

SUPER-POWERED D20 RULES FOR HEROES

Revision 1.0

These rules enhance and replace the rules originally presented in “The Foundation.” You will need your 3rd Edition manuals to make the best use of these rules. Character creation uses the methods outlined in the PHB, substituting the material below in the process where appropriate. The world of “The Foundation” is one of modern day, and thus you won’t see many of the races normally seen in a fantasy game unless your DM says its okay.

SUPERHERO RACES:

ALIENS:

The Aliens race encompasses all those species that are not native to the earth. They vary greatly in their stats, abilities, and forms.

Alien Traits:

- Aliens receive a free Alien Feat from those listed in the Feats section.
- Aliens receive a free Heightened Ability power at first level (see Power’s section for details).
- Favored Class: Selected class (class must be selected at 1st level, but does not have to be the character’s starting class). When determining whether a mutliclass alien suffers an XP penalty, his selected class does not count.

HUMANS:

Humans, vary greatly in their pursuits and abilities, they are highly adaptable and the great unknown.

Human Traits

- Humans get 1 extra feat at first level.
- Humans also get 5 extra skill points at first level and 1 extra skill point at each additional level.
- Humans have a max skill rank of 4 + their character level.
- Favored Class: Variable (player chooses a favored class at the beginning of each new level). When determining whether a mutliclass human suffers an XP penalty, his current favored class does not count.

METAHUMANS:

Metahumans are humans who have been set apart from their brethren by their ability to wield extraordinary powers. They form and are formed by the powers they wield, usually taking on a persona reflective of their abilities.

Metahuman Traits

- Metahumans receive a free Heightened Ability power at first level.
- Metahumans receive an extra feat at first level (this feat may not be used to purchase powers).
- Favored Class: Starting Class. When determining whether a mutliclass metahuman suffers an XP penalty, his starting (1st-level) class does not count.

SUPERHERO CLASSES

COMBAT SPECIALIST

HD: d12

Base Skill Points: (4 + Int)

Class Skills (Combat Specialists choose 8 of the following skills to be class skills): Balance (Dex), Bluff (Cha), Climb (Str), Concentration (Con), Craft (Int), Gather Information (Cha), Handle Animal (Cha), Heal (Wis), Intimidate (Cha), Intuit Direction (Wis), Jump (Str), Knowledge (Int), Listen (Wis), Perform (Cha), Profession (Wis), Ride (Dex), Sense Motive (Wis), Spot (Wis), Swim (Str), and Wilderness Lore (Wis).

Armor/Weapon Proficiencies: Character chooses one of the following armor types: Light, Medium, or Heavy. Character gains the Simple, Martial, Street, Hunting, and Military Weapon Proficiencies.

TABLE: The Combat specialist

Level	Base Attack Bonus	Fort* Save	Ref* Save	Will Save	Special
1	+1	+2/+0	+0/+2	+0	Bonus feat, Choose Favored Save*.
2	+2	+3/+0	+0/+3	+0	Bonus feat
3	+3	+3/+1	+1/+3	+1	
4	+4	+4/+1	+1/+4	+1	Bonus feat
5	+5	+4/+1	+1/+4	+1	
6	+6/+1	+5/+2	+2/+5	+2	Bonus feat
7	+7/+2	+5/+2	+2/+5	+2	
8	+8/+3	+6/+2	+2/+6	+2	Bonus feat
9	+9/+4	+6/+3	+3/+6	+3	
10	+10/+5	+7/+3	+3/+7	+3	Bonus feat
11	+11/+6/+1	+7/+3	+3/+7	+3	
12	+12/+7/+2	+8/+3	+4/+8	+4	Bonus feat
13	+13/+8/+3	+8/+4	+4/+8	+4	
14	+14/+9/+4	+9/+4	+4/+9	+4	Bonus feat
15	+15/+10/+5	+9/+5	+5/+9	+5	
16	+16/+11/+6/+1	+10/+5	+5/+10	+5	Bonus feat
17	+17/+12/+7/+2	+10/+5	+5/+10	+5	
18	+18/+13/+8/+3	+11/+6	+6/+11	+6	Bonus feat
19	+19/+14/+9/+4	+11/+6	+6/+11	+6	
20	+20/+15/+10/+5	+12/+6	+6/+12	+6	Bonus feat

Bonus Feats: At 1st level, the combat specialist gets a bonus feat in addition to the feat that any 1st-level character gets and the bonus feat granted to humans. The combat specialist gains an additional bonus feat at 2nd level and every two levels thereafter (4th, 6th, 8th, etc.). These bonus feats must be drawn from the following list: Alien Weapon Proficiency, Ambidexterity, Blind-Fight, Combat Reflexes, Dodge (Mobility, Spring Attack), Exotic Weapon Proficiency*, Expertise (Improved Disarm, Improved Trip, Whirlwind Attack), Improved Critical*, Improved Initiative, Improved Unarmed Strike (Deflect Arrows, Stunning Fist), Heavy Weapons Proficiency, Mounted Combat (Mounted Archery, Trample, Ride-By Attack, Spirited Charge), Point Blank Shot (Far Shot, Precise Shot, Rapid Shot, Shot on the Run), Power Attack (Cleave, Improved Bull Rush, Sunder, Great Cleave), Quick Draw, Two-Weapon Fighting (Improved Two-Weapon Fighting), Weapon Finesse*, Weapon Focus*, Weapon Specialization*.

Some of the bonus feats available to a combat specialist cannot be acquired until the combat specialist has gained one or more prerequisite feats; these feats are listed parenthetically after the prerequisite feat. A combat specialist can select feats marked with an asterisk (*) more than once, but it must be for a different weapon each time. A combat specialist must still meet all prerequisites for a feat, including ability score and base attack bonus minimums.

Weapon Specialization: On achieving 4th level or higher, as a feat the combat specialist (and only the combat specialist) may take Weapon Specialization. Weapon Specialization adds a +2 damage bonus with a chosen weapon. The combat specialist must have Weapon Focus with that weapon to take Weapon Specialization. If the weapon is a ranged weapon, the damage bonus only applies if the target is within 30 feet, because only at that range can the combat specialist strike precisely enough to hit more effectively. The combat specialist may take this feat as a bonus feat or as a regular one.

Choose Favored Save*: Combat Specialists choose between Fortitude and Reflex as their favored save, whichever is chosen goes up at the favored rate and the other as non-favored.

GADGETEER

HD: d8

Base Skill Points: (6 + Int)

Class Skills (Gadgeteers choose 10 of the following skills to be class skills): Appraise (Int), Bluff (Cha), Climb (Str), Concentration (Con), Craft (Int), Disable Device (Dex), Gather Information (Cha), Heal (Wis), Intuit Direction (Int), Invention (Int), Jump (Str), Knowledge (all skills, taken individually) (Int), Listen (Wis), Profession, (Wis), Ride (Dex), Sense Motive (Wis), Spot (Wis), Swim (Str), and Use Rope (Dex).

Armor/Weapon Proficiencies: Choose one category of armor. Simple and Street Weapon Proficiencies.

TABLE: The Gadgeteer

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+0	+0	+2	Gadget Creation Feat, Initial Creation
2	+1	+0	+0	+3	
3	+1	+1	+1	+3	
4	+2	+1	+1	+4	
5	+2	+1	+1	+4	
6	+3	+2	+2	+5	
7	+3	+2	+2	+5	
8	+4	+2	+2	+6	
9	+4	+3	+3	+6	
10	+5	+3	+3	+7	
11	+5	+3	+3	+7	
12	+6/+1	+4	+4	+8	
13	+6/+1	+4	+4	+8	
14	+7/+2	+4	+4	+9	
15	+7/+2	+5	+5	+9	
16	+8/+3	+5	+5	+10	
17	+8/+3	+5	+5	+10	
18	+9/+4	+6	+6	+11	
19	+9/+4	+6	+6	+11	
20	+10/+5	+6	+6	+12	

Specials:

Bonus Gadget Creation Feat: At 1st level a gadgeteer gains one of the following gadget creation feats: Gadget Creation Armor, Cybernetics, Miscellaneous, Ring, Robot, Rod/Staff, or Weapon.

Initial Creation: A 1st level character that begins play in this class starts with a single empowered gadget that corresponds with the Bonus Gadget Creation Feat they choose. This gadget has 3 invention levels to work with (See "Special" section below for more details on invention levels).

Gadget creation: To create a gadget, a character needs equipment, a place or lab to work in, raw materials to work with, and an invention design. In order to get an invention design a character must make an Invention check, this check is made at the end of a number of days equal to the gadget's invention level and at a difficulty of DC 20 + 1 per invention level. A character may take 10 on this check, but not 20. If the invention check fails by 4 or less the gadgeteer may retry the check after getting some rest (usually 8 hours). If failed by 5 or more, then the gadgeteer must start a new design from scratch. If the invention check is successful the gadgeteer may then begin work on his designed gadget. In order to successfully create a gadget it requires an appropriate craft check (DC 20 + 1 per invention level) in order to make the gadget of master-worked quality. If the craft check fails by 4 or less the invention works but has a flaw.

Flaws (chosen by the DM) include but are not limited to: *(The gadgeteer should not know the exact flaw until the gadget's first use):*

Ability Loss: The gadget drains 1 ability point (temporarily) from the ability or abilities needed to use the power being emulated from the user of the gadget.

Feedback: The gadget does 1 point of damage + 1/4 invention levels (minimum of 1) to the user each time the power is used.

Power Drain: The gadget drains itself of power after a single use and must recharge for 1 minute per invention level.

Sporadic Shut Down: Each time the invention is used roll a d% and on a result of 5 or less the gadget shuts down for 10 minutes per invention level.

Flaws maybe fixed under the improve gadget feat. If the craft check is missed by 5 or more, then the gadget does not work and half of the raw materials are considered ruined and must be replaced before attempting to create the gadget again. If the craft check is successful, then the gadget is created as designed.

Creation takes one week of constant work per invention level (all inventions must have an invention level) and costs 10,000 dollars per invention level.

Separate characters may make the invention and craft checks, but the craft check receives a -2 penalty.

It is possible for other gadgeteers to aid (granting a +2 bonus to either the invention or craft checks) in the process of gadget creation as long as he has the feat that would normally be needed to create the gadget and some ranks in an appropriate craft.

Special:

Invention Level: A gadget's maximum invention level is equal to 2 + the character's current levels in the gadgeteer class. It costs two invention levels to purchase the power desired and one for each power it is based off of or that would normally be needed to get the power desired.

For example it costs 5 invention levels to make a teleport ring (3 because the Teleport power is based off of the Heightened Ability (Int), Telekinesis, and Heightened Ability (Con) powers; and 2 more to actually purchase the Teleport power).

If one wanted to get the Teleport power and all the powers that lead up to it, the cost would be 12 invention levels (2 for Heightened Ability (Int), 3 for Telekinesis, 2 for Heightened Ability (Con), and 5 for Teleport).

Effective Character Level: The number of levels a character has in the gadgeteer when making the invention check determines the effective character level of the gadget.

For example a gadget invented by a 3rd level gadgeteer, such as a teleport ring, has an effective character level of 3, thus it would be able to teleport 150 pounds of material [the character's level x 50 pounds (see teleport spell for more information)]. Whereas the same ring invented by an 8th level gadgeteer would have an effective character level of 8 and be able to affect 400 pounds of material.

Gadgets are considered to take up "body" slots and thus cannot be "stacked" with objects worn on the same area of the body. Body slots include: Head, Eyes, Neck, Back, Front, Arms, Hands, Waist, Legs, and Feet.

MARTIAL ARTIST

HD: d10

Base Skill Points: (6 + Int)

Class Skills: (Martial Artists choose 12 of the following skills to be class skills): Balance (Dex), Bluff (Cha), Climb (Str), Concentration (Con), Craft (Int), Diplomacy (Cha), Disguise (Cha), Escape Artist (Dex), Gather Information (Chr), Heal (Wis), Hide (Dex), Intimidate (Cha) Intuit Direction (Wis), Jump (Str), Knowledge (Int), Listen (Wis), Move Silently (Dex), Perform (Cha), Profession (Wis), Sense Motive (Wis), Spot (Wis), Swim (Str), and Tumble (Dex).

Armor/Weapon Proficiencies: Simple and Martial Weapon Proficiencies, in addition martial artists have access to the following exotic weapons: kama, nunchaku shuriken, and siangham.

TABLE: The Martial Artist

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	0	+2	+2	+2	Unarmed Strike, stunning attack, evasion
2	+1	+3	+3	+3	Deflect Arrows feat
3	+2	+3	+3	+3	Still mind
4	+3	+4	+4	+4	Slow fall (20 ft.)
5	+3	+4	+4	+4	Purity of body
6	+4	+5	+5	+5	Slow fall (30 ft.), Improved Trip feat
7	+5	+5	+5	+5	Wholeness of body, Leap of the clouds
8	+6/+1	+6	+6	+6	Slow fall (50 ft.)
9	+6/+1	+6	+6	+6	Improved evasion
10	+7/+2	+7	+7	+7	Ki strike (+1)

11	+8/+3	+7	+7	+7	Diamond body
12	+9/+4	+8	+8	+8	Abundant step
13	+9/+4	+8	+8	+8	Diamond soul, ki strike (+2)
14	+10/+5	+9	+9	+9	
15	+11/+6/+1	+9	+9	+9	Quivering palm
16	+12/+7/+2	+10	+10	+10	Ki strike (+3)
17	+12/+7/+2	+10	+10	+10	Timeless body, Tongue of the sun and moon
18	+13/+8/+3	+11	+11	+11	Slow fall (any distance)
19	+14/+9/+4	+11	+11	+11	Empty body
20	+15/+10/+5	+12	+12	+12	Perfect self

Level	Unarmed Attack Bonus	Unarmed Damage*	AC Bonus	Unarmored Speed**
1	+0	1d6	+0	30 ft.
2	+1	1d6	+0	30 ft.
3	+2	1d6	+0	40 ft.
4	+3	1d8	+0	40 ft.
5	+3	1d8	+1	40 ft.
6	+4/+1	1d8	+1	50 ft.
7	+5/+2	1d8	+1	50 ft.
8	+6/+3	1d10	+1	50 ft.
9	+6/+3	1d10	+1	60 ft.
10	+7/+4/+1	1d10	+2	60 ft.
11	+8/+5/+2	1d10	+2	60 ft.
12	+9/+6/+3	1d12	+2	70 ft.
13	+9/+6/+3	1d12	+2	70 ft.
14	+10/+7/+4/+1	1d12	+2	70 ft.
15	+11/+8/+5/+2	1d12	+3	80 ft.
16	+12/+9/+6/+3	1d20	+3	80 ft.
17	+12/+9/+6/+3	1d20	+3	80 ft.
18	+13/+10/+7/+4/+1	1d20	+3	90 ft.
19	+14/+11/+8/+5/+2	1d20	+3	90 ft.
20	+15/+12/+9/+6/+3	1d20	+4	90 ft.

*Small martial artists deal less damage.

**Small martial artists are slower.

TABLE: Small and Large Martial Artist Unarmed Damage and Small Martial artist & Large Martial Artist Speed

Level	Small Martial Artist		Large Martial Artist	
	Damage	Speed	Damage	Speed
1-2	1d4	20 ft.	1d8	30 ft.
3	1d4	25 ft.	1d8	40 ft.
4-5	1d6	25 ft.	1d10	40 ft.
6-7	1d6	35 ft.	1d10	50 ft.
8	1d8	35 ft.	2d8	50 ft.
9-11	1d8	40 ft.	2d8	60 ft.
12-14	1d10	45 ft.	2d10	70 ft.
15	1d10	55 ft.	2d10	80 ft.
16-17	2d6	55 ft.	2d12	80 ft.
18-20	2d6	60 ft.	2d12	90 ft.

Specials:

A martial artist using a kama, nunchaku, or siangham can strike with his or her unarmed base attack, including her more favorable number of attacks per round (see below). His or her damage, however, is standard for the weapon (1d6, crit X2), not his or her unarmed damage. The weapon must be light, so a Small martial artist must use Tiny versions of these weapons in order to use the more favorable base attack.

A martial artist adds her Wisdom bonus (if any) to AC, in addition to her normal Dexterity modifier, and her

AC improves as she gains levels. (Only add this extra AC bonus if the total of the martial artist's Wisdom modifier and the number in the "AC Bonus" column is a positive number.) The Wisdom bonus and the AC bonus represent a preternatural awareness of danger, and a martial artist does not lose either even in situations when he or she loses her Dexterity modifier due to being unprepared, ambushed, stunned, and so on. (Martial artists do lose these AC bonuses when immobilized.)

When wearing armor, a martial artist loses her AC bonus for Wisdom, AC bonus for class and level, favorable multiple unarmed attacks per round, and heightened movement. Furthermore, her special abilities all face the arcane spell failure chance that the armor type normally imposes.

Unarmed Strike: A martial artist fighting unarmed gains the benefits of the Improved Unarmed Strike feat and thus does not provoke attacks of opportunity from armed opponents that she attacks. Making an off-hand attack makes no sense for a martial artist striking unarmed. A martial artist fighting with a one-handed weapon can make an unarmed strike as an off-hand attack, but she suffers the standard penalties for two-weapon fighting. Likewise, a martial artist with a weapon (other than a special martial artist weapon) in her off hand gets an extra attack with that weapon but suffers the usual penalties for two-weapon fighting and can't strike with a flurry of blows.

Flurry of Blows: The martial artist may make one extra attack in a round at her highest base attack, but this attack and each other attack made that round suffer a -2 penalty apiece. This penalty applies for 1 round, so it affects attacks of opportunity the martial artist might make before her next action. The martial artist must use the full attack action to strike with a flurry of blows. A martial artist may also use the flurry of blows if armed with a special martial artist weapon (kama, nunchaku, or siangham). If armed with one such weapon, the martial artist makes the extra attack either with that weapon or unarmed. If armed with two such weapons, she uses one for the regular attack (or attacks) and the other for the extra attack. In any case, her damage bonus on the attack with her off hand is not reduced. Usually, a martial artist's unarmed strikes deal normal damage rather than subdual damage. However, she can choose to deal her damage as subdual damage when grappling.

Stunning Attack: The martial artist can use this ability once per round, but no more than once per level per day. The martial artist must declare she is using a stun attack before making the attack roll (thus, a missed attack roll ruins the attempt). A foe struck by the martial artist is forced to make a Fortitude saving throw (DC 10 + one-half the martial artist's level + Wisdom modifier). In addition to receiving normal damage, if the saving throw fails, the opponent is stunned for 1 round. The stunning attack is a supernatural ability.

Evasion: If a martial artist makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, the martial artist instead takes no damage. Evasion can only be used if the martial artist is wearing light armor or no armor. It is an extraordinary ability.

Deflect Arrows: At 2nd level, a martial artist gains the Deflect Arrows feat, even if she doesn't have the prerequisite Dexterity score.

Fast Movement: At 3rd level and higher, a martial artist moves faster than normal. A martial artist in armor (even light armor) or carrying a medium or heavy load loses this extra speed. A Small martial artist moves more slowly than a Medium-size martial artist. From 9th level on, the martial artist's running ability is actually a supernatural ability.

Still Mind: At 3rd level, a martial artist gains a +2 bonus to saving throws against spells and effects from the Enchantment school.

Slow Fall: At 4th level, the martial artist takes damage as if a fall were 20 feet shorter than it actually is. At 18th level, the martial artist can use a nearby wall to slow her descent and fall any distance without harm.

Purity of Body: At 5th level, a martial artist gains immunity to all diseases except for magical diseases.

Improved Trip: At 6th level, a martial artist gains the Improved Trip feat. She need not have taken the Expertise feat, normally a prerequisite.

Wholeness of Body: At 7th level, a martial artist can cure her own wounds. She can cure up to twice her current level in hit points each day, and she can spread this healing out among several uses. Wholeness of body is a supernatural ability.

Leap of the Clouds: At 7th level or higher, a martial artist's jumping distance (vertical or horizontal) is not limited according to her height.

Improved Evasion: At 9th level, a martial artist only takes half damage on a failed save.

Ki Strike: At 10th level, a martial artist's unarmed attack is empowered with ki. The unarmed strike damage from such an attack can deal damage to a creature with damage reduction as if the blow were made with a weapon with a +1 enhancement bonus. Ki strike is a supernatural ability.

Diamond Body: At 11th level, a martial artist gains immunity to poison of all kinds. Diamond body is a supernatural ability.

Abundant Step: At 12th level, a martial artist can slip magically between spaces, as per the spell dimension door, once per day. This is a spell-like ability, and the martial artist's effective casting level is one-half her actual level (rounded down).

Diamond Soul: At 13th level, a martial artist gains spell resistance. Her spell resistance equals her level + 10.

Quivering Palm: Starting at 15th level, a martial artist can use the quivering palm. The martial artist can use the quivering palm attack once a week, and she must announce her intent before making her attack roll. Creatures immune to critical hits cannot be affected. The martial artist must be of higher level than the target (or have more levels than the target's number of Hit Dice). If the martial artist strikes successfully and the target takes damage from the blow, the quivering palm attack succeeds. Thereafter the martial artist can choose to try to slay the victim at any later time within 1 day per level of the martial artist. The martial artist merely wills the target to die (a free action), and unless the target makes a Fortitude saving throw (DC 10 + one-half the martial artist's level + Wisdom modifier), it dies. If the saving throw is successful, the target is no longer in danger from that particular quivering palm attack (but may be affected by another one at a later time). Quivering palm is a supernatural ability.

Timeless Body: After achieving 17th level, a martial artist no longer suffers ability penalties for aging and cannot be magically aged. (Any penalties she may have already suffered remain in place.) Bonuses still accrue, and the martial artist still dies of old age when her time is up.

Tongue of the Sun and Moon: A martial artist of 17th level or above can speak with any living creature.

Empty Body: At 19th level or higher, a martial artist can assume an ethereal state for 1 round per level per day, as per the spell etherealness. The martial artist may go ethereal on a number of different occasions during any single day as long as the total number of rounds spent ethereal does not exceed her level. Empty body is a supernatural ability.

Perfect Self: At 20th level, a martial artist is forevermore treated as an outsider rather than as a humanoid. Additionally, the martial artist gains damage reduction 20/+1.

ROGUE

HD: d8

Base Skill Points: (10 + Int).

Class Skills (Rogues choose 20 of the following skills to be class skills): Appraise (Int), Balance (Dex), Bluff (Cha), Climb (Str), Concentration (Con), Craft (Int), Decipher Script (Int, exclusive skill), Diplomacy (Cha), Disable Device (Int), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Handle Animal (Cha), Heal (Wis), Hide (Dex), Innuendo (Wis), Intimidate (Cha), Intuit Direction (Wis), Jump (Str), Knowledge (Int), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Perform (Cha), Pick Pocket (Dex), Profession (Wis), Read Lips (Int, exclusive skill), Ride (Dex), Search (Int), Sense Motive (Wis), Speak Language (Int), Spot (Wis), Swim (Str), Tumble (Dex), Use Magic Device (Cha, exclusive skill), Use Rope (Dex), and Wilderness Lore (Wis).

Armor/Weapon Proficiencies: Light Armor Proficiency. Simple and Street Weapon Proficiencies.

TABLE: The Rogue

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+0	+2	+0	Sneak attack +1d6
2	+1	+0	+3	+0	Evasion
3	+2	+1	+3	+1	Uncanny dodge (Dex bonus to AC), Sneak attack +2d6
4	+3	+1	+4	+1	Insight 1/day.
5	+3	+1	+4	+1	Sneak attack +3d6
6	+4	+2	+5	+2	Uncanny dodge (can't be flanked)
7	+5	+2	+5	+2	Sneak attack +4d6
8	+6/+1	+2	+6	+2	Insight 2/day.
9	+6/+1	+3	+6	+3	Sneak attack +5d6
10	+7/+2	+3	+7	+3	Special ability
11	+8/+3	+3	+7	+3	Uncanny dodge (+1 against traps), Sneak attack +6d6
12	+9/+4	+4	+8	+4	Insight 3/day.
13	+9/+4	+4	+8	+4	Sneak attack +7d6, special ability
14	+10/+5	+4	+9	+4	Uncanny dodge (+2 against traps)
15	+11/+6/+1	+5	+9	+5	Sneak attack +8d6
16	+12/+7/+2	+5	+10	+5	Insight 4/day, Special ability
17	+12/+7/+2	+5	+10	+5	Uncanny dodge (+3 against traps), Sneak attack +9d6

18	+13/+8/+3	+6	+11	+6	
19	+14/+9/+4	+6	+11	+6	Sneak attack +10d6, special ability
20	+15/+10/+5	+6	+12	+6	Insight 5/day, Uncanny dodge (+4 against traps)

Specials:

Sneak Attack: Any time the rogue's target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks the target, the rogue's attack deals extra damage. The extra damage is +1d6 at 1st level and an additional 1d6 every two levels thereafter. Should the rogue score a critical hit with a sneak attack, this extra damage is not multiplied. Ranged attacks can only count as sneak attacks if the target is within 30 feet. The rogue can't strike with deadly accuracy from beyond that range.

With a sap (blackjack) or an unarmed strike, the rogue can make a sneak attack that deals subdual damage instead of normal damage. The rogue cannot use a weapon that deals normal damage to deal subdual damage in a sneak attack, not even with the usual -4 penalty. A rogue can only sneak attack a living creature with a discernible anatomy. Any creature that is immune to critical hits is also not vulnerable to sneak attacks. The rogue must be able to see the target well enough to pick out a vital spot and must be able to reach a vital spot. The rogue cannot sneak attack while striking a creature with concealment or striking the limbs of a creature whose vitals are beyond reach.

Traps: Rogues (and only rogues) can use the Search skill to locate traps when the task has a Difficulty Class higher than 20. Finding a nonmagical trap has a DC of at least 20, higher if it is well hidden. Finding a magic trap has a DC of 25 + the level of the spell used to create it. Rogues (and only rogues) can use the Disable Device skill to disarm magic traps. A magic trap generally has a DC of 25 + the level of the spell used to create it. A rogue who beats a trap's DC by 10 or more with a Disable Device check can generally study a trap, figure out how it works, and bypass it (with his party) without disarming it.

Evasion: At 2nd level, a rogue gains evasion. If exposed to any effect that normally allows a character to attempt a Reflex saving throw for half damage, the rogue takes no damage with a successful saving throw. Evasion can only be used if the rogue is wearing light armor or no armor. It is an extraordinary ability.

Uncanny Dodge: At 3rd level and above, she retains her Dexterity bonus to AC (if any) if caught flat-footed or struck by an invisible attacker. At 6th level, the rogue can no longer be flanked. Another rogue at least four levels higher can still flank. At 11th level, the rogue gains a +1 bonus to Reflex saves made to avoid traps and a +1 dodge bonus to AC against attacks by traps. At 14th level, these bonuses rise to +2. At 17th, they rise to +3, and at 20th they rise to +4.

Insight: At 4th level a rogue gains an inherent bonus equal to half his level towards a skill check. This special ability may only be used once per day for every four levels of rogue the character has.

Special Abilities: On achieving 10th level and every three levels thereafter (13th, 16th, and 19th), a rogue chooses a special ability from among the following:

Crippling Strike: When the rogue damages an opponent with a sneak attack, the target also takes 1 point of Strength damage.

Defensive Roll: Once per day, when a rogue would be reduced to 0 hit points or less by damage in combat (from a weapon or other blow, not a spell or special ability), the rogue can attempt to roll with the damage. She makes a Reflex saving throw (DC = damage dealt) and, if successful, takes only half damage from the blow. The rogue must be aware of the attack and able to react to it in order to execute the defensive roll - if the Dexterity bonus to AC is denied, the rogue can't roll. Since this effect would not normally allow a character to make a Reflex save for half damage, the rogue's evasion ability does not apply to the defensive roll.

Improved Evasion: The rogue takes only half damage on a failed save.

Opportunist: Once per round, the rogue can make an attack of opportunity against an opponent who has just been struck for damage in melee by another character. This attack counts as the rogue's attacks of opportunity for that round. Even a rogue with the Combat Reflexes feat can't use the opportunist ability more than once per round.

Skill Mastery: The rogue selects a number of skills equal to 3 + Intelligence modifier. When making a skill check with one of these skills, the rogue may take 10 even if stress and distractions would normally prevent the rogue from doing so. The rogue may gain this special ability multiple times, selecting additional skills for it to apply to each time.

Slippery Mind: If a rogue with a slippery mind is affected by an enchantment and fails the saving throw, 1 round later the rogue can attempt the saving throw again. The rogue only gets this one extra chance to succeed. This is an extraordinary ability.

Feat: A rogue may gain a feat in place of a special ability.

SORCERER

HD: d6

Base Skill Points: (4 + Int)

Class Skills (Sorcerers choose 8 of the following skills to be class skills): Animal Empathy (Cha), Alchemy (Int), Appraise (Int), Bluff (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Gather Information (Cha), Handle Animal (Cha), Heal (Wis), Knowledge (Int), Listen (Wis), Perform (Cha), Profession (Wis), Scry (Int, exclusive skill), and Spellcraft (Int).

Armor/Weapon Proficiencies: Simple and Street weapon Proficiencies.

TABLE: The Sorcerer

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+0	+0	+2	Summon familiar
2	+1	+0	+0	+3	
3	+1	+1	+1	+3	
4	+2	+1	+1	+4	
5	+2	+1	+1	+4	
6	+3	+2	+2	+5	
7	+3	+2	+2	+5	
8	+4	+2	+2	+6	
9	+4	+3	+3	+6	
10	+5	+3	+3	+7	
11	+5	+3	+3	+7	
12	+6/+1	+4	+4	+8	
13	+6/+1	+4	+4	+8	
14	+7/+2	+4	+4	+9	
15	+7/+2	+5	+5	+9	
16	+8/+3	+5	+5	+10	
17	+8/+3	+5	+5	+10	
18	+9/+4	+6	+6	+11	
19	+9/+4	+6	+6	+11	
20	+10/+5	+6	+6	+12	

TABLE: Sorcerer Spells Per Day

Level	Spells per Day									
	0	1	2	3	4	5	6	7	8	9
1	-	-	-	-	-	-	-	-	-	-
2	5	3	-	-	-	-	-	-	-	-
3	6	4	-	-	-	-	-	-	-	-
4	6	5	-	-	-	-	-	-	-	-
5	6	6	3	-	-	-	-	-	-	-
6	6	6	4	-	-	-	-	-	-	-
7	6	6	5	3	-	-	-	-	-	-
8	6	6	6	4	-	-	-	-	-	-
9	6	6	6	5	3	-	-	-	-	-
10	6	6	6	6	4	-	-	-	-	-
11	6	6	6	6	5	3	-	-	-	-
12	6	6	6	6	6	4	-	-	-	-
13	6	6	6	6	6	5	3	-	-	-
14	6	6	6	6	6	6	4	-	-	-
15	6	6	6	6	6	6	5	3	-	-
16	6	6	6	6	6	6	6	4	-	-
17	6	6	6	6	6	6	6	5	3	-
18	6	6	6	6	6	6	6	6	4	-
19	6	6	6	6	6	6	6	6	5	3
20	6	6	6	6	6	6	6	6	6	4

TABLE: Sorcerer Spells Known

Level	Spells Known									
	0	1	2	3	4	5	6	7	8	9
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	-	-	-	-
11	9	5	5	4	3	2	-	-	-	-
12	9	5	5	4	3	2	1	-	-	-
13	9	5	5	4	4	3	2	-	-	-
14	9	5	5	4	4	3	2	1	-	-
15	9	5	5	4	4	4	3	2	-	-
16	9	5	5	4	4	4	3	2	1	-
17	9	5	5	4	4	4	3	3	2	-
18	9	5	5	4	4	4	3	3	2	1
19	9	5	5	4	4	4	3	3	3	2
20	9	5	5	4	4	4	3	3	3	3

Specials:

Summon Familiar: A sorcerer or a wizard can call a familiar. Doing so takes a day and uses up magical materials that cost 1,000 dollars. A familiar is a magical, unusually tough, and intelligent version of a small animal. It is a magical beast, not an animal. The creature serves as a companion and servant. The master chooses the type of familiar he gets. As the master increases in level, the familiar also increases in power. In the special case of a character with both sorcerer and wizard levels, the character can add those levels together to determine the power level of the familiar. If the familiar dies, or the master chooses to dismiss it, the master must attempt a Fortitude saving throw (DC 15). If the saving throw fails, the master loses 200 experience points per class level. A successful saving throw reduces the loss to half of that amount. However, a master's experience point total can never go below zero as the result of a familiar's demise. A slain or dismissed familiar cannot be replaced for a year and day. Slain familiars can be raised from the dead just as characters can be, but do not lose a level or a Constitution point when this happy event occurs. These special abilities only apply when the master and familiar are within one mile of each other.

Table: Familiars

Familiar	Special
Bat	-
Cat	Master gains a +2 bonus to Move Silently checks
Hawk	-
Owl	Has low-light vision; master gains a +2 bonus on Move Silently checks
Rat	Master gains a +2 bonus to Fortitude saves
Raven	Speaks one language
Snake (Tiny)	Poisonous bite
Toad	Master gains +2 to Constitution score
Weasel	Master gains a +2 bonus on Reflex saves

Familiar Basics: Use the basic statistics for a creature of its type, but make these changes: Hit Dice: Treat as the master's character level (for effects related to Hit Dice). Use the familiar's normal total if it is higher.

Hit Points: One-half the master's total, rounded down.

Attacks: Use the master's base attack bonus. Use the familiar's Dexterity or Strength modifier, whichever is greater, to get the familiar's melee attack bonus with unarmed attacks. Damage equals that of a normal creature of that type.

Saving Throws: The familiar uses the master's base saving throw bonuses if they're better than the familiar's.

Skills: Use the normal skills for an animal of that type or the master's, whichever are better.

Familiar Ability Descriptions: All familiars have special abilities (or impart abilities to their masters) depending on the level of the master. The abilities are cumulative.

TABLE: Familiar Special Abilities

Master Class Level	Natural Armor	Int	Special
1-2	+1	6	Alertness, improved evasion, shared spells, empathic link
3-4	+2	7	Touch
5-6	+3	8	Speak with master
7-8	+4	9	Speak with animals of its type
9-10	+5	10	
11-12	+6	11	Spell resistance
13-14	+7	12	Scry on familiar
15-16	+8	13	
17-18	+9	14	
19-20	+10	15	

Natural Armor: This number improves the familiar's AC.

Intelligence: The familiar's Intelligence score.

Alertness: The presence of the familiar sharpens its master's senses. While the familiar is within arm's reach, the master gains Alertness.

Improved Evasion: If the familiar is subjected to an attack that normally allows a Reflex saving throw for half damage, the familiar takes no damage if it makes a successful saving throw and half damage even if the saving throw fails. Improved evasion is an extraordinary ability.

Share Spells: At the master's option, he may have any spell he casts on themselves also affect a familiar.

The familiar must be within 5 feet at the time. If the spell has a duration other than instantaneous, the spell stops affecting the familiar if it moves farther than 5 feet away. The spell's effect will not be restored even if the familiar returns to the master before the duration would otherwise have ended. Additionally, the master may cast a spell with a target of "You" on a familiar (as a Touch range spell) instead. The master and familiar can share spells even if the spells normally do not affect creatures of the familiar's type.

Empathic Link: The master has an empathic link with the familiar out to a distance of up to one mile. The master cannot see through the familiar's eyes, but the two of them can communicate telepathically. This is a supernatural ability. Because of the empathic link between the familiar and the master, the master has the same connection to an item or place that the familiar does. For instance, if his familiar has seen a room, a master can teleport into that room as if he has seen it too.

Touch: If the master is 3rd level or higher, the familiar can deliver touch spells for the master. When the master casts a touch spell, the familiar can be designated as the "toucher." (The master and the familiar have to be in contact at the time of casting.) The familiar can then deliver the touch spell just as the master could. As normal, if the master casts another spell, the touch spell dissipates.

Speak with Animals of Its Type: The familiar can communicate with animals of approximately the same type as itself (including dire variants). The communication is limited by the Intelligence of the conversing creatures.

Speak with Master: The familiar and master can communicate verbally as if they were using a common language. Other creatures do not understand the communication without magical help.

Spell Resistance: If the master is 11th level or higher, the familiar gains spell resistance equal to the master's level + 5.

Scry: If the master is 13th level or higher, the master may scry on the familiar (as if casting the spell scrying) once per day. This is a spell-like ability that requires no material components or focus.

WIZARD

HD: d6

Base Skill Points: (4 + Int).

Class Skills (Wizards choose 8 of the following skills to be class skills): Alchemy (Int), Appraise (Int), Bluff (Cha), Concentration (Con), Craft (Int), Decipher Script (Int, exclusive skill), Forgery (Int), Knowledge (Int), Listen (Wis), Profession (Wis), Scry (Int, exclusive skill), Search (Int), Sense Motive (Wis), Speak Languages (Int), and Spellcraft (Int).

Armor/Weapon Proficiencies: Simple Weapon Proficiency.

TABLE: The Wizard

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+0	+0	+2	Summon familiar, Scribe Scroll
2	+1	+0	+0	+3	
3	+1	+1	+1	+3	
4	+2	+1	+1	+4	
5	+2	+1	+1	+4	Bonus feat
6	+3	+2	+2	+5	
7	+3	+2	+2	+5	
8	+4	+2	+2	+6	
9	+4	+3	+3	+6	
10	+5	+3	+3	+7	Bonus feat
11	+5	+3	+3	+7	
12	+6/+1	+4	+4	+8	
13	+6/+1	+4	+4	+8	
14	+7/+2	+4	+4	+9	
15	+7/+2	+5	+5	+9	Bonus feat
16	+8/+3	+5	+5	+10	
17	+8/+3	+5	+5	+10	
18	+9/+4	+6	+6	+11	
19	+9/+4	+6	+6	+11	
20	+10/+5	+6	+6	+12	Bonus feat

TABLE: Wizard Spells Per Day

Level	Spells per Day									
	0	1	2	3	4	5	6	7	8	9
	-	-	-	-	-	-	-	-	-	-
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	-	-	-	-
11	4	4	4	4	3	2	1	-	-	-
12	4	4	4	4	3	3	2	-	-	-
13	4	4	4	4	4	3	2	1	-	-
14	4	4	4	4	4	3	3	2	-	-
15	4	4	4	4	4	4	3	2	1	-
16	4	4	4	4	4	4	3	3	2	-
17	4	4	4	4	4	4	4	3	2	1
18	4	4	4	4	4	4	4	3	3	2
19	4	4	4	4	4	4	4	4	3	3
20	4	4	4	4	4	4	4	4	4	4

Specials: Spells: A wizard casts arcane spells. She is limited to a certain number of spells of each spell level per day, according to her class level. A wizard must prepare spells ahead of time by getting a good night's sleep and spending 1 hour studying her spellbook. While studying, the wizard decides which spells to prepare. To learn, prepare, or cast a spell, a wizard must have an Intelligence score of at least 10 + the spell's level. A wizard's bonus spells are based on Intelligence. The Difficulty Class for saving throws against wizard spells is 10 + the spell's level + the wizard's Intelligence modifier.

Bonus Languages: A wizard may substitute Draconic for one of the bonus languages available to him.

Summon Familiar: A wizard can summon a familiar in exactly the same manner as a sorcerer. See the sorcerer description.

Scribe Scroll: A wizard has the bonus item creation feat Scribe Scroll, enabling her to create magic scrolls.

Bonus Feats: Every five levels, a wizard gains a bonus feat. This feat must be a metamagic feat, an item creation feat, or Spell Mastery.

Spellbooks: Wizards must study their spellbooks each day to prepare their spells. A wizard cannot prepare any spell not recorded in her spellbook (except for read magic, which all wizards can prepare from memory).

Spell Mastery: A wizard (and only a wizard) can take the special feat Spell Mastery. Each time the wizard takes this feat, choose a number of spells equal to the wizard's Intelligence modifier (they must be spells that the wizard already knows). From that point on, the wizard can prepare these spells without referring to a spellbook.

School Specialization- A school is one of eight groupings of spells, each defined by a common theme, such as illusion or necromancy. A wizard may specialize in one school of magic. Specialization allows a wizard to cast extra spells from the chosen school, but the wizard then never learns to cast spells from one or more other schools. Spells of the school or schools that the specialist gives up are not available to her, and she can't even cast such spells from scrolls or wands. The wizard must choose whether to specialize and how at 1st level. She may not change her specialization later.

The specialist can prepare one additional spell (of the school selected as a specialty) per spell level each day. The specialist gains a +2 bonus to Spellcraft checks to learn the spells of her chosen school. The eight schools of arcane magic are Abjuration, Conjunction, Divination, Enchantment, Evocation, Illusion, Necromancy, and Transmutation. Spells that do not fall into any of these schools are called universal spells. Abjuration: To become an abjurer, a wizard must select a prohibited school or schools from the following choices: (1) either Conjunction, Enchantment, Evocation, Illusion, or Transmutation; or (2) both Divination and Necromancy.

Conjunction: To become a conjurer, a wizard must select a prohibited school or schools from one of the following choices: (1) Evocation; (2) any two of the following three schools: Abjuration, Enchantment, and Illusion; (3) Transmutation, or (4) any three schools.

Divination: To become a diviner, a wizard must select any other single school as a prohibited school.

Enchantment: To become an enchanter, a wizard must select a prohibited school or schools from the following choices: (1) either Abjuration, Conjunction, Evocation, Illusion, or Transmutation; or (2) both Divination and Necromancy.

Evocation: To become an evoker, a wizard must select a prohibited school or schools from one of the following choices: (1) Conjunction; (2) any two of the following three schools: Abjuration, Enchantment, and Illusion; (3) Transmutation; or (4) any three schools.

Illusion: To become an illusionist, a wizard must select a prohibited school or schools from the following choices: (1) either Abjuration, Conjunction, Enchantment, Evocation, or Transmutation; or (2) both Divination and Necromancy.

Necromancy: To become a necromancer, a wizard must select any other single school as a prohibited school.

Transmutation: To become a transmuter, a wizard must select a prohibited school or schools from one of the following choices: (1) Conjunction; (2) Evocation; (2) any two of the following three schools: Abjuration, Enchantment, and Illusion; or (4) any three schools.

Universal: Not a school, but a category for spells all wizards can learn. A wizard cannot select universal as a specialty school or as a school to which she does not have access.

PRESTIGE CLASSES

BRICK

Requirements:

- **Race:** Alien or Metahuman.
- **Base Attack Bonus:** +5.
- **Powers:** Heightened Ability (Str) and Heightened Ability (Con).

HD: d12

Base Skill Points: (2 + Int)

Class Skills: Climb (Str), Concentration (Con), Craft (Int), Intimidate (Cha), Listen (Wis), Profession (Wis) and Sense Motive (Wis).

Armor/Weapon Proficiencies: Simple and Street Weapon Proficiencies.

TABLE: The Brick

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+2	+0	+0	Defensive Stance 1/day
2	+2	+3	+0	+0	Defensive Awareness (Dex bonus to AC)
3	+3	+3	+1	+1	Defensive Stance 2/day
4	+4	+4	+1	+1	Damage reduction 1/-
5	+5	+4	+1	+1	Defensive Awareness (can't be flanked)
6	+6/+1	+5	+2	+2	Defensive Stance 3/day
7	+7/+2	+5	+2	+2	Damage reduction 2/-
8	+8/+3	+6	+2	+2	
9	+9/+4	+6	+3	+3	Defensive Stance 4/day
10	+10/+5	+7	+3	+3	Damage reduction 3/-
11	+11/+6/+1	+7	+3	+3	
12	+12/+7/+2	+8	+4	+4	Defensive Stance 5/day,
13	+13/+8/+3	+8	+4	+4	Damage reduction 4/-
14	+14/+9/+4	+9	+4	+4	
15	+15/+10/+5	+9	+5	+5	Defensive Stance 6/day; no longer winded after stance; damage reduction 5/-

Specials:

Damage Reduction: Starting at 4th level, the brick gains the extraordinary ability to shrug off some amount of injury from each blow or attack. Subtract 1 from the damage the brick takes each time the brick is dealt damage. At 7th level, this damage reduction rises to 2. At 10th, it rises to 3. At 13th, it rises to 4. And at 15th, it rises to 5. Damage reduction can reduce damage to 0 but not below 0.

Defensive Awareness: Starting at 2nd level, the brick gains the extraordinary ability to react to danger before his senses would normally allow him to even be aware of it. At 2nd level and above, he retains his Dexterity bonus to AC (if any) regardless of being caught flat-footed or struck by an invisible attacker. (He still loses any Dexterity bonus to AC if immobilized.)

At 5th level, the brick can no longer be flanked, since he can react to opponents on opposite sides of him as easily as he can react to a single attacker. This defense denies rogues the ability to use flank attacks to sneak attack the brick. The exception to this defense is that a rogue at least 4 levels higher than the brick can flank him (and thus sneak attack him).

Defensive Stance: In this defensive stance, a brick gains phenomenal strength and durability, but he cannot move from the spot he is defending. He gains the following benefits: +2 Strength, +4 Constitution, +2 resistance bonus on all saves and +4 dodge bonus to AC... While defending, a brick cannot use skills or abilities that would require him to shift his position, such as Move Silently or Jump. A defensive stance lasts for 3 rounds, plus the character's (newly improved) Constitution modifier. The brick may end the defense voluntarily prior to this limit. At the end of the defense, the brick is winded and suffers a -2 penalty to Strength for the duration of that encounter. The brick can only take his defensive stance a certain number of times per day as determined by his level (1/day + 1/day for every three levels of the Brick class). Taking the stance takes no time itself, but the defender can only do so during his action. At 20th level bricks are no longer winded after taking a defensive stance.

ENERGY PROJECTOR

Requirements:

• **Race:** Alien or Metahuman.

• **Base Attack:** +5

• **Powers:** Elemental Blast.

HD: d10

Base Skill Points: (2 + Int)

Class Skills: Concentration (Con), Craft (Int), Jump (Str), Profession (Wis), Spot (Wis), and Tumble (Dex).
Armor/Weapon Proficiencies: Simple and Street weapons.

TABLE: The Energy Projector

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+2	+0	+2	Blast Damage +1d8
2	+2	+3	+0	+3	
3	+3	+3	+1	+3	Blast Damage +2d8
4	+4	+4	+1	+4	Resistance to Energy +5
5	+5	+4	+1	+4	
6	+6/+1	+5	+2	+5	Blast Damage +3d8
7	+7/+2	+5	+2	+5	
8	+8/+3	+6	+2	+6	Resistance to Energy +10
9	+9/+4	+6	+3	+6	Blast Damage +4d8
10	+10/+5	+7	+3	+7	
11	+11/+6/+1	+7	+3	+7	
12	+12/+7/+2	+8	+4	+8	Blast Damage +5d8, Resistance to Energy +15
13	+13/+8/+3	+8	+4	+8	
14	+14/+9/+4	+9	+4	+9	
15	+15/+10/+5	+9	+5	+9	Blast Damage +6d8, Resistance to Energy +20

Specials:

Blast Damage: Character's elemental blast does +1d8 damage at first level, increasing by +1d8 every four levels in the energy projector class. These bonuses add onto the base damage that energy blast does.

Resistance to Energy: Character becomes more resistant to the energy he wields. The bonuses listed add onto the base resistance that elemental affinity grants. A creature with resistance to energy has the ability (usually extraordinary) to ignore some damage of a certain type (such as cold, electricity, or fire) each round, but it does not have total immunity. Each resistance is defined by what energy type it resists and how many points of damage are resisted. In this case the energy projector must choose the element type wielded by the energy blast. The creature still makes saving throws normally. Count the creature's resistance from the start of its turn to the start of its turn the next round. Its resistance "resets" on its turn. When resistance completely negates the damage from an energy attack, the attack does not disrupt a spell. This resistance does not stack with the resistance that a spell, such as endure elements, might provide.

MENTALIST

Requirements:

- **Race:** Aliens and Metahumans.
- **Skills:** Bluff- 8 ranks, Sense Motive- 8 ranks.
- **Powers:** Heightened Ability (Int) and Telekinesis or Heightened Ability (Chr) and Telepathy.

HD: d6

Base Skill Points: (2 + Int)

Class Skills: Bluff (Cha), Concentration (Con), Craft (Int), Knowledge (all skills, taken individually) (Int), Profession (Wis), and Sense Motive (Wis).

Armor/Weapon Proficiency: Simple and Street Weapons

TABLE: The Mentalist

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+0	+0	+2	Bonus Mental Power
2	+1	+0	+0	+3	Slippery Mind
3	+1	+1	+1	+3	
4	+2	+1	+1	+4	Foresight 1/day
5	+2	+1	+1	+4	Bonus Mental Power

6	+3	+2	+2	+5	
7	+3	+2	+2	+5	
8	+4	+2	+2	+6	Foresight 2/day
9	+4	+3	+3	+6	
10	+5	+3	+3	+7	Bonus Mental Power
11	+5	+3	+3	+7	
12	+6/+1	+4	+4	+8	Foresight 3/day
13	+6/+1	+4	+4	+8	
14	+7/+2	+4	+4	+9	
15	+7/+2	+5	+5	+9	Bonus Mental Power, Foresight 4/day

Specials:

Slippery Mind: If a mentalist with a slippery mind is affected by an enchantment and fails the saving throw, 1 round later the mentalist can attempt the saving throw again. The mentalist only gets this one extra chance to succeed. This is an extraordinary ability.

Bonus Mental Power: At first level and every level divisible by five a mentalist gains a bonus feat to be used to take a mental power feat.

Foresight: For a certain number of times per day (dictated by level) a mentalist may call upon a powerful sixth sense. This requires the mentalist to mediate for 1 round (AoO: Yes). After this mediation the mentalist receives the following benefits for 10 minutes, plus the character's Intelligence modifier in minutes: You are never surprised or flat-footed. In addition, you have a general idea of what action you might take to best protect yourself, such as duck, jump right, close your eyes, and so on. You also receive a +2 insight bonus to AC and to Reflex saves. The insight bonus is lost whenever you would lose a Dexterity bonus to AC. After the duration of foresight ends the mentalist is considered to be dazed and are unable to act normally for three rounds. A dazed character can take no actions, but can defend against attacks normally.

FEAT TREE

Feat

Prerequisites

Alien Feats*:

Alien Knowledge	May only be taken at 1st level.
Alien Senses	-
Exceptional Movement	-
Extra Appendages	-
Natural Armor	-
Natural Weapons	-
Unusual Size	-

General Feats:

Alien Weapons Proficiency	Base Attack 1+.
Combat Capability	-
Cybernetic Implant	May only be taken at 1st level.
Heavy Weapons Proficiency	Base Attack 3+.
Improved Stealth	Stealth and Dex 15+.
Hunting Weapons Proficiency	Base Attack 1+.
Military Weapons Proficiency	Base Attack 1+.
Multi-Attack	Three or more natural weapons.
Multi-dexterity	Three or more arms.
Multi-fighting	Three or more hands.
Stealth	Dex 13+.
Street Weapons Proficiency	-

Gadget Creation Feats:

Gadget Creation (Armor)	1+ levels of gadgeteer and 1+ ranks in Craft (Armorsmithing).
Gadget Creation (Cybernetics)	1+ levels of gadgeteer and 1+ ranks in Craft (Cybernetics)

Gadget Creation	(Miscellaneous)	1+ levels of gadgeteer And 1+ ranks in an appropriate Craft skill.
Gadget Creation	(Rings)	1+ levels of gadgeteer and 1+ ranks in Craft (Micro-tech)
Gadget Creation	(Robotics)	1+ levels of gadgeteer and 1+ ranks in Craft (Robotics)
Gadget Creation		1+ levels of gadgeteer and 1+ ranks in Craft (Electronics)
Gadget Creation	(Weapons)	1+ levels of gadgeteer And 1+ ranks in Craft (Weaponsmithing)
Improve Gadget Inventive Mind		6+ levels of gadgeteer and Int 13+.
		9+ levels of gadgeteer and Int 15+

Meta-Power Feats:

Extend Power	-
Maximize Power	-
Power Focus	-
Prolonged Power	-
Quickened Power	-
Strengthen Power	-

*Alien Feats may only be taken by aliens.

NEW FEATS

Alien Knowledge [Alien]:

Prerequisites: May only be taken at 1st level.

Benefit: Character receives a +4 racial bonus to one skill.

Alien Senses [Alien]:

Benefit: Character receives one of the following extraordinary senses as per the power of the same name (these senses may not be affected by Meta-Power feats): Blindsight, Darkvision, Low-light Vision, Infrared Vision, Scent, Tremorsense, and X-ray vision.

Special: If taken after first level, then the character must spend one week in some kind of cocoon, chrysalis, etc. growing the alien sense. The character is considered helpless during this time.

Alien Weapons Proficiency [General]:

Prerequisites: Base Attack Bonus +1 or higher.

Benefit: Character makes attack rolls with a chosen alien weapon normally.

Combat Capability [General]:

Benefit: Character gets a +4 to Concentration checks when using powers while on the defensive.

Cybernetic Implant [General]:

Prerequisites: May only be taken at 1st level.

Benefit: Character starts with a gadget (cybernetic) with up to 3 invention levels. This costs the character 1 Charisma point (permanently) and takes up a body slot (as described under the gadgeteer class).

Exceptional Movement [Alien]:

Benefit: Character gains one of the following: fins, fast-movement, wall-walking, or wings. If fins are gained then the character can move at double his normal swim speed. If fast-movement is gained then double the character's base speed. If wall-walking is gained then treat the character as if they were under the constant effects of a spider climb spell. If wings are gained then the character can fly its base speed and is considered to have good maneuverability.

Special: If taken after first level, then the character must spend one week in some kind of cocoon, chrysalis, etc. gaining the ability. The character is considered helpless during this time.

Extended Power [Meta-Power]:

Benefit: Choose one power that the character has. An extended power has its range doubled. Powers whose ranges are not defined by distance do not have their ranges increased. A power whose area or effect is determined by its range has the dimensions of its area or effect increased proportionally.

Special: The character can gain this feat multiple times for the same power or another one.

Extra Appendages [Alien]:

Benefit: Character may have up to his Dexterity Modifier in extra appendages, either arms and/or legs. For each pair of legs increase the character's base speed by 10 ft.

Special: If taken after first level, then the character must spend one week per extra appendage taken in some

kind of cocoon, chrysalis, etc. growing the extra limbs. The character is considered helpless during this time.

Gadget Creation (Armor) [Gadget Creation]:

Prerequisites: 1+ levels of gadgeteer and 1+ ranks in Craft (Armorsmithing).

Benefit: Character can create empowered armors with abilities that emulate those found under the powers section.

Gadget Creation (Cybernetics) [Gadget Creation]:

Prerequisites: 1+ levels of gadgeteer and +1 ranks in Craft (Cybernetics).

Benefit: Character can craft cybernetics with abilities that emulate those found under the powers section. Cybernetic implants cost a character 1 Charisma point (permanently) and take up a body slot (as described under the Gadgeteer class).

Gadget Creation (Miscellaneous):

Prerequisites: 1+ levels of gadgeteer and +1 ranks in an appropriate craft skill.

Benefit: Character can craft any misc. gadgets with abilities that emulate those found under the powers section. This category is a catch-all for any gadgets that don't fall under the weapons or armor categories.

Gadget Creation (Ring) [Gadget Creation]:

Prerequisites: 1+ levels of gadgeteer and 1+ ranks in Craft (Micro-tech).

Benefit: Character can craft rings with abilities that emulate those found under the powers section.

Gadget Creation (Robotic) [Gadget Creation]:

Prerequisites: 1+ levels of gadgeteer and 1+ ranks in Craft (Robotics).

Benefit: Character can craft robots with abilities that emulate those found under the powers section.

Gadget Creation (Rod and Staff) [Gadget Creation]:

Prerequisites: 1+ levels of gadgeteer and 1+ ranks in Craft (Electronics).

Benefit: Character can craft rods or staves with abilities that emulate those found under the powers section.

Gadget Creation (Weapon) [Gadget Creation]:

Prerequisites: 1+ levels of gadgeteer and 1+ ranks in Craft (Weaponsmithing).

Benefit: Character can create empowered weapons with abilities that emulate those found under the powers section.

Heavy Weapons Proficiency [General]:

Prerequisites: Base Attack Bonus +3 or higher.

Benefit: Character makes attack rolls with a chosen heavy weapon normally.

Hunting Weapons Proficiency [General]:

Prerequisites: Base Attack Bonus +1 or higher.

Benefit: Character makes attack rolls with hunting weapons normally.

Improved Stealth [General]:

Prerequisites: Stealth and Dex 15+.

Benefit: Character receives a +4 bonus to Hide and Move Silently Checks.

Special: This feat stacks with the bonus granted by the Stealth feat.

Improve Gadget [Gadget Creation]:

Prerequisites: 6+ levels of gadgeteer and Int 13+.

Benefit: A gadgeteer may improve upon a current gadget by raising the gadget's invention level (and thus adding room for more powers and increasing the current power's effectiveness) or by removing a flaw. Improving the invention level requires an Invention skill roll (DC 20 + 1/invention levels to be added) and then an appropriate craft check (DC 25 + 1/invention level to be added). If successful the gadget's invention level is increased. This action saves the gadgeteer half of the cost he would normally need in order to create a completely new item of the same type, invention level, and power. Failing the check by 4 or less introduces a flaw into the design. Failing the craft check by 5 or more ruins the gadget being improved and half the raw materials are considered spoiled.

A gadgeteer may also remove flaws with a successful craft check (DC 20 + 1/invention level). If the check fails by 4 or less, another flaw is introduced. If the check fails by 5 or more the gadget is ruined and half the raw materials are considered spoiled. If successful the flaw is fixed.

Inventive Mind [Gadget Creation]:

Prerequisites: 9+ levels in gadgeteer class and Int 15+.

Benefit: grants a +4 bonus to Invention checks.

Military Weapons Proficiency [General]:

Prerequisites: Base Attack Bonus +1 or higher.

Benefit: Character makes attack rolls with military weapons normally

Maximize Power [Meta-Power]:

Benefit: Choose one power that the character has. Once a day all variable, numeric effects of a maximized power are maximized. A maximized power deals maximum damage, cures the maximum number of hit points, affects the maximum number of targets, etc., as appropriate. Powers without random variables are

not affected. A strengthened, maximized spell gains the separate benefits of each feat: the maximum result plus one-half the normally rolled result.

Special: The character can gain this feat multiple times. Its effects do not stack. Each time the character takes the feat, it applies to a new power.

Multiattack [General]:

Prerequisite: Three or more natural weapons.

Benefit: The creature's secondary attacks with natural weapons suffer only a -2 penalty.

Normal: Without this feat, the creature's secondary natural attacks suffer a -5 penalty.

Multidexterity [General]:

Prerequisite: Three or more arms.

Benefit: The creature ignores all penalties for using an off hand. **Normal:** Without this feat, a creature who uses an off hand suffers a -4 penalty to attack rolls, ability checks, and skill checks. A creature has one primary hand, and all the others are off hands; for example, a four-armed creature has one primary hand and three off hands.

Special: This feat replaces the Ambidexterity feat for creatures with more than two arms.

Multiweapon Fighting [General]:

Prerequisite: Three or more hands.

Benefit: Penalties for fighting with multiple weapons are reduced by 2. **Normal:** A creature without this feat suffers a -6 penalty to attacks made with its primary hand and a -10 penalty to attacks made with its off hands. (It has one primary hand, and all the others are off hands.) See *Attacking with Two Weapons*, page 124 in the *Player's Handbook*.

Special: This feat replaces the Two-Weapon Fighting feat for creatures with more than two arms. The Multidexterity feat further reduces penalties for off-hand attacks.

Natural Armor [Alien]:

Benefit: Character receives a +2 bonus to natural armor.

Special: This feat may be taken multiple times and stacks. If taken after first level, then the character must spend one week in some kind of cocoon, chrysalis, etc. growing the armor. The character is considered helpless during this time.

Natural Weapons [Alien]:

Benefit: Character gains the use of a one of the following natural weapon types: bite (fangs), butt (horns), claw (hands), gore (horns), hooves (feet), or sting (tail). These natural attacks do 1d6 points of damage for medium creatures, 1d4 for small, and 1d8 for large.

Special: If taken after first level, then the character must spend one week in some kind of cocoon, chrysalis, etc. growing the natural weapons. The character is considered helpless during this time.

Power Focus [Meta-Power]:

Benefit: Choose one power that the character has. Add +2 to the Difficulty Class for all saving throws against power that the character selects to focus on.

Special: The character can gain this feat multiple times for the same power or another one.

Prolonged Power [Meta-Power]:

Benefit: Choose one power that the character has. A prolonged power lasts twice as long as normal. Powers with a concentration, instantaneous, or permanent duration are not affected by this feat.

Special: The character can gain this feat multiple times for the same power or another one.

Quickened Power [Meta-Power]:

Benefit: Choose one power that the character has. The character may use the quickened power as a free action once per day. The character can perform another action, even using another power, in the same round as the character uses a quickened power. The character may only use one quickened power per round. A power that requires more than 1 full round to activate cannot be quickened.

Special: The character can gain this feat multiple times for the same power or another one.

Stealth [General]:

Prerequisites: Dex 13+.

Benefit: Character receives a +2 bonus on all Hide and Move Silently checks.

Street Weapons Proficiency:

Benefit: Character makes attack rolls with street weapons normally.

Strengthen Power [Meta-Power]:

Benefit: Choose one power that the character has. All variable, numeric effects of the strengthened power are increased by one-half. An Strengthened power deals half again as much damage as normal, cures half again as many hit points, affects half again as many targets, etc., as appropriate. Saving throws and opposed rolls (such as the one the character makes when the character casts dispel magic) are not affected. Powers without random variables are not affected.

Special: The character can gain this feat multiple times for the same power or another one.

Unusual Size [Alien]:

Benefit: Character may choose to be either small to large (See table below), thus gaining all normal bonuses and penalties for being the size chosen.

TABLE: Unusual Size Modifiers

Size	AC/Attack modifier	Damage	Reach
Small	+1	1d2	5 ft.
Medium	+0	1d3	5 ft.
Large	-1	1d4	10 ft.

*Add +4 to Hide checks if the character is smaller than Medium-size or -4 if the character is larger.

**Small characters have a carrying capacity of 3/4 that of medium-size characters, while Large characters have a carrying capacity of 2X that of medium-size characters.

***Small characters may only use up to medium-sized weapons, whereas Large characters may use up Huge weapons, but can not use tiny or small weapons.

Special: If taken after first level, then the character must spend one week per size change in some kind of cocoon, chrysalis, etc. growing to the new size. The character is considered helpless during this time.

POWERS

Powers are a sub-set of feats that are only available to aliens and metahumans. Powers are broken up into two categories: Mental and Physical.

Power DC's: All powers are considered to have a DC of 10 + the character's level/2 + ability modifier. In the case of gadgets that emulate powers the DC is 10 + the gadget's invention level.

Note: Many of the following powers are considered to take a standard action to activate and in being so are subject to distraction. The table below summarizes various types of distractions that cause the character to make a Concentration check while using a power.

TABLE: Concentration Table for use of powers.

*DC	Distraction
10 + damage dealt	Injury or failed saving throw during the use of a power or injury by an attack of opportunity or readied attack made in response to the power being used.
10 + half of continuous damage	Suffering automatic continuous damage
10 + damage dealt	Damaged by spell or power.
Distracting spell or power's save DC	Distracted by nondamaging spell or power. (If the spell or power allows no save, use the save DC it would have if it did allow a save.)
20	Grappling or pinned.
10	Vigorous motion (on a moving mount, bouncy wagon ride, small boat in rough water, below-decks in a storm-tossed ship).
15	Violent motion (galloping horse, very rough wagon ride, small boat in rapids, on deck of storm-tossed ship).
20	Affected by earthquake spell.
5	Weather is a high wind carrying blinding rain or sleet.
10	Weather is wind-driven hail, dust, or debris.
Distracting spell or power's save DC	Weather caused by a spell or power, such as storm of vengeance (same as distracted by nondamaging spell).
15	Using powers defensively (so as not to provoke attacks of opportunity).
15	Character is entangled.

*A character with the Combat Capability feat gets a +4 bonus to Concentration checks made to use a power while on the defensive.

POWER TREES

Mental Powers:

Heightened Ability (Int)

- Dark Control
 - Blinding Attack
 - Veil of Shadows
- Density Control
- Gravity Control
- Light Control
 - Invisibility
- Magnetic Control
- Telekinesis
 - Hold
 - Levitation
 - Telekinetic Blast
 - Telekinetic Shield
- Telekinetic Field
- Teleport

Heightened Ability (Wis)

- Blindsight
- Darkvision
- Eagle Eye
- Low-Light Vision
- Infrared Vision
- Healing Touch
 - Restorative Touch
 - Life's Touch
- Scent
- Shared Life
- Tremorsense
- Wounding Touch
 - Vampiric Touch
 - Energy Drain
- X-ray Vision

Heightened Ability (Cha)

- Elemental Affinity
 - Elemental Blast
 - Elemental Control
 - Elemental Shield
 - Elemental Field
 - Weather Control
- Telepathy
 - Animal Magnetism
 - Animal Control
 - Charm
 - Telepathic Control
 - Clairaudience
 - Clairvoyence
 - Plant Control
 - Telepathic Illusion
 - Telepathic Search
 - Telepathic Shield

Prerequisites:

Int 13+.

- Heightened Ability (Int).
- Dark Control.
- Dark Control.
- Heightened Ability (Int).
- Heightened Ability (Int).
- Heightened Ability (Int).
- Light Control.
- Heightened Ability (Int).
- Heightened Ability (Int).
- Telekinesis.
- Telekinesis.
- Telekinesis.
- Telekinesis.
- Telekinetic Shield.
- Telekinesis and Heightened Ability (Con).

Wis 13+.

- Heightened Ability (Wis).
- Heightened Ability (Wis) or Dark Control.
- Heightened Ability (Wis).
- Heightened Ability (Wis) or Light Control.
- Heightened Ability (Wis) or Elemental Affinity (Fire).
- Heightened Ability (Wis).
- Healing Touch.
- Restorative Touch.
- Heightened Ability (Wis).
- Heightened Ability (Wis).
- Heightened Ability (Wis).
- Heightened Ability (Wis).
- Wounding Touch.
- Wounding Touch and Heightened Ability (Cha).
- Heightened Ability (Wis).

Cha 13+.

- Heightened Ability (Cha).
- Elemental Affinity.
- Elemental Affinity.
- Elemental Affinity.
- Elemental Shield.
- Elemental Affinity (Air) and Elemental Affinity (Water).
- Heightened Ability (Cha).
- Telepathy.
- Animal Magnetism.
- Telepathy.
- Charm.
- Telepathy.
- Telepathy.
- Telepathy.
- Telepathy and Heightened Ability (Int).
- Telepathy and Heightened Ability (Int).
- Telepathy and Heightened Ability (Wis).

Physical Powers:

Heightened Ability (Str)

Animal Traits

Animal Form

Dolphin Kick

Fists of Steel

Stunning Attack

Paralysing Jab

Death Blow

Frightful Presence

Great Leap

Power Lift

Rage

Greater Rage

Spider Climb

Heightened Ability (Con)

Breath Weapon

Damage Reduction

Improved Damage Reduction

Fast Healing

Regeneration

Improved Immune System

Life Support

Power Duplication

Ability Theft

Power Theft

Alter Self

Duplicate Self

Multiple Self

Gaseous Form

Size Control

Improved Size Control

Polymorph

Superior Toughness

Thick Skinned

Water Breathing

Heightened Ability (Dex)

Elemental Walker

Conduit Runner

Earth Rider

Flame Leaper

Flight

Gaseous Form

Water Walk

Evasion

Improved Evasion

Flexible

Long Stride

Stretch

Uncanny Dodge

Improved Uncanny Dodge

Str 13+.

Heightened Ability (Str).

Animal Traits.

Heightened Ability (Str).

Heightened Ability (Str).

Fists of Steel.

Stunning Attack and Heightened Ability (Wis).

Paralysing Jab.

Heightened Ability (Str) and Heightened Ability (Cha).

Heightened Ability (Str).

Heightened Ability (Str).

Heightened Ability (Str) and Heightened Ability (Con).

Rage.

Heightened Ability (Str).

Con 13+.

Heightened Ability (Con) and Elemental Affinity.

Heightened Ability (Con).

Damage Reduction.

Heightened Ability (Con).

Fast Healing.

Heightened Ability (Con).

Improved Immune System.

Heightened Ability (Con).

Heightened Ability (Con) and Heightened Ability (Cha)

Ability Theft.

Heightened Ability (Con).

Alter Self.

Duplicate Self.

Alter Self and Elemental Walker (Air).

Alter Self.

Size Control.

Alter Self.

Heightened Ability (Con).

Heightened Ability (Con).

Heightened Ability (Con).

Dex 13+

Heightened Ability (Dex) and Elemental Affinity.

Elemental Walker (Energy) & Heightened Ability (Con).

Elemental Walker (Earth).

Elemental Walker (Fire).

Elemental Walker (Air).

Elemental Walker (Air).

Elemental Walker (Water).

Heightened ability (Dex).

Evasion.

Heightened ability (Dex).

Heightened Ability (Dex).

Heightened Ability (Dex).

Heightened Ability (Dex).

Uncanny Dodge.

MENTAL POWERS

Animal Magnetism:

Prerequisites: Telepathy and Heightened Ability (Cha).

Benefit: Character can win the loyalty of animals as per the animal friendship spell.

Animal Control:

Prerequisites: Animal Magnetism.

Benefit: Character gains the extraordinary ability to control his level in HD of animals within a certain species (dogs, cats, bats, etc...). These animals are treated as if under the effects of a Dominate Animal spell cast by a spell-caster of the character's level. Using this ability to take control of an animal is considered a standard action (AoO: Yes). Controlling animals already affected is considered a Free Action.

Blinding Attack:

Prerequisites: Dark Control.

Benefit: Character can blind the subject of this attack, permanently. He needs a successful ranged touch attack in order to affect an opponent (Fortitude save: negates). This ability can be used once per round.

Blindsight:

Prerequisites: Heightened Ability (Wis).

Benefit: Character has the extraordinary ability to use a nonvisual sense (or a combination of such senses) to operate effectively without vision. Such sense may include sensitivity to vibrations, acute scent, keen hearing, or echolocation. This ability makes invisibility and darkness (even magical darkness) irrelevant to the creature (though it still can't see ethereal creatures). This ability operates out to a range of 30 ft. Blindsight never allows the character to distinguish color or visual contrast, nor can the character read with blindsight. Blindsight does not subject the character to gaze attacks. Blinding attacks do not penalize the character. Deafening attacks thwart blindsight if it relies on hearing. Blindsight works underwater but not in a vacuum.

Charm:

Prerequisites: Telepathy and Heightened Ability (Cha).

Benefit: Character can charm others as per the charm spell.

Clairaudience:

Prerequisites: Telepathy.

Benefit: Character can hear things (noises, conversations, etc.) at a certain locale. Distance is not a factor, but the character must be familiar with the place chosen, either by having visited the place or having exact knowledge of where in relation to him the place he wishes to listen to.

Clairvoyance:

Prerequisites: Telepathy.

Benefit: Character can see things at a certain locale. Distance is not a factor, but the character must be familiar with the place chosen, either by having visited the place or having exact knowledge of where in relation to him the place he wishes to see to is.

Dark Control:

Prerequisites: Heightened Ability (Int).

Benefit: Character gains the extraordinary ability to affect darkness in a 100 ft +10 ft./level radius around himself. (Standard Action, AoO: Yes). The effects created last for a duration of 10 minutes/level or until the character leaves the area. The darkness created by this power can be negated with the light created by light control power and vice versa.

Darkvision:

Prerequisites: Heightened Ability (Wis) or Dark Control.

Benefit: You character gains Darkvision 90' as an extraordinary ability.

Density Control:

Prerequisites: Heightened Ability (Int).

Benefit: Character can manipulate the effects of density in a 100 ft +10 ft./level radius around himself. When using this power the character manipulates the density of those within the power's effective radius (Standard Action: AoO: Yes. Will Save: negates). The character can add or subtract 1 point of AC/level from the subjects being affected. For each point added to a subject's AC score the subject loses a point of dexterity, and vice versa. The subject's dexterity to may be lowered to 0 (thus immobilizing him), but may not be lowered further. This control lasts for 1/hour per level or until the subject leaves the power's effective radius.

Eagle Eyed:

Prerequisites: Heightened Ability (Wis).

Benefit: Character gains a +4 bonus to Search and Spot checks.

Elemental Affinity:

Prerequisites: Heightened Ability (Cha).

Benefits: Character gains resistance to energy (5) to one of the following elements: air, earth, energy, fire, or water.

Elemental Blast:

Prerequisites: Elemental Affinity.

Benefits: Character can make a ranged touch attack that deals 1d8 +1/level worth of energy damage. The type of energy used is determined by the character's current affinity: flames (fire), plasma (earth), ice (water), sound (air), and electricity (energy) are common choices. This power may only be used once per round.

Elemental Control:

Prerequisites: Elemental Affinity.

Benefit: Character can control the element he has an affinity for in a 100 ft +10 ft./level radius around himself. When using this power the character manipulates those materials linked to his element that lie within the power's effective radius (Standard Action: AoO: Yes, Will save: negates, requires concentration). The character can lift, hold, or wield up to 25 cubic inches of material/level. The materials affected by this power may be wielded as if with one hand as long as they stay within his power's effective radius or until the power's effect ends. The character may also violently thrust the affected material towards a single target, expending his control over the material (if he desires to control the material again he must use another standard action to activate his power). If a successful attack roll is made (Base attack bonus + Intelligence modifier), then the subject of the attack suffers 1d6 points of damage per 25 cubic inches of material hurled at them. The control lasts for 1/hour per level or until the subject leaves the power's effective radius.

Elemental Field:

Prerequisites: Elemental Shield.

Benefit: Character can create a field (as a Standard Action, AoO: Yes) using the element that he has an affinity toward. The field can be used in one of two fashions: as a protective shell or as a barrier. If used as a protective shell the character can surround himself and others with an elemental hemisphere at up to a range of 100 feet. The shell may have a thickness of 1 inch/level. The protective shell is immune to damage from energy of its type, has damage reduction 5/-, and 5 hit points per inch of thickness. If created as a barrier then the character can make a sheet of the element up to 10-foot-square in area/level. The barrier has the same range, thickness and stats that the protective shell has. Both types of fields last for 1 minutes/level and must be anchored to something substantial (most often the ground). Those who might be encased by the protective shield or barrier when it is created may make a Reflex saving throw to avoid being trapped by the field. Those who make contact with the field take 1d6 +1/level points of elemental damage (of the field's type) for each round that they touch the field.

Elemental Shield:

Prerequisites: Elemental Affinity.

Benefit: Character can create a shield (as a Standard Action, AoO: Yes) using the element that he has an affinity toward. The shield created provides three-quarters cover (+7 to AC, +3 on Reflex saves against attacks that affect an area, 30% miss chance due to concealment, and no AoO's) against a single direction and may be directed to a new direction once per round as a free action. The shield lasts for 1 minute/level.

Energy Drain:

Prerequisites: Wounding Touch and Heightened Ability (Cha).

Benefit: Character can bestow one negative level on an opponent for each successful melee attack (must be made with natural weapons) that he makes. A creature suffers the following penalties for each negative level it has gained: -1 to all skill and ability checks, -1 to attack rolls and saving throws, -5 hit points, -1 effective level (whenever the creature's level is used in a die roll or calculation, reduce it by one for each negative level). If the victim casts spells, she loses access to one spell as if she had cast her highest-level, currently available spell. (If she has more than one spell at her highest level, she chooses which she loses.) In addition, when she next prepares spells or regains spell slots, she gets one less spell slot at her highest spell level. Negative levels remain for 24 hours or until removed with a spell, such as restoration. After 24 hours, the afflicted creature must attempt a Fortitude save. The DC is 10 + one-half the character's level + the character's Charisma Modifier. If the saving throw succeeds, the negative level goes away with no harm to the creature. If the save fails, the negative level goes away, but the creature's level is also reduced by 1. The afflicted creature makes a separate saving throw for each negative level it has gained.

A character who loses a level to an energy drain instantly loses one Hit Die. The character's base attack bonus, base saving throw bonuses, and special class abilities are now reduced to the new, lower level. Likewise, the character loses any ability score gain, skill ranks, and any feat associated with the level (if any). If the exact ability score or skill ranks increased from a level now lost is unknown (or the player has forgotten), lose a point from the highest ability score or ranks from the highest-ranked skills. If a familiar or companion creature (such as a paladin's mount) has abilities tied to a character who has lost a level, the creature's abilities are adjusted to fit the character's new level. The victim's experience point total is immediately set to the midpoint of the previous level. A character with negative levels at least equal to her current level, or

drained below 1st level, is instantly slain. The character gains 5 temporary hit points for each negative level it inflicts (though not if the negative level is caused by a spell or similar effect).

Gravity Control:

Prerequisites: Heightened Ability (Int).

Benefit: Character can manipulate the effects of gravity in a 100 ft +10 ft./level radius around himself. When using this power the character manipulates the way gravity interacts with those within the power's effective radius (Standard Action: AoO: Yes. Will save: negates). The character can add or subtract 25 pounds of gravitational pull/level upon the subjects (of his choice) within the area of effect. The subjects of this power suffer all normal penalties for being overweight in their carrying capacity. If a subject is made to weigh twice their max lift capacity they lose their dexterity bonus to AC, and can only move 5 ft. per round (as a full-round action). Furthermore, if the subject of this power is made to weigh five times their max lift capacity, then they are considered held to the ground. Finally, if the subject is made to weigh ten times their max lift, they begin to suffocate beneath their own weight. A subject that is made to weigh nothing (0 pounds is the least a character can weigh) if thrown keeps going in the direction which he was thrown in, until he reaches the edge of the effective radius of the power. At that point the subject returns to his original weight and suffers falling damage from the appropriate height. If a weightless subject attacks with a melee or ranged weapon he will find himself increasingly unstable; the first attack has an attack roll penalty of -1, the second -2, and so on, up to a maximum penalty of -5. A full round spent stabilizing allows the creature to begin again at -1. This control lasts for 1/hour per level or until the subject leaves the power's effective radius.

Healing Touch:

Prerequisites: Heightened Ability (Wis).

Benefit: Character may use this power to heal up to 5 x the character's level in hit points per day.

Heightened Ability:

Prerequisites: Appropriate mental ability score at 13+.

Benefit: Character receives 1d4 +1 extra points to the appropriate ability score, permanently. May be taken multiple times for the same ability.

Special: When a gadget is made with this power, mark down the result of the roll and that result is added temporarily to the ability of any character wearing it. When the gadget is taken off the character loses the bonuses that the gadget gave.

Hold:

Prerequisites: Telekinesis.

Benefit: Character can hold subjects in place with telekinetic powers as per the hold spell.

Infrared Vision:

Prerequisites: Heightened Ability (Wis) or Elemental Affinity (Fire).

Benefit: Character can use infrared vision to see in terms of heat signatures. Note that heat signatures can be used to trace recent tracks depending upon the climate and terrain.

Invisibility:

Prerequisites: Light Control.

Benefits: Character can turn himself, another, or an object weighing no more than 100 lb./level invisible, this state lasts 10 minutes/level or until the character attacks (Standard Action, AoO: Yes). The creature or object touched vanishes from sight, even from darkvision. If the recipient is a creature carrying gear, the gear vanishes, too. If the character uses the power on someone else, neither the character nor the character's allies can see the subject, unless the character can normally see invisible things or employ magic to do so. Items dropped or put down by an invisible creature become visible; items picked up disappear if tucked into the clothing or pouches worn by the creature. Light, however, never becomes invisible, although a source of light can become so (thus, the effect is that of a light with no visible source). Any part of an item that the subject carries but that extends more than 10 feet from it becomes visible, such as a trailing rope.

Of course, the subject is not silenced, and certain other conditions can render the recipient detectable (such as stepping in a puddle or rain to a certain extent).

The power ends if the subject attacks any creature. For purposes of this power, an "attack" includes any power or 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 disrupt the power. Causing harm indirectly is not an attack. Thus, an invisible being can open doors, talk, eat, climb stairs, summon monsters and have them attack, cut the ropes holding a rope bridge while enemies are on the bridge, remotely trigger traps, open a portcullis to release attack dogs, and so forth. If the subject attacks directly, however, he immediately becomes visible along with all his gear.

Life's Touch:

Prerequisites: Restorative Touch.

Benefit: Character gains the ability to resurrect the dead as per the resurrect spell, once a day per level.

Light Control:

Prerequisites: Heightened Ability (Int).

Benefit: Character gains the extraordinary ability to affect light in a 100 ft +10 ft./level radius around himself. (Standard Action, AoO: Yes). The effects created last for a duration of 10 minutes/level or until the character leaves the area. The light created by this power can be negated with the darkness created by dark control power and vice versa.

Levitation:

Prerequisites: Telekinesis.

Benefit: Character can levitate objects, persons, himself as per the levitation spell.

Low-Light Vision:

Prerequisites: Heightened Ability (Wis) or Light Control.

Benefit: Character can see three times as far as normal in starlight, moonlight, torchlight, and similar conditions of poor illumination. The character retains the ability to distinguish color and detail under these conditions.

Magnetic Control:

Prerequisites: Heightened Ability (Int).

Benefit: Character can manipulate the effects of magnetism in a 100 ft +10 ft./level radius around himself. When using this power the character manipulates those materials susceptible to magnetic forces that lie within the power's effective radius (Standard Action: AoO: Yes, Will save: negates, requires concentration). The character can lift, hold, or wield up to 25 pounds of material/level (including himself if he has some material on his person which it affected by magnetism). The materials affected by this power may be wielded as if with one hand as long as they stay within his power's effective radius or until the power's effect ends. The character may also violently thrust the affected material towards a single target, expending his control over the material (if he desires to control the material again he must use another standard action to activate his power). If a successful attack roll is made (Base attack bonus + Intelligence modifier), then the subject of the attack suffers 1d6 points of damage per 25 pounds of material hurled at them. The control lasts for 1/hour per level or until the subject leaves the power's effective radius.

Plant Control:

Prerequisites: Telepathy and Heightened Ability (Cha).

Benefit: Character gains the ability to control plants as per the command plants spell.

Restorative Touch:

Prerequisites: Healing Touch.

Benefit: Character gains the ability to cure ill effects as per the heal or restoration spells. He may use this power once a day per level.

Scent:

Prerequisites: Heightened Ability (Wis).

Benefits: Character can detect approaching enemies, sniff out hidden foes, and track by sense of smell. The character can detect opponents by sense of smell, generally within 30 feet. If the opponent is upwind, the range is 60 feet. If it is downwind, the range is 15 feet. Strong scents, such as smoke or rotting garbage, can be detected at twice the ranges noted above. Overpowering scents, such as skunk musk can be detected at three times these ranges. The character can detect another creature's presence but not its specific location. Noting the direction of the scent is a standard action. If the character moves within 5 feet of the scent's source, the creature can pinpoint that source. The character can follow tracks by smell, making a Wisdom check to find or follow a track. The typical DC for a fresh trail is 10. The DC increases or decreases depending on how strong the quarry's odor is, the number of creatures, and the age of the trail. For each hour that the trail is cold, the DC increases by 2. The ability otherwise follows the rules for the Track feat. Tracking by scent ignores the effects of surface conditions and poor visibility. The character with the scent ability can identify familiar odors just as humans do familiar sights. Water, particularly running water, ruins a trail for air-breathing characters. Water-breathing characters, however, can have the scent ability and can use it in the water easily. False, powerful odors can easily mask other scents. The presence of such an odor completely spoils the ability to properly detect or identify creatures, and the base Wilderness Lore DC to track becomes 20 rather than 10.

Shared Life:

Prerequisites: Heightened Ability (Wis).

Benefit: Character can choose to share the life of others as per the shield other spell.

Telekinesis:

Prerequisites: Heightened Ability (Int).

Benefit: Character can use telekinesis as per the telekinesis spell.

Telekinetic Blast:

Prerequisites: Telekinesis.

Benefits: Character can make a ranged touch attack that deals 1d8 +1/level worth of telekinetic damage. This power may only be used once per round.

Telekinetic Field:

Prerequisites: Telekinesis.

Benefit: Character can create a telekinetic field (as a Standard Action, AoO: Yes). The field can be used in one of two fashions: as a protective shell or as a barrier. If used as a protective shell the character can surround himself and others with an elemental hemisphere at up to a range of 100 feet. The shell may have a thickness of 1 inch/level. The protective shell is immune to damage from energy of its type, has damage reduction 5/-, and 5 hit points per inch of thickness. If created as a barrier then the character can make a sheet of the element up to 10-foot-square in area/level. The barrier has the same range, thickness and stats that the protective shell has. Both types of fields last for 1 minutes/level and must be anchored to something substantial (most often the ground). Those who might be encased by the protective shield or barrier when it is created may make a Reflex saving throw to avoid being trapped by the field. Those who make contact with the field take 1d6 +1/level points of telekinetic damage for each round that they touch the field.

Telekinetic Shield:

Prerequisites: Telekinesis.

Benefit: Character can create a telekinetic shield (as a Standard Action, AoO: Yes). The shield created provides three-quarters cover (+7 to AC, +3 on Reflex saves against attacks that affect an area, 30% miss chance due to concealment, and no AoO's) against a single direction and may be directed to a new direction once per round as a free action. The shield lasts for 1 minute/level.

Telepathic Control:

Prerequisites: Charm.

Benefits: Character can dominate people as per the dominate person spell.

Telepathic Illusion:

Prerequisites: Telepathy and Heightened Ability (Int).

Benefits: Character can create the telepathic illusion of an object, creature, or force, as visualized by the character mimics sound, smell, texture, and temperature (Standard Action, AoO: Yes, requires concentration, Will save: for disbelief). The character can move the image anywhere within a range of 200 ft. + 20 ft./level. The visual figment cannot extend beyond four 10-ft. cubes + one 10-ft. cube/level.

Telepathic Search:

Prerequisites: Telepathy and Heightened Ability (Int).

Benefit: Allows character to search another's mind for a particular piece of information (subject receives a Will save to negate and may only be searched once per day). The character's current level acts as his ranks for this special Search check and is modified by his Intelligence bonus. The DC for finding general information is 10, for more detailed information it is 20, and for exact information it is 30 (all of these DC's are modified by the subject's own Intelligence modifier).

Telepathic Shield:

Prerequisites: Telepathy and Heightened Ability (Wis).

Benefit: Character gains a constant +4 to Will saves vs. mind affecting spells, powers, and effects.

Telepathy:

Prerequisites: Heightened Ability (Cha).

Benefits: Character can detect the thoughts of others as per the detect thoughts spell.

Teleport:

Prerequisites: Telekinesis and Heightened Ability (Con).

Benefit: Character can teleport himself as per the spell (Standard Action, AoO: Yes).

Tremorsense:

Prerequisites:

Benefit: Characters with tremorsense locate other creatures by sensing vibrations in the ground. The creature automatically senses the location of anything that is in contact with the ground and within a 60'. If no straight path exists through the ground from the character to those that it's sensing, then the range defines the maximum distance of the shortest indirect path. The character must itself be in contact with the ground, and the creatures it is detecting must be moving. As long as the creatures are taking physical actions, including casting spells with somatic components, they're considered moving; they don't have to move from place to place for tremorsense to detect them.

Vampiric Touch:

Prerequisites: Wounding Touch.

Benefit: Character can drain 1d6 + 1/level worth of hit points from a successful touch attack and add those hit points to his own total. This increase may not exceed his current maximum hit points.

Veil of Shadows:

Prerequisites: Dark Control.

Benefit: Character can hide in plain sight and thus use the Hide skill even while being observed. As long as the character is within 10 feet of some sort of shadow or darkness, he can hide himself from view in the open without anything to actually hide behind. He cannot, however, hide in his own shadow.

Weather Control:

Prerequisites: Elemental Affinity (Air and Water)

Benefits: Character can control the weather as per the control weather spell.

Wounding Touch:

Prerequisites: Heightened Ability (Wis).

Benefit: Character may use this power to do up to 5 x the character's hit points worth of damage per day. Requires a successful touch attack to perform.

X-ray Vision:

Prerequisites: Heightened Ability (Wis).

Benefit: Character can see through solid material. The character can see through 20 ft + 2 ft./level of solid material solid material. This power can be blocked by magic or other powers.

PHYSICAL POWERS

Ability Theft:

Prerequisites: Heightened Ability (Con) and Heightened Ability (Cha).

Benefit: Character can steal the ability points of others that he makes a successful touch attack (or grapple) against (Will Save: negates). For each successful touch attack (or round grappled), the character may attempt to steal 1d4 ability points (character chooses the ability to be affected) from his opponent. Stolen ability points remain with the character for up to 10/minutes per level, or until the character chooses to drop the stolen points, or once the character is knocked unconscious or killed. While the ability points remain stolen they are not accessible to their former owner.

Alter Self:

Prerequisites: Heightened Ability (Con).

Benefit: Character can change his physical appearance as per the alter self spell.

Animal Traits:

Prerequisites: Heightened Ability (Str).

Benefit: Character chooses a single type of animal or vermin and gains their attack types and special abilities of that creature. This power often leads to an actual physical change, such as claws in the case of choosing the tiger template.

Animal Form:

Prerequisites: Animal Traits.

Benefit: Character can polymorph at will into the animal type that he has an affinity towards as per the polymorph spell.

Breath Weapon:

Prerequisites : Heightened Ability (Con) and Elemental Affinity.

Benefit : Character can attack with a breath weapon using either a cone attack (30 ft. in length) or a stream attack (60 ft long by 5 ft wide). The character's breath weapon attacks do 1d4/level and may only be used once every 5 rounds. No attack roll is necessary. The breath simply fills its stated area. Any character caught in the area must make a Reflex saving throw for half damage or suffer the breath weapon's full effects. The character is immune to its own breath weapon. Character's unable to breathe can still use breath weapons.

Conduit Runner:

Prerequisites: Elemental Walker (Energy) and Heightened Ability (Con).

Benefit: Character can travel by means of conductors or conduits to any point along or connected to the conductor or conduit entered. This is a full round action and requires a Fortitude save DC 15, if failed the character suffers the effects of being stunned for 1 minute due to the violent motion of this type of travel.

Damage Reduction:

Prerequisites: Heightened Ability (Con).

Benefit: You gain a natural damage resistance of 1/-.

Death Blow:

Prerequisites: Paralyzing Touch.

Benefit: Character can cause death with a successful attack as per the Finger of Death spell cast by a spell-caster of the same level. May be used once every minute.

Dolphin Kick:

Prerequisites: Heightened Ability (Str).

Benefits: Character can swim at double his base move.

Duplicate Self:

Prerequisites: Alter Self.

Benefit: Character may make a duplicate of himself for a duration of 10 minutes/level. This power requires a full round action to use and provokes AoO's. The duplicate may take independent actions from the original, though it is still linked empathically with the original. As a group they share a common pool of hit points and experience points, but not conditions (excepting those that effect hit points and experience). After the duration ends the duplicates dematerializes and the original character is dazed for 1 round. Note that if the original dies the duplicate immediately dematerializes.

Earth Rider:

Prerequisites: Elemental Walker (Earth).

Benefit: Character can create a large to huge wave of rock from out of the earth upon which he rides. This wave moves at twice the character's normal speed and can be used to make charge attacks. A successful charge attack with a large wave of rock deals 1d10 points of damage, if a huge wave, it deals 2d6 points of damage. This power lasts for 1 round + 1 round/level.

Elemental Walker:

Prerequisites: Elemental Affinity, Heightened Ability (Dex).

Benefit: Character can travel through the type of element he has an affinity towards. The character can travel his base speed through the element without impediment or ill effect for up to 10 minutes/level. Afterward the character must rest for a minute before being able to use this power again.

Evasion:

Prerequisites: Heightened Ability (Dex).

Benefit: If subjected to an attack that allows a Reflex save for half damage, the character takes no damage on a successful save. As with a Reflex save for any creature, a character must have room to move in order to evade. A bound character or one in a completely restrictive area (crawling through a 2 1/2-foot-wide shaft, for example) cannot use evasion. As with a Reflex save for any creature, evasion is a reflexive ability. The character need not know that the attack is coming to use evasion.

Fast Healing:

Prerequisites: Heightened Ability (Con)

Benefit: Character gains Fast Healing 1. At the beginning of each of the character's turns, it heals a certain number of hit points (defined in its description). Unlike regeneration (see below), fast healing does not allow the character to regrow or reattach lost body parts. The character that has taken both subdual and normal damage heals the subdual damage first. Fast healing does not restore hit points lost from starvation, thirst, or suffocation. Fast healing does not increase the number of hit points regained when a creature polymorphs.

Fists of Steel:

Prerequisites: Heightened Ability (Str).

Benefit: Character's fists do normal damage (instead of subdual damage).

Flame Leaper:

Prerequisites: Elemental Walker (Fire).

Benefit: Character can leap from one fire source to another that is up to 1 mile away as long as he either has line of sight to the fire or has had contact with the fire he wishes to leap to. This power takes a standard move action to perform.

Flexible:

Prerequisites: Heightened Ability (Dex).

Benefit: Character is very flexible and gains a +2 enhancement bonus to Balance, Escape Artist, Hide, Tumble, and Use Rope skills. In addition the character receives damage reduction 1/- versus bludgeoning weapons.

Flight:

Prerequisites: Elemental Walker (Air).

Benefit: Character can fly as per the Fly spell, the character can fly as long as needed, with no time limit.

Frightful Presence:

Prerequisites: Heightened Ability (Str) and Heightened Ability (Cha).

Benefits: This ability makes the character's very presence unsettling to foes. It takes effect automatically when the creature performs some sort of dramatic action (such as charging, attacking, or snarling). Opponents within range who witness the action may become frightened or shaken. This ability affects only opponents with fewer Hit Dice or levels than the creature has. An affected opponent can resist the effects with a successful Will save with a DC of 10 + 1/2 frightful creature's HD + frightful creature's Charisma modifier. An opponent who succeeds at the saving throw is immune to that creature's frightful presence for one day.

Gaseous Form:

Prerequisites: Alter Self and Elemental Walker (Air).

Benefits: Character gains the ability to take the form of a cloud of vapor or gas. Gaseous characters can't run

but can fly. A gaseous character can move about and do the things that a cloud of gas can conceivably do, such as issue under the crack of a door. It can't, however, pass through solid matter. Gaseous characters can't attack physically, cast spells with verbal, somatic, material, or focus components, or use physical powers (excepting gaseous form). Characters in gaseous form have damage reduction 20/+1. Spells, spell-like abilities, supernatural abilities, and powers affect them normally. Characters in gaseous form lose all benefit of material armor (including natural armor), though size, Dexterity, deflection bonuses, and armor bonuses from force armor (for example, from the mage armor spell) still apply. Gaseous characters do not need to breathe and are immune to attacks involving breathing. Gaseous characters can't enter water or other liquid. Gaseous characters are not ethereal or incorporeal. Gaseous characters are affected by winds and other forms of moving air to the extent that the wind pushes them in the direction the wind is moving. However, even the strongest wind can't disperse or damage a character in gaseous form. Discerning a character in gaseous form from natural mist requires a Spot check (DC 15). Creatures in gaseous form attempting to hide in an area with mist, smoke, or other gas gain a +20 bonus.

Greater Rage:

Prerequisites: Rage.

Benefit: Character's rage bonuses increase to +6 to Strength, +6 Constitution, and a +3 morale bonus to Will Saves (The AC penalty remains -2). In addition the character is no longer winded after his rages (he still may not rage more than once per encounter).

Great Leap:

Prerequisites: Heightened Ability (Str).

Benefit: Character can jump as if under the effect of the jump spell.

Heightened Ability:

Prerequisites: Appropriate mental ability score at 13+.

Benefit: Character receives 1d4 +1 extra points to the appropriate ability score, permanently. May be taken multiple times for the same ability.

Special: When a gadget is made with this power, mark down the result of the roll and that result is added temporarily to the ability of any character wearing it. When the gadget is taken off the character loses the bonuses that the gadget gave.

Improved Damage Reduction:

Prerequisites: Damage reduction.

Benefit: You gain a natural damage resistance of 2/-

Improved Evasion:

Prerequisites: Evasion.

Benefit: Improved evasion is like evasion, except that even on a failed saving throw the character takes only half damage.

Improved Immune System:

Prerequisites: Heightened Ability (Con).

Benefit: Character gains +4 on Fortitude saves vs. Disease and Poison.

Improved Size Control:

Prerequisites: Size Control.

Benefit: Character may change size categories from colossal to fine with a full round action (AoO: Yes). The character gains all benefits and penalties of their new size category.

Improved Uncanny Dodge:

Prerequisites: Uncanny Dodge.

Benefit: Character can no longer be flanked and gains a +1 bonus to Reflex saves.

Life Support:

Prerequisites: Improved Immune System.

Benefit: Character can survive longer than normal without, food, water, or air and can handle harsher climates than most others. For purposes of calculating survival under harsh environmental conditions treat the character's constitution score as twice its current value (this does not effect hit points).

Long Stride:

Prerequisites: Heightened Ability (Dex).

Benefit: Character doubles his base speed.

Multiple Self:

Prerequisites: Duplicate Self.

Benefits: Character may make multiple duplicates of himself for a duration of 10 minutes/level. This power requires a full round action to use and provokes AoO's. The character can make a number of duplicate selves equal to his current Constitution modifier. Duplicate selves may take independent actions from each other, though they are still linked empathically with the original self. As a group they share a common pool of hit points and experience points, but not conditions (excepting those that effect hit points and experience). After

the duration ends the duplicates dematerialize and the original character is dazed for 1 round/duplicate that dematerializes. Note that if the original dies the duplicates immediately dematerialize. Also any duplicate that dematerializes due to a death effect also dazes the original for 1 round.

Paralyzing Jab:

Prerequisites: Stunning Touch and Heightened Ability (Wis).

Benefit: Character can cause paralysis with a successful attack. This paralysis lasts for 1 round + 1 round/level. A paralyzed or held character cannot move, speak, or take any physical action. He is rooted to the spot, frozen and helpless. Not even friends can move his limbs. He may take purely mental actions, such as casting a spell with no components or using a power that requires no physical movement.

Polymorph:

Prerequisites: Alter Self.

Benefit: Character gains the ability to polymorph self once a day/level as per the polymorph spell (Full-round action, AoO: yes).

Power Duplication:

Prerequisites: Heightened Ability (Con).

Benefit: Character can duplicate the powers of others that he has come into contact with. In doing so he overwrites all his other powers with the exception of the Heightened Ability powers (which are as stated in their description, permanent). The duplicated powers last for up to 1 hour/level or until the character chooses to drop them, it is at this time that the character regains their natural powers.

Power Lift:

Prerequisites: Heightened ability (Str).

Benefit: Character can carry more than he would normally be able to. For purposes of carrying capacity treat the character's strength score as double what it currently is.

Power Theft:

Prerequisites: Ability Theft.

Benefit: Character can steal the powers of others with a successful touch attack (or grapple) (Will Save: negates). For each successful touch attack (or round grappled), the character may attempt to steal a power from his opponent. Stolen powers remain with the character for up to 10/minutes per level, or until the character chooses to drop the stolen powers, or once the character is knocked unconscious or killed. While the powers remain stolen they are not accessible to their former owner.

Rage:

Prerequisites: Heightened Ability (Str) and Heightened Ability (Con).

Benefit: Character temporarily gains +4 to Strength, +4 to Constitution, and a +2 morale bonus on Will saves, but suffers a -2 penalty to AC. The increase in Constitution increases the character's hit points by 2 points per level, but these hit points go away at the end of the rage when the Constitution score drops back to normal. While raging, a character cannot use skills or abilities that require patience and concentration. He can use any feat he might have except for Expertise, item creation feats, metamagic feats, and Skill Focus (if it's tied to a skill that requires patience or concentration). A fit of rage lasts for a number of rounds equal to 3 + the character's (newly improved) Constitution modifier. The character may end the rage voluntarily. At the end of the rage, the character is fatigued (-2 to Strength, -2 to Dexterity, can't charge or run) for the duration of that encounter. A character can only fly into a rage once per encounter and only a number of times per day equal to his strength modifier. Entering a rage takes no time itself, but the character can only do it during his action.

Regeneration:

Prerequisites: Fast healing.

Benefit: Character gains Regeneration (2). Characters with this extraordinary ability recover from wounds quickly and can even regrow or reattach severed body parts. Damage dealt to the character is treated as subdual damage, and the character automatically cures itself of subdual damage at a fixed rate. Certain attack forms, such as elemental attacks deal damage to the character normally; that sort of damage doesn't convert to subdual damage and so doesn't go away. The character can regrow lost portions of their bodies and can reattach severed limbs or body parts. Severed parts die if they are not reattached. Regeneration does not restore hit points lost from starvation, thirst, or suffocation. Attack forms that don't deal hit point damage (for example, disintegration and most poisons) ignore regeneration. An attack that can cause instant death, such as a coup de grace, massive damage, or an assassin's death attack, only threatens the character with death if delivered by a weapon that can deal normal damage to the character.

Size Control:

Prerequisites: Alter Self.

Benefit: Character may change his size category by one step as a standard action (AoO: Yes), but may not deviate from his original size by more than one step.

Spider Climb:

Prerequisites: Heightened Ability (Str).

Benefit: Character can climb up surfaces as if under the effect of the spider climb spell.

Stunning Attack:

Prerequisites: Fists of Steel.

Benefit: Character can stun an opponent for 1 round + 1 round/level with a successful attack. This may be used once per round.

Stretching:

Prerequisites: Heightened Ability (Dex).

Benefit: Character can increase his reach by +10 ft/level.

Superior Toughness:

Prerequisites: Heightened Ability (Con).

Benefit: Character gains +6 hit points.

Thick Skinned:

Prerequisites: Heightened Ability (Con).

Benefit: Character receives a natural armor bonus of +3 to AC.

Uncanny Dodge:

Prerequisites: Heightened Ability (Dex)

Benefit: Character retains Dexterity bonus to AC (if any) if surprised or struck by an invisible attacker.

Water Breathing:

Prerequisites: Heightened Ability (Con)

Benefit: Character can breath underwater.

Water Walk:

Prerequisites: Elemental Walker (Water).

Benefit: Character can walk at normal speed on water and other liquids or semi-liquids without hindrance as if they were normal ground (lava, acid, and any other substance that cause damage by mere touch, still cause damage).

Special: This power may be purchased as a feat by a character that has Elemental Walker (Water).

Designer's Note: Each of the powers listed above could probably be easily converted for use with the elements of other powers i.e. one could make a Magnetic Field power based off of the Elemental Field power or a Water Leaper power based off the Flame Leaper power, etc. Also most spells can be made into powers (one needs only to choose a heightened ability to put it under and figure out if it should have any prerequisites: Are there any spells of a lower level that do something similar and should be used as stepping stone powers?). Remember that this list of powers is not meant to be exhaustive only a good starting point.

NEW PURPOSES FOR OLD SKILLS

- Bribery = [Diplomacy.]
- Bugging = [Profession (Investigator)]
- Bureaucrats = [Knowledge (Bureaucracy)]
- Criminology = [Knowledge (Criminology)]
- Cryptography = [Knowledge (Cryptography)]
- Cybernetics = [Craft (Cybernetics)]
- Demolition = [Profession (Demolitionist).]
- Driving = [Ride (Vehicle)]
- Electronics = [Craft (Electronics)]
- Gambling = [Bluff]
- Infiltration = [Profession (Infiltrator)]
- Investigation = [Profession (Investigator)]
- Mechanic = [Profession (Mechanic)]
- Micro tech = [(Craft (Micro-tech)]
- Motorcycle [Profession (Motorcyclist)]
- Navigation = [Knowledge (Navigation- Land, Air, or Space)]
- Pilot = [Profession (Pilot- specific vessel)]
- Robotics = [Craft (Robotics)]
- Sailing = [Knowledge (Sailing)]
- Seduction = [Diplomacy]
- Skiing = [Balance]

Spacecraft Engineering = [Profession (Spacecraft Engineer)]
 Spacecraft Pilot = [Profession (Space Pilot)]
 Streetwise = [Gather Information]
 Surveillance = [Bluff]
 Survival = [Wilderness Lore]
 Swinging = [Climb]
 Ventriloquism = [Profession (Ventriloquist)]

NEW SKILLS

Invention: (See gadgeteer description for details).

STARTING MONEY

Combat Specialist: 6d6 x 100.
 Gadgeteer: 3d6 x 1000.
 Martial Artist: 5d6 x 10.
 Rogue: 5d6 x 100.
 Sorcerer: 3d6 x 100.
 Wizard: 3d6 x 100.

LIST OF EQUIPMENT

Designer's Note: Gold piece cost can be converted into a dollar value by increasing the amount by 10 times the original number. Therefore an item with a gp cost of 25 would be 250 dollars.

Modern Weapons (Firearms)-Ranged*

Weapon	Cost*	Damage	Critical	Range Incr.	Weight	Type
<i>Street</i>						
Pistol, semi-automatic	500	1d10	x3	150 ft.	5 lb.	(P)
Metal cartridge clip, pistol (15)	4	-	-	-	1/2 lb.	-
Pistol, revolver	500	2d6	x3	100 ft.	3 lb.	(P)
Metal cartridge, pistol (20)	6	-	-	-	1/2 lb.	-
<i>Hunting</i>						
Rifle, Bolt	1,000	1d12	x3	200 ft.	7 lb.	(P)
Metal cartridge, rifle (20)	20	-	-	-	1/2 lb.	-
Shotgun	500	**	**	10 ft.	7 lb.	(P)
Shotgun shells (20)	10	-	-	-	1/2 lb.	-
<i>Military</i>						
Rifle, semi-automatic	2,000	1d12	x3	250 ft.	10 lb.	(P)
Metal cartridge clip, rifle(30)	30	-	-	-	1/2 lb.	-

Submachine gun, Metal Cartridge clip, Submachine gun(30)	1,000	1d10	x3	100 ft.	7 lb.	(P)
		-	-	-	1/2 lb.	-

Heavy

Grenade launcher	N/A	5,000	**	**	200 ft.	12 lb.	***
Shotgun, semi-automatic		2,000	**	**	10 ft.	12 lb.	(P)
Shotgun shell drum, shotgun (20)		15	-	-	-	2 lb.	-

*-Cost in dollars.

**--See Descriptions.

***-Fires fragmentation or smoke grenades. See Grenadelike Weapons for more details.

***Grenadelike Weapons**

Weapon	Cost	- Damage - Direct Hit Splash		Range Increment	Weight
Dynamite	50	3d6**	5 ft.	10 ft.	1 lb.
Grenade, fragmentation	150	6d6	10 ft.	10 ft.	1 lb.
Grenade, smoke	50	N/A	N/A	10 ft.	1 lb.

*Grenadelike weapons require no proficiency to use. See text for full details on using these weapons.

**Grenadelike weapons deal splash damage to all creatures within 5 feet of where they land.

***A miss requires a roll for deviation as for regular grenadelike weapons, but rather than dealing splash damage to all creatures within 5 feet, the weapon deals the same damage to all creatures within the blast radius of where it actually lands.

Alien Weapons (Firearms)-Ranged

Weapon	Cost*	Damage	Critical	Range Incr.	Weight	Type
Small						
Laser pistol	N/A	2d10	x2	100 ft.	2 lb.	(Special)
Energy pack, laser pistol	N/A	-	-	-	1/2 lb.	-
Medium						
Flamer		3d6‡	-	20 ft.	8 lb.	(Special)
Fuel pack, flamer	N/A	-	-	-	1/2 lb.	-
Needlegun	N/A	1	x2	10 ft.	5 lb.	(P)
Needlegun, Cartridge	N/A	-	-	-	-	-
Laser rifle	N/A	3d10	x2	200 ft.	7 lb.	(Special)
Energy pack, laser rifle	N/A	-	-	-	1/2 lb.	-
Heavy						
Antimatter rifle	N/A	6d10	x2	10 ft.	10 lb.	(Special)
Energy pack, antimatter rifle	N/A	-	-	-	1/2 lb.	-

* Alien weapons are not readily available on the open market (DM's should decide on their appropriate).

‡Damage dealt in a 5-foot-wide stream extending to the maximum range.

Weapon Descriptions:

Antimatter Rifle: The antimatter rifle is a devastating short-range attack weapon that can be fired no more than once per round. It holds two shots. Reloading it is a standard action.

Energy Pack: This small pack fits snugly into the butt of a laser rifle, laser pistol, or antimatter rifle. It powers a laser pistol or laser rifle for fifty shots or an antimatter rifle for two shots.

Dynamite: This short, thin cylinder of explosive must be lit before it is thrown or set. Lighting the dynamite is a standard action. The explosive has a blast radius of 5 feet and deals 3d6 points of fire damage. Those caught within the blast radius can make a Reflex save (DC 20) to take half damage.

Flamer: The flamer can only be fired once per round and must be reloaded after firing ten times. Reloading is a standard action.

Fuel Pack: This extremely sturdy pack clips snugly onto the barrel of a flamer near its base. It contains enough concentrated flamer fuel for ten shots.

Grenade, Fragmentation: A fragmentation grenade looks like a large egg on a 1-foot-long stick with small fins. If thrown, it uses its range increment, but if launched from a grenade launcher, it uses that weapon's range increment. Fragmentation grenades are advanced antipersonnel explosives that deal damage that is half piercing damage and half fire damage in a 10-foot radius. Those caught within the blast radius can make a Reflex save (DC 20) to take half damage.

Grenade Launcher: The grenade launcher can fire fragmentation or smoke grenades using its range, but must be reloaded each time it fires, requiring a standard action. The grenade launcher is a tube set on a metal tripod and equipped with a sighting mechanism. A single smoke grenade or fragmentation grenade easily slips into the tube.

Grenade, Smoke: A smoke grenade looks like a squat cylinder on a 1-foot-long stick with small fins. If thrown, it uses its range increment, but if launched from a grenade launcher, it uses that weapon's range increment. One round after it lands or hits its target, this nondamaging explosive emits a cloud of smoke in a 20-foot radius that persists in still conditions for 1d3+6 rounds and in windy conditions for 1d3+1 rounds. Visibility within the smoke is limited to 2 feet. Everything within the cloud has 90% concealment.

Laser Pistol: Laser pistols fire fifty times before they need to be reloaded and have a rate of fire equal to the attacker's number of attacks. Reloading is a standard action.

Laser Rifle: Laser rifles fire fifty times before they need to be reloaded and have a rate of fire equal to the attacker's number of attacks. Reloading is a standard action.

Metal Cartridge: These lead bullets are jacketed in copper and held in a brass shell.

Metal Cartridge Clip: These lead bullets are jacketed in copper and held in a brass shell. They are found in either a 15-round metal clip (for semi-automatic pistols) or a 30-round metal clip (for semi-automatic rifles). The clip is inserted into the butt of an automatic pistol or the stock of an automatic rifle.

Needlegun: This is used to fire small needles a long distance. It is silent, and its needles most often are used to poison foes.

Needlegun, Cartridge: These are sold in small cartridges containing 20, 2-inch-long iron needles. A full case is so light that its weight is negligible. The tips of the needles are often coated with poison. It takes a standard action to reload.

Pistol, Semi-automatic: An automatic pistol can fire fifteen times before reloading and can be used to attack more than once per round if the user has the ability to make multiple attacks. Reloading is a standard action.

Pistol, Revolver: A revolver fires once a round maximum, but it can fire six times before it needs reloading (which requires a full-round action).

Rifle, Automatic: An automatic rifle can fire thirty times before reloading and can be used to attack more than once per round if the user has the ability to make multiple attacks. Reloading is a standard action.

Rifle, Bolt: A bolt rifle fires once a round maximum, but it can fire six times before it needs reloading (which requires a full-round action).

Shotgun: The shotgun deals 3d6 points of damage to a target in the first range increment, 2d6 to a target in the second range increment, and 1d6 to anyone in a 5-foot-wide path beyond that distance out to maximum range. It can fire once a round maximum, but it can fire five times before it needs reloading. Reloading up to two shells is a standard action. Reloading more shells than that (up to all five) is a full-round action.

Shotgun, semi-automatic: The semi-automatic shotgun deals 3d6 points of damage to a target in the first range increment, 2d6 to a target in the second range increment, and 1d6 to anyone in a 5-foot-wide path beyond that distance out to maximum range. It can be used to attack more than once per round if the user has the ability to make multiple attacks. Reloading is a full found action.

Shotgun Shells: These cylindrical cartridges have a built-in firing cap at their base. They are packed with a mixture of gunpowder and small lead pellets.

Shotgun Shell Drum: This drum holds up to 20 shotgun shells and is inserted into the stock of a semi-automatic shotgun.

Submachine gun: The submachine gun can fire thirty times before reloading and can be used to attack more than once per round if the user has the ability to make multiple attacks. Reloading is a standard action.

TABLE: Armor

Armor	Cost	Armor Bonus	Max Dex	Check Penalty	Arcane Failure	Speed (30ft./20ft)	Weight
Light Protective Suit.	250	+2	+8	-0	15%	30 ft./20 ft.	5 lb.
Spider Steel.	1,000	+4	+6	-0	25%	30 ft./20 ft.	10 lb.
Medium Kevlar, Vest.	500	+5	+5	-2	30%	30 ft./20 ft.	25 lb.
Heavy Powered, Suit.	30,000	+10	+0	-7	50%	*	500 lb.

*Powered armor has a base speed of 15. When running in powered armor, a it moves only triple speed, not quadruple.

Kevlar, Vest: This protective vest provides a great deal of protection while granting some flexibility.
Powered, Suit: Powered suit armor is extremely protective, but cumbersome. It requires a good deal of strength in order to use powered armor. Being inside a powered suit can also be physically draining, for each hour worn the wearer must make a Fortitude save (DC 15 + 1/hour worn) or lose one point of Con, temporarily. Physical attacks made with a powered suit act a bludgeoning weapons, the damage depending upon the suit's size: small-sized suits do 1d4, medium-size suits do 1d6, and large-sized suits do 1d8. Character's inside a powered suit are considered to have damage reduction 4/-. Suit costs are half for small characters and double for large characters.

Protective Suit: Light, durable, and flexible the armor of choose for most superheroes.

Spider Steel: Spider Steel armor is extremely flexible and light for the protection that it affords.

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Released in a free PDF version 2/7/01. Revision 1.0

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