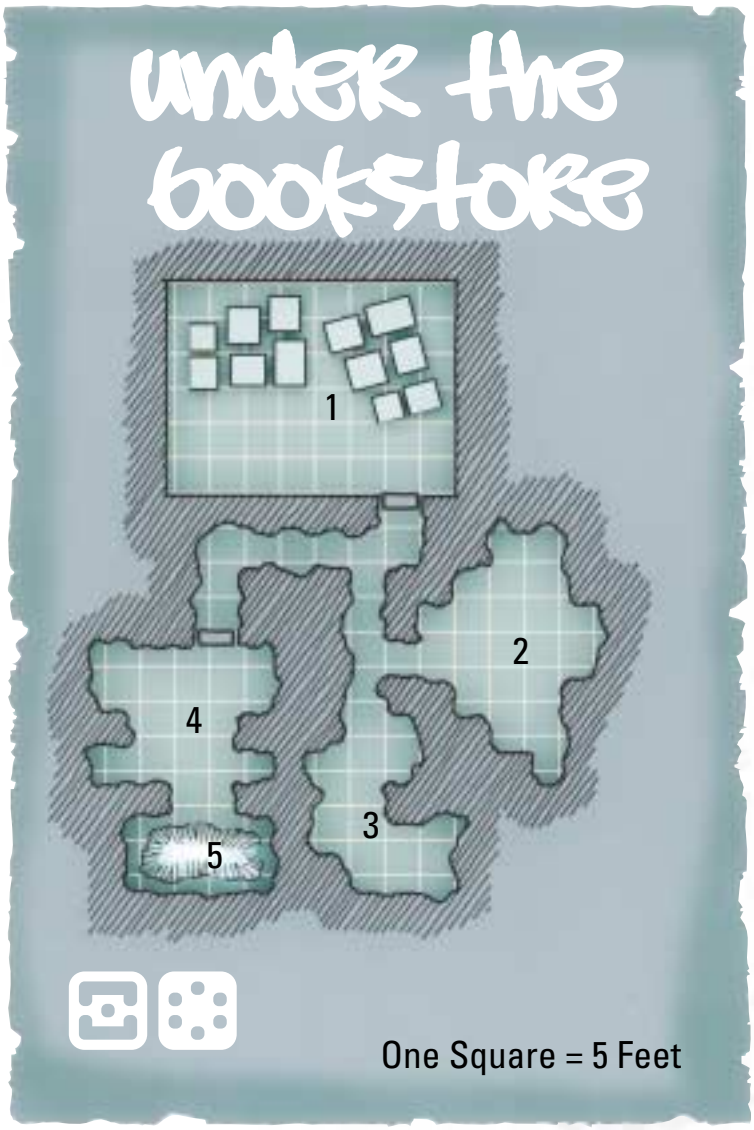


for them to move deeper into the chamber before making its presence known.

Another patch of webbing stretches across the floor at the narrow section in the middle of this chamber (the patch of webbing is 5-feet wide and 10-feet across). The first two heroes entering this area must make a Spot check (DC 20) or stumble into the sticky trap and become entangled. An entangled hero can escape with a successful Escape Artist check (DC 20) or burst free with a Strength check (DC 22). Each 5-foot section of webbing has 6 hit points and damage reduction 5/fire.

Once the first two heroes either notice and avoid the web trap or stumble into it, the Medium monstrous spider strikes. It attacks the character at the rear of the party, catching him or her by surprise as it attempts to deliver its debilitating poison. It concentrates its attacks on that hero until the character goes down or the spider is defeated.

Beyond the web trap, if the heroes check out the back of this chamber, they might discover an ancient wooden chest half-buried in webs (Search check, DC 15). This chest was here before the monstrous spider infestation. It's locked (Disable Device check, DC 20). If the heroes open the chest, they discover a longsword wrapped in cloth and two *potions of cure light wounds* in dusty vials.



4. The Spider Queen. As the heroes enter the right-hand corridor and approach the large chamber, they hear the angry chitter of snapping mandibles echoing from somewhere up ahead. The sound is alien, unnerving. The door leading into the chamber has been busted open; it hangs on one hinge and is covered in thick strands of webbing.

The Large monstrous spider (web spinner) that commands this brood hangs from a web sling near the back of this chamber. It is attended and assisted by two Small monstrous spiders (hunters). Use the statistics found on page 246 of the *d20 Modern Roleplaying Game* when running this encounter.

The Large spider doesn't hide; its presence is evident as soon as the heroes enter the chamber. The Small spiders, on the other hand, are hiding. One occupies each of the alcoves at the rear of the chamber. Call for initiative checks to determine who acts first.

On its first turn, the Large spider shoots webs to try to entangle a character or two. Its webs fill two adjacent squares, so it has the ability to entangle two heroes if they are positioned side-by-side. That same round, one of the smaller spiders emerges to attack the heroes. The other Small spider remains in hiding until it can catch a character by surprise or rush out to help flank one of the heroes.

The smaller spiders fight to the death to protect their queen. The queen, meanwhile, continues to shoot webs until one of the heroes closes to melee range. The Large spider can shoot webs six times before it exhausts its supply of webbing. When one or more heroes gets close enough to engage the Large spider in melee combat, the queen uses its bite to defend itself. When the Large spider is reduced to 10 hit points, it falls back to the final chamber.

5. The Egg Chamber. A large mound of webbing fills most of this chamber. The webbing covers the large spider's eggs—there are hundreds of eggs under the protective sheath of webs. The Large monstrous spider retreats to the top of the mound to make its final stand against the heroes.

It has one final trap in place to defend itself. Any heroes that approach the entrance to this chamber must make a Spot check (DC 20) or break the thin thread of spider silk that sets off the trap. If the trap is sprung, a sheet of 10-foot-by-10-foot webbing drops from the ceiling and entangles the heroes. (Any characters in the 10-by-10-foot area in front of the chamber's entrance is caught in the snare, though they can make Dexterity checks, DC 15, to leap forward or backward to avoid the falling webs.) The web sheet anchors the heroes in place, allowing no movement. An entangled hero can escape with a successful Escape Artist check (DC 26) or burst free with a Strength check (DC 28). Each 5-foot section of webbing has 12 hit points and damage reduction 5/fire.

Once the final web trap falls into place, either entangling the heroes or blocking their path, the Large spider moves to attack any entangled characters. This scene ends when the heroes kill the Large monstrous spider or they are defeated by it.

After the battle with the Large spider, the heroes can examine the mound of webbing. Shining a torch or flashlight through the webs shows hundreds of egg sacks, each containing a moving, ready-to-be-born monstrous spider. The heroes can destroy this nest with fire, but if they don't act soon they will be overrun by hundreds of Tiny monstrous spiders.

After the Fun Ends: The heroes return upstairs to finish their conversation with Mr. Broggon. They notice that the crate is gone. The old man sits in the back of the shop, sipping coffee and watching them approach. He motions for them to sit down. Read:

"Is everyone all right? Tell me what occurred downstairs," Broggon urges.

[Give the players a few moments to have their characters bring the old man up to speed.]

"Spiders of monstrous size? Well, those certainly weren't there a few days ago," Broggon muses. "Again, I am in your debt. I've made a few calls, but I haven't been able to find out anything about this mysterious PTC. Perhaps you'll have better luck," he says, handing over the shipping invoice.

"Anyway, since you have proven yourselves quite capable and since you have experienced more Shadow events in the past 24 hours than most people encounter in a lifetime, we have an offer to make to you. I work with a private organization devoted to the study of the rise of Shadow. We seek to help those members of Shadowkind that wish only to live in peace while seeking to locate and deal with any Shadow creatures that pose a threat to humanity or other Shadowkind. Get some rest, but tomorrow I'd like you to go to this address," he says, handing over another sheet of paper.

The old man smiles warmly. "Welcome to Department-7, my friends," he says. "The world has just become a more magical, interesting place for all of you."

Adventure 3: A Helping Hand

This adventure is designed for 2nd-level characters. In addition to establishing the heroes' place in the mysterious Department-7, it gives them a chance to see more of the benevolent side of Shadow.

Background

The address on the slip of paper provided by Mr. Broggon provides the location of a townhouse in the city. This townhouse serves as the heroes' primary contact point with Department-7, and as a possible base of operations for them to use as necessary, all of which they will soon learn.

Scene One—Prologue

You can play out the time between when the heroes leave the bookstore and arrive at the townhouse, or you can skip over any preamble and head right into the next adventure. Overnight, the heroes recover lost hit points and have some time to think about the strange happenings of the past few days. If any of the characters wants to perform a little research, they can discover a variety of reports concerning events that may or may not be connected to Shadow. Each of these reports offers a rational explanation for even the most unusual occurrences. Internet research might turn up a website devoted to "conspiracies, alien invaders, and monsters loose in the world," though the site appears to be totally off-the-wall despite its apparent link to the truth. The heroes can also uncover a site devoted to *The Magic Times*, a talk show hosted by the increasingly popular Tommy Eldritch. The site, like the talk show is promotes, features a variety of topics that fall into the category of possible Shadow connections, as well as links to other related sites around the world.

Some digging into PTC turns up a bit of information with a successful Research check (DC 15). The shipping invoice allows a character to track other shipments made by PTC through the shipping company in the last week. The hero making the check turns up three delivery addresses: The City Museum of Natural History, a private residence belonging to M. Estavan, and a business of some sort called *The Spider's Web*.

Checks on these topics turn up additional information depending on the result of the skill check, though a failure on any check means the character can't locate any additional details, and only one check can be made per topic on this night.

The City Museum of Natural History: Research skill check (DC 10). The museum is about to debut a new exhibit on the possible origins of mythological creatures. A shipment from PTC was delivered to the museum yesterday.

***The Spider's Web*:** Research skill check (DC 10 for basic information, DC 15 for more extensive details). This popular nightspot appears to be a combination gourmet restaurant and private nightclub that opened for business two months ago. Since then, it has become the hottest new destination for the city's in-crowd. If the skill check result is high enough (15 or better), the researcher learns that there are a number of police reports on record concerning trouble at the club. The club's management has refused to file charges in any of these cases, but the reports indicate that recent problems have involved club employees being attacked in the parking lot and vandals inflicting property damage on the building. These events have been occurring since before the delivery of the PTC shipment two days ago, so the connection might be tenuous at best.

M. Estavan: Research skill check (DC 20). This appears to be the residence of Morton Estavan, a businessman of some financial power who seems to have an interest in PTC. He received a shipment from the company three days ago.

PTC: Research skill check (DC 40). The heroes aren't skilled enough as yet to dig up any details on this mysterious company. Other than the name on the shipping invoice and a mention of the company in records connected to Morton Estavan, the heroes can't find any concrete information. It's like the company doesn't even exist. A hero who gets a good result on the check (20 or better) determines that he or she might be able to pull additional information out of the shipping company's computers. Such a use of the Research skill is beyond the ability of a 2nd-level character, however, and additional training or assistance will be necessary to explore that avenue of inquiry.



Scene Two—The Townhouse

The following day, at the appointed time, the heroes arrive at the address on the slip of paper provided by Mr. Broggon. It leads them to an elegant townhouse nestled in the heart of the city. The townhouse is set between much taller buildings, and the heroes get the very clear sense that if they didn't know what they were looking for, they'd walk right by it and never even notice it. Read:

> A wrought-iron gate separates the townhouse's front lawn from the city sidewalk. For a second, it looks like the gate pulsates with an inner light, but on closer inspection it appears to be an ornate but otherwise unremarkable iron gate. Beyond the well-kept lawn, massive stone steps lead up to a magnificent front door. There are no markings on the door, and all of the windows reflect the morning light in such a way that you can't see inside the building. A small "7" is set in bas-relief beside the door, just above a simple push-bottom bell and an intercom panel.

When one of the heroes pushes the bell, the door swings open by itself and a pleasant female voice with an interesting British accent emanates from the intercom. "Please do come in," the voice says. "There's tea in the living room, just ahead and on your left."

The Meeting: The door closes softly behind the heroes as they step into the townhouse. The place is upscale and well appointed, with expensive art, exquisite furniture, and high ceilings. The door on the left swings open and the heroes enter the living room. The massive window looks out upon the front lawn and the wrought-iron gate they only recently passed through. A tray set on a side table contains a pot of hot tea and enough cups and saucers for all of the heroes. Other than a large fireplace, couches, and chairs, the room is empty.

Have the characters make a Spot check (DC 15). Anyone who succeeds notices an arcane rune in a circle carved into the tile in front of the fireplace. A few moments later, the arcane rune flares with magical energy. Read:

> The rune carved into the tile floor flares with fire that isn't really fire and a cylinder of glowing light rises from the circle. Inside the cylinder, a form begins to take shape in the glowing light. It only takes a moment for the form to become a dark-haired young woman in a stylish business suit.



Tommy Eldritch and Sister Deborah

"Welcome to Department-7," the young woman says, her accent definitely British. You notice that what you're looking at is some kind of projection, because you can see through her to the fireplace beyond.

"Please pour yourselves some tea and make yourselves comfortable. I am Ms. Fellowes. Feel free to call me Ms. Fellowes. We have a lot to cover and not a lot of time in which to cover it. Shall we begin?"

Use the rest of this meeting to explain as much or as little of the reality of the world to the heroes as you care to. Ms. Fellowes can tell them everything she knows about the rise of Shadow and how this has happened before, or she can hold back certain details if you want to maintain a little more mystery in the campaign. In the end, though, she tells them enough to spark their interest and prepare them for the adventures to come. She also works hard to convince them to join Department-7.

"We are working for the greater good of both the mundane world and Shadowkind," Ms. Fellowes explains. "We need your help." And then, with a bit more urgency then she usually displays, Ms. Fellowes says, "Please."

She offers them a modest salary, the use of this townhouse, and whatever assistance the organization can provide. In exchange, she wants them to promise to take on missions for the organization from time to time. "You are free to engage in your own investigations and quests as time allows, but you will be expected to provide service to Department-7 when called upon."

If the heroes ask, "Why us?" Ms. Fellowes responds with an impatient huff. "Because we need you, and because whether you join us or not, your life will never be the same," she says. "You can't return to ignorance now that you've learned the truth. And, in the case of Shadow, the truth will not set you free—it will get you noticed by the creatures of Shadow: the good, the bad, and the indifferent. If you don't deal with the new reality opened before you, the truth will get you killed."

After the heroes and Ms. Fellowes reach an agreement, she tells them about a few friends of the organization who might be able to provide them with assistance from time to time. Mr. Broggon at the bookstore, for example, is in constant contact with the Shadowkind community and has a great understanding of the arcane arts. Another helpful contact is Sister Deborah, the acolyte at the Church of Good-Hearted Souls, located in the poorer section of the city. "She can provide for your divine needs, just as Broggon understands and provides aid in matters of the arcane."

Then Ms. Fellowes asks the heroes to fill her in on the events of the previous two evenings. "The incident at *Pandora Express* is of no concern," she replies after listening to the heroes' story. "A simple misunderstanding that you were able to take care of. Good job, and all that positive feedback malarkey. The incident at *Sword & Sorcery* is troubling, however. It looks like someone or something is targeting our friends and agents. I will see what I can dig up on this mysterious PTC. In the meantime, I have a small assignment that I'd like you to deal with for me."

The Assignment: Someone is hunting innocent Shadowkind in the neighborhood serviced by the Church of Good-Hearted Souls. Over the last few nights, four members of Sister Deborah's flock have disappeared, and there is some indication that violence played a part in their disappearances. Ms. Fellowes says that both the acolyte and a talk-show host known as Tommy Eldritch who sometimes does remote broadcasts from the neighborhood might have useful information. "When you have worked out the truth of the disappearances, I will have more information on PTC," the young woman promises. Then the arcane rune flares again, drawing the light and the image of Ms. Fellowes back into the tile floor with an almost audible snap.

Scene Two—The Investigation

Ms. Fellowes provided two possible starting points for the heroes. They can visit these sources of information in any order.

The Church of Good-Hearted Souls: This nondenominational church in the poorer district of the city is a refuge for mundane and Shadowkind alike. The leader of the church, an acolyte with a touch of Shadow in her blood, introduces herself as Sister Deborah. The Sister is a Dedicated Hero 4/Acolyte 2 who can provide healing and other assistance to the heroes, as long as they get off on the right foot. She explains that she has worked with Department-7 in the past and welcomes the organization's help in this particular situation. "Four members of the community have disappeared," she explains. "Two halflings, a dwarf, and a gnome. None of these individuals were troublemakers. They minded their own business and tried to keep a low profile. There is evidence that they were all taken violently: a broken door, a splash of blood and a ripped jacket, a ransacked apartment. There was also one witness. You might want to talk to Lilijune, the younger sister of the missing gnome."

If the heroes seek out Lilijune, they can find her hiding in the church basement. This young female gnome is obviously frightened and nervous about her missing brother. "I was supposed to meet my brother on the corner, but I was late. I cut through the alley to get there faster, so they didn't see me. I hid and watched them grab my brother. They threw a sack over him and beat him, then carried him away." Who, the heroes might ask. "The big ones," the young gnome explains, "big ones like you."

The Talk-Show Host: There's obviously something of Shadow in the talk-show host's family tree. Tommy Eldritch is a snakeblooded human who hosts a popular television and radio talk show called *The Magic Times*; a show that's produced, filmed, recorded, and broadcast locally. (The radio version has a larger reach and can be heard in markets all across the country.) He has yet to get a syndication deal to send his brand of shock talk to a wider television audience. The heroes can meet with him at his studio, which is only a couple of blocks from the church.

"Yeah, I've been doing programs about the missing members of the community," Eldritch explains. "I do shows that talk to both the mundane and Shadow communities, albeit in subtle and less-than-obvious ways. On the second night of covering this topic on my radio show, I got a call from a listener. He was a real nut-job, and with my audience that's





saying something. He claimed that he could see the monsters in the streets, but that I didn't need to worry. He was dealing with the situation. He said it was 'his duty and his destiny.' You might have a mundane out there who's seen the light, so to speak—and it's driven him insane."

Scene Three—The Mundane Monsters

The heroes need a plan. They can stake out the area around the church and wait for the next attack to occur. They can use Lilijune as bait for the attackers, if they can convince her that such an action can save her brother. They can even use Tommy Eldritch to attract an attack, because if the listener who called in can see "the monsters," then he must be able to see the talk-show host for what he really is (if he watches the local-cable broadcasts of Tommy's show).

However the heroes work out their plan, they eventually encounter the two mundane bounty hunters who are hunting, capturing, and hoping to sell creatures of Shadow for a profit. Use the Low-Level Bounty Hunter as detailed on page 272 of the *d20 Modern Roleplaying Game* for the two villains. They are Alvin and Anthony, the Barrow brothers. The brothers have a bounty hunting business that took a decidedly different turn when the Barrow's had a Shadow experience. The experience opened them to the truth of the world in much the same way as the event at the *Pandora Express* brought the heroes into the know. The Barrow brothers began their reign of terror in the neighborhood by capturing and killing a halfling who they followed from the subway to his apartment. Then they had the bright idea that there was money to be made in capturing and selling Shadowkind. The Barrow brothers' other three victims are still alive and locked up in the backroom of their storefront office.

The Barrow brothers have made a deal with a preacher from the other side of town. The preacher, who goes by the name of Pastor Windright, is really an illithid who is using the brothers to secure brains he can drain from among the Shadowkind community. No money has changed hands as yet, and no Shadowkind have been given to the illithid by the brothers. Why are the brothers working for a creature of Shadow? Because they don't realize the preacher's true nature. Pastor Windright uses his mental powers to cloud their perceptions. All the brothers see when they look at the preacher is a hellfire-inspiring pastor who seems to hate the monsters as much as they do. The pastor appears to be as mundane and human as the Barrow brothers are.

The heroes must stop the Barrow brothers and free their captives. The heroes may learn about the pastor from the brothers, but they won't learn enough to actually connect him to the brothers' terror spree. Pastor Windright should disappear into the night so that he can trouble the heroes at a later date. He can make a great recurring villain for the group.

The End: After the heroes have put a stop to the Barrow brothers and located and freed the captive Shadowkind, they can return to the townhouse to rest. Ms. Fellowes tells them that they did good work (though she seems to have trouble expressing such feelings). She says she's still looking into PTC, trying to work through the shipping company's records.

In the meantime, she suggests that the heroes pursue the other leads they have uncovered. These leads take the heroes to the City Museum of Natural History, *The Spider's Web* nightclub, and to Estavan's suburban estate. The heroes can approach these locations in any order, though they are presented here from lowest challenge to highest. To have the greatest chance at success, the heroes might want to tackle these locations in this same order.

Adventure 4: The New Exhibit

This adventure for 3rd-level heroes continues the investigation of the mysterious PTC. Who or what is PTC, and why is it sending dangerous creatures of Shadow to friends of Department-7? That's just some of the questions the heroes must find answers for in this adventure.

Background

The city's Museum of Natural History is about to debut a new exhibit. Mixing legends and fairy tales with historical events, this exhibit examines the possible origins of a number of the most famous fantastic and mythological creatures ever dreamed up. "The Real Monsters," as the new exhibit is billed, is currently being assembled in the museum's two smaller exhibit halls. The curator for the exhibit, an assistant director at the museum named Dr. Alice Hardy, has no idea that one of her students is an honest-to-goodness, real-life elf. This student, Ariel Oakwood, has been putting a few touches of Shadow into the exhibit, including a scroll of Elven script, hair from a unicorn's mane, and a dwarf-cut gem of exquisite size and beauty. She also signed for a special delivery a day ago, thinking that the large wooden crate that arrived contains another piece of the new exhibit.

In truth, the large wooden crate contains a terrible Shadow creature called a displacer beast. The monster now stalks the halls of the museum, ready to cause mayhem and destruction when the museum opens for business tomorrow after being closed for two days to apply the finishing touches to the new exhibit.

Scene One—Investigating the Museum

The museum is closed when the heroes arrive. It isn't scheduled to re-open to the public until 10 a.m. the next day. In the meantime, the heroes can try to sneak in, contact a curator and offer to help in some fashion, or even bluff their way past the security guard who's on duty under the rotunda in the main entrance.

To the east of the rotunda, stairs lead to the first of the large exhibit halls. This hall displays a permanent collection devoted to the history of the city. Smaller display rooms surround this hall. Stairs lead south from this hall into the second of the large exhibit halls. This chamber features a number of dinosaur skeletons on loan from a larger museum.

Stairs leading south from the rotunda open onto a long hallway filled with paintings. Doors on the right side of this hallway open into the hall containing the new exhibit.

The southern portion of the museum contains the curator and assistant curator's offices, shipping and receiving (which also serves as a workroom for the curators and their students), and two storage rooms.

If the heroes inquire about the new exhibit, Dr. Alice Hardy takes a few moments to meet with them. She comes out to the rotunda to talk to them. The only thing that's even remotely strange going on at the museum, Dr. Hardy assures them, is

that her assistant, Ariel Oakwood, went to the storeroom to retrieve some pieces for the display and hasn't returned yet. "That was twenty minutes ago," Dr. Hardy says, checking her watch. "I don't know where that girl has gotten to."

No matter how hard the heroes press, Dr. Hardy won't let them wander around the museum on their own. "You can see the exhibit tomorrow, with the rest of the city, when it opens to the general public," she informs them.

Scene Two—Ariel is History

As Dr. Hardy prepares to excuse herself and return to working on the new exhibit, a male student runs into the rotunda from the Hall of Paintings. Read:

> A male in his late teens or early 20s rushes down the stairs and into the rotunda entryway. He barely glances at you as he strides right up to Dr. Hardy. He appears to be agitated, perhaps even frightened.
>
> "Dr. Hardy," the young man says, "There's a problem. I found Ariel in the back, on the loading dock. She's ..." he gives you a furtive glance and then lowers his voice to a whisper, "... I think she's dead, Dr. Hardy."

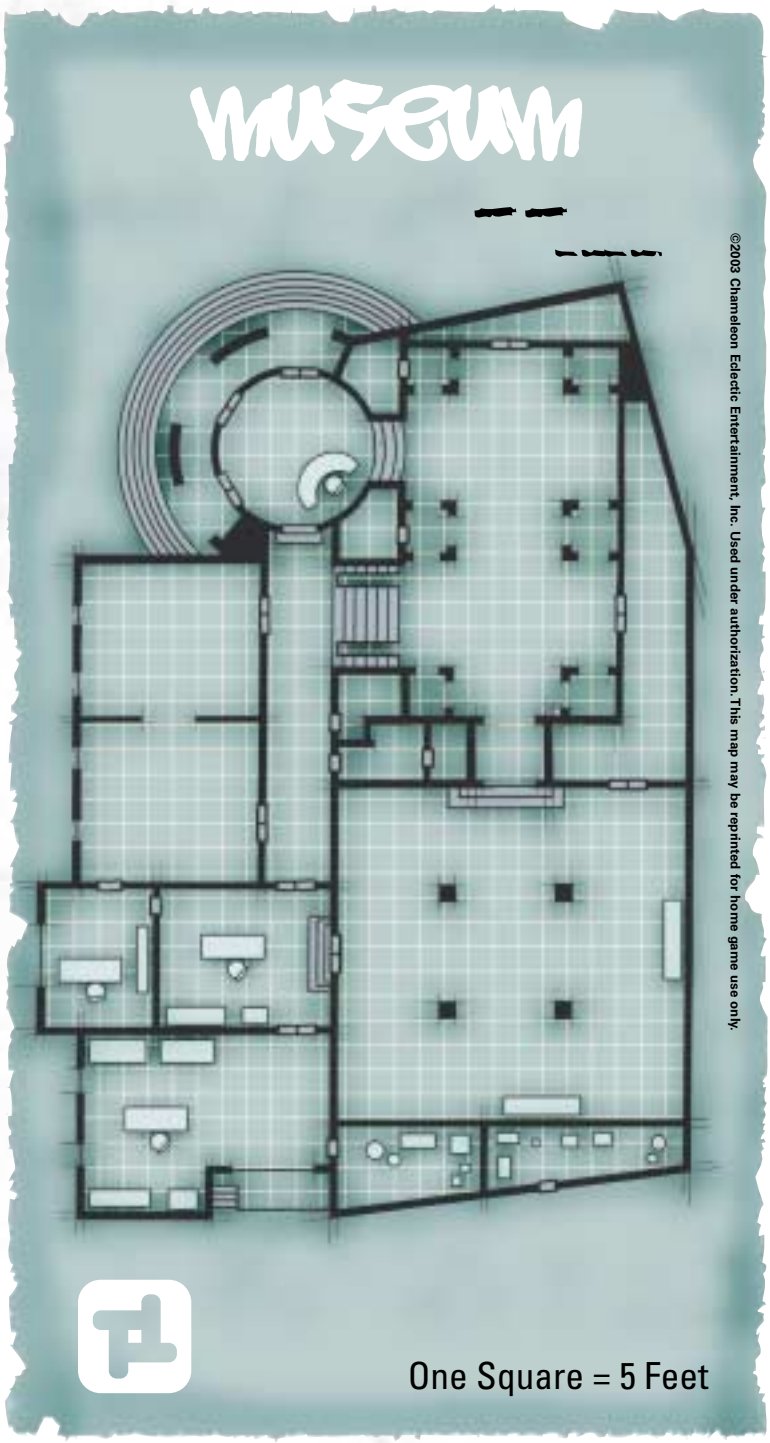
At this point, Dr. Hardy no longer cares if the heroes follow her or not. She orders the young man to stay in the main entrance hall and then she rushes up the stairs, down the long hallway whose walls are covered in paintings, to the double doors at the end of the hall.

The double doors lead into an office. When the heroes enter the office, have each character make a Spot check (DC 15). If any of the characters succeed at the check, they notice deep gouges in the double doors at the top of the steps to the left. It looks as if something with thick claws tried to open the doors.

Another set of double doors on the south wall leads to the loading dock/workroom. A check of these doors shows that the latching mechanism has been busted, as though something big and strong pushed through these doors. On the floor of the loading dock, beside a smashed wooden crate, lies the battered body of Ariel Oakwood. As Dr. Hardy and the heroes enter this area, read:

> The broken, bloody body of Ariel Oakwood lies shattered on the cold, concrete floor. You immediately notice that her face is angular and slightly elongated, and that her ears taper to points. Before you can get any closer, Ariel's body seems to shimmer as though heat was rising from the slab of concrete beneath her. Then, as you watch, the body grows thin, then translucent, and then it fades completely away.

Shadow has a tendency to reclaim its own, and Ariel Oakwood is no exception to this rule of mixing realities. Dr. Hardy, having no experience with such things, screams. As the heroes wait for the curator to calm down, they can examine the shattered wooden crate. It bears the same deep gouges on the interior of the crate as was evidenced on the double



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doors in the office. A shipping invoice, still attached to one splintered piece of wood, identifies the origin of this package: PTC. There is a tracking number, but no return address.

Whatever was in the crate, whatever killed Ariel Oakwood, is now roaming the museum. If the heroes quiet Dr. Hardy, she explains that the museum director, a student, and the security guard are the only other people currently in the museum.

At this point, a loud crash echoes from somewhere deeper in the museum. The heroes have a monster to hunt down.

Scene Three—A Legend Comes to Life

The heroes find evidence of the Shadow creature in the Hall of Dinosaurs, where it has knocked over and scattered the bones of a saber-tooth tiger. The creature is a displacer beast. Use the statistics on page 233 of the *d20 Modern Roleplaying Game*.

This savage, stealthy carnivore crashes through the museum, seeking a scroll of Elven script that is currently on display in the new exhibit. It has been compelled to find and destroy the scroll, using all the rage and power it possesses to accomplish the task.

If the heroes hurry, they can confront the displacer beast in the Hall of Dinosaurs or the Hall of City History. Otherwise, they must follow its path of destruction into the hall containing the new exhibit, "The Real Monsters."

If the heroes battle the Shadow creature among the displays of the new exhibit, they can tell that the monster is trying to destroy something in one of the display cases. It is definitely after one of the items that Ariel Oakwood donated to the exhibit—the scroll, the unicorn hair, or the dwarf gem.

The displacer beast fights to the death. When it dies, it fades away in the same manner as the dead elf woman disappeared.

After the Battle: The heroes can examine the exhibit and determine that the monster was probably after the scroll. The scroll, written in Elven, is a contract between M. Estavan and someone named Keerianinor. Once translated, the scroll describes an agreement between Estavan and Keerianinor for regular shipments of something called *tov nectar*. How Aerial got her hands on the scroll remains a mystery.

Adventure 5: Into the Spider's Web

This adventure for 4th-level characters leads the heroes to the hot, new nightspot called *The Spider's Web*. What do Department-7, PTC, Estavan, and this trendy restaurant/nightclub have in common? Maybe the heroes can work it out before another mysterious crate bursts open, spilling death and destruction in all directions.

Background

The Spider's Web serves fashionable and well-to-do members of both the mundane and Shadow communities with good food, great drinks, and excellent entertainment. It is owned and operated by a cartel of drow, led by the charismatic Keerianinor d'Blade. When Keerianinor found himself in our world about nine months ago, he didn't give in to despair or fear or anger like others of his kind are inclined to do. Instead, he saw a wonderful opportunity to exploit. He quickly became enchanted with the wonders of modern society, assimilating well into his new world. Plus, in this new world, there was nothing to force his people to continue the destructive (as he saw them) matriarchal tendencies of the old world. Here, Keerianinor could be a leader, a drow of power. He could be rich!

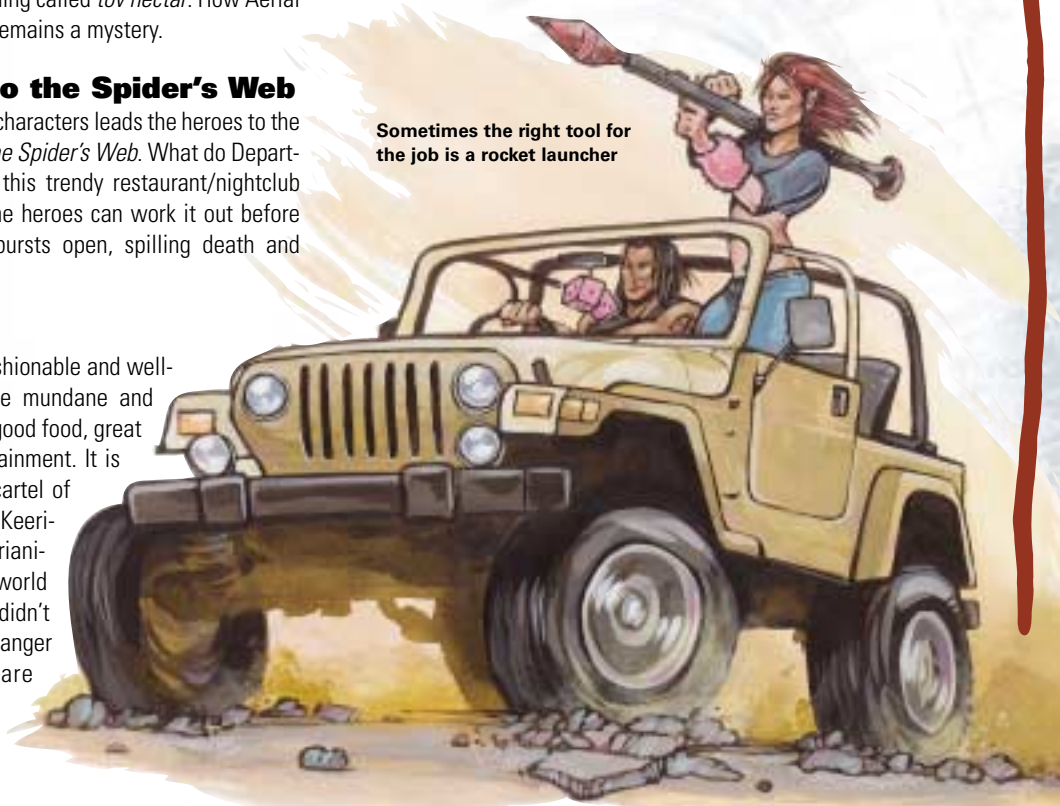
Keerianinor didn't completely forget his past, however. He began gathering other drow that made it to this world, as well as members of the old "servant races" such as bugbears and goblins who still respected the power and authority of the dark elves. Soon, Keerianinor was leading a small but successful criminal cartel. This provided him with the means and resources to make his other dreams become real. Using these resources, Keerianinor opened a legitimate business—*The Spider's Web*.

The street level of the bar and restaurant is open to anyone who can afford the exorbitant prices and is willing to be put on a waiting list. The lower level, rarely seen by the general public, caters to drow and other Shadowkind, as well as mundanes of exceeding worth—politicians, crime bosses, hot actors and musicians, and entertainment moguls, for example.

Even with this success, Keerianinor continues to command his crime cartel. Business is good on both sides of the law, and the canny dark elf sees no reason to give up on either of his dreams.

Scene One—Research and Relaxation

Back at the townhouse, the heroes can rest up, have something to eat, compare notes with Ms. Fellowes, and engage in some more research. At this point, feeling comfortable in the heroes and their abilities, Ms. Fellowes provides them with access to Department-7's database. A computer tucked into an alcove off the living room can be used to conduct research into Shadow-related topics. A character must still make the appropriate check, but he or she now has access to more storehouses of specific Shadow information.



Sometimes the right tool for the job is a rocket launcher

A Research check (DC 15) provides the basics about Keerianinor d'Blade, explaining that he is the owner of *The Spider's Web* and that there have been unsubstantiated reports linking him to organized crime. His history only goes back about six months or so, at which time he apparently entered the United States for the first time. Official records (obviously forged) suggest that Keerianinor hails from Nova Scotia, Canada. Department-7 records identify him as a drow, a dark elf from the other side of Shadow.

A Research check (DC 20) provides details on *tov nectar*, a fermented drink popular among the drow. The drink consists of enchanted red lichen and beetlewing mushrooms that are prepared in a manner similar to wine.

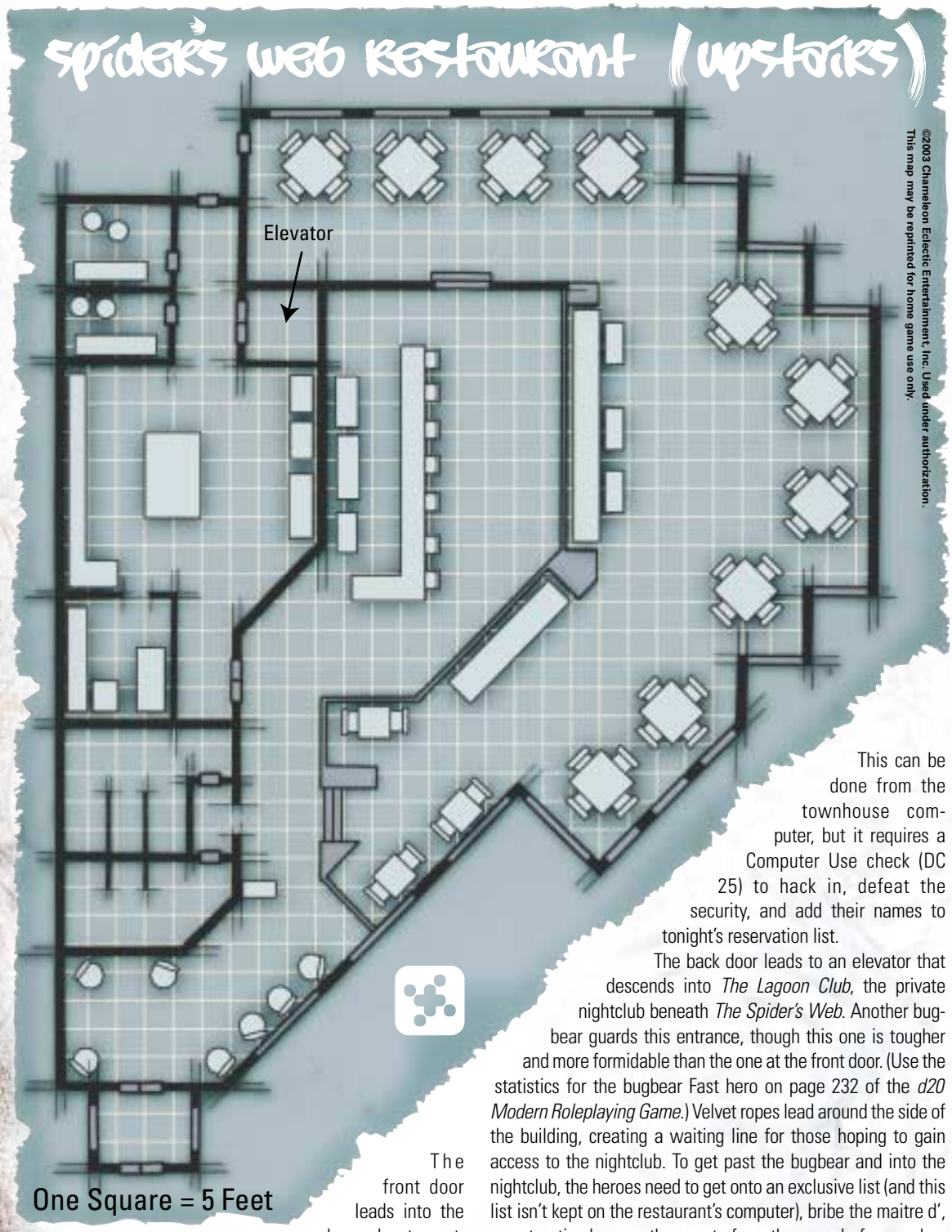
Ms. Fellowes explains that she is still running a search of the shipping company's own computers. The tracking number from the crate at the museum will definitely help this avenue of research.

With the research done, the conversations complete, and when the heroes are ready, it's time to pay a visit to *The Spider's Web*.

Scene Two—Getting Inside

There are two legitimate ways to get into *The Spider's Web* bar, restaurant, and underground nightclub—either through the front door or through the back door.



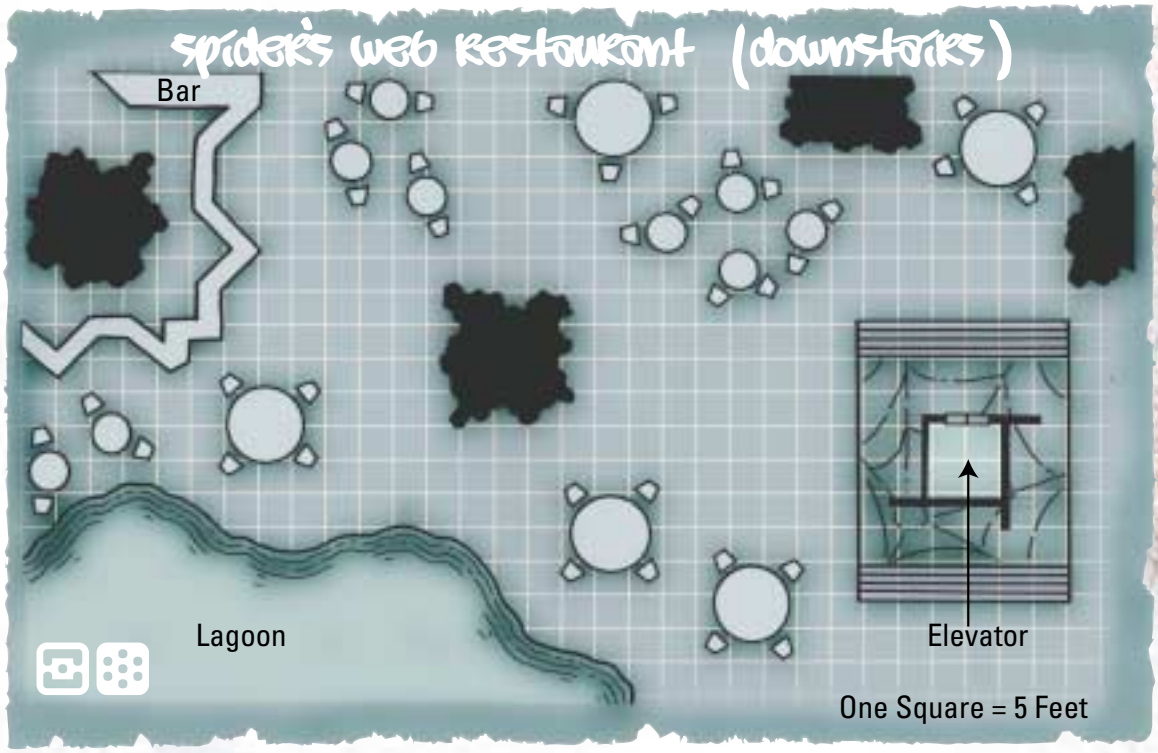


The front door leads into the bar and restaurant. A huge maitre d' in an impeccable black tuxedo looms over a podium here, taking names, checking reservations, and handling crowd control. The maitre d' is a bugbear (use the statistics on page 232 of the *d20 Modern Roleplaying Game*). He's not as tough as the other bugbear stationed at the back door, but he can handle most would-be gatecrashers with little trouble. He won't allow the heroes to enter the restaurant unless they have reservations. The heroes are free to make reservations, but the next available opening is four months from tomorrow. If the heroes want to try some computer hacking, they can attempt to add their names to the maitre d's computerized reservation list. This can be done from the townhouse computer, but it requires a Computer Use check (DC 25) to hack in, defeat the security, and add their names to tonight's reservation list.

The back door leads to an elevator that descends into *The Lagoon Club*, the private nightclub beneath *The Spider's Web*. Another bugbear guards this entrance, though this one is tougher and more formidable than the one at the front door. (Use the statistics for the bugbear Fast hero on page 232 of the *d20 Modern Roleplaying Game*.) Velvet ropes lead around the side of the building, creating a waiting line for those hoping to gain access to the nightclub. To get past the bugbear and into the nightclub, the heroes need to get onto an exclusive list (and this list isn't kept on the restaurant's computer), bribe the maitre d', or get noticed as worthy guests from the crowd of wannabes mulling around beyond the velvet ropes. Every hour or so, a handsome drow (though that's not what most people see) emerges from the building to scan the crowd and award someone with an invitation to the club. He can be fickle, and he usually only notices characters with Charisma scores of 13 or better.

An alley runs along the west side of the building. A series of garbage dumpsters line the wall of the alley, and the heroes can spot a narrow window high on the wall that leads to the office across from the elevator.

Unfortunately, the dumpster underneath this window is a living dumpster, a demonic construct that guards this



potential entry into Keerianinor's establishment. Use the statistics on page 225 of Chapter Seven: Creatures. The living dumpster attacks anyone who attempts to gain access to the building from this alley. Otherwise, it's content to sit and wait for its weekly feeding, as the crime cartel always has a body or two that needs to be disposed of.

Scene Three—A High-Class Meal

The restaurant is packed with beautiful and rich people, gorging themselves on expensive drinks and even more expensive gourmet meals. A female drow serves as the manager for the restaurant. She knows nothing about a delivery or about a company called PTC, and she won't help the heroes get in to see Keerianinor unless they prove to be extremely persuasive (and they haven't caused any noticeable trouble).

The manager's office is just to the north of the kitchen, across from the elevator that shuttles patrons to and from *The Lagoon Club*, located some 30 feet below the restaurant. The security station is located next to this office, beside the back door. Here, at least one drow security guard monitors the various security cameras situated throughout the building. Use the statistics for a drow as detailed on page 213 of Chapter Seven: Creatures.

In the restaurant, the heroes can encounter notable celebrities (of both the mundane and Shadow persuasion), local politicians, and members of the local media out for a night on the town. While the heroes look around and determine that the crate isn't on the restaurant level, they have a run-in with a mysterious individual. Read:

> A figure in a long, dark coat and wide-brimmed hat, its face hidden in shadow, approaches you. The figure's hands are shoved deeply into the pockets of the coat. With a deep, rasping voice, the figure says, "You do not belong among these sharks and feeder fish, my friends. Why have you entered this web of crime and hubris? No matter. I bring you a warning. Keerianinor will help you this day, for a part of his heart yearns for the light. Another part of his heart, however, revels in the darkness, and for this reason you are destined to become enemies. Be wary. Keerianinor is a hungry, deadly shark. Please endeavor not to become his next meal, for there is much work for you to do in the days and years ahead."
>
> His message delivered, the strange figure turns away and walks into the crowd. He vanishes as mysteriously as he appeared.

Who is this stranger? That's up to the Gamemaster. He can be a recurring friend, an enigmatic source of hints and warnings, or an enemy playing the heroes against other members of the Shadow community. He could be Winn, the dragon behind Department-7. He could be mundane or a member of the Shadowkind. It all depends on where you want to go with this mysterious stranger.

In this adventure, the stranger provides a touch of mystery and foreshadowing, revealing the coming conflict between the heroes (and Department-7) and Keerianinor's cartel. After all, the leader of a drow crime syndicate is just too good not to eventually use as a villain in the campaign.

The Bartender: The heroes might try to strike up a conversation with one of the bartenders working behind the large bar that's set slightly above the dining area of the restaurant. The bartender has an indifferent attitude, should the heroes decide to use their Diplomacy skills on him. The bartender is human, one of the few non-Shadowkind working for Keerianinor. He's good at listening intently and carrying on a casual conversation while mixing and serving drinks, and without



Strange Things at the Spider's Web

The recent wave of property damage and violence against restaurant employees has nothing to do with the mysterious shipments from PTC. Indeed, these events are beyond the scope of this adventure, though they can be developed further if the Gamemaster wants to explore this part of the story. Keerianinor's crime cartel has begun to impinge on the activities and territories of a mundane organized crime syndicate, and the syndicate has taken the first steps in starting a gang war. How far this war escalates, and whether or not the heroes get involved in it, is up to the Gamemaster.

really revealing anything of substance. He won't give away any information on the possible connection to organized crime that seems to haunt his boss, and he won't reveal any other secrets concerning his boss, either. If the heroes can maneuver him to a friendly attitude, however, the bartender opens up and tells them something about *The Lagoon Club*.

"It's pretty cool downstairs," the bartender admits. "And not just because of the clientele you can run into. I'm talking super models, sports figures, centerfolds … you name it! But the décor is just amazing. It looks like you've dropped to the center of the Earth or something, and the underwater lagoon is so beautiful. You guys should really get down there, if you get a chance."

Should the heroes ask about the recent spate of vandalism and violence, the bartender nervously looks around before turning his attention back to the heroes. "I don't know anything about that. But sure, accidents happen. You might not want to mention things that don't concern you too loudly in this place, if you know what I mean. The wrong conversation can be … unhealthy … if you know what I mean."

The Waitress: The heroes might try to get some information out of one of the wait staff. In general, the mundane wait staff knows that sometimes some strange things happen around *The Spider's Web*, but they won't talk about such things with strangers. The denizens of Shadow who work here won't even say that much. They want to be left alone to do their jobs. "Mr. Keerianinor is a good man to work for," most of the waiters and waitresses respond. No one, not mundanes or Shadowkind, will say anything bad about the owner of the restaurant and nightclub.

One waitress admits to getting roughed up in the parking lot last week. "I was mugged. So what? This is the city, after all. What's it to you, anyway? Are you cops or something?"

The Elevator: At some point, the heroes have to board the elevator and ride it down to *The Lagoon Club*. The elevator doors have an intricate web motif inlaid in glossy black atop the mat-black finish of the doors themselves. The effect is subtle yet striking, hard to notice at first but impossible to miss once the design has registered with you. A third bugbear operates this conveyance, a welcoming committee and security guard combined into one large package. Use the statistics for the bugbear Fast hero on page 232 of the *d20 Modern Roleplaying Game*.

The heroes must find a way to pass as legitimate guests of the nightclub, bluff or intimidate their way onto the elevator, or find a way to distract the bugbear and make him leave his post. Don't make this task too difficult, but get your players to think creatively as their heroes seek to overcome this challenge.

Possible solutions include:

- Causing a disturbance elsewhere that attracts the attention of the bugbear elevator attendant and makes him leave his post;
- Getting onto the exclusive guest list, or convincing the drow handler to pick them out of the crowd waiting around the back door;
- Bluffing or intimidating the bugbear elevator attendant (note that this bugbear won't accept bribes);
- Or some other clever idea that the players come up with to get onto the elevator.

When the heroes do get onto the elevator and it begins its descent, read:

> The elevator doors slide closed without a sound, leaving you sealed in a beautifully appointed and surprisingly roomy car. As it begins to descend, you notice that the sensation of movement is barely perceptible. You might not even realize the car is moving if not for the stylized spider images in each corner of the car that illuminate in rapid succession in time to the dropping conveyance, appearing to fall from the ceiling along a thread-thin line of light before disappearing into the floor and appearing again at the ceiling.

When the elevator reaches the end of its descent and the doors start to slide open, go on to the next scene.

Scene Four—
The Creature from the Lagoon

When the elevator doors slide open on the lower level of the nightclub, read:

> The elevator doors open onto a raised platform inside a huge cavern that stretches in all directions. Columns of natural rock separate the tiled floor from the stalactite-covered ceiling overhead. An ornate bar wraps around one column, while tables and chairs and a large dance floor surround a portion of a beautiful underground lagoon. Soft light emanates from recessed nooks, and glowing strands of spider web decorate the rock ceiling. The place is alive with music and conversation, and crowds of people engage in a variety of lavish activities and entertainments.

Encounter with the Drow Hitman: The moment the heroes step out of the elevator, one of Keerianinor's best men slips through the shadows to intercept them. This is Derynorion, who specializes in taking care of problems for the cartel's leader. Use the statistics for the drow Fast hero 2, on page 214 of Chapter Seven: Creatures. Derynorion carries, in addition to the equipment listed in the statistics block, an AK-47 assault rifle (2d8 damage).

The nearly silent and extremely deadly drow emerges slightly from the shadows, just long enough for the heroes to notice him. He smiles at them, gives them a wink, then slides back into the darkness that fills the area to the right of the elevator platform. He hopes to lead the heroes away from the patrons near the lagoon and into the deeper, less populated portion of the cavern.

As the heroes follow the drow, allow them to make a DC 20 Spot check. If any character succeeds at the check, he or she notices a pile of wooden crates hidden in the shadows behind one of the natural stone columns. One of these crates has exploded open. All of the crates come from PTC. The still-sealed crates contain barrels of *tov nectar*, a popular drink at the club, especially among the drow and other Shadowkind customers. The broken crate seems to have held some kind of creature, and evidence of claw and bite marks can be seen in the splintered wood.

If the heroes follow the drow, Derynorion leads them to a deserted portion of the cave. The area is partially hidden by darkness and wide columns of natural stone so that it is cut off from the direct view of the patrons near the lagoon. If the heroes hesitate, Derynorion teases them by sliding in and out of the shadows, continuing to lure them into a section of the cave designed just for this kind of encounter.

In a shadow-filled area nestled between four massive columns of natural stone that loosely form a 40-foot-by-40-foot square, the drow makes his move. He waits until the heroes enter this section of the cave, because an enchantment on the columns forms a barrier that keeps the noise of the nightclub out—and any sounds made inside the area in.

Derynorion and his partner (an ordinary drow; use the statistics found on page 213 of Chapter Seven: Creatures) attack the heroes, gaining surprise unless the heroes were particularly cautious. The fight continues until the heroes are defeated or Derynorion's partner falls. At that point, the more powerful drow pauses as though listening to a distant call. (Derynorion has an earpiece that keeps him in constant contact with the club's security station, despite the sound-hindering magical barrier.) He curses under his breath, gives the heroes a penetrating glance, and then steps into the shadows and disappears.

Derynorion has been informed that something terrible has emerged from the lagoon and is attacking the customers. He must return to the lagoon and protect Keerianinor, despite his burning desire to finish the fight with the heroes.

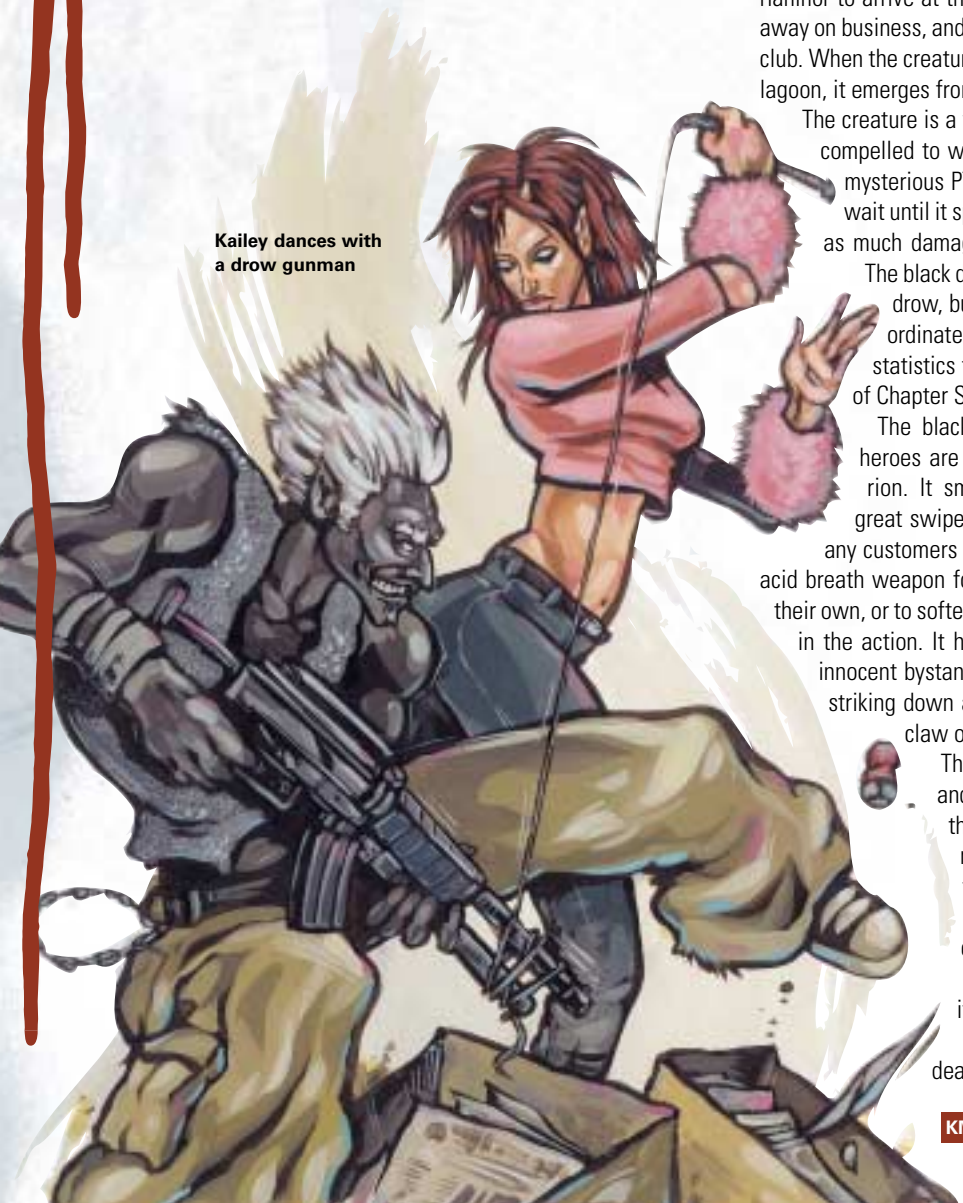
Encounter with the Lagoon Monster: The creature that was delivered along with the barrels of *tov nectar* has been hiding in the lagoon for the past three days, waiting for Keerianinor to arrive at the club. The drow crime boss has been away on business, and has just recently returned to the nightclub. When the creature spots Keerianinor at the bar near the lagoon, it emerges from the dark water and attacks.

The creature is a very young black dragon that has been compelled to wreak havoc in *The Lagoon Club* by the mysterious PTC. The dragon has orders to hide and wait until it spots Keerianinor in the club, then cause as much damage and destruction as it can manage. The black dragon isn't supposed to actually kill the drow, but it is free to deal with any of his subordinates and customers as it sees fit. Use the statistics for the very young dragon on page 210 of Chapter Seven: Creatures.

The black dragon begins its attack while the heroes are still engaged in combat with Derynorion. It smashes tables, scatters patrons with great swipes of its claws, and takes a bite out of any customers that it can get its maw on. It saves its acid breath weapon for opponents with ranged weapons of their own, or to soften up the heroes when they get involved in the action. It has no problem with killing or injuring innocent bystanders, and it definitely isn't opposed to striking down any of Kerrianinor's men with tooth or claw or stream of acid.

The heroes might not care about the drow and his thugs, but they should realize that there are a lot of innocent people in the nightclub. They should also get the idea that, except for perhaps Derynorion and one of the stronger bugbears, no one else on the premises has any chance of stopping the black dragon. Once again, it falls to the heroes to save the day.

The black dragon doesn't have a death wish. It fights to win, but it will fight



Kailey dances with a drow gunman



KM



to the death if anger and ego get the better of it. If the heroes somehow subdue the black dragon without killing it, the creature refuses to talk about PTC or whoever sent it to attack the club. "You have made a serious mistake, drow," the black dragon says, addressing Keerianinor no matter which hero character might be speaking to it. "You will be punished, if not by me, than by the one that follows in my place."

After the Battle: The heroes can finally get an audience with Keerianinor d'Blade after the black dragon is defeated. The charismatic drow thanks them for their help and offers them drinks as he leads them to an intact table. Keerianinor is an astute businessman and a good judge of character. He asks as many questions as he answers, trying to learn everything he can about the heroes and their interest in him and his cartel. He can be charming, but he can also be ruthless. The heroes should get the idea that the drow isn't someone they should cross, at least not without being prepared for whatever repercussions will follow. In the end, the drow tells them of his "arrangement" with Estavan and the PTC.

"The Trade Consortium provides me with the very hard to acquire *tov nectar*," Keerianinor explains, "and I provide Estavan with a whole lot of money. Estavan's been good to me, so I decided to stick with him while his company goes through some re-organization issues. I guess Estavan's enemies are more persistent than I expected, but I still believe in staying loyal. Of course, I also have to do what's good for business. I'll give Estavan another two days to put an end to this situation. After that, I might have to re-evaluate my business dealings if he hasn't been able to stabilize the situation."

If the heroes are getting along with Keerianinor and decide to ask him about Estavan, the drow provides them with this bit of information. "Estavan isn't exactly from around here, if you know what I mean," the drow says. "He's a man of his word, though, and he's a very shrewd businessman. Of course, words can be tricky things, so you might want to be careful when it comes to setting terms and making deals with Estavan. He has a place out in the suburbs. It's a big house, with a lot of land and decent security. Whenever I go out there to discuss business, we always meet in his grand library. He uses it as an office of sorts, and he keeps a lot of his records there."

Adventure 6: Estavan's Estate

This adventure sends 6th-level characters into the mysterious M. Estavan's fabulous suburban estate to find additional information about the so-called Trade Consortium.

Background

Morton Estavan is, in reality, the ogre Mage called Estavan. He has traveled the various planes of existence and is known on many worlds. Through the tendrils of Shadow, he engages in trade, buys and sells goods of all descriptions, and has built a vast merchant empire that spans a number of adjacent realities. He appears as a large man who always dresses in impeccable custom-tailored suits and imported leather shoes. He is soft spoken, endearing, and the ultimate salesperson. It is said on some realities that Estavan can sell sand to an earth elemental, and he does indeed have remarkable powers of persuasion.

Estavan's base of power in the Planar Trade Consortium revolves around the fact that he is one of the only denizens of Shadow who has the ability to freely cross the veil that separates the worlds. The source of this power is beyond the scope of this adventure arc; the heroes should not be able to gain access to this ability no matter how the adventure turns out. Even so, Estavan's fiendish partners are attempting a hostile take-over of the company. All they need to solidify their control of the Consortium is for Estavan to agree to step aside—after he gives them the means to cross between Shadow. The PTC makes all of its money by moving items from one reality to another. It's all a matter of supply and demand. Without the ability to move between realities, the Consortium will fall apart. Right now, in all the world, only Estavan seems to possess this remarkable power.

A shipment from PTC arrived at Estavan's suburban estate three days ago. This crate, which was magically enchanted to be larger on the inside than it is on the outside, was loaded with a strike force of Shadow creatures. The strike force is led by one of Estavan's hostile partners, a skinhusker fiend called Painbringer. The fiend's mission is simple: infiltrate Estavan's estate, locate the source of Estavan's reality-traveling ability, and return that source of power to the other partners.

The magically enchanted crate could not be opened from the inside. The enchantment was designed to free the occupants of the crate either when Estavan opened the crate or after 48 hours had passed, whichever occurred first. Unfortunately for the skinhusker and his team, Estavan has been out of town (perhaps *way* out of town) for more than a week. Because of this, the crate remained sealed until it opened automatically just 24 hours ago. So, for the past day, the skinhusker and his team have been ransacking the estate, dealing with whatever servants and security Estavan had left behind. Now they continue to search for a hidden cache of artifacts or magic items or arcane tomes, hoping to find whatever it is that gives Estavan his remarkable and mysterious edge.

The heroes arrive at the estate within an hour of Painbringer's success after a day of frustration. After turning the estate inside out for almost a full 24 hours, the fiend discovers a secret door in Estavan's grand library. From that point on, the heroes must race the clock (as well as Painbringer's strike force) to discover what's hidden beneath Estavan's suburban estate.

Scene One—Breaching Security

The heroes don't realize it when they arrive, but all of the estate's security has been rendered useless by the skinhusker and his team of Shadow creatures. How long it takes the heroes to figure this out depends on what they do and how they approach the problem of getting past the fence and onto Estavan's property.

When the heroes approach the suburban estate, this is what they see. Read:

> Estavan's estate sits at the end of a private road in the middle of a suburban neighborhood where the property lines are generously spaced and the neighbors can't easily be seen or heard. You can see the large, two-story mansion set far back from the road. A tall fence of heavy iron bars surrounds the property, and a sea of well-manicured lawn separates the house from the solid, apparently



CS Heroes never just come to visit ...

impenetrable, iron fence. A few small trees and the occasional winged statue decorate the lawn, giving the place a cheery feel despite the looming, oppressive ring of iron that encircles the estate.

The Electric Fence: A close examination of the fence reveals that it is 12 feet high, with bars spaced too closely together for anyone larger than a Small character to squeeze through. In addition, on a successful Spot check (DC 20) the heroes notice a thin wire set about halfway up the fence and running horizontally all around it. This wire indicates that the fence is electrified, and this particular bit of security is still intact since Painbringer hasn't tried to leave the estate as yet. (They started out on the inside of the fence because the crate they were hiding in was delivered right to the front door.) The trap can be circumvented with a successful Disable Device check (DC 30). Otherwise, the heroes must find a way to get past the fence without touching it. The electric fence deals 4d6 points of electricity damage to anyone who touches it (Fortitude save, DC 15, for half damage).

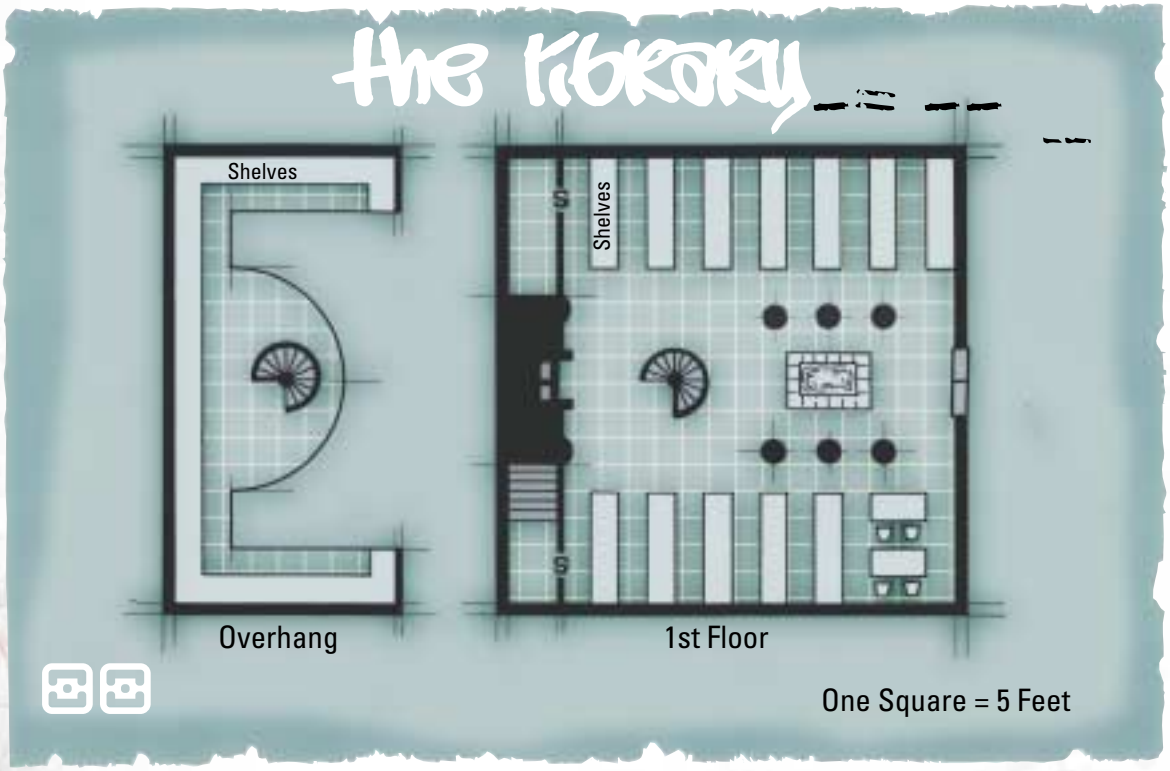
If the fence's trap isn't disabled, the heroes have to find another way to get past it or suffer some damage as they climb over it. There are no trees near the fence, nothing to climb onto that rises higher than the top of the iron barricade. If the heroes think of it, they can drive their vehicle over to the fence and try to jump from there. Depending on the type of vehicle they arrived in, the rooftop provides a higher platform to start a jump from. They might have as little as 6 feet to jump if they arrived in an SUV or pick-up truck or van, for example.

Guard Statues: On the other side of the fence, the heroes must deal with another one of Estavan's security measures. Here, two seemingly innocent statues are really gargoyles (use the statistics on page 237 of the *d20 Modern Roleplaying Game*). The gargoyles wait, motionless, until the heroes get close. Then they attack with the element of surprise on their side. Read:

A nearby statue of a winged humanoid suddenly spreads its stone wings and flies directly toward you. With a roar, it slashes at you with sharp, stone claws. At the same time, from the corner of your eye, you see another statue explode from its perch. It attacks from the opposite direction.

The gargoyles have orders to drive intruders away without killing them—unless, of course, the intruders leave the gargoyles no choice. Extremely loyal to Estavan and very well provided for, the gargoyles fight to the death if the situation demands it. However, if the heroes are particularly persuasive, they can convince the gargoyles that they are here to help and protect Estavan. If this tactic works (and sometimes the truth is the best policy), the gargoyles allow the heroes to pass. They won't, however, enter the house with the heroes. There are other defenders inside, the gargoyles explain, and their





post is out here. If the heroes don't try to talk this out, the gargoyles fight for the honor and security of the Estavan estate.

Getting in the House: The heroes notice all kinds of ways to get inside as they approach the house. There's a front door and a back door. There're plenty of windows. There's even a padlocked door leading to the estate's basement. Painbringer and his team of Shadow creatures have already disabled the house's security system, making it that much easier for the heroes to gain access.

If the heroes search around the outside of the house, they find the remains of a crate from PTC on the wide porch, next to the front door. (They also notice that the front door isn't quite closed all the way). The wooden crate, about the same size as the other ones the heroes have encountered, is mostly intact. One side panel lies flat on the porch, providing access to the crate's interior. The outside of the crate is marked as the others were, and a shipping label identifying the shipping company and the customer (PTC) is easily spotted with a glance.

The weird thing about this crate, however, becomes apparent if any of the heroes look inside. Anyone who peers into the open crate is struck with a disconcerting sense of vertigo as the inside seems to fall away into a room that's easily eight times as large as the outside dimensions of the crate. Sleeping bags, discarded food and drink containers, a large cooler, playing cards, and magazines litter the interior floor of the large room that exists inside the much smaller crate. This effect smacks of magic, and it should make most of the heroes' heads hurt to think about.

Before the heroes make a move to explore the room inside the crate or to enter the house, they hear sounds from inside the house. Read:

> From somewhere inside the house, you hear a triumphant shout, followed by a wood-splintering crack. "We're in!" shouts a voice that sounds thick and dangerous. It grates on your nerves and makes the hair on your neck stand up straight. "You," the terrible voice continues, "you stay here and guard our backs. If anything steps through that door, kill it!"

Painbringer has found the secret entrance to Estavan's underground lair. The heroes can pinpoint the source of the sounds to a hallway that leads to Estavan's grand library.

Scene Two—The Grand Library

A tastefully and expensively decorated hallway leads to a set of elegant double doors. The shouts came from somewhere in this portion of the house. When the heroes open the double doors, read:

> The doors open into a large chamber that spans the whole height of the house to a ceiling dominated by an ornate glass dome. Pillars in front of the doorway frame a bubbling fountain, and a spiral staircase near the back of the room leads to an elegant overhang. The room is a library, and hundreds of books fill evenly spaced shelves on both levels of the room. Many shelves have been emptied, their contents spilled across the floor, as though someone was searching the place. As you scan the room, you spot a large rat as it scampers across a pile of scattered books and disappears behind one of the shelving units.

If the heroes want to take the time, they can examine the large work desks to the left of the doors. The drawers have already been removed and their contents spilled onto the floor, but there are plenty of files and papers identifying this as Estavan's home office. Files marked by customer name show the extent of Estavan's business dealings, not only in the city, but throughout the country and even abroad. A typical file contains information such as the client's name, address, telephone number, and e-mail; record of transactions; notes on likes, dislikes, and items to keep watch for; and meeting schedules for office visits, lunches, dinners, and golf outings. Some of the goods that change hands are mundane items: computers, DVD players, cell phones, video game consoles, and other electronic devices. Most of the line items listed in the files cover things the heroes have never heard of—things with arcane and archaic names.

Wererats: Painbringer has left two members of his strike force in the library. They have orders to deal with anyone who might interfere with the mission. The strike force members are wererats, a male and a female. Use the statistics found on page 246 of Chapter Seven: Creatures when running this encounter.

One of the Shadow creatures starts out in rat form, dodging in and out of the shelves and stacks of books as it tries to determine who the heroes are and how much trouble they might pose. If it can lure one of the heroes into a corridor between the shelves, it shifts to hybrid form and attacks. One trick it might use involves grabbing an important-looking piece of paper just as one of the heroes reaches for it. With the paper firmly clenched in its little rat teeth, it leads the hero into one of the corridors between the shelves. It rushes all the way to the end of the corridor and quickly slips under the shelves to emerge behind the unsuspecting hero. Then, with the hero trapped among the shelves, it shifts into its hybrid wererat form and moves in for the kill.

The other wererat, in human form, hides on the overhang and takes aim with her revolver. She starts shooting as soon as she has a clear shot or she gets spotted by the heroes, though she tries to wait until after her partner has had a chance to make his move so as not to ruin his ability to surprise the heroes. When she runs out of bullets or if any of the heroes reaches the overhang, the female wererat shifts into her hybrid form and finishes the battle with claws and teeth.

The wererats try to keep the heroes away from the back of the library, as they have orders to make sure no one enters the secret passage to the dungeon. Even if the heroes manage to capture one or both of the wererats, these Shadow creatures refuse to cooperate and won't give up any information about their mission or the strike force. (No matter what the heroes might threaten to do to them, the wererats are more afraid of the skinhusker than they ever will be of the heroes.)

Secret Doors: The back wall of the library, hidden behind the last row of bookshelves, contains two secret doors. The secret door on the left side of the room, the one that features a staircase leading down to the estate's dungeon, stands open and is easily spotted if any of the heroes explore this end of the room. When the heroes enter this hidden passage, read:

> A portion of the wall has been smashed apart, revealing a hidden passage behind it. The passage smells of dirt and old things, not unpleasant, though a newer, fresher smell hangs in the air. It's a smell of brimstone and blood, and it definitely makes your skin ripple as it fills your nose. The short passage leads to a stone staircase, and the staircase, in turn, descends into darkness. Far below, you hear someone shout, "Find it! It's got to be here, so find it!"

When the heroes descend the stairs, go on to the next scene. Before that, however, the heroes might want to explore the other side of the room.

The right side of the back of the room also contains a secret door. This secret door remains closed and hidden when the heroes arrive. Painbringer and his team didn't find it, so it hasn't been opened and its contents haven't been ransacked. To find this secret door, a hero must succeed at a Search check (DC 25) in that portion of the rear of the library. If the hero succeeds, he or she can open the secret door. It leads to a hidden chamber. The chamber contains Estavan's private records, including files on many of his contacts on the other side of Shadow. There is no mention of how he travels back and forth when no one else can, but there is a lot of evidence to suggest that he actually does make the trips.

Inside this hidden room, the heroes can find some useful items. These items include 4 *potions of cure light wounds*, 1 *potion of invisibility*, 4 *potions of darkvision*, a *+1 short sword*, and a *+1 longsword*.

The heroes can also find, if they specifically search the files and succeed at a Search check (DC 25), a folder containing records of Estavan's anonymous investments in Department-7. A handwritten note, scrawled on the bottom of the investment sheet, reads: "I love secretly investing in a good cause." The reason that Ms. Fellowes never turned up anything connecting Estavan to Department-7 is that the connection is kept totally secret. Only Estavan and Department-7's mysterious (and rarely seen) chairman are aware of the connection, and even the chairman isn't completely sure where Estavan's investments are really coming from.

Scene Three—Rumble in the Dungeon

The stone staircase in the hidden passage leads deep below the estate to a series of dungeon chambers. Everything on this subterranean level feels ancient and otherworldly. There are no electric light fixtures down here; each chamber features a wall sconce and a torch, though none of the torches is lit.

Estavan has a variety of uses for this dungeon, including storage, experimentation, and training. The dungeon has a number of arcane security measures, as described below.

1. The First Chamber. The stairs end in a natural stone chamber. The ceiling, here and in all of the dungeon chambers, is 15 feet above the rough-hewn floor. The chamber is dark, so unless the heroes have a light source or can otherwise see in the dark, they are effectively blind. If they can look around, or if they feel around on the floor in the darkness, they notice the bones of several skeletons. These are Estavan's guardians, undead skeletons that were defeated by the skinhusker and his strike force. The enchantment in this chamber



is such that the skeletons reform 1d4 minutes after being defeated. The skeletons won't leave this chamber, but they will fight any intruders who aren't cleared by Estavan for as long as the intruders remain in the chamber.

As the heroes make their way through the room, the scattered bones draw together. If the heroes can't see this happen, they hear the scrape of the sliding bones across the stone floor and the pop as each bone snaps into place. If the heroes have a light source or can otherwise see, they can witness this weird event as it happens. It doesn't take long for the bones to reform, and suddenly the heroes find themselves surrounded by six human-sized skeletons armed with longswords. Use the statistics found on page 257 of the *d20 Modern Roleplaying Game*, with the alteration that these skeletons deal 1d8 points of damage with every successful melee attack they make.

The skeletons utter no sounds as they fight to defend the chamber from intruders. The only noise that fills the room is the sound of bone scrapping against bone as the skeletons swing their swords. The skeletons fix their opponents with empty eye sockets, grin their eternal smiles, and then wade into combat with their longswords slashing with deadly precision.

After the heroes defeat the skeletons, they can go through one of two doors, as shown on the map. The door to area **2** is closed; the door to area **3** is slightly ajar. Note that since the skeletons can't or won't leave this chamber, the heroes can simply make a run for it. The heroes might suffer an attack of opportunity or two as they run across the room, but this approach would keep them from engaging in a long battle with the six skeletons.

2. The Rat Nest. The door to this chamber is closed, but it isn't locked. Debris litters the floor of this room: dirt, straw, bones, paper, and broken pieces of furniture. Estavan has let this chamber go to ruins, and now it has become the adopted home of a family of dire rats. These dog-sized Shadow creatures enter and exit the chamber through a pair of cracks in the far wall. If the heroes enter this chamber, the dire rats initially remain in hiding. If the heroes start searching through the debris, then the dire rats attack.

There are nine dire rats in this chamber. They fight in a coordinated and cunning fashion, seeking to surround and flank the weaker members of the party. Use the statistics found on page 229 of Chapter Seven: Creatures when running this encounter.

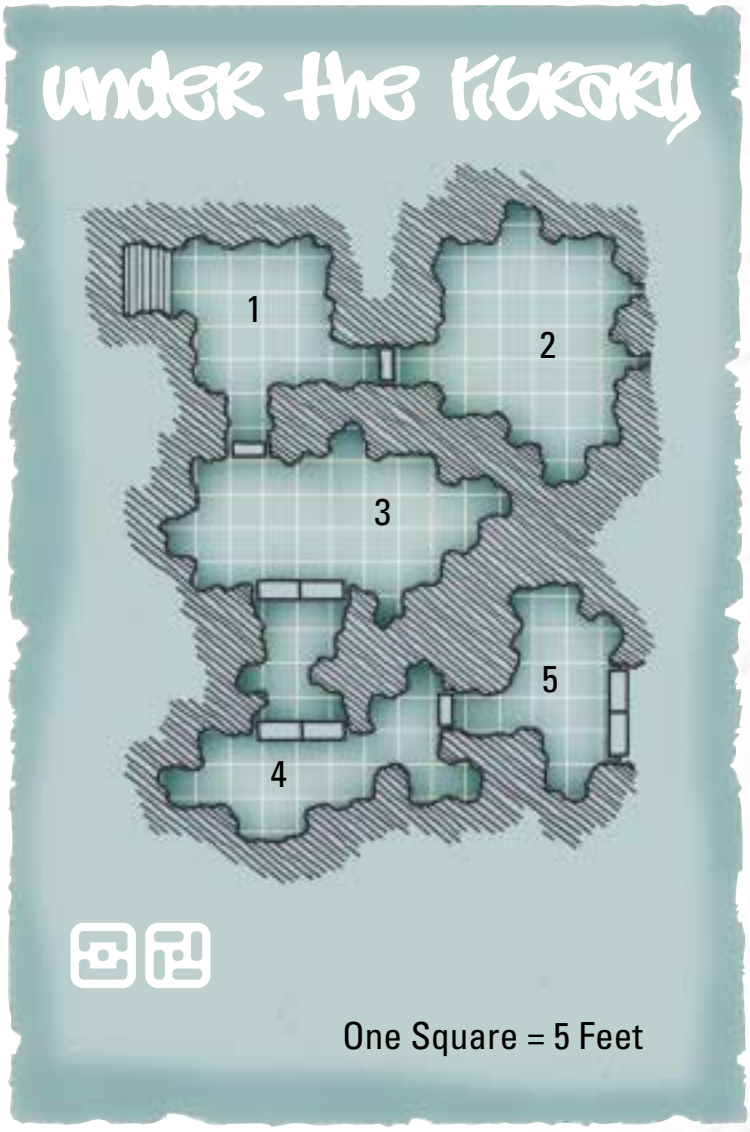
Note that there is nothing of value in this chamber. The dire rats flee if three or more of the nest are defeated by the heroes.

3. Orc Fight. The door to this chamber is slightly ajar. Three orc heroes lie in wait to ambush the heroes when they enter this room. Use the statistics for the orc Strong hero 2/Tough hero 1 found on page 227 of Chapter Seven: Creatures when running this encounter. Two orcs wield greataxes; one orc is also armed with a Beretta M3P shotgun (2d8 damage). As soon as the heroes display a tempting target, such as the moment they open the door wide, the orc with the shotgun unloads his weapon. Then he tosses it aside and pulls his greataxe so that he can wade into melee combat.

The orcs move as one, counting on the shotgun blast to take out or at least soften up some of the competition. These are professional warriors, cruel and deadly, handpicked by Painbringer the skinhusker to help him complete his mission. They won't be intimidated or scared off, and once they begin a fight, they won't end it until they win or they die.

Large vault doors are set in the far wall. The doors are covered in arcane runes and massive locks. Painbringer's strike force includes a dwarf safecracker who was able to open this set of doors. The heroes can observe that it took great skill to get these doors open as they prepare to move through the doors and deeper into the dungeon.

4. The Fiend and Its Allies. The heroes pass through the first set of vault doors just in time to witness Painbringer's triumph. Read:



Light from powerful electric lanterns fills the area on the far side of this chamber, illuminating four figures and another set of vault doors. Arcane runes etched upon the doors glow softly. One of the figures towers above the others. It's a frightfully gaunt, 9-foot-tall humanoid with fire-red skin, a horned head, and arms that end in serrated bone blades. The four smaller figures appear to be dwarves; one of them works to unlock the vault doors while the other three stand around guarding the area. The three guards pack pistols as well as waraxes.

You hear a great click as the locking mechanism disengages and the runes upon the vault doors flare once and then stop glowing. With that, the tall fiendish creature shouts, "We've done it! Now Estavan's secrets will be ours!"

If the heroes approach quietly, they can actually get the drop on the fiend and the dwarves, granting them a surprise round to soften up their enemies a bit. Otherwise, if the heroes simply charge forward, Painbringer notices them and a full-scale battle starts immediately. The battle rages throughout the vault chamber and area **4**. Crates of all shapes and sizes fill area **4**; various shipments recently arrived from Shadow or scheduled to enter Shadow in the very near future. Most of the items in the crates won't be of any use or interest to the heroes. The crates contain mostly exotic foods and beverages (*tov nectar* and fire beetle eggs bound for our world, for example, and soft drinks and frozen hamburgers bound for someplace on the other side of Shadow).

The four dwarves are Dedicated hero 1/Tough hero 1; use the statistics found on page 215 of Chapter Seven: Creatures when running this encounter. Painbringer is a skinhusker blade fiend; use the statistics found on page 236 of the *d20 Modern Roleplaying Game*.

Estavan's secret, whatever it is, isn't in this chamber, though Painbringer doesn't know that yet. He sees the heroes as threats to his financial security and eventual takeover of the Trade Consortium, and for that reason they have to die. Plus, since he's a fiend and he enjoys killing, Painbringer plans to have as much fun defeating them as he can muster. If the fiend begins to doubt he can win this fight, he tries to escape. Whether or not he gets away depends on the actions the heroes take. The fiend escapes to the Trade Consortium's warehouse unless the heroes stop him. If this happens, Painbringer will encounter the heroes again in the next adventure.

The dwarves are loyal to Painbringer and follow his orders with coordinated violence. They fight to the death with great zeal and courage.

5. Meeting Estavan. There's one last door to check in this dungeon. It's a simple door at the back of the storage chamber, unadorned and apparently unlocked. The door opens into a short corridor that, in turn, opens into a chamber. Eclectic yet expensive furniture decorates this chamber: an ornate Oriental throw rug, a leather recliner, a Louis XIV side table, a high-end stereo system, an elephant-foot ottoman, a small refrigerator/freezer. Ornate and rune-encrusted vault doors fill the far wall of the room. As the heroes look around, read:

The runes on the double doors begin to glow, softly at first, then with more intensity. A line of brilliant white light appears between the two doors, starting in the center and spreading toward both the floor and ceiling simultaneously. When the line of light fills the crack between the doors, there is an audible click as though a lock were disengaging and then the doors swing wide. Blinding light spills forth from the open doorway, and it is impossible to see what lies beyond the portal. Then, a tall figure appears in the midst of the light, a silhouette of muted gray against a canvas of pure, featureless illumination.

"Oh, good," a booming, pleasant voice proclaims, "you made it. I thought I might be late, but I can see that I'm right on time. But where are my manners? Please, feel free to call me Estavan."

The tall ogre Mage steps out of the light and into the chamber. The doors swing shut behind him, sealing with a crackle of energy. These doors can't be opened, no matter how hard the heroes try. (Though if they do try, Estavan gives them the most disappointed yet amused look his ogre features can manage.)

Estavan shimmers, appearing as a tall, powerfully built human with a bald head and an impeccable suit one moment, then in his true visage as a powerful ogre. He welcomes the heroes, explaining that he was called away on business. "I hurried back as soon as I heard what was happening," he tells them.

Estavan tells the heroes that his newest partners, who helped fund his expansion to this world, have decided to try to take control of the company. "That's what I get for making a business deal with a trio of fiends," Estavan sighs. The fiends are the skinhusker Painbringer, the vrock Bittlebeak, and the efreeti Alc'Arteth. "I must dissolve this partnership and try to make amends for the trouble they've caused. I want to thank you for the help you've provided, by the way. I owe you my gratitude."

Estavan asks the heroes for just a little more help if they are willing. "I will make sure that the fiends can't cause any more trouble," the ogre Mage explains, "but you must go to my warehouse and keep them busy for a little while. They can destroy me if all of them come after me at the same time. If you can keep them busy for just a short time, I can make sure that the three of them are returned to Shadow before this day draws to a close."

Estavan provides each hero with an enchanted weapon (if the hero doesn't already have one), or a protective device, or a potion. Weapons and armor with a +1 bonus are available among Estavan's stores to help the heroes deal with the threats waiting for them at the warehouse.

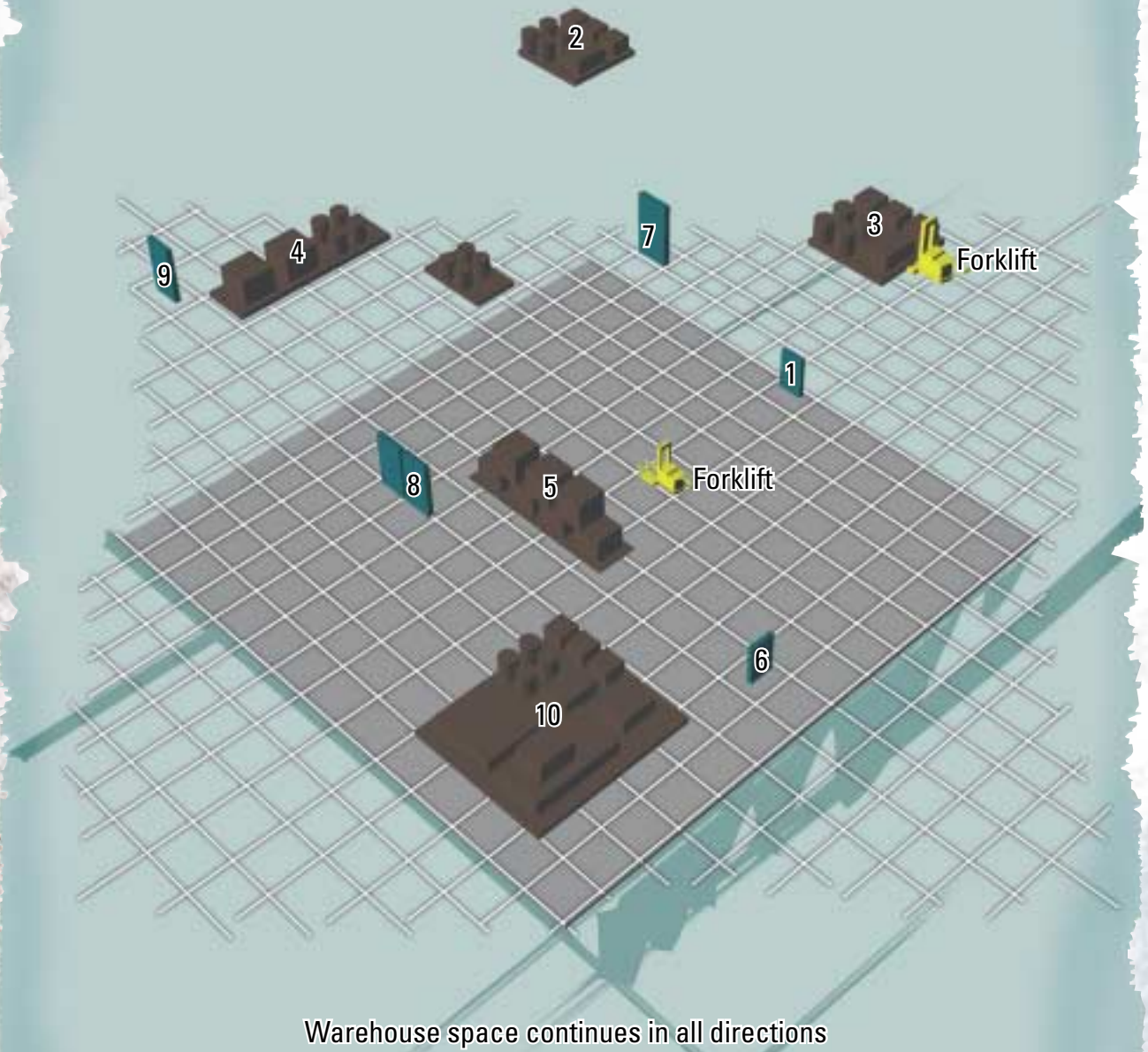
When everyone is ready, the heroes head off to keep the fiends at the Trade Consortium warehouse occupied, while Estavan goes off to make arrangements to banish the trio of fiends back to Shadow.

Adventure 7: The Warehouse of Holding

This adventure works best with 7th-level heroes. It details the confrontation with the trio of fiends that have temporarily taken control of the Trade Consortium, with plans to make that control more permanent. The confrontation takes place in a warehouse that's only partially in the mundane world.



Warehouse of Holding



Warehouse space continues in all directions

One Square = 5 Feet

Background

Estavan provides the heroes with the address for the warehouse. He asks the heroes to go to the warehouse, see what mischief his partners have been up to, and then keep them distracted for an hour or so. In the meantime, Estavan promises to meet with the rest of the Consortium's ruling body so that he can reestablish his dominant position. Then he'll make sure the trio of fiends is dismissed with extreme prejudice and cause. "They'll see it my way," Estavan assures the heroes, "after all, my way is just good business."

The warehouse is located in the warehouse district of the city. From the outside, it looks like any of the other warehouses packed into this part of town. On the inside, the warehouse consists of an extradimensional space that, for all intents and purposes, is infinite. The three fiends have taken control of this warehouse and most of the Trade Consortium's dealings in the city in Estavan's absence. Unfortunately, they have no way to fill orders beyond using the goods that are already in the warehouse. Only Estavan knows the secret for free passage between this world and the world beyond the veil of Shadow, so only Estavan can make sure that every order is filled and the warehouse is re-stocked with goods from across the many planes of existence.

The adventure takes place in the warehouse, with key events tied to specific locations inside the near-infinite space. These locations are keyed to the warehouse map, and what happens at each of these locations is detailed below.

Scene One—Door to Madness

This first scene is keyed to area **1** on the "Warehouse of Holding" map. When the heroes open the door to the warehouse, read:

> The door into the warehouse opens upon an unimaginably vast and open space. From the outside, it looks like a normal door set into the side of a building. From the inside, the door appears to float in a white space that has no visible walls, floor, or ceiling. Pallets of crates and boxes float throughout the expanse, and other doors can be seen hanging freely at various elevations both above and below the door you just opened.

Small, blue-skinned humanoids with multiple arms work throughout the expanse, loading and unloading floating pallets with the help of arcane-powered forklifts. These are blix. They won't help or hinder the heroes in any way. Indeed, they won't even acknowledge the heroes' existence. They just go about their work, seemingly oblivious to everything else going on around them. Statistics for the blix can be found on page 203 of Chapter Seven: Creatures.

When the heroes first look upon the weird interior of the warehouse, have each character make a Will saving throw (DC 15). Characters that succeed at the save quickly and effortlessly adjust to the strange and unnerving reality inside the warehouse. Characters that fail the save have trouble grasping the reality of the expanse and spend the rest of the adventure disoriented. Such a character is considered to be shaken (–2 penalty on attack rolls, saving throws, and skill checks). A few of the other locations in the warehouse provide opportunities for shaken characters to improve. Otherwise, the shaken condition dissipates an hour after the character leaves the warped reality of the warehouse.

From the doorway, the heroes need to commandeer a flying forklift or otherwise find a way to get from the entrance to the other islands floating in the empty expanse that fills the area. To commandeer a forklift, the heroes just have to be patient. Eventually, a forklift operated by a blix passes close enough for one or more of the heroes to try to leap upon it. This requires a Jump check (DC 20) to leap and find purchase on the forklift. Another method would be for a hero to try to lasso the passing forklift with a rope. This requires a Dexterity check (DC 15) and at least 20 feet of rope.

Once the heroes get their hands on a forklift, they find that the vehicle is fairly easy to operate. A Drive check (DC 15) is needed to figure out the controls and to get a feel for the way the floating forklift handles. After that, just call for Drive checks if the hero operating the forklift tries to do something unusual or in combat.

The blix on the forklift gets out of the way if the heroes want to drive. It just moves to the back and starts working on something else.

The forklift has room for two characters. It's loaded with a pallet of crates that's large enough for the rest of the heroes to sit on.

If a hero falls while trying to get onto the forklift (or while anywhere inside the warehouse), he or she floats off in that direction until someone comes to the rescue. If the other heroes don't manage to rescue the drifting character, Estavan and the blix recover any heroes who fall or drift into the unending expanse at the end of the adventure.

Scene Two—The Slave Pens

This scene is keyed to area **2** on the map. If the heroes approach this floating island of pallets, read:

> Cages full of pixies, sprites, and other tiny fey folk fill this floating pallet. One of the tiny creatures notices you and calls out, "Please help us, large ones. We have been captured and are to be sold as slaves. Don't leave us to this cruel fate." The other fey pick up the chant, begging you for help. "Free us, please free us," they call. A tough-looking pixie adds, "We can make it worth your while, large ones."

The trio of fiends has decided to sell these fey folk into slavery, and they've already lined up buyers throughout the world. The fey folk can remove the shaken condition from any of the heroes who failed the saving throw upon first entering the warehouse. They promise to "make the large ones feel better" if the heroes open the cages and set them free.

Unfortunately, the heroes don't immediately see the creature protecting this pallet of "goods." The Shadow creature is a retriever, a spider-like demon construct designed to destroy anyone or anything that tries to free or otherwise interfere with the cages on this pallet. If the heroes leave without helping the fey, the retriever ignores them. Otherwise, it attacks. The pallet is large enough to serve as the battleground for this fight. It



measures some 80 feet across, and its piled with a variety of crates, in addition to the dozen cages full of fey folk. See page 230 in Chapter Seven: Creatures for retriever statistics.

If the heroes do fight with the retriever, the battle alerts the trio of fiends to their presence. This might effect the first encounter with one of the fiends trying to take control of the Trade Consortium.

Scene Three—Burning Down the Warehouse

As the heroes explore the warehouse, a large pallet of crates and barrels moves toward them, pushed along by a blix-operated floating forklift. This scene is keyed to area **3** on the map. When the heroes notice the approaching pallet, read:

> An island of wooden crates and barrels, stacked high on a wide pallet, floats toward you. Something in the middle of all the crates and barrels is on fire, though the flames seem to be concentrated and restricted to a single location on the pallet. As the pallet moves closer, you see that the fire surrounds a large man with a horned head, bronze skin, and a rather displeased look upon his face. "I don't know who you are," the giant shouts, "and I don't care. But I'm not going to let you ruin our plans. Do you hear me? Prepare to burn!"

This floating bundle of goods serves as the site where the heroes encounter Alc'Arteth the efreeti. Use the efreeti statistics found on page 216 of Chapter Seven: Creatures when running this encounter. Alc'Arteth wants to make sure that the heroes can't ruin the good thing he has going here. The efreeti fights for a bit, hoping to use his powers to mislead and confuse the heroes. He retreats if his hit points are reduced to less than half of his starting number. If the efreeti retreats, he heads to area **10** to join the other fiends for the final confrontation with the heroes.

Scene Four—Painbringer, Again

If Painbringer escaped from Estavan's estate, the heroes encounter him here. If the heroes defeated Painbringer at the estate, then skip this encounter. This scene is keyed to area **4** on the map. When the heroes get close to this location, read:

> You hear a familiar voice echoing from among the crates and barrels piled high on the nearby floating platform. "You dare enter this place?" the voice calls out. "You dare interfere with our business? For that, and for so much more, you will die slowly, in great pain, and with every ounce of flesh stripped from your still-living bodies. Then, and only then, will I allow death to claim you!" Painbringer, the skinhusker, is here.

Painbringer hates the heroes for interfering in his business, and he fights to the death this time. No matter what happens, the blade fiend won't retreat or run away. Painbringer might try to get the heroes to enter the nearby floating doorway (area **9** on the map). If he can force or trick the heroes into opening the pitch-black door, see Scene Nine for information on what happens next.

If Painbringer is knocked off the floating platform though, he has no way to stop his fall and return to the combat; he is effectively defeated if the heroes knock him off the floating platform.

Roberta rescues some fey and dodges a retriever.





A vrock tries to claim its next meal.

Scene Five—Like a Vrock

This scene is keyed to area **5** on the map. This massive tower of crates serves as the hiding place for Bittlebeak the vrock. The fiend hides in this location, ready to ambush the heroes when they get close. Read:

> The crates on this floating platform are stacked like towers or mountain peaks, and the way they loom above you and gently sway under their own weight appears ominous and oppressive. A forlorn caw fills the air, as though some large bird was announcing a coming doom. Then something large and powerful explodes out of the shadows beside one of the towers of piled crates, and a creature of wings and talons rushes toward you. Worse, it's accompanied by six similar monsters.

Bittlebeak is the leader of the trio of fiends and the brains behind this evil alliance. He wants to make sure that both the heroes and Estavan suffer before all is said and done. The vrock can fly, so the expanse of emptiness between the floating pallets and platforms is no concern to the fiend. Use the vrock statistics found on page 244 of Chapter Seven: Creatures when running this encounter.

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When Bittlebeak attacks, have each hero make a Spot check (DC 19). Any character that fails the check is surprised. The vrock casts *mirror image* before revealing itself to the heroes, so the heroes believe that there are a total of seven vrocks swooping down upon them. During the surprise round, Bittlebeak makes a raking attack aimed at the strongest-looking hero that failed the Spot check.

In the second round of combat, the vrock uses its stunning screech. The heroes must make a Fortitude saving throw (DC 17) or be stunned for one round. It also releases its spores (a free action) as it swoops close to the heroes.

In the third round, Bittlebeak makes another melee attack, trying to target a stunned character.

After that, Bittlebeak uses his abilities to best advantage. If the vrock is reduced to fewer than half its starting hit points, it retreats to area **10** to make a last stand against the heroes.

Scene Six—Doorway to Safety

This scene is keyed to area **6** on the map. If the heroes approach this location, read:

> A door floats in the open expanse, connected to nothing but appearing to be solid and functional. There is an "E" carved into the surface of the fine-grain wood, and the doorknob glows with a soft, golden light.

This free-floating doorway opens onto an upper hallway in Estavan's suburban estate. If the heroes open the door, they see the hallway stretched out before them. They can cross through this portal to return to Estavan's estate. The ogre Mage isn't home at the moment, since he's out trying to get the fiends banished.

The heroes can't spend too much time here or they'll fail to keep the fiends occupied. Unoccupied fiends can detect that Estavan has returned and is up to something that will harm them.

An open door in the hall leads to an opulent bathroom. A fountain bubbles in the center of the room. If the heroes drink from the fountain, they receive the benefits of a *cure moderate wounds* spell. Each character can benefit from one drink of this fountain in a 24-hour period. The water loses its power if placed in a container and removed from the bathroom.

The door through which the heroes entered this hallway leads back to the warehouse of holding.

Scene Seven—Doorway to Trouble

This scene is keyed to area **7** on the map. If the heroes approach this location, read:

> A door floats in the open expanse, connected to nothing but appearing to be solid and functional. There is graffiti scrawled upon the surface of the stained and pockmarked wood, and the doorknob glows with a harsh, crimson light.



This free-floating doorway leads to a dark alley in the city's red-light district. If the heroes open the door, they see the shadow-filled alley stretched before them. Stepping through this doorway places the heroes into a troubling situation. Read:

> You hear some noises coming from deeper in the alley. A woman's voice pleads, "No, please, no." A deeper voice responds, "You shouldn't have crossed Mr. Corsone. This isn't personal, but I do have a job to do. I'll try not to hurt you … much."

A thug working for crime boss Louis Corsone threatens a young woman in this dark alley. The heroes should step in to help the woman, even though it might endanger Estavan's plan. Use the statistics for a high-level thug on page 274 of the *d20 Modern Roleplaying Game* when running this encounter.

When the battle with the high-level thug ends, the heroes can return to the warehouse of holding through a door at the back of the alley.

Scene Eight—Doorway to Good-Hearted Souls

This scene is keyed to area **8** on the map. If the heroes approach this location, read:

> A door floats in the open expanse, connected to nothing but appearing to be solid and functional. There is nothing carved into this door, but the doorknob glows with a warm, welcoming light.

This free-floating doorway opens into a small storeroom in the Church of Good-Hearted Souls. No one related to the church knows about this magical conduit between the two locations. Sister Deborah can provide healing or a *bless* spell if the heroes pass through the door and go looking for her. A doorway in the storeroom leads back to the warehouse when the heroes want to return.

Scene Nine—Evil Doorway

This scene is keyed to area **9** on the map. If the heroes approach this location, read:

> A door floats in the open expanse, connected to nothing but appearing to be solid and functional. The door is pitch black and unadorned. The doorknob is shaped like a skull whose eye sockets glow with an evil fire.

This free-floating doorway leads to pocket of empty, black shadow. If the heroes so much as open this door, they are immediately sucked inside.

There is a floor, or at least a solid surface, beneath the heroes' feet, but there are no walls or ceiling within this dimensional space. Indeed, it's so dark that the heroes can't see anything—not themselves, not each other, nothing. No light breaches this darkness, and no magical effect or ability allows any character to see while inside this area. To overcome the darkness and find a way out, the heroes must defeat the creature that inhabits this location.

The creature inside this pocket of shadow is an invisible stalker. Use the statistics on page 241 of the *d20 Modern Roleplaying Game* when running this encounter. The invisible stalker hates all living things and seeks to destroy anything that enters its area. Not only can't the heroes see the creature, they can't see anything inside this absolute darkness. The darkness can't be dispelled or overcome, but if the heroes defeat the invisible stalker the glowing doorway suddenly becomes visible. Then the heroes can exit the pocket of shadow and return to the warehouse of holding.

Scene Ten—The Final Confrontation

This scene is keyed to area **10** on the map. This is where the remaining fiends gather for the final battle against the heroes. When the heroes approach this location, read:

> The floating platform before you stretches in all directions like the top of some huge mountain. It is easily the largest freestanding platform you've seen within the warehouse. The stacks of crates and barrels rise and fall like mountain peaks and canyon valleys, forming a hostile terrain. Somewhere within these peaks and valleys, the last of the fiends wait for you to arrive.

The heroes confront any of the remaining fiends (probably Bittlebeak and Alc'Arteth) on this expansive floating platform. Weaker, with fewer hit points than when the adventure started, the fiends nevertheless make dangerous enemies. At this point, they fight to the death.

Alc'Arteth uses *invisibility* to hide within the canyons formed by the crates. When the heroes get close, he casts a *wall of fire* to trap them in the enclosed space. Then Bittlebeak tries to summon another vrock. If that works, the two vrocks attack in concert. If it doesn't work, Bittlebeak uses its spores again and moves in for the kill.

Aftermath

When the battle between the heroes and the fiends ends, Estavan steps through one of the floating doorways. If the fiends weren't destroyed, Estavan orders the blix to pack them up and ship them "using the special doorway." He won't explain to the heroes what the special doorway is or even where it is. He thanks them for their help, promises to make a sizable donation to Department-7, and tells them they have a friend in Estavan and the Trade Consortium. Then he leads them to a doorway that deposits them into an alley not far from the Department-7 townhouse.

At the townhouse, the heroes bring Ms. Fellowes up to speed on everything that happened. She thanks them for their good work, then suggests they take a couple of days off. "I think the situation across town can wait," she says. "When you've rested, we'll talk about the troll problem they're having at the Crystan Building."

d20 MODERN

CHARACTER NAME | PLAYER

CLASS | CHARACTER LEVEL | STARTING OCCUPATION | SPECIES

AGE | GENDER | HEIGHT | WEIGHT | EYES | HAIR | SKIN



URBAN ARCANA campaign setting

CHARACTER RECORD SHEET

ABILITIES

	ABILITY SCORE	ABILITY MODIFIER	TEMPORARY SCORE	TEMPORARY MODIFIER
STR STRENGTH				
DEX DEXTERITY				
CON CONSTITUTION				
INT INTELLIGENCE				
WIS WISDOM				
CHA CHARISMA				

HP hit points — TOTAL: ____ — CURRENT HP: ____

DEFENSE — TOTAL: ____ = 10 + CLASS BONUS ____ + EQUIPMENT BONUS ____ + DEX MODIFIER ____ + SIZE MODIFIER ____ + MISC BONUS ____ + ARMOR PENALTY ____

INITIATIVE modifier — TOTAL: ____ = DEX MODIFIER ____ + MISC MODIFIER ____

BASE ATTACK bonus: ____

SPEED: ____

SAVING THROWS

	TOTAL	BASE SAVE	ABILITY MODIFIER	MISC MODIFIER
FORTITUDE (CONSTITUTION)				
REFLEX (DEXTERITY)				
WILL (WISDOM)				

REPUTATION: ____

ACTION POINTS: ____

WEALTH BONUS: ____

ATTACKS

	TOTAL	BASE ATTACK BONUS	STR MODIFIER	SIZE MODIFIER	MISC MODIFIER
MELEE attack bonus					
RANGED attack bonus					
	TOTAL	BASE ATTACK BONUS	DEX MODIFIER	SIZE MODIFIER	MISC MODIFIER

WEAPON

WEAPON	TOTAL ATTACK BONUS	DAMAGE	CRITICAL

RANGE	WEIGHT	TYPE	SIZE	SPECIAL PROPERTIES

WEAPON

WEAPON	TOTAL ATTACK BONUS	DAMAGE	CRITICAL

RANGE	WEIGHT	TYPE	SIZE	SPECIAL PROPERTIES

WEAPON

WEAPON	TOTAL ATTACK BONUS	DAMAGE	CRITICAL

RANGE	WEIGHT	TYPE	SIZE	SPECIAL PROPERTIES

WEAPON

WEAPON	TOTAL ATTACK BONUS	DAMAGE	CRITICAL

RANGE	WEIGHT	TYPE	SIZE	SPECIAL PROPERTIES

ARMOR/PROTECTIVE ITEM

ARMOR/PROTECTIVE ITEM	TYPE	EQUIPMENT BONUS	PROFICIENT?
			Yes ☐ No ☐

ARMOR PENALTY	WEIGHT	SPEED	SIZE	MAX DEX	SPECIAL PROPERTIES

SKILLS

MAX RANKS ____ / ____

CROSS-CLASS	SKILL NAME	KEY ABILITY	SKILL MODIFIER	= ABILITY MODIFIER	+ RANKS	+ MISC MODIFIER
☐	Balance	Dex				
☐	Bluff	Cha				
☐	Climb	Str				
☐	Computer Use	Int				
☐	Concentration	Con				
☐	Craft (_____)	Int				
☐	Craft (_____)	Int				
☐	Craft (_____)	Int				
☐	Decipher Script ■	Int				
☐	Demolitions ■	Int				
☐	Diplomacy	Cha				
☐	Disable Device ■	Int				
☐	Disguise	Cha				
☐	Drive	Dex				
☐	Escape Artist	Dex*				
☐	Forgery	Int				
☐	Gamble	Wis				
☐	Gather Information	Cha				
☐	Handle Animal ■	Cha				
☐	Hide	Dex*				
☐	Intimidate	Cha				
☐	Investigate ■	Int				
☐	Jump	Str*				
☐	Knowledge (_____)	Int				
☐	Knowledge (_____)	Iint				
☐	Knowledge (_____)	Int				
☐	Listen	Wis				
☐	Move Silently	Dex*				
☐	Navigate	Int				
☐	Perform (_____)	Cha				
☐	Perform (_____)	Cha				
☐	Perform (_____)	Cha				
☐	Pilot ■	Dex				
☐	Profession	Wis				
☐	Read/Write Lang. (_____)	–				
☐	Read/Write Lang. (_____)	–				
☐	Read/Write Lang. (_____)	–				
☐	Repair ■	Int				
☐	Research	Int				
☐	Ride	Dex				
☐	Search	Int				
☐	Sense Motive	Wis				
☐	Sleight of Hand ■	Dex				
☐	Speak Language (_____)	–				
☐	Speak Language (_____)	–				
☐	Speak Language (_____)	–				
☐	Spot	Wis				
☐	Survival	Wis				
☐	Swim	Str*				
☐	Treat Injury	Wis				
☐	Tumble ■	Dex*				
☐	_____					
☐	_____					
☐	_____					

*Skills marked with ■ can't be used untrained. *ARMOR PENALTY, if any, applies.*

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CAMPAIGN

EXPERIENCE POINTS

GEAR

ITEM	WT.	ITEM	WT.
		TOTAL WEIGHT CARRIED	

LANGUAGES

LANGUAGE	READ/WRITE?	LANGUAGE	READ/WRITE?

FX ABILITIES

ARCANE SPELLS, DIVINE SPELLS, AND PSIONIC POWERS

ALLEGIANCES

TALENTS/SPECIAL ABILITIES

FEATS

- ☐ Acrobatic
- ☐ Aircraft Operation*
- ☐ Alertness
- ☐ Animal Affinity
- ☐ Arcane Skills
- ☐ Archaic Weapons Proficiency
- ☐ Armor Proficiency (light)
  - ☐ Armor Proficiency (medium)
    - ☐ Armor Proficiency (heavy)
- ☐ Athletic
- ☐ Attentive
- ☐ Blind-Fight
- ☐ Brawl
  - ☐ Improved Brawl
  - ☐ Improved Grapple
  - ☐ Knockout Punch
    - ☐ Improved Knockout Punch
  - ☐ Streetfighting
    - ☐ Improved Feint
- ☐ Builder
- ☐ Cautious
- ☐ Combat Expertise
  - ☐ Improved Disarm
  - ☐ Improved Trip
  - ☐ Whirlwind Attack
- ☐ Combat Martial Arts
  - ☐ Improved Combat Martial Arts
    - ☐ Advanced Combat Martial Arts
- ☐ Combat Reflexes
- ☐ Confident
- ☐ Creative
- ☐ Deceptive
- ☐ Defensive Martial Arts
  - ☐ Combat Throw
    - ☐ Improved Combat Throw
  - ☐ Elusive Target
  - ☐ Unbalance Opponent
- ☐ Dodge
  - ☐ Agile Riposte
  - ☐ Mobility
    - ☐ Spring Attack
- ☐ Drive-By Attack
- ☐ Educated*
- ☐ Empower Turning
- ☐ Extra Turning
- ☐ Endurance
- ☐ Exotic Melee Weapon Proficiency*
- ☐ Far Shot
  - ☐ Dead Aim
- ☐ Focused
- ☐ Frightful Presence
- ☐ Gearhead
- ☐ Great Fortitude
- ☐ Guide
- ☐ Heroic Surge
- ☐ Improved Damage Threshold**
- ☐ Improved Initiative
- ☐ Improved Natural Healing
- ☐ Improved Turning
- ☐ Jack of all Trades
- ☐ Iron Will
- ☐ Lightning Reflexes
- ☐ Low Profile
- ☐ Magical Affinity
- ☐ Medical Expert
- ☐ Meticulous
- ☐ Nimble
- ☐ Personal Firearms Proficiency
  - ☐ Advanced Firearms Proficiency
    - ☐ Burst Fire
    - ☐ Exotic Firearms Proficiency*
    - ☐ Strafe
- ☐ Point Blank Shot
  - ☐ Double Tap
  - ☐ Precise Shot
  - ☐ Shot on the Run
  - ☐ Skip Shot
- ☐ Power Attack
  - ☐ Cleave
    - ☐ Great Cleave
  - ☐ Improved Bull Rush
  - ☐ Improved Overrun
  - ☐ Sunder
- ☐ Power Crit
- ☐ Precise Strike
- ☐ Psionic Skills
- ☐ Quick Draw
- ☐ Quick Reload
- ☐ Renown
- ☐ Run
- ☐ Fleet of Foot
- ☐ Signature Spell
- ☐ Simple Weapons Proficiency
- ☐ Spell Focus
  - ☐ Greater Spell Focus
- ☐ Spell Penetration
  - ☐ Greater Spell Penetration
- ☐ Spellslinger
- ☐ Stealthy
- ☐ Studious
- ☐ Supernatural Strike
- ☐ Surface Vehicle Operation*
- ☐ Surgery
- ☐ Toughness**
- ☐ Track
- ☐ Trustworthy
- ☐ Two-Weapon Fighting
  - ☐ Improved Two-Weapon Fighting
    - ☐ Advanced Two-Weapon Fighting
- ☐ Vehicle Expert
  - ☐ Force Stop
  - ☐ Vehicle Dodge
- ☐ Weapon Finesse*
- ☐ Weapon Focus*
- ☐ Wild Talent
- ☐ Windfall**

INITIAL FEATS

- ☐ Divine Heritage
- ☐ Magical Heritage
- ☐ Shadow Heritage

METAMAGIC FEATS

- ☐ Empower Spell
- ☐ Enlarge Spell
- ☐ Eschew Materials
- ☐ Extend Spell
- ☐ Heighten Spell
- ☐ Nonlethal Spell
- ☐ Reach Spell
- ☐ Sacred Spell
- ☐ Shadowbane Spell
- ☐ Silent Spell
- ☐ Still Spell

METAPSIONIC FEATS

- ☐ Delay Power
- ☐ Enlarge Power
- ☐ Extend Power
  - ☐ Persistent Power
- ☐ Heighten Power
- ☐ Hide Power
- ☐ Quicken Power
- ☐ Twin Power

*You can gain this feat multiple times. Its effects do not stack. Each time you take the feat, it applies to a different skill, type of equipment, or weapon type.
**You can gain this feat multiple times. Its effects stack.

URBAN ARCANA

campaign setting

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Explosive action and epic adventure fill the modern world when fantasy and reality collide. In *Urban Arcana*, heroes armed with swords, spells, shotguns, and cell phones dive headlong into trouble with monsters, mobsters, cabals, and corporations. Take a deep breath, and discover the realms of fantasy within the gritty shadows of the modern world.

To use this product, you also need the *d20 Modern™ Roleplaying Game* core rulebook. For players and Gamemasters, this product is compatible with other *d20™* System roleplaying games.



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The new *Urban Arcana Campaign Setting* expands on many concepts found in the *d20 Modern Roleplaying Game*. First and foremost, it takes the 15-page campaign model presented in the core rules and transforms it into a full-fledged roleplaying world. Urban Arcana provides details on the history, denizens, and fantastic aspects of a world that would be very similar to our own if monsters roamed the sewers, magic was real, and your neighbors included elves, dwarves, and other familiar fantasy races.

Just as importantly, Urban Arcana adds several new aspects to the *d20 Modern* rules. Here you can find new advanced classes, equipment, spells, creatures, and NPCs that can enhance any *d20 Modern* game, whether or not it is based in the Urban Arcana setting.

Urban Arcana also introduces a concept that is already familiar to players of Dungeons & Dragons and other d20 system games—prestige classes. In fact, we found ourselves so inspired by the possibilities for different character archetypes that we soon had more prestige classes than we could possibly fit into the allotted space in the book. Rather than let the extras languish, we decided to offer them as a web enhancement.

Like those presented in the Urban Arcana book, the following prestige classes have requirements that are more restrictive than those for advanced classes, reflecting far deeper specialization. In general, prestige classes are accessible only after a hero has gained 8 to 10 character levels, and they often have requirements found only in advanced classes. These prestige classes were designed to interact with the other material in the *Urban Arcana Campaign Setting,* but they can be used in any *d20 Modern* campaign.

Mastermind: This brilliant planner thrives on knowledge. She has plenty of minions to do her bidding while she sits at the center of her web and schemes.

Shapeshifter: A hardy hero with the ability to change form, the Shapeshifter can imitate others.

Sniper: The Sniper is a highly professional firearms expert who is skilled at making single, devastating shots.

SpecOp: An experienced, seasoned soldier, the SpecOp has greatly improved combat skills and capabilities.

Spellslinger: This magical gunslinger can make firearms disobey the laws of physics.

MASTERMIND

Masterminds are organizers, planners, and leaders. These expert controllers see the world as a giant game of chess, and they enjoy maneuvering others to do their bidding. Some oversee their operations openly, while others remain shadowy figures, influencing events from the background. Not all Masterminds are evil—indeed, most feel that they are acting in the best interests of some group or another. All, however, are capable and dangerous adversaries.

Select this prestige class if you want your character to have loyal minions, to create and supervise the execution of complex plans, and to acquire power and material benefits through careful manipulation of people, corporations, and governments.

The fastest path into this prestige class is via a combination of the Smart hero and Charismatic hero basic classes,

plus the advanced classes that use the abilities of these two classes as prerequisites. The Smart hero's Plan talent is particularly useful. Other paths are also possible.

Requirements

To become a Mastermind, a character must fulfill the following criteria.

Skills: Diplomacy 10 ranks, Gather Information 10 ranks, Knowledge (any) 10 ranks.

Special: Reputation bonus +2, Wealth bonus +10. (The character's Wealth bonus may drop below this level from time to time, but she must have a Wealth bonus of at least +10 every time she gains a level in this prestige class.)

Class Information

The following information pertains to the Mastermind prestige class.

Hit Die

A Mastermind gains 1d6 hit points per level. The character's Constitution modifier applies.

Action Points

A Mastermind gains a number of action points equal to 5 plus one-half her character level, rounded down, every time she advances a level in this class.

Class Skills

The Mastermind's class skills are as follows.

Bluff (Cha), Computer Use (Int), Craft (chemical, electronic, mechanical, pharmaceutical, structural, visual art, writing) (Int), Decipher Script (Int), Diplomacy (Cha), Forgery (Int), Gather Information (Cha), Intimidate (Cha), Investigate (Int), Knowledge (arcane lore, art, behavioral sciences, business, civics, current events, earth and life sciences, history, physical sciences, popular culture, streetwise, tactics, technology, theology and philosophy) (Int), Profession (Wis), Read/Write Language (none), Research (Int), Sense Motive (Wis), Speak Language (none).

Skill Points at Each Level: 9 + Intelligence modifier.

Class Features

The following features pertain to the Mastermind prestige class.

Equipment Connections

Through her various connections, a Mastermind gains access to equipment that would normally be limited or restricted. She does not have to pay the additional costs associated with buying such equipment.

Minions

At 2nd level, the Mastermind can attract a band of devoted followers who can aid her in bringing her plans to fruition. These minions can include fanatical warriors, dedicated assistants, skilled accomplices, devoted employees, trainees, lackeys, and flunkies. Each is loyal to the Mastermind (with allegiance to her and her causes) and treats her as a friend, mentor, and wise leader, regardless of the situation.

At 2nd level and once per character level thereafter, the Mastermind may attempt a special check to attract new followers. Roll 1d20 and add her Reputation bonus plus her Mastermind level. If the result is 20 or higher, she succeeds, and her new minions arrive in 10 + 2d6 days. If the check fails, she cannot try again until she gains another character level. Failure does not prevent the Mastermind from hiring employees in a normal fashion, but these individuals are not fanatically loyal.

The maximum character level of any single minion is two levels lower than the Mastermind's character level. The total levels of her minions cannot exceed her Reputation bonus plus her current Mastermind level. Within those parameters, the Mastermind may select the number, class, and level of the minions she attracts, subject to the GM's approval. (For example, the Mastermind cannot gain a psionic agent if there are none in the game.) The GM determines the details of the minions.

Plan X

At 2nd level, the Mastermind gains the plan X ability, which functions similarly to the Smart hero's plan talent (see the strategy talent tree in the Smart Hero description in the d20 Modern *Roleplaying Game*). Unlike the Smart hero's plan talent, plan X has no prerequisites beyond the appropriate levels in the Mastermind prestige class.

When making Intelligence checks in conjunction with this ability, the Mastermind gains a bonus equal to her total character level. This bonus lasts for as many rounds as the Mastermind has character levels, then diminishes at the normal rate thereafter.

Uncanny Dodge X

At 3rd level, the Mastermind gains the uncanny dodge class ability, or increases the level of this ability if she already has it. If the Mastermind does not have uncanny dodge 1 (a class feature of the Fast hero), she gains it now. This ability enables her to retain her Dexterity bonus to Defense (if any), even when caught flat-footed or struck by a hidden attacker. (She still loses her Dexterity bonus to Defense if she's immobilized.) If she already has uncanny dodge 1 from another source but does not have uncanny dodge 2, she gains the latter instead. With uncanny dodge 2, the Mastermind can no longer be flanked—she can react to opponents on opposite sides of her as easily as she can to a single attacker. If the Mastermind already has uncanny dodge 2, then no further benefit accrues.

TABLE 1–1: THE MASTERMIND

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+0	+0	+2	Equipment connections	+0	+2
2nd	+1	+0	+0	+3	Minions, plan X	+1	+2
3rd	+1	+1	+1	+3	Uncanny dodge X	+1	+2
4th	+2	+1	+1	+4	Exceptional minions	+1	+3
5th	+2	+1	+1	+4	Imposing reputation	+2	+3

Exceptional Minions

When the Mastermind reaches 4th level, the maximum total levels of her minions increases to twice her Reputation bonus plus her total character levels. The maximum character level for any single minion is still two levels below her own character level.

Imposing Reputation

A 5th-level Mastermind's reputation precedes her, making her more effective in the use of certain social interaction skills. Her Reputation bonus applies to all Bluff, Intimidate, Diplomacy, and Gather Information checks she makes. Furthermore, it becomes more difficult for anyone to use one of those skills against her or her minions. If such an attempt involves an opposed check, the Mastermind (or her minion) gains a bonus equal to the Mastermind's Reputation bonus on the opposing check. Otherwise, the DC for the opponent's check increases by an amount equal to the Mastermind's Reputation bonus. In addition, the DC for any Investigate, Knowledge, or Research check made to probe issues directly involving the Mastermind increases by an amount equal to her Reputation bonus.

SHAPESHIFTER

Through study, accident, or devout empathy with the forces of the natural world, the Shapeshifter has gained the ability to take on other forms. This ability may stem from mental discipline, otherworldly intervention, mystic power, or previously untapped genetic potential. Whatever its source, however, it allows the user to assume animal forms and, eventually, human forms as well.

Select this prestige class if you want your character to be able to change shape.

The fastest path into this mystical prestige class is through the Tough hero basic class combined with the Wild Lord advanced class. Other paths are also available.

Requirements

To become a Shapeshifter, a character must fulfill the following criteria.

Base Attack Bonus: +4.

Skills: Handle Animal 10 ranks, Survival 10 ranks.

Feat: Animal Affinity.

Special: GM approval. The GM may choose to make this prestige class available only to characters who have been exposed to shapechanging effects, such as lycanthropy or mutagenic agents.

Class Information

The following information pertains to the Shapeshifter prestige class.

Hit Die

A Shapeshifter gains 1d8 hit points per level. The character's Constitution modifier applies.

Action Points

A Shapeshifter gains a number of action points equal to 6 plus one-half her character level, rounded down, every time she advances a level in this class.

Class Skills

The Shapeshifter's class skills are as follows.

Balance (Dex), Climb (Str), Concentration (Con), Diplomacy (Cha), Disguise (Cha), Escape Artist (Dex), Handle Animal (Cha), Hide (Dex), Knowledge (current events, earth and life sciences, popular culture) (Int), Listen (Wis), Move Silently (Dex), Navigate (Int), Profession (Wis), Ride (Dex), Spot (Wis), Survival (Wis), Swim (Str), Treat Injury (Wis).

Skill Points at Each Level: 5 + Intelligence modifier.

Class Features

The following features pertain to the Shapeshifter prestige class.

Wild Shape

At 1st level, a Shapeshifter gains the spell-like ability to turn herself into a Small or Medium-size animal once per day. She may adopt only one animal form per use of this ability. As her level in the prestige class rises, she gains additional uses per day of this ability, but at a cost of one action point per use after the first. Her maximum number of uses per day is equal to her Shapeshifter level. It never costs action points for the Shapeshifter to return to human form.

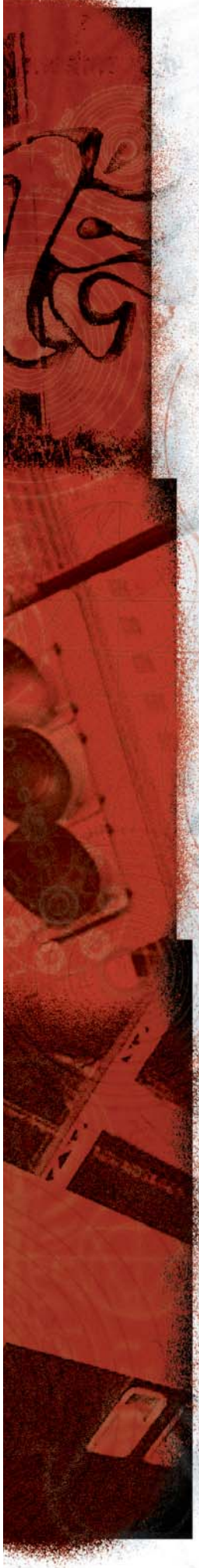
The creatures available as *wild shape* forms include some giant versions of animals and large creatures but not magical beasts or creatures with types other than animal. Thus, the Shapeshifter may use *wild shape* to become a dog, a rat, or a giant lizard, but not a displacer beast. The form chosen must be that of an animal she is familiar with. For example, a Shapeshifter cannot become a species of dinosaur known only from fossil records.

The Shapeshifter can freely designate the new form's minor physical qualities (such as the color and texture of fur, feathers, or skin) within the normal ranges for an animal of that kind. The new form's significant physical qualities (such as height, weight, and gender) are also under her control but must fall within the norms for the animal's species. The Shapeshifter is effectively disguised as an average member of the new form's species, gaining a +10 bonus on her Disguise checks.

This change of form never disorients the Shapeshifter. Upon changing to an animal form, she regains lost hit points as if she had rested for 8 hours, though this healing does not

TABLE 1–2: THE SHAPESHIFTER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+1	+1	+1	Wild shape	+0	+0
2nd	+1	+2	+2	+2	Wild shape (Large, speech)	+1	+0
3rd	+1	+2	+2	+2	Wild shape (Huge, Tiny)	+1	+0
4th	+2	+2	+2	+2	Wild shape (human)	+1	+0
5th	+2	+3	+3	+3	Wild shape (duplicate)	+2	+1



restore ability damage or provide any other benefits of such rest, and changing back to human form does not heal her further. If slain, the Shapeshifter reverts to her original form, though she remains dead.

When the change occurs, the Shapeshifter's equipment, if any, melds into her new form and becomes nonfunctional. Material components and focuses melded in this way cannot be used to cast spells. When the Shapeshifter reverts to her true form, any objects previously melded into the animal form reappear in the same locations they previously were and are once again functional. Any new items the Shapeshifter wore in animal form (such as a saddle, rider, or halter) fall off and land at her feet; any that she carried in a body part common to both forms (mouth, hands, or the like) at the time of reversion are still held in the same way.

The Shapeshifter acquires the physical and natural abilities of the creature whose form she has taken while retaining her own mind. Physical abilities include size as well as Strength, Dexterity, and Constitution scores. Natural abilities include natural armor, natural weapons (such as claws, bite, or a gore attack), sensory abilities (such as low-light vision), and similar gross physical qualities (presence or absence of wings or gills, number of extremities, and so forth). Natural abilities also include mundane movement capabilities, such as walking, swimming, and flying with wings. The Shapeshifter also gains all the species bonuses and feats of the animal form selected. She does not gain any supernatural or spell-like abilities (such as breath weapons or gaze attacks) of her new form, but she does gain all its extraordinary abilities. All these alterations last until the *wild shape* ends.

The Shapeshifter's new scores and faculties are average for the species into which she has transformed. She cannot, for example, turn herself into a wolf with a Strength of 20. Likewise, she cannot change into a bigger or more powerful version of a creature (or a smaller or weaker version).

The Shapeshifter retains her own Intelligence, Wisdom, and Charisma scores, level and classes, hit points (despite any change in her Constitution score), allegiances, base attack bonus, and base save bonuses. (New Strength, Dexterity, and Constitution scores may affect final attack and save bonuses.) The Shapeshifter also retains her own creature type (for example, humanoid), extraordinary abilities, and spell-like abilities, but not her supernatural abilities. She loses her ability to speak while in animal form because she is limited to the sounds that a normal, untrained animal of the selected kind can make. (The normal sound a wild parrot makes is a squawk, so changing to this form does not permit speech.)

Though the Shapeshifter retains any spells she may previously have carried, her new form may not permit her to use them. Unless the chosen form is one with prehensile hands (such as a monkey or an ape) or some other manipulative appendage, the Shapeshifter cannot manipulate manufactured weapons and magic items, including material components for magical spells. Likewise, her lack of a humanlike voice means she cannot communicate normally, cast spells with verbal components, or activate command word items. Psionic powers, if the Shapeshifter has access to them, remain effective. If the usability of a particular spell or item is in doubt, the GM's decision is final.

At 2nd level, the Shapeshifter adds Large animals to the forms she can assume. In addition, she gains the supernatural ability to speak when in animal form. This ability may allow the use of some spells with verbal components and voice-activated devices, though the restrictions on material components still apply, as above.

At 3rd level, the Shapeshifter adds Tiny and Huge animals to the forms she can adopt.

At 4th level, the Shapeshifter may assume human, humanoid, and monstrous humanoid forms of Tiny to Huge size, though all the restrictions above still apply to such forms. The individual is typical member of the humanoid or monstrous humanoid species (as opposed to a specific individual), and the Shapeshifter gains a +5 circumstance bonus on Disguise checks when trying to appear as a member of that group.

At 5th level, the Shapeshifter can use her *wild shape* ability to duplicate a specific human or animal. She gains a +10 circumstance bonus on Disguise checks made to perpetuate this masquerade.

SNIPER

One shot, one kill—that's the Sniper's mantra. A firearms expert with a careful eye and a steady hand, the Sniper is a master not of the gunfight but rather of the surgical shot that takes down an opponent from afar. Snipers tend to strike swiftly and unexpectedly, then fade into the background.

Select this prestige class if you want your character to excel at the use of long-range weapons and be able to deal grievous harm to specific targets from a distance.

The fastest path into this prestige class is via the Gunslinger advanced class, though other paths are also possible.

Requirements

To qualify as a Sniper, a character must fulfill the following criteria.

Base Attack Bonus: +5.
Skills: Concentration 4 ranks, Move Silently 8 ranks.
Feats: Dead Aim, Far Shot.
Special: Defensive position class feature.

Class Information

The following information pertains to the Sniper prestige class.

Hit Die

A Sniper gains 1d8 hit points per level. The character's Constitution modifier applies.

Action Points

A Sniper gains a number of action points equal to 5 plus one-half his character level, rounded down, every time he advances a level in this class.

Class Skills

The Sniper's class skills are as follows.

Balance (Dex), Climb (Str), Concentration (Con), Craft (electronic, mechanical) (Int), Drive (Dex), Hide (Dex), Jump (Str), Knowledge (tactics) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Spot (Wis).

Skill Points at Each Level: 5 + Int modifier.

Class Features

The following features pertain to the Sniper prestige class.

Massive Shot

Professional snipers are trained to deliver particularly deadly shots. When the Sniper succeeds on an attack with a ranged weapon and deals damage that exceeds the target's massive damage threshold, the DC for the Fortitude save increases by twice the Sniper's level in this prestige class. For example, when a 3rd-level Sniper deals massive damage with a ranged weapon, the DC for the save is 15+6, or 21.

Improved Dead Aim

Using breathing techniques, impeccable timing, and finely honed skill, the Sniper has mastered the art of careful aim. When the Sniper reaches 2nd level, the circumstance bonus he gains when using the Dead Aim feat increases to +3. When he reaches 4th level, this bonus increases to +4.

Improved Far Shot

The Sniper is an expert at hitting a target at extreme range. When a 2nd-level or higher Sniper uses a firearm or archaic ranged weapon (such as a bow), its range increment is doubled. (This benefit does not stack with the increase in range increment from the Far Shot feat, but it does stack with increases from scopes or other equipment.) This ability has no effect on thrown weapons.

Center Mass

At 3rd level, the Sniper gains the ability to hit targets that others would miss. When the Sniper uses the Dead Aim feat, the cover bonus to the target's Defense is reduced by 4 (minimum +0). This benefit does not stack with the reduction in cover bonus from the Gunslinger's sharp-shooting ability.

Windage

The Sniper is skilled at correcting his aim. If a 4th-level or higher Sniper using the Dead Aim feat misses his target, he may spend 1 action point to reroll the attack, gaining a +1 bonus on the second attack roll. This second roll is made at the same base attack bonus as the first roll, and all bonuses or penalties that applied to the first roll also apply to the second. This second roll does not count as a second attack. However, the windage ability expends twice as much ammunition as the attack would normally require, so it can be used only if the weapon contains sufficient ammunition.

Critical Shot

The Sniper is a master at dropping a target with a single shot. A 5th-level Sniper using the Dead Aim feat with a Large or larger firearm may attempt an automatic critical hit with his attack. The attempt requires a full-round action (in addition to the full-round action required for lining up the shot) and the expenditure of 1 action point. The Sniper takes a –8 penalty on the attack roll, but if the attack is successful, it is automatically a critical hit. The natural roll does not have to be within the weapon's threat range, and the sniper does not have to roll to confirm the critical hit.

SPECOP

When the task at hand is too delicate for a conventional military force, the special operations team is ready to go. Past or present members of Delta Force, the green berets, the SEALs, the SAS, Spetsnaz, and other elite military and paramilitary units have the skills, discipline, and endurance to take on the toughest of missions—often without ever letting the enemy know they have been there. Stealthy, rugged, and very, very lethal, SpecOps get in, take care of business, and get out while others are still wondering if the job can even be done.

Select this prestige class if you want your character to be an expert at unconventional warfare.

The fastest path into this prestige class is via the Strong hero basic class and Soldier advanced class, though other paths are possible.

Requirements

To qualify as a SpecOp, a character must fulfill the following criteria.

Base Attack Bonus: +6.

Skill: Knowledge (tactics) 6 ranks.

Feats: Advanced Firearms Proficiency, Athletic, Endurance, Stealthy, Weapon Focus (any).

Special: The candidate must have the weapon specialization class feature plus any one of the following: Demolitions 10 ranks, Speak Language 2 ranks and Read/Write Language 2 ranks, Treat Injury 5 ranks, Knowledge (tactics) 10 ranks, or Burst Fire.

Class Information

The following information pertains to the SpecOp prestige class.

Hit Die

The SpecOp gains 1d8 hit points per level. The character's Constitution modifier applies.

Action Points

A SpecOp gains a number of action points equal to 7 plus one-half his character level, rounded down, every time he advances a level in this class.

TABLE 1–3: THE SNIPER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+1	+0	+1	+0	Massive shot	+1	+0
2nd	+2	+0	+2	+0	Improved dead aim +3, improved far shot	+1	+0
3rd	+3	+1	+2	+1	Center mass	+2	+1
4th	+4	+1	+2	+1	Improved dead aim +4, windage	+2	+1
5th	+5	+1	+3	+1	Critical shot	+3	+1

Class Skills

The SpecOp's class skills are as follows.

Climb (Str), Diplomacy (Cha), Demolitions (Int), Hide (Dex), Jump (Str), Knowledge (tactics), Listen (Wis), Move Silently (Dex), Navigate (Int), Read/Write Language (none), Speak Language (none), Spot (Wis), Survival (Wis), Swim (Str), Treat Injury (Wis).

Skill Points at Each Level: 5 + Int modifier.

Class Features

The following features pertain to the SpecOp prestige class.

Specialist

A special operations team relies on the highly refined skills of its individual members. At 1st level, the SpecOp develops extreme capability in one of five areas of specialization. Choose one specialization from those given below.

Demolitions: This specialization requires 10 ranks in Demolitions. The SpecOp gains a +5 bonus on all Demolitions checks. With a Demolitions check result of 30 or higher, an explosive device placed by a demolitions SpecOp deals quadruple damage to a structure. It still deals normal damage to all other targets within its burst radius.

Language: This specialization requires 2 ranks in Speak Language and 2 ranks in Read/Write Language. The language SpecOp gains the linguist talent from the Smart hero basic class description (see page 26 of the *d20 Modern Roleplaying Game*).

Medical: This specialization requires 5 ranks in Treat Injury. The medical SpecOp gains a +2 bonus on all Treat Injury checks made to restore hit points, stabilize dying characters, or perform surgery. In addition, he may take 10 on Treat Injury checks even if stress and distractions would normally prevent him from doing so.

Tactics: This specialization requires 10 ranks in Knowledge (tactics). The tactical SpecOp gains the plan talent from the Smart hero basic character description (see page 27 of the *d20 Modern Roleplaying Game*). If he has no levels in Smart hero, he makes the required Intelligence check with no level bonus.

Weapons: This specialization requires the Burst Fire feat. The weapons SpecOp gains Exotic Firearms Proficiency in his choice of weapon categories as a bonus feat, assuming that he meets the prerequisites for it.

In addition, when the weapons SpecOp uses any exotic firearm with which he is proficient, the Reflex save DC (if any) that targets are allowed increases by +5. For example, if a weapons SpecOp who is proficient with heavy machineguns uses autofire with such a weapon, the saving throw DC for the targets is 20 instead of 15.

Bonus Feat

At 2nd level and again at 4th level, the SpecOp gets a bonus feat. He must meet all the prerequisites for the selected feat, and it must be chosen from the following list: Cautious, Combat Reflexes, Exotic Firearms Proficiency (any), Guide, Heroic Surge, Improved Damage Threshold, Improved Initiative, Run, Toughness, Track, Trustworthy, Weapon Focus (any).

Hunt and Evade

A SpecOp is a master of survival in the wild. Unlike standard military personnel, he can move through hostile territory without even alerting the enemy to his presence. At 2nd level, he gains a +2 bonus on all Move Silently, Navigate, and Survival checks.

Night Mover

Special operations units rely on stealth and try to strike when the enemy is most vulnerable—often when she's asleep. At 3rd level, the SpecOp gains a +2 bonus on Hide checks made in darkness or under conditions that provide at least one-quarter concealment. This adjustment stacks with any bonuses provided by darkness, concealment, or equipment (such as fatigues or a ghillie suit).

Shock and Awe

A SpecOp knows how to hit his target with precision, speed, and power. At 4th level, he gains a +4 bonus on initiative, and his base speed increases by 5 feet.

Silent Death

The SpecOp is a master at taking out unsuspecting enemies. At 5th level, he gains the ability to make silent, deadly melee attacks against unprepared opponents.

As his first attack against a flat-footed opponent, the SpecOp may attempt a special grapple check. Because the target is flat-footed, this action does not provoke an attack of opportunity. If successful, the SpecOp begins a grapple normally, but the opponent may not speak or otherwise vocalize until his or her next turn. In addition, the SpecOp may immediately make an unarmed attack or an attack with a light melee weapon against the grappled foe. If this attack is successful, it deals triple damage (or normal damage against a target that is immune to critical hits). This ability can be used only against targets that are the same size category as the SpecOp or smaller.

SPELLSLINGER

The Spellslinger combines the hard reality of modern ranged weapons with the magical effects of arcane and divine spells. She could be a blind archer who strikes unseen targets, a lone

TABLE 1–4: THE SPECOP

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+1	+2	+1	+0	Specialist	+1	+0
2nd	+2	+3	+2	+0	Bonus feat, hunt and evade	+1	+0
3rd	+3	+3	+2	+1	Night mover	+2	+0
4th	+4	+4	+2	+1	Bonus feat, shock and awe	+2	+0
5th	+5	+4	+3	+1	Silent death	+3	+1

hunter who brings down werewolves, or a mysterious stranger who fires magical bullets that curve around corners.

Select this prestige class if you want your character to mix technology and magic, spinning them together to invest ranged weapon attacks with enhanced abilities.

The fastest path into this prestige class is via the Fast hero basic class combined with the Gunslinger advanced class, though other paths are also possible. To best utilize the Spellslinger's upper-level abilities, a character should have one or more levels of a class that allows divine or arcane spellcasting.

Requirements

To become a Spellslinger, a character must fulfill the following criteria.

Base Attack Bonus: +5.

Skills: Concentration 6 ranks, Spellcraft 10 ranks.

Special: The candidate must have the Weapon Focus feat or class feature with one ranged weapon.

Class Information

The following information pertains to the Spellslinger prestige class.

Hit Die

A Spellslinger gains 1d8 hit points per level. The character's Constitution modifier applies.

Action Points

A Spellslinger gains a number of action points equal to 5 plus one-half her character level, rounded down, every time she advances a level in this class.

Class Skills

The Spellslinger's class skills are as follows.

Balance (Dex), Concentration (Con), Craft (chemical, electronic, mechanical) (Int), Drive (Dex), Escape Artist (Dex), Hide (Dex), Jump (Str), Knowledge (arcane lore, current events, history, popular culture, streetwise, tactics) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Sleight of Hand (Dex), Spot (Wis), Tumble (Dex).

Skill Points at Each Level: 5 + Intelligence modifier.

Class Features

The following features pertain to the Spellslinger prestige class.

Uncanny Dodge X

At 1st level, the Spellslinger gains the uncanny dodge class ability, or increases the level of this ability if she already has it. If the Spellslinger does not have uncanny dodge 1 (a class feature of the Fast hero), she gains it now. This ability enables her to retain her Dexterity bonus to Defense (if any), even when caught flat-footed or struck by a hidden attacker. (She still loses her Dexterity bonus to Defense if she's immobilized.) If she already has uncanny dodge 1 from another source but does not have uncanny dodge 2, she gains the latter instead. With uncanny dodge 2, the Spellslinger can no longer be flanked—she can react to opponents on opposite sides of her as easily as she can to a single attacker. If the Spellslinger already has uncanny dodge 2, then no further benefit accrues.

Enchanted Shot

At 2nd level and higher, the Spellslinger can invest her shots with magical power. Each shot that she fires from a ranged weapon with which she has the Weapon Focus feat or class feature is treated as a magical attack with a +1 enhancement bonus. The projectile becomes enchanted as soon as it leaves the weapon (bow, crossbow, firearm). The Spellslinger must actually be the one firing the weapon; she cannot grant this power to others.

This enhancement bonus increases as the Spellslinger gains more levels in the prestige class. Thus, a 3rd-level Spellslinger generates a +2 enhancement bonus, a 4th-level Spellslinger generates a +3 enhancement bonus, and a 5th-level Spellslinger generates a +4 enhancement bonus.

Negate Concealment

At 3rd level, the Spellslinger gains the supernatural ability to reduce the benefit her targets gain from concealment—be it from brush, fog, or even invisibility—by 20% (minimum 0%). To make use of this benefit, the Spellslinger must be using a ranged weapon with which she has the Weapon Focus feat or class feature.

Seeker Shot

At 4th level, the Spellslinger may take a full-round action and spend 1 action point to fire a single shot at a target whose location is known to her. The projectile travels toward the target along a path determined by the Spellslinger, swerving around corners and impediments, until it reaches the target, encounters an unavoidable obstacle, or moves a total distance equal to one range increment.

If the shot reaches the target, the attack is rolled normally, but all concealment and cover benefits the target may have are ignored. If the shot reaches an unavoidable obstacle, it behaves like any other missed shot. If the shot moves a total distance equal to one range increment, it continues in a straight line. If this line leads to the target, the attack is resolved normally, factoring in any modifiers such as range increments, cover, and concealment that may apply. Otherwise, it behaves like any other missed shot.

TABLE 1–5: THE SPELLSLINGER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+1	+0	+0	+0	Uncanny dodge X	+1	+0
2nd	+2	+0	+0	+0	Enchanted shot +1	+1	+0
3rd	+3	+1	+1	+1	Enchanted shot +2, negate concealment	+2	+1
4th	+4	+1	+1	+1	Enchanted shot +3, seeker shot	+2	+1
5th	+5	+1	+1	+1	Enchanted shot +4, imbued shot	+3	+1

Imbued Shot

At 5th level, a Spellslinger who has divine or arcane spellcasting ability gains the supernatural ability to invest her shots with magical effects. If she has no spellcasting capability, then this class feature does not function.

As a standard action, the Spellslinger may spend 1 action point to fire a single shot invested with the power of one spell that she is currently capable of casting. The spell must have a target other than "You." Once the shot is fired, the spell is expended as if it had been cast normally.

An imbued shot may be aimed at an individual, an item, or a specific 5-foot square. When the target is a creature or object, treat the shot as a touch attack. In this case, the normal damage of the shot is negated and only the magical effect occurs. (In other words, the Spellslinger could fire a "healing bullet" that would produce a *cure light wounds* effect on the target without dealing damage.) When the target is a 5-foot square, use the rules for thrown explosives (see Chapter Five: Combat in the *d20 Modern Roleplaying Game*).

Once you determine whether or where the shot hits, the spell's effects are centered on that spot. A spell that targets a creature or object functions only if the shot hits the intended target.

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waking urban arcana make prestigious

The new *Urban Arcana Campaign Setting* expands on many concepts found in the *d20 Modern Roleplaying Game*. First and foremost, it takes the 15-page campaign model presented in the core rules and transforms it into a full-fledged roleplaying world. Urban Arcana provides details on the history, denizens, and fantastic aspects of a world that would be very similar to our own if monsters roamed the sewers, magic was real, and your neighbors included elves, dwarves, and other familiar fantasy races.

Just as importantly, Urban Arcana adds several new aspects to the *d20 Modern* rules. Here you can find new advanced classes, equipment, spells, creatures, and NPCs that can enhance any *d20 Modern* game, whether or not it is based in the Urban Arcana setting.

Urban Arcana also introduces a concept that is already familiar to players of Dungeons & Dragons and other d20 system games—prestige classes. In fact, we found ourselves so inspired by the possibilities for different character archetypes that we soon had more prestige classes than we could possibly fit into the allotted space in the book. Rather than let the extras languish, we decided to offer them as a web enhancement.

Like those presented in the Urban Arcana book, the following prestige classes have requirements that are more restrictive than those for advanced classes, reflecting far deeper specialization. In general, prestige classes are accessible only after a hero has gained 8 to 10 character levels, and they often have requirements found only in advanced classes. These prestige classes were designed to interact with the other material in the *Urban Arcana Campaign Setting,* but they can be used in any *d20 Modern* campaign.

Mastermind: This brilliant planner thrives on knowledge. She has plenty of minions to do her bidding while she sits at the center of her web and schemes.

Shapeshifter: A hardy hero with the ability to change form, the Shapeshifter can imitate others.

Sniper: The Sniper is a highly professional firearms expert who is skilled at making single, devastating shots.

SpecOp: An experienced, seasoned soldier, the SpecOp has greatly improved combat skills and capabilities.

Spellslinger: This magical gunslinger can make firearms disobey the laws of physics.

MASTERMIND

Masterminds are organizers, planners, and leaders. These expert controllers see the world as a giant game of chess, and they enjoy maneuvering others to do their bidding. Some oversee their operations openly, while others remain shadowy figures, influencing events from the background. Not all Masterminds are evil—indeed, most feel that they are acting in the best interests of some group or another. All, however, are capable and dangerous adversaries.

Select this prestige class if you want your character to have loyal minions, to create and supervise the execution of complex plans, and to acquire power and material benefits through careful manipulation of people, corporations, and governments.

The fastest path into this prestige class is via a combination of the Smart hero and Charismatic hero basic classes,

plus the advanced classes that use the abilities of these two classes as prerequisites. The Smart hero's Plan talent is particularly useful. Other paths are also possible.

Requirements

To become a Mastermind, a character must fulfill the following criteria.

Skills: Diplomacy 10 ranks, Gather Information 10 ranks, Knowledge (any) 10 ranks.

Special: Reputation bonus +2, Wealth bonus +10. (The character's Wealth bonus may drop below this level from time to time, but she must have a Wealth bonus of at least +10 every time she gains a level in this prestige class.)

Class Information

The following information pertains to the Mastermind prestige class.

Hit Die

A Mastermind gains 1d6 hit points per level. The character's Constitution modifier applies.

Action Points

A Mastermind gains a number of action points equal to 5 plus one-half her character level, rounded down, every time she advances a level in this class.

Class Skills

The Mastermind's class skills are as follows.

Bluff (Cha), Computer Use (Int), Craft (chemical, electronic, mechanical, pharmaceutical, structural, visual art, writing) (Int), Decipher Script (Int), Diplomacy (Cha), Forgery (Int), Gather Information (Cha), Intimidate (Cha), Investigate (Int), Knowledge (arcane lore, art, behavioral sciences, business, civics, current events, earth and life sciences, history, physical sciences, popular culture, streetwise, tactics, technology, theology and philosophy) (Int), Profession (Wis), Read/Write Language (none), Research (Int), Sense Motive (Wis), Speak Language (none).

Skill Points at Each Level: 9 + Intelligence modifier.

Class Features

The following features pertain to the Mastermind prestige class.

Equipment Connections

Through her various connections, a Mastermind gains access to equipment that would normally be limited or restricted. She does not have to pay the additional costs associated with buying such equipment.

Minions

At 2nd level, the Mastermind can attract a band of devoted followers who can aid her in bringing her plans to fruition. These minions can include fanatical warriors, dedicated assistants, skilled accomplices, devoted employees, trainees, lackeys, and flunkies. Each is loyal to the Mastermind (with allegiance to her and her causes) and treats her as a friend, mentor, and wise leader, regardless of the situation.

At 2nd level and once per character level thereafter, the Mastermind may attempt a special check to attract new followers. Roll 1d20 and add her Reputation bonus plus her Mastermind level. If the result is 20 or higher, she succeeds, and her new minions arrive in 10 + 2d6 days. If the check fails, she cannot try again until she gains another character level. Failure does not prevent the Mastermind from hiring employees in a normal fashion, but these individuals are not fanatically loyal.

The maximum character level of any single minion is two levels lower than the Mastermind's character level. The total levels of her minions cannot exceed her Reputation bonus plus her current Mastermind level. Within those parameters, the Mastermind may select the number, class, and level of the minions she attracts, subject to the GM's approval. (For example, the Mastermind cannot gain a psionic agent if there are none in the game.) The GM determines the details of the minions.

Plan X

At 2nd level, the Mastermind gains the plan X ability, which functions similarly to the Smart hero's plan talent (see the strategy talent tree in the Smart Hero description in the d20 Modern *Roleplaying Game*). Unlike the Smart hero's plan talent, plan X has no prerequisites beyond the appropriate levels in the Mastermind prestige class.

When making Intelligence checks in conjunction with this ability, the Mastermind gains a bonus equal to her total character level. This bonus lasts for as many rounds as the Mastermind has character levels, then diminishes at the normal rate thereafter.

Uncanny Dodge X

At 3rd level, the Mastermind gains the uncanny dodge class ability, or increases the level of this ability if she already has it. If the Mastermind does not have uncanny dodge 1 (a class feature of the Fast hero), she gains it now**.** This ability enables her to retain her Dexterity bonus to Defense (if any), even when caught flat-footed or struck by a hidden attacker. (She still loses her Dexterity bonus to Defense if she's immobilized.) If she already has uncanny dodge 1 from another source but does not have uncanny dodge 2, she gains the latter instead. With uncanny dodge 2, the Mastermind can no longer be flanked—she can react to opponents on opposite sides of her as easily as she can to a single attacker. If the Mastermind already has uncanny dodge 2, then no further benefit accrues.

TABLE 1–1: THE MASTERMIND

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+0	+0	+2	Equipment connections	+0	+2
2nd	+1	+0	+0	+3	Minions, plan X	+1	+2
3rd	+1	+1	+1	+3	Uncanny dodge X	+1	+2
4th	+2	+1	+1	+4	Exceptional minions	+1	+3
5th	+2	+1	+1	+4	Imposing reputation	+2	+3

Exceptional Minions

When the Mastermind reaches 4th level, the maximum total levels of her minions increases to twice her Reputation bonus plus her total character levels. The maximum character level for any single minion is still two levels below her own character level.

Imposing Reputation

A 5th-level Mastermind's reputation precedes her, making her more effective in the use of certain social interaction skills. Her Reputation bonus applies to all Bluff, Intimidate, Diplomacy, and Gather Information checks she makes. Furthermore, it becomes more difficult for anyone to use one of those skills against her or her minions. If such an attempt involves an opposed check, the Mastermind (or her minion) gains a bonus equal to the Mastermind's Reputation bonus on the opposing check. Otherwise, the DC for the opponent's check increases by an amount equal to the Mastermind's Reputation bonus. In addition, the DC for any Investigate, Knowledge, or Research check made to probe issues directly involving the Mastermind increases by an amount equal to her Reputation bonus.

SHAPESHIFTER

Through study, accident, or devout empathy with the forces of the natural world, the Shapeshifter has gained the ability to take on other forms. This ability may stem from mental discipline, otherworldly intervention, mystic power, or previously untapped genetic potential. Whatever its source, however, it allows the user to assume animal forms and, eventually, human forms as well.

Select this prestige class if you want your character to be able to change shape.

The fastest path into this mystical prestige class is through the Tough hero basic class combined with the Wild Lord advanced class. Other paths are also available.

Requirements

To become a Shapeshifter, a character must fulfill the following criteria.

Base Attack Bonus: +4.

Skills: Handle Animal 10 ranks, Survival 10 ranks.

Feat: Animal Affinity.

Special: GM approval. The GM may choose to make this prestige class available only to characters who have been exposed to shapechanging effects, such as lycanthropy or mutagenic agents.

Class Information

The following information pertains to the Shapeshifter prestige class.

Hit Die

A Shapeshifter gains 1d8 hit points per level. The character's Constitution modifier applies.

Action Points

A Shapeshifter gains a number of action points equal to 6 plus one-half her character level, rounded down, every time she advances a level in this class.

Class Skills

The Shapeshifter's class skills are as follows.

Balance (Dex), Climb (Str), Concentration (Con), Diplomacy (Cha), Disguise (Cha), Escape Artist (Dex), Handle Animal (Cha), Hide (Dex), Knowledge (current events, earth and life sciences, popular culture) (Int), Listen (Wis), Move Silently (Dex), Navigate (Int), Profession (Wis), Ride (Dex), Spot (Wis), Survival (Wis), Swim (Str), Treat Injury (Wis).

Skill Points at Each Level: 5 + Intelligence modifier.

Class Features

The following features pertain to the Shapeshifter prestige class.

Wild Shape

At 1st level, a Shapeshifter gains the spell-like ability to turn herself into a Small or Medium-size animal once per day. She may adopt only one animal form per use of this ability. As her level in the prestige class rises, she gains additional uses per day of this ability, but at a cost of one action point per use after the first. Her maximum number of uses per day is equal to her Shapeshifter level. It never costs action points for the Shapeshifter to return to human form.

The creatures available as *wild shape* forms include some giant versions of animals and large creatures but not magical beasts or creatures with types other than animal. Thus, the Shapeshifter may use *wild shape* to become a dog, a rat, or a giant lizard, but not a displacer beast. The form chosen must be that of an animal she is familiar with. For example, a Shapeshifter cannot become a species of dinosaur known only from fossil records.

The Shapeshifter can freely designate the new form's minor physical qualities (such as the color and texture of fur, feathers, or skin) within the normal ranges for an animal of that kind. The new form's significant physical qualities (such as height, weight, and gender) are also under her control but must fall within the norms for the animal's species. The Shapeshifter is effectively disguised as an average member of the new form's species, gaining a +10 bonus on her Disguise checks.

This change of form never disorients the Shapeshifter. Upon changing to an animal form, she regains lost hit points as if she had rested for 8 hours, though this healing does not

TABLE 1–2: THE SHAPESHIFTER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+0	+1	+1	+1	Wild shape	+0	+0
2nd	+1	+2	+2	+2	Wild shape (Large, speech)	+1	+0
3rd	+1	+2	+2	+2	Wild shape (Huge, Tiny)	+1	+0
4th	+2	+2	+2	+2	Wild shape (human)	+1	+0
5th	+2	+3	+3	+3	Wild shape (duplicate)	+2	+1

restore ability damage or provide any other benefits of such rest, and changing back to human form does not heal her further. If slain, the Shapeshifter reverts to her original form, though she remains dead.

When the change occurs, the Shapeshifter's equipment, if any, melds into her new form and becomes nonfunctional. Material components and focuses melded in this way cannot be used to cast spells. When the Shapeshifter reverts to her true form, any objects previously melded into the animal form reappear in the same locations they previously were and are once again functional. Any new items the Shapeshifter wore in animal form (such as a saddle, rider, or halter) fall off and land at her feet; any that she carried in a body part common to both forms (mouth, hands, or the like) at the time of reversion are still held in the same way.

The Shapeshifter acquires the physical and natural abilities of the creature whose form she has taken while retaining her own mind. Physical abilities include size as well as Strength, Dexterity, and Constitution scores. Natural abilities include natural armor, natural weapons (such as claws, bite, or a gore attack), sensory abilities (such as low-light vision), and similar gross physical qualities (presence or absence of wings or gills, number of extremities, and so forth). Natural abilities also include mundane movement capabilities, such as walking, swimming, and flying with wings. The Shapeshifter also gains all the species bonuses and feats of the animal form selected. She does not gain any supernatural or spell-like abilities (such as breath weapons or gaze attacks) of her new form, but she does gain all its extraordinary abilities. All these alterations last until the *wild shape* ends.

The Shapeshifter's new scores and faculties are average for the species into which she has transformed. She cannot, for example, turn herself into a wolf with a Strength of 20. Likewise, she cannot change into a bigger or more powerful version of a creature (or a smaller or weaker version).

The Shapeshifter retains her own Intelligence, Wisdom, and Charisma scores, level and classes, hit points (despite any change in her Constitution score), allegiances, base attack bonus, and base save bonuses. (New Strength, Dexterity, and Constitution scores may affect final attack and save bonuses.) The Shapeshifter also retains her own creature type (for example, humanoid), extraordinary abilities, and spell-like abilities, but not her supernatural abilities. She loses her ability to speak while in animal form because she is limited to the sounds that a normal, untrained animal of the selected kind can make. (The normal sound a wild parrot makes is a squawk, so changing to this form does not permit speech.)

Though the Shapeshifter retains any spells she may previously have carried, her new form may not permit her to use them. Unless the chosen form is one with prehensile hands (such as a monkey or an ape) or some other manipulative appendage, the Shapeshifter cannot manipulate manufactured weapons and magic items, including material components for magical spells. Likewise, her lack of a humanlike voice means she cannot communicate normally, cast spells with verbal components, or activate command word items. Psionic powers, if the Shapeshifter has access to them, remain effective. If the usability of a particular spell or item is in doubt, the GM's decision is final.

At 2nd level, the Shapeshifter adds Large animals to the forms she can assume. In addition, she gains the supernatural ability to speak when in animal form. This ability may allow the use of some spells with verbal components and voice-activated devices, though the restrictions on material components still apply, as above.

At 3rd level, the Shapeshifter adds Tiny and Huge animals to the forms she can adopt.

At 4th level, the Shapeshifter may assume human, humanoid, and monstrous humanoid forms of Tiny to Huge size, though all the restrictions above still apply to such forms. The individual is typical member of the humanoid or monstrous humanoid species (as opposed to a specific individual), and the Shapeshifter gains a +5 circumstance bonus on Disguise checks when trying to appear as a member of that group.

At 5th level, the Shapeshifter can use her *wild shape* ability to duplicate a specific human or animal. She gains a +10 circumstance bonus on Disguise checks made to perpetuate this masquerade.

SNIPER

One shot, one kill—that's the Sniper's mantra. A firearms expert with a careful eye and a steady hand, the Sniper is a master not of the gunfight but rather of the surgical shot that takes down an opponent from afar. Snipers tend to strike swiftly and unexpectedly, then fade into the background.

Select this prestige class if you want your character to excel at the use of long-range weapons and be able to deal grievous harm to specific targets from a distance.

The fastest path into this prestige class is via the Gunslinger advanced class, though other paths are also possible.

Requirements

To qualify as a Sniper, a character must fulfill the following criteria.

Base Attack Bonus: +5.
Skills: Concentration 4 ranks, Move Silently 8 ranks.
Feats: Dead Aim, Far Shot.
Special: Defensive position class feature.

Class Information

The following information pertains to the Sniper prestige class.

Hit Die

A Sniper gains 1d8 hit points per level. The character's Constitution modifier applies.

Action Points

A Sniper gains a number of action points equal to 5 plus one-half his character level, rounded down, every time he advances a level in this class.

Class Skills

The Sniper's class skills are as follows.

Balance (Dex), Climb (Str), Concentration (Con), Craft (electronic, mechanical) (Int), Drive (Dex), Hide (Dex), Jump (Str), Knowledge (tactics) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Spot (Wis).

Skill Points at Each Level: 5 + Int modifier.

Class Features

The following features pertain to the Sniper prestige class.

Massive Shot

Professional snipers are trained to deliver particularly deadly shots. When the Sniper succeeds on an attack with a ranged weapon and deals damage that exceeds the target's massive damage threshold, the DC for the Fortitude save increases by twice the Sniper's level in this prestige class. For example, when a 3rd-level Sniper deals massive damage with a ranged weapon, the DC for the save is 15+6, or 21.

Improved Dead Aim

Using breathing techniques, impeccable timing, and finely honed skill, the Sniper has mastered the art of careful aim. When the Sniper reaches 2nd level, the circumstance bonus he gains when using the Dead Aim feat increases to +3. When he reaches 4th level, this bonus increases to +4.

Improved Far Shot

The Sniper is an expert at hitting a target at extreme range. When a 2nd-level or higher Sniper uses a firearm or archaic ranged weapon (such as a bow), its range increment is doubled. (This benefit does not stack with the increase in range increment from the Far Shot feat, but it does stack with increases from scopes or other equipment.) This ability has no effect on thrown weapons.

Center Mass

At 3rd level, the Sniper gains the ability to hit targets that others would miss. When the Sniper uses the Dead Aim feat, the cover bonus to the target's Defense is reduced by 4 (minimum +0). This benefit does not stack with the reduction in cover bonus from the Gunslinger's sharp-shooting ability.

Windage

The Sniper is skilled at correcting his aim. If a 4th-level or higher Sniper using the Dead Aim feat misses his target, he may spend 1 action point to reroll the attack, gaining a +1 bonus on the second attack roll. This second roll is made at the same base attack bonus as the first roll, and all bonuses or penalties that applied to the first roll also apply to the second. This second roll does not count as a second attack. However, the windage ability expends twice as much ammunition as the attack would normally require, so it can be used only if the weapon contains sufficient ammunition.

Critical Shot

The Sniper is a master at dropping a target with a single shot. A 5th-level Sniper using the Dead Aim feat with a Large or larger firearm may attempt an automatic critical hit with his attack. The attempt requires a full-round action (in addition to the full-round action required for lining up the shot) and the expenditure of 1 action point. The Sniper takes a –8 penalty on the attack roll, but if the attack is successful, it is automatically a critical hit. The natural roll does not have to be within the weapon's threat range, and the sniper does not have to roll to confirm the critical hit.

SPECOP

When the task at hand is too delicate for a conventional military force, the special operations team is ready to go. Past or present members of Delta Force, the green berets, the SEALs, the SAS, Spetsnaz, and other elite military and paramilitary units have the skills, discipline, and endurance to take on the toughest of missions—often without ever letting the enemy know they have been there. Stealthy, rugged, and very, very lethal, SpecOps get in, take care of business, and get out while others are still wondering if the job can even be done.

Select this prestige class if you want your character to be an expert at unconventional warfare.

The fastest path into this prestige class is via the Strong hero basic class and Soldier advanced class, though other paths are possible.

Requirements

To qualify as a SpecOp, a character must fulfill the following criteria.

Base Attack Bonus: +6.

Skill: Knowledge (tactics) 6 ranks.

Feats: Advanced Firearms Proficiency, Athletic, Endurance, Stealthy, Weapon Focus (any).

Special: The candidate must have the weapon specialization class feature plus any one of the following: Demolitions 10 ranks, Speak Language 2 ranks and Read/Write Language 2 ranks, Treat Injury 5 ranks, Knowledge (tactics) 10 ranks, or Burst Fire.

Class Information

The following information pertains to the SpecOp prestige class.

Hit Die

The SpecOp gains 1d8 hit points per level. The character's Constitution modifier applies.

Action Points

A SpecOp gains a number of action points equal to 7 plus one-half his character level, rounded down, every time he advances a level in this class.

TABLE 1–3: THE SNIPER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+1	+0	+1	+0	Massive shot	+1	+0
2nd	+2	+0	+2	+0	Improved dead aim +3, improved far shot	+1	+0
3rd	+3	+1	+2	+1	Center mass	+2	+1
4th	+4	+1	+2	+1	Improved dead aim +4, windage	+2	+1
5th	+5	+1	+3	+1	Critical shot	+3	+1

Class Skills

The SpecOp's class skills are as follows.

Climb (Str), Diplomacy (Cha), Demolitions (Int), Hide (Dex), Jump (Str), Knowledge (tactics), Listen (Wis), Move Silently (Dex), Navigate (Int), Read/Write Language (none), Speak Language (none), Spot (Wis), Survival (Wis), Swim (Str), Treat Injury (Wis).

Skill Points at Each Level: 5 + Int modifier.

Class Features

The following features pertain to the SpecOp prestige class.

Specialist

A special operations team relies on the highly refined skills of its individual members. At 1st level, the SpecOp develops extreme capability in one of five areas of specialization. Choose one specialization from those given below.

Demolitions: This specialization requires 10 ranks in Demolitions. The SpecOp gains a +5 bonus on all Demolitions checks. With a Demolitions check result of 30 or higher, an explosive device placed by a demolitions SpecOp deals quadruple damage to a structure. It still deals normal damage to all other targets within its burst radius.

Language: This specialization requires 2 ranks in Speak Language and 2 ranks in Read/Write Language. The language SpecOp gains the linguist talent from the Smart hero basic class description (see page 26 of the *d20 Modern Roleplaying Game*).

Medical: This specialization requires 5 ranks in Treat Injury. The medical SpecOp gains a +2 bonus on all Treat Injury checks made to restore hit points, stabilize dying characters, or perform surgery. In addition, he may take 10 on Treat Injury checks even if stress and distractions would normally prevent him from doing so.

Tactics: This specialization requires 10 ranks in Knowledge (tactics). The tactical SpecOp gains the plan talent from the Smart hero basic character description (see page 27 of the *d20 Modern Roleplaying Game*). If he has no levels in Smart hero, he makes the required Intelligence check with no level bonus.

Weapons: This specialization requires the Burst Fire feat. The weapons SpecOp gains Exotic Firearms Proficiency in his choice of weapon categories as a bonus feat, assuming that he meets the prerequisites for it.

In addition, when the weapons SpecOp uses any exotic firearm with which he is proficient, the Reflex save DC (if any) that targets are allowed increases by +5. For example, if a weapons SpecOp who is proficient with heavy machineguns uses autofire with such a weapon, the saving throw DC for the targets is 20 instead of 15.

Bonus Feat

At 2nd level and again at 4th level, the SpecOp gets a bonus feat. He must meet all the prerequisites for the selected feat, and it must be chosen from the following list: Cautious, Combat Reflexes, Exotic Firearms Proficiency (any), Guide, Heroic Surge, Improved Damage Threshold, Improved Initiative, Run, Toughness, Track, Trustworthy, Weapon Focus (any).

Hunt and Evade

A SpecOp is a master of survival in the wild. Unlike standard military personnel, he can move through hostile territory without even alerting the enemy to his presence. At 2nd level, he gains a +2 bonus on all Move Silently, Navigate, and Survival checks.

Night Mover

Special operations units rely on stealth and try to strike when the enemy is most vulnerable—often when she's asleep. At 3rd level, the SpecOp gains a +2 bonus on Hide checks made in darkness or under conditions that provide at least one-quarter concealment. This adjustment stacks with any bonuses provided by darkness, concealment, or equipment (such as fatigues or a ghillie suit).

Shock and Awe

A SpecOp knows how to hit his target with precision, speed, and power. At 4th level, he gains a +4 bonus on initiative, and his base speed increases by 5 feet.

Silent Death

The SpecOp is a master at taking out unsuspecting enemies. At 5th level, he gains the ability to make silent, deadly melee attacks against unprepared opponents.

As his first attack against a flat-footed opponent, the SpecOp may attempt a special grapple check. Because the target is flat-footed, this action does not provoke an attack of opportunity. If successful, the SpecOp begins a grapple normally, but the opponent may not speak or otherwise vocalize until his or her next turn. In addition, the SpecOp may immediately make an unarmed attack or an attack with a light melee weapon against the grappled foe. If this attack is successful, it deals triple damage (or normal damage against a target that is immune to critical hits). This ability can be used only against targets that are the same size category as the SpecOp or smaller.

SPELLSLINGER

The Spellslinger combines the hard reality of modern ranged weapons with the magical effects of arcane and divine spells. She could be a blind archer who strikes unseen targets, a lone

TABLE 1–4: THE SPECOP

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+1	+2	+1	+0	Specialist	+1	+0
2nd	+2	+3	+2	+0	Bonus feat, hunt and evade	+1	+0
3rd	+3	+3	+2	+1	Night mover	+2	+0
4th	+4	+4	+2	+1	Bonus feat, shock and awe	+2	+0
5th	+5	+4	+3	+1	Silent death	+3	+1

hunter who brings down werewolves, or a mysterious stranger who fires magical bullets that curve around corners.

Select this prestige class if you want your character to mix technology and magic, spinning them together to invest ranged weapon attacks with enhanced abilities.

The fastest path into this prestige class is via the Fast hero basic class combined with the Gunslinger advanced class, though other paths are also possible. To best utilize the Spellslinger's upper-level abilities, a character should have one or more levels of a class that allows divine or arcane spellcasting.

Requirements

To become a Spellslinger, a character must fulfill the following criteria.

Base Attack Bonus: +5.

Skills: Concentration 6 ranks, Spellcraft 10 ranks.

Special: The candidate must have the Weapon Focus feat or class feature with one ranged weapon.

Class Information

The following information pertains to the Spellslinger prestige class.

Hit Die

A Spellslinger gains 1d8 hit points per level. The character's Constitution modifier applies.

Action Points

A Spellslinger gains a number of action points equal to 5 plus one-half her character level, rounded down, every time she advances a level in this class.

Class Skills

The Spellslinger's class skills are as follows.

Balance (Dex), Concentration (Con), Craft (chemical, electronic, mechanical) (Int), Drive (Dex), Escape Artist (Dex), Hide (Dex), Jump (Str), Knowledge (arcane lore, current events, history, popular culture, streetwise, tactics) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Sleight of Hand (Dex), Spot (Wis), Tumble (Dex).

Skill Points at Each Level: 5 + Intelligence modifier.

Class Features

The following features pertain to the Spellslinger prestige class.

Uncanny Dodge X

At 1st level, the Spellslinger gains the uncanny dodge class ability, or increases the level of this ability if she already has it. If the Spellslinger does not have uncanny dodge 1 (a class feature of the Fast hero), she gains it now. This ability enables her to retain her Dexterity bonus to Defense (if any), even when caught flat-footed or struck by a hidden attacker. (She still loses her Dexterity bonus to Defense if she's immobilized.) If she already has uncanny dodge 1 from another source but does not have uncanny dodge 2, she gains the latter instead. With uncanny dodge 2, the Spellslinger can no longer be flanked—she can react to opponents on opposite sides of her as easily as she can to a single attacker. If the Spellslinger already has uncanny dodge 2, then no further benefit accrues.

Enchanted Shot

At 2nd level and higher, the Spellslinger can invest her shots with magical power. Each shot that she fires from a ranged weapon with which she has the Weapon Focus feat or class feature is treated as a magical attack with a +1 enhancement bonus. The projectile becomes enchanted as soon as it leaves the weapon (bow, crossbow, firearm). The Spellslinger must actually be the one firing the weapon; she cannot grant this power to others.

This enhancement bonus increases as the Spellslinger gains more levels in the prestige class. Thus, a 3rd-level Spellslinger generates a +2 enhancement bonus, a 4th-level Spellslinger generates a +3 enhancement bonus, and a 5th-level Spellslinger generates a +4 enhancement bonus.

Negate Concealment

At 3rd level, the Spellslinger gains the supernatural ability to reduce the benefit her targets gain from concealment—be it from brush, fog, or even invisibility—by 20% (minimum 0%). To make use of this benefit, the Spellslinger must be using a ranged weapon with which she has the Weapon Focus feat or class feature.

Seeker Shot

At 4th level, the Spellslinger may take a full-round action and spend 1 action point to fire a single shot at a target whose location is known to her. The projectile travels toward the target along a path determined by the Spellslinger, swerving around corners and impediments, until it reaches the target, encounters an unavoidable obstacle, or moves a total distance equal to one range increment.

If the shot reaches the target, the attack is rolled normally, but all concealment and cover benefits the target may have are ignored. If the shot reaches an unavoidable obstacle, it behaves like any other missed shot. If the shot moves a total distance equal to one range increment, it continues in a straight line. If this line leads to the target, the attack is resolved normally, factoring in any modifiers such as range increments, cover, and concealment that may apply. Otherwise, it behaves like any other missed shot.

TABLE 1–5: THE SPELLSLINGER

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Defense Bonus	Reputation Bonus
1st	+1	+0	+0	+0	Uncanny dodge X	+1	+0
2nd	+2	+0	+0	+0	Enchanted shot +1	+1	+0
3rd	+3	+1	+1	+1	Enchanted shot +2, negate concealment	+2	+1
4th	+4	+1	+1	+1	Enchanted shot +3, seeker shot	+2	+1
5th	+5	+1	+1	+1	Enchanted shot +4, imbued shot	+3	+1

Imbued Shot

At 5th level, a Spellslinger who has divine or arcane spellcasting ability gains the supernatural ability to invest her shots with magical effects. If she has no spellcasting capability, then this class feature does not function.

As a standard action, the Spellslinger may spend 1 action point to fire a single shot invested with the power of one spell that she is currently capable of casting. The spell must have a target other than "You." Once the shot is fired, the spell is expended as if it had been cast normally.

An imbued shot may be aimed at an individual, an item, or a specific 5-foot square. When the target is a creature or object, treat the shot as a touch attack. In this case, the normal damage of the shot is negated and only the magical effect occurs. (In other words, the Spellslinger could fire a "healing bullet" that would produce a *cure light wounds* effect on the target without dealing damage.) When the target is a 5-foot square, use the rules for thrown explosives (see Chapter Five: Combat in the *d20 Modern Roleplaying Game*).

Once you determine whether or where the shot hits, the spell's effects are centered on that spot. A spell that targets a creature or object functions only if the shot hits the intended target.

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