

RACES OF WAR

By Frank Trollman & K

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CONTENTS

1	War in D&D	6
2	Unusual Races	9
2.1	Unusual Races	9
2.2	Powerful Races	14
2.3	Converting Monsters Into Characters	15
3	Warriors with Class	18
3.1	NPC Classes	18
3.2	PC Classes	19
3.3	Prestige Classes	27
3.4	Multiclassing Characters	31
4	Warriors with Style	33
4.1	Character Backgrounds	33
4.2	The Failure of Feats	36
4.3	The New Combat Ready Feats	37
4.4	Advanced Combat	41
5	Tools of the Trade	46
5.1	Weapons	46
5.2	Armor	47
6	Logistics and Dragons	56
6.1	The Demographics of D&D	56
6.2	Leaders of Men	57
6.3	Administering your People	58
6.4	Why We Fight	58
7	The Mass Combat Mini-game	59
7.1	The Basics	59
7.2	Battles	60
7.3	Player Characters in the Mass combat Mini-Game	61
8	A World At War	63
8.1	The Stone Ledger: The Dwarves Remember	63
8.2	Gnolls: Too Lazy to Win	64
8.3	Vistas of the Giants: Big and Important Stuff	65
8.4	The Goblin Empire: Silent Loyalty, Silent Dissent	65
8.5	Elves: Servants of the High Wizards	66
8.6	Warrens of the Gnomes: Guerilla Illusionists	67
8.7	Orcs: The Endless War	67
8.8	Borderlands of the Sahuagin: Sore Winners	68
8.9	After the War	69

8.10 Triumph of the Halflings: Reconstructing the Shire	69
8.11 Defeat of the Halflings: They Came and Took Our Land	70
8.12 Triumph of the Dwarves: Breaking the Cycles	70
8.13 Defeat of the Dwarves: The Tunnels Forgotten	70
8.14 Triumph of the Goblins: What's Yours is Mine	70
8.15 Defeat of the Goblins: A Land of Banditry	71
8.16 Triumph of the Necromancers: Endless Night	71
8.17 Defeat of the Necromancers: Resource Rush!	71

FOREWORD: A BRIEF HISTORY OF FIGHTING MEN

In its origins, D&D was a wargame like Warmachine or Warhammer. You had a field filled with tiny men, and they fought each other with swords and bows. Eventually, someone got really lazy, and wanted to replace a large number of fighting men with heroic fighting men who would be easier to paint because there were much less of them. And that, right there, is the origins of D&D. The smaller number of better Fighting Men would be your “army” and eventually people started playing magical teaparty with their fighting men, and it turned into a roleplaying game. So it isn’t surprising that at first you “roleplayed” a small group of heroic fighting men.

When the new classes (such as “Magic User” and eventually “Thief” and “Cleric”) were introduced, they were intended to be better than the Fighting Men. And, well, they totally were. Indeed, players still controlled lots of characters, and it was deemed impractical for more than one or two of those characters to be any good or in any fashion important. So you rolled up stats for each guy, and if you rolled well enough on a guy he could be something other than a Fighting Man, and the rest of your guys were basically just speed bumps whose lot in life was to stand between the monsters and the Magic Users so that the real characters could survive to another day.

Well, that isn’t how things work anymore. Now every character is supposed to be individually important and have some background and so on and so forth. No longer are we allowing our Fighting Men to go without a last name unless and until they get to fourth level without being eaten by an owlbear. And so we really need Fighting Men to be a lot more interesting and effective than they are in the rules. The basic setup of the game has changed a lot, but Fighters have changed only a little. In a very real way, the Player’s Handbook hands us Fighting Men who would be better suited to appear in groups of 3 per player than to stand alone. And really, that has got to stop.

WAR IN D&D

“War is not about who is right, but who is left.”

D&D is a game about stabbing people in the face, rifling through their pockets and/or home, and then going back to your own home where the beer is cold and the woman are warm and waiting for the next foolio to present himself for stabbing (and rifling). That being said, war is the same thing, but writ large.

War in the D&D universe is very nasty, very brutal, and very short. It all comes down to the question “who’s got the bigger heroes?” Peasant uprisings of plucky farmers just don’t happen in a world where a 1st level mage with a Wand of Fireballs and a decent Hide check can set an army of thousands on fire, and the bravest and best trained units of knights just aren’t going to conquer the land/government that has a guy chain-binding rocks to serve as elite terror squads to kill every peasant in a hundred mile radius of your capital.

If you have the bigger heroes, they knock down any smaller heroes, then walk up to the Kingdom of Good King Draxall ... yada yada yada ... and hear the lamentation of his womenfolk. It doesn’t really matter if King Draxall’s castle is now full of lava because the attackers opened a gate to a volcano in his throne room or if they went all Die Hard on the King’s personal guard and gutted the bunch ... the truly important troops (i.e. heroes) traveled at least as fast as griffonback and smashed the Kingdom while the King was still training his peasants on which end of a spear to poke people with.

That doesn’t mean that armies don’t have a place in D&D. Once the important business of nailing enemy heroes to a tree is done, someone has to pacify the new populous, enslave them to work the salt mines, collect taxes, and generally put down any rebellions or resistance movements of local yahoos (which might be gnoll bandits, a wandering ankheg, or other unimportant challenge for our heros). Heroes are generally more concerned with bigger and more rewarding problems like the undead pouring out of the newly discovered (i.e. unlooted) ruins in Moil than the fact that the peasants of the former King Draxall are up in arms over the latest taxes on grain.

But occasionally, someone does attempt a military victory. It might be an aristocrat with more gold than sense or a necromancer with an animation fixation, but troops will be secretly trained, mercenaries will be hired, and cadres of spies will pour into the prospective target land. Sometimes this crap works, as the relevant heroes who might defend the land might be bribed to stand aside, assassinated with extreme prejudice, or just be on another plane at the time, and then it’s the Wytch King’s skeletal footman vs. King Draxall’s Knights of the Holy Relic for real old-timey war on respectable battlefields.

The problem is that this kind of thing is that it generally doesn’t last. Once the local hero population replenishes itself, those guys will become the local rulers by default, even if they only pay lip service to King Draxall in public. Empires lasting thousands of years are not products of military might, but a good PR department with an eye for finding up-and-coming heroes who are smart enough to maintain the fiction of a stable society rather than upset the peasants by reminding them that they live and die by the whims of guys who think that summoning angels from heaven to set off dungeon traps is an acceptable practice.

1.0.1 Fighting with Honor

“There is only one ethical system and it is pragmatism. Only goals change.”

The concept of honorable combat is pretty fishy when you look at it carefully. Your goal is to painfully kill another sapient being with a deadly weapon, and the other guy is attempting to do the same to you. Why then, would any rational person take time to consider the “honor” of whatever horribly painful and potentially lethal act they were intent upon inflicting on another?

The answer is: The Long Term. The concept of honor in War is incredibly ancient, and the ideas of what is and is not an honorable act have varied unrecognizably over that period. But one thing has remained the same throughout: the idea of what is honorable in warfare has always been inextricably linked to the needs of the powerful. In olden days, the powerful had superior nutrition, superior training, superior equipment and came in really small numbers. So naturally of course, the rule was that you didn’t gang up on people or use poison. In modern days, bullets go through pretty much anything, but powerful people have more troops and helicopters, so the rule is that you don’t assassinate people in honorable combat. The penalties for being dishonorable have remained pretty static over the generations – you get kicked out of the rosters of the powerful and other power blocs attempt to band together to crush you.

That’s all fine and dandy, but what does that mean for characters in the D&D world? The risks of using poison gas in terms of collateral damage really aren’t there (cloudkill goes pretty much exactly where you tell it to), and the ranks of the powerful really do include high level Rogues and Assassins. Most of the stuff you think of as being dishonorable in historical chivalric codes are perfectly fine in D&D chivalric codes. Like all chivalric codes, the one found in the D&D universes is there to keep people in their place – in this case powerful adventurers on top, and little people and monsters on the bottom. Here’s how it works:

- Getting a lot of help on any project is dishonorable. A 9th level wizard can wave his hands and make a dungeon, and two rogues can stab a frost giant in the back of the head and the face in synchrony. But peasants can’t do jack without the help of like 20 guys. Therefore, working in groups larger than about 10 on any single project is dishonorable in the extreme. The end result is that decent goods can really only be produced by the master artisans and the little people are trapped in obscurity.
- Poisoning Food is without honor. Druids can spit poison and Assassins can shoot poison darts, but pretty much anyone can put warfarin into an enchilada. So while injected poisons aren’t considered dishonorable, ingested poisons are.
- Being Gargantuan or Larger is dishonorable. It may seem downright bizarre that people in the D&D world endeavor to look down on things which stand tall. But when you think about the locations that the truly tremendous live in, it makes sense. When gargantuan creatures rear themselves, it is expected practice for all groups to drop what they are doing and attack. And that is why Titans and Dragons live on remote mountaintops instead of owning the world. It isn’t that taking them down isn’t a lot of effort, it’s that the small creatures made a gentleman’s agreement to actually put that effort in a long time ago.
- Honorable people do not create Spawn.: This is one that bones the monsters and certain kinds of spell-casters like necromancers, and its designed so that people don’t take Steve the Crap-Covered Farmer and turn him into a hero-level threat like a vampire spawn. We know how this works for the people that do it: they tip the balance in favor of the monsters and the heroes and society loses. Even if every Shadow only makes one other Shadow each day, in three weeks your kingdom is full of Shadows ... people in the D&D universe know how this is going to end and it makes them very unhappy.
- Impersonating specific people with magic is a dishonorable act. Heroes live and die by their reputation, and part and parcel of being a hero is that people know who you are and where to find you so that they can shower you with job offers and money. That actually works for society, because this is a pre-Internet universe and we don’t have Craigslist to make sure that people get the right jobs.
- Destroying Magic Items is something no honorable person would do. Magic is in many ways, a finite resource. The people in power, need it to stay in power. Artifacts are essentially irreplaceable, but they are corruptible. Maybe not by you, but by someone. If you destroy a great artifact of Evil, you’ve actually hurt Good some too. You’ve reduced the total amount of power available to anyone. And that doesn’t fly for people who have all the power.
- Changing Alignment is dishonorable. Every power group wants people to pretty much stay on whatever side they are on, because otherwise how do you know who is on what side? It’s very pragmatic, those who switch sides are never afforded the same trust in their new side as they were given from their old side lest they change back. That isn’t to say that Good and Evil aren’t proselytizing
- Honorable people take credit for their kills. Not only is it just good form to advertise your abilities so that people know who in the kingdom actually can kill an Ettin in single combat, but its actually safer for everyone if society in general know why powerful monsters keep dropping out of the sky. When people find an Old Red Dragon dead in a random field, they are going to want to know what killed it and if it has plans on their favorite tavern. Not claiming your kills means that actual hero-hours are going to

be spent finding out the nature of this threat when they could be better spent curbing the excesses of the Wytch King's Empire. That pisses people off, and leads to occasional hero-on-hero violence that only serves Team Monster.

So you want to be honorable, right? Maybe give your coat to handsome members of the opposite sex, keep your word, and make sure your taxes are paid on time? Yeah, that has to do with your alignment probably (depending upon what you think Law, Chaos, Good, and Evil actually represent), not with you overall honor. Honor really is about whether society in general is going to attempt to ostracize you. So you can be Evil and Chaotic and still fit into society, still be considered honorable. In fact, D&D has entire Chaotic Evil societies where that sort of thing is expected.

UNUSUAL RACES

2.1 Unusual Races

For a long time, there has been a definite pro-prettiness bias in the rules of D&D. That is, elves (who are pretty) get a much better deal as player characters than do hobgoblins (who are ugly). This dates back to when races had mandatory alignments and people wanted to discourage Evil player characters from coming in and ruining games (which let's face it, a lot of evil PCs do). And while this has had the desired effect of keeping the number of orc player characters down and their impact minimal, it hasn't been good for game balance at all. Some people really want to be a gray skinned dude with shark's teeth, and they'll play whatever game mechanics are given to them. These players will be playing at the same level as other characters, and that means that they should be playing at the same power level! Really, all the unusual races are optional, so there's no purpose served in screwing them over. In the past, many races have simply been given insufficient goodies to be worth playing (Half-Orcs), or were given good enough abilities but then over-charged in levels for them so horribly as to make the character unplayable (Hobgoblins). We don't hold with that at all. If you don't want someone to play an ogre or goblin in your game, just don't let them play one. It's seriously not even a deal.

Furthermore, for some reason there has been a massive fear of giving straight statistic enhancements to characters without a level adjustment. I don't even understand that, because Halflings already get all that and more. Really, a character who gets +2 to two attributes and a total of +4 to skills and darkvision isn't even impressive compared to a Deep Halfling, so the ginormous fear that people have of letting Hobgoblins and Aasimar into games is perplexing. That being said, what follows are write-ups for the following races playable as normal starting characters in a 1st level game:

2.1.1 Aasimar

"My ancestors were more beautiful than you can imagine."

Aasimar get a short stick from just about everyone. They get screwed as PCs by the Level Adjustment rules, and they get no respect from players. Frankly, Celestials just don't have a lot of dramatic tension most of the time. Sure you can have the occasional "Legacy" scenario where you couldn't possibly live up to your awesome ancestors, but generally when it's important that someone has powerful family members it's so that you can introduce evil family members, not additional heroes.

So here's the deal: Aasimar are the great grandchildren of beautiful outsiders. They aren't just for being dudes with Devas as ancestors, the same game stats represent characters who come from Erinyes or Marilith stock.

- Medium Size
- 30' movement.
- Outsider Type (Native and Human subtype)
- Darkvision
- +2 Charisma, +2 Wisdom

- Aasimar with a Charisma of at least 10 may cast light as a spell-like ability with a caster level equal to their character level once per day.
- +2 bonus to Spot, and Listen checks.
- Favored Classes: Paladin and Sorcerer
- Automatic Languages: Common
- Bonus Languages: Abyssal, Aquan, Auran, Celestial, Formian, Ignan, Slaad, Sylvan, Terran.

2.1.2 Drow

“Time to die for the Spider Queen.”

The Drow are perhaps the most overused bunch of villains ever. Their entire ability set is one that is supposed to neutralize the advantages of player characters so that characters can have mirror matches against NPC parties without doubling their treasure. With magic items that turn off once they are brought out of Drow controlled regions, spell-resistance, and spell-like abilities designed to specifically negate common player-character tactical advantages, they can easily compete with Player Characters with massively more permanent magical equipment. And that means that they can be fought and killed several times without supercharging party treasure.

But if you want to play a Drow character, you don’t want any of that crap. In fact, if you want a Drow character, probably the maxim you are looking for is “WWDD?” and the answer is probably “Fight with two scimitars.” But more than that, there are a number of abilities that Drow characters in stories exhibit that people want. And then there are the game mechanical abilities in the rulebook that the characters in stories obviously don’t have (like Touch of Fatigue, what’s up with that?) So here it is, the LA +0 Drow that people actually want to play:

- Medium Size
- 30’ movement.
- Humanoid Type (Elf subtype)
- Darkvision 120’
- +2 Dexterity, -2 Constitution
- Daylight Sensitivity: While in brightly lit surroundings (such as a daylight spell), a Drow suffers a -2 penalty to attack rolls and precision-based skill checks.
- Drow with a Charisma of at least 10 may cast deeper darkness (duration 4 hours), and fairie fire as spell-like abilities with a caster level equal to their character level once per day each.
- +2 bonus to saving throws against spells and spell-like abilities.
- +2 bonus to Spot, and Listen checks.
- Drow never sleep and are immune to sleep effects. Drow must still perform their 4 hour daily trance to stay coherent and rested.
- Drow live an exceedingly interesting life and every Drow has proficiency with the rapier and an exotic ranged weapon of their choice.
- Favored Classes: Cleric and Wizard
- Automatic Languages: Elvish
- Bonus Languages: Abyssal, Beholder, Common, Draconic, Drow Sign Language, Dwarvish, Gnome, Kuo-Toa, Terran, Undercommon.

2.1.3 Feytouched

“All my life, I have never fit in. Not in town, not in the forest. In some integral fashion I am unlike those around me, and I believe it is my fate to live and die alone.”

WotC has made no secret of the fact that they like doing bad things to the bad touched races. But if there was one Bad Touched race that is almost worth the level allowance, it would be the Feytouched. Every one of them looks completely different, but they all have the same power set: spell-like charm, and of course an Immunity to Mind Affecting effects. That goes a long way to being worth something, though of course there is no way you can survive as a character with a Level Allowance and a Constitution penalty – the very idea is absurd. So of course, the race has to be overhauled, because that just isn’t reasonable.

Now if you’re one of the people who wonders why a product of fairies and humans, who both conspicuously lack an immunity to mind affecting magic, would have an immunity to mind affecting magic – you aren’t alone.

That question comes up about as often as any other with regards to the Feytouched. Of course, not all of those born to fey and human stock are immune to mind affecting magic, as you might expect from a group so diverse that some have bug parts and others are simply beautiful humans, while still others look like crazy rock men with teeth sticking out all kinds of places, the powers that a fey-touched is born with are extremely random. The powers of the fairies are more than a little bit chaotic in nature, and no two babes born to these couplings are the same. Unfortunately, these mulish offspring are also interesting both in the general sense and, much more to their detriment, to other fairies in particular. The unmitigated interest of the fey is hard on a small child, so Feytouched who are not immune to compulsion effects are going to find themselves at the bottom of a pond or jumping out of a tall tree long before they reach adulthood. Indeed, Feytouched immune to compulsion effects are the only ones that ever reach maturity – the well meaning but deadly interest of the fairy family members simply weeds out any other possible results.

That's not an excuse for the package presented in the Fiend Folio as a whole, that's simply unplayable. But it's close. Here's our version:

- Fey Type
- 30 foot movement rate
- Low-Light Vision
- +2 Dexterity, +2 Charisma, -2 Constitution. Feytouched are graceful and those which are not beautiful are terrifying, but they are fragile like flowers.
- Immunity to [Compulsion] Effects
- Magic Affinity: Every Feytouched is different, and marked by the signature magics of the fey in a different manner. Every Feytouched has one spell that can be used once per day as a spell-like ability. This spell is chosen at 1st level and cannot be changed. Any 1st level Illusion or Enchantment spell from the Sorcerer/Wizard list is fair game, and the save DC is Charisma-based.
- Favored Class: Bard
- Feytouched speak Common and Sylvan. Bonus Languages may be selected from the following list: Aquan, Auran, Elvish, Draconic, Dwarvish, Druidic, Goblin, Gnoll, Gnome, Halfling.
- Level Adjustment: +0

2.1.4 Goblin

"You weren't hired to think. You were hired because you have opposable thumbs."

Goblins are the weakest and smallest of the Goblinoid races, and that means that in society in general they get a really crap deal. But that's not really important for a Player Character, because player characters get access to classes like Rogue, Knight, and Wizard for whom being small is not a huge problem. Indeed, Goblins have a number of saving graces that in the wild barely keep them alive that when used by a player character can make them very effective. Naturally adept at stealth, Goblins are virtually made to be a Rogue or Wizard, and indeed most Goblins who have class levels are one or the other.

But the Goblins are also extremely gifted mounted combatants. And why is that? Because they are the smallest and weakest of the Goblinoids, the Worgs long ago enslaved the Goblin people. That's right, the Worgs came in and imposed their dominion upon Goblins, not the other way around. But time does funny things... Worgs are pretty stupid, and they don't have thumbs. So while they are individually powerful, eventually they were forced to have the Goblins do all the important stuff – like keep records and make decisions.

So now, the Worgs have gone many generations doing pretty much whatever it is that their "servants" tell them to do. Which means that really the Goblins are totally in control. And because of this, Goblin children are practically born into the saddle. Those rich enough to afford a wolf to ride (like well, player characters) can be devastatingly effective lancers.

- Small Size
- 30' movement (despite small size).
- Humanoid Type (Goblinoid subtype)
- Darkvision
- +2 Dexterity, -2 Strength, -2 Charisma
- +4 bonus to Move Silently and Ride checks.
- Bonus Feat: Mounted Combat
- Goblins benefit from an ancient pact with the Worgs, and every Goblin receives a +2 bonus to any Bluff, Diplomacy, Handle Animal, Sense Motive, or Survival check made with respect to a Worg.
- Favored Classes: Rogue and Wizard
- Automatic Languages: Common, Goblin
- Bonus Languages: Draconic, Elvish, Dwarvish, Giant, Gnoll, Infernal, Orcish, Undercommon, and Worg.

2.1.5 Hobgoblin

“That’s some tough talk from a man who wears a basket on his head.”

Hobgoblins are totally awesome at everything they do. They don’t have any telling weaknesses, and their strengths are general enough that they excel at everything they put their mind to. And like humans, this can seem like they are overpowered. But the thing is, each character is made separately. While many of the armies of the world are created of a single race, each player character can be something unique and crazy. So for the Hobgoblin people there is a substantial advantage to being good at any class. But a player character probably never sees that. A Hobgoblin [anything] is a viable character, but if you want your mouth to taste like velveeta you’d make your Rogue a Deep Halfling, you’d make your Wizard a Gray Elf, and you’d make your Fighter a Dwarf.

But there’s more to being a Hobgoblin than being able to ably fill any party role without overpowering the world. You get to have orange or gray skin, sharp teeth, and depending upon which version of D&D Hobgoblin you’re using – either radically more or radically less body hair than a human. So what does that mean? It means that an influential Hobgoblin character in your campaign is going to be played by Robin Williams. But while that means that Hobgoblins can be portrayed in a humorous light, chances are that the humor is going to be more like that in *The Big White* or *Death to Smoochy*. These guys have an incredibly baroque system of laws and an interlocking system of fealties that are actually a parody of Feudal Japan.

- Medium Size
- 30’ movement.
- Humanoid Type (Goblinoid subtype)
- Darkvision
- +2 Dexterity, +2 Constitution
- +4 bonus to Move Silently checks.
- Favored Classes: Fighter and Samurai
- Automatic Languages: Common, Goblin
- Bonus Languages: Draconic, Elvish, Dwarvish, Giant, Gnoll, Ignan, Infernal, Orcish.

2.1.6 Orc

“Waaarrggghhhh!”

Orcs get the short end of the stick. They can eat pretty much anything and they have to because their race has lost every major war since. . . well forever. Orcs are extremely specialized, and rarely see play as anything except a Barbarian. However, some players will want to diversify the concept into say. . . a Rogue, Assassin, or Fighter build. That works OK, but remember that an Orc always brings “hitting things really hard” to the party. The Orcs other limitations are pretty severe, so taking a class combination that doesn’t accentuate the narrow scope of Orc advantages is probably a mistake in the long run.

- Medium Size
- 30’ movement.
- Humanoid Type (Orc subtype)
- Darkvision 60’
- +4 Strength, -2 Intelligence, -2 Charisma, -2 Wisdom
- Daylight Sensitivity: While in brightly lit surroundings (such as a daylight spell), an Orc suffers the dazzled condition and is thus at a -1 penalty to attack rolls and precision-based skill checks.
- +2 bonus to saving throws vs. Poison and Disease.
- Immunity to ingested poisons.
- +2 to Jump and Survival checks.
- Favored Classes: Barbarian and Cleric
- Automatic Languages: Orc, Common
- Bonus Languages: Dwarvish, Elvish, Giant, Gnoll, Goblin, Sylvan, Undercommon.

2.1.7 Half-Orc

“I don’t fit in anywhere, but you may be surprised to know that this dagger fits all kinds of places.”

Ah, the Half-Orc. Has any race ever gotten quite as dusty a drumstick as they? The reason that we have half-orcs at all is because they were around in Tolkien. But they didn’t really do much in those books, they were just easily deluded villains who were borderline racist stereotypes and made us want to forget them altogether. But time moves on, and where once the Half-Orcs were debased and pathetic pawns of The Dark One, now we have them as a legitimate playable race. And yet, their game mechanics have never really been compatible with that.

Here’s what they’re supposed to be: Half-Orcs have the smarts of a human and the strength of an Orc. If people didn’t hate them so much, they’d rule everything. But people do hate them so much. And here’s why: Human women are, compared to Orcs, weak; Orcish women are, compared to Humans, gullible. Making Half-Orcs is easy, and since the modern Orc looks like an Orc from World of Warcraft more than a pig-man, perfectly understandable.

With all the wars that Orcs and Humans have, even periods of relative peace are rarely considered periods of friendship. So any time a Half-Orc happens, both races tend to consider it an abomination. It doesn’t matter that a Half-Orc is a better leader than any of the other Orcs. It doesn’t matter that the Half-Orc is tougher than any of the other Humans – he’s hated for his talents. And that makes him perversely really good at finding out things he wants to know from people. He’s dealt with prejudice all his life, and knows pretty much everything you’d want to know about working around it.

- Medium Size
- 30’ movement
- Humanoid Type (Orc and Human subtype)
- Darkvision
- +2 Strength
- +2 to Intimidate, Gather Information, and Survival checks.
- Favored Classes: Assassin and Barbarian
- Automatic Languages: Orc, Common
- Bonus Languages: Any.

2.1.8 Tiefling

Tieflings are the most popular of the bad touched races, and for good reason. They are awesome. Not mechanically, they’re kind of unimpressive. But they have pizzazz as characters. They have fiendish ancestry, and that makes them great villains and great tortured heroes. What it doesn’t make them is particularly powerful. Tieflings aren’t actually that great. Darkness appears on some class lists as a cantrip, and that’s not an accident. Fundamentally, darkness just isn’t a good effect.

Tieflings are honestly somewhat less powerful than Aasimar are (having as they do, some reasonably annoying penalties), but they are descended from hideous monsters from all over the planes, and they are generally speaking more fun to play.

- Medium Size
- 30’ movement.
- Outsider Type (Native and Human subtype)
- Darkvision
- +2 Dexterity, +2 Intelligence, -2 Charisma
- Tieflings with a Charisma of at least 10 may cast darkness as a spell-like ability with a caster level equal to their character level once per day.
- +2 bonus to Bluff, Hide, and Move Silently checks.
- Favored Classes: Rogue and True Fiend
- Automatic Languages: Common
- Bonus Languages: Abyssal, Aquan, Auran, Celestial, Formian, Ignan, Slaad, Sylvan, Terran.

2.2 Powerful Races

Level adjustments don't work at all. Characters end up with skill rank maximums that prevent them from taking prestige classes appropriate to their level and they have hit dice that are low enough that they end up getting caught by spells like cloudkill that are designed to keep the henchmen out of a climactic battle, and so on and so forth. Furthermore, while the concept is busted, the implementation is even worse. Characters end up getting LAs assigned to them based on the sum total of their abilities (disregarding hit dice) and then having them added on to the hit dice (disregarding abilities). Monstrous creatures end up paying for rather minor abilities more than once and the end result is that characters who really aren't good at anything end up being counted as being higher level than "normal" characters who can outperform them in every way. That has to stop. In general, a monster that is built like a PC is about 1 CR better than one right out of the Monster Manual. CR really is supposed to equal Level, so we're going to be running with the races which are playable under that rubric: Powerful Monsters As PCs, or "Beholder Mages That Don't Make Us Cry."

Monsters need to be able to be easy blends of character levels and monster stats. We know that its completely awesome to fight evil mastermind wizards that might just be beholders or giants or some other big monster, and its equally neat to play a cursed vampire warriors who's trying to redeem his soul. Designers up to this point have attempted to stop players from doing both by making these options unplayable or "the suck", so its time to right this wrong. To start, let us be perfectly honest about two things:

1. We want to play monsters.
2. We know that the current ECL (Effective Character Level), LA (Level Adjustment), monster PrCs, and monster progression systems don't work... like, at all.

Ok, now that we've cleared that up, we can begin. [I could get into elaborate explanations of why these separate systems don't work, but lets just say that the flaws are self-evident if you put a PC frost giant with only Wizard levels up against an NPC frost giant with only Wizard levels and CRed at the PC's level, or you try to play a Vampire with its +8 level adjustment and minimum character level of 5. We don't even have to talk about the Beholder Mage, an atrocity against the D&D community in both its incarnations.]

Monsters tend to be build along four kinds of design philosophies.

- **Characters:** This is the "as a character" philosophy, which makes monsters at a certain CR where they are perfectly suited to fight parties of characters at that level, but might overpower a weaker party or single character or be a total pushover to more powerful individuals or parties. Giants, gnolls, yuan-ti, goblinoids and other monsters who are expect to use PC-level tactics and equipment fall into this category.
- **Glass Jaws and Sucker Punches AKA Suckers:** These monsters, which we'll just call "Suckers" for their ability to suck and sucker punch. Usually they have an extremely powerful attack that can sucker punch a party, but they have some glaring weakness that means that they will go down extremely quickly if you exploit this weakness. Sprites, with their fabulously low HPs and powerful magic are a fine example of this monster. "Closet trolls" like trolls and Pouncing dire animals fall into this category because they are extremely dangerous in enclosed spaces (better than any three fighting characters of their CR), but they die easily if you can attack them at range and stay at a distance.
- **Puzzle Monsters:** These monsters are in fact more puzzle than monster. They usually are unbeatable unless you know their one weakness, meaning that players who don't know the right Monster Manual by heart usually die to these things. Classic examples from old editions of D&D like the Windwalkers would only die to a single spell from the spell list which you may or may not know or have on hand, but 3.x has from eased away from this level of arbitrariness. Now we have monsters like Swarms and incorporeal monsters who may be immune to all your normal weapon attacks (a killer for a party without a damage-capable spellcaster) and several kind of plants or oozes that seem to have random and crazy defenses when you attack them (like splitting into more monsters).
- **Awesome Because Its Awesome AKA Player Killers (PKs):** Some Monsters are just built to make players cry. Dragons are the classic example, as they are traditionally CRed about two to four lower than they should be, and some other monsters have also been unofficially given the [awesome] subtype, meaning that players will always remember these monsters for being Party Killers. Angels, beholders, monsters with PC spellcasting, and drow typically fall into this category.

Can you see the problem with making these creatures into playable and balanced characters? Character monsters and PKs can be easily modified into playable characters by modifying raw stats, but Suckers and Puzzle Monsters need massive rewrites before they can be playable characters.

2.3 Converting Monsters Into Characters

2.3.1 Method 1: The Easy Way

Assume that a monster is a character of its CR+1(modified if it is a monster with the [Awesome] tag), and that its stat modifiers are derived from the assumption that the base monster was built using the Elite Array (highest monster stat – highest elite stat, then repeat for next lowest, etc). For level-dependant effects like skill point maxes, feat prereqs, etc, use the monster's CR+1. Round ability stat mods down to nearest multiple of 2(negative mods up to multiple of 2), and CRs down to nearest whole number.

The nice part of this method is that it is easy, fast, and you can get to playing a monster immediately without as lot of DM intervention or paperwork. The downside is that you might get an underpowered or overpowered monster character if you are not careful (like you forgot that Dragons are actually CRed two less than they should be, or that Sprites are unplayable).

Here's two examples:

- **Minotaur:** Its Base CR is 4, and add +1 for being a PC. Its stat mods are (monster-elite array) Str 19-15=+4, Con 15-14=+0(rounded down) Dex 10-13=-2 (rounded) Wis 10-12= -2 Int 10, Cha 8-10= -2 Int 8-7=+0, for a total of +4 Str, -2 Dex, -2 Int, -2, Cha -2 Wis, which is perfectly reasonable. It's a level 5 PC with skill rank maxes of 8 and 6 monster HD. Frankly, it's a warrior class with a little bit of punch from natural armor, small stat mods from its size, and some fun but not good noncombat abilities. It's nothing to write home about as a 5th level character, and that's much more reasonable than the ECL 8 the MM would have you play it at.
- **Succubus:** CR 7, +1 for being a PC. Stat mods equal Cha 26-15=+10(rounded), Int 16-14=+2, Wis 14-13=+0(rounded), Str 13- 12=+2, Con 12- 10= +2, Dex 12-8=+4 for a +10 Cha, +2 Int, +2 Str, +2 Con, +4 Dex. It's an 8th level character who is almost as good as a Warlock of its level. Generally, it's a far better 8th level character than the than the ECL 14 the MM would have you pay. The fact that its abilities will never grow in power is offset by the fact that it has a high Cha, and so good DCs on its spell-likes.

2.3.2 Method 2

This method is the same as Method 1, but it goes a bit further by converting HD to actually appropriate HD by giving the monster the HD that equals its CR and BAB. This corrects problems just as excess HD from giants and undead.

Basically, look that the monster's HD and BAB. What kind of HD would it need to keep about the same BAB and HPs, but would give it the appropriate number of HD to fit its CR/level (which also fixes Saves to reasonably levels). Assign it that HD, and move on with your life.

Here's an example: Fire Giant. Ok, the Fire Giant is a CR 11 as a PC, and notice that it has a BAB of 11, Great! Normally, it has 15 HD which leads to some craziness if he ever gets a Con boost and it has saves that are a little too big, so lets convert it. Lets give it 11 Barbarian HD(d12s, +1 BAB, good Fort save). We see that he keeps his BAB of 11, his HPs change from 142 to 133, and its base saves are Fort +7, Will/Ref +3 like an actual 11th level character instead of Fort +9, Will/Ref +5.

2.3.3 Method 3

This Method is being saved for our upcoming Tome of Tiamat. Lets just say that is the version of monster progression classes that you actually wanted to be written.

2.3.4 Sample conversions

Here are some relatively simple character conversions:

Gnoll (Minimum Level 2)

Lazy Hyena men filled with awesome? Where do I sign!?

- Medium Size
- 30' movement
- Humanoid Type (Gnoll subtype)
- Darkvision 60'
- +4 Strength, +2 Constitution, -2 Intelligence, -2 Charisma
- Proficiency in Light Armor, Shields, Simple and Martial Weapons, and the Flindbar.
- +1 level in the first Divine Spellcasting class a Gnoll takes.
- Scent.
- +1 Natural Armor.
- Favored Classes: Ranger and Druid
- Automatic Languages: Gnoll, Common
- Bonus Languages: Abyssal, Blink Dog, Giant, Goblin, Infernal, Loxo, Orc, Sphinx, Sylvan, Worg.
- 2 Starting Hit Dice (2d8 HP; 4 + Int Bonus x 5 skill points; +3 Fort Save; +1 BAB)

Bugbear (Minimum Level 3)

- Medium Size
- 30' movement
- Humanoid Type (Goblinoid subtype)
- Darkvision 60'
- +4 Strength, +2 Constitution, +2 Dexterity, -2 Charisma
- Proficiency in Light Armor, Shields, Shuriken, and all Rogue Weapons.
- +2 levels in the first Sneak Attack or Sudden Strike class a Bugbear takes.
- +3 Natural Armor.
- +4 Racial bonus on Move Silently checks.
- Favored Classes: Rogue and Ninja
- Automatic Languages: Goblin, Common
- Bonus Languages: Abyssal, Draconic, Elvish, Giant, Gnoll, Orc, Undercommon.
- 3 Starting Hit Dice (3d8 HP; 4 + Int Bonus x 6 skill points; +1 Fort, +3 Reflex, +1 Will; +2 BAB)

Ogre (Minimum Level 4)

Giants, even the lowly Ogre, are very specialized creatures. They dominate melee at their level, and really suck at everything else. As monsters, that makes them dangerous. While their glass jaws often leave them in situations that they cannot survive or even put up a decent showing, their laser-like focus can allow them to brutalize characters higher level than themselves if the lighting is just right. As characters, though, this makes them somewhat underwhelming. The ability to win super hard in one encounter only to die horribly in the next is worth less than nothing in a campaign game. An Ogre is a vulnerable and weak character for his level, but he does shine brightly if he can sucker opponents into melee. As such, Ogres really only do well in large, highly varied parties. As long as the remaining characters have potential bases covered extremely well, the fact that a single Ogre can't always pull his weight won't matter as much. For this reason, an Ogre often makes a better cohort than he does a primary character.

- Large Size
- 40' movement
- Giant Type
- Low-light vision and Darkvision (60')
- +6 Strength, +2 Constitution, -2 Dexterity, -2 Intelligence, -4 Charisma.
- +5 Natural Armor
- Proficiency in Light Armor, Medium Armor, Martial Weapons, and Simple Weapons.
- Favored Classes: Barbarian and Ranger
- Automatic Languages: Giant, Common
- Bonus Languages: Draconic, Dwarvish, Goblin, Halfling, Orc, Terran.
- 4 Starting Hit Dice (4d10; 4 + Int Bonus x 7 skill points; +4 Fort, +1 Reflex, +1 Will; +4 BAB)

Frost Giant (Minimum Level 10)

Right out of the box, the Frost Giant is a bad dude capable of rescuing the head of state from ninjas. Based largely on Norse mythology, these bad boys are big and bad. In fact, at 15 feet tall, they are about as big as you can get and still count as a large creature. That makes it pretty hard for them to find mounts, or fit into small buildings, and do all kinds of other crap that adventurers want to do. But it's not impossible. A Frost Giant isn't a Cloud Giant, he doesn't need people to make new doors to accommodate him, he just needs special doors to get through without it being really inconvenient.

A frost giant gets by in human society mostly because most people wouldn't dare mess with him. And that makes for a decent enough 10th level character.

- Large Size
- 40' movement
- Giant Type (Cold subtype)
- Low-light vision
- +12 Strength, +8 Constitution, +2 Wisdom
- +9 Natural Armor
- Proficiency in Light Armor, Medium Armor, Shields, Simple Weapons, and Martial Weapons.
- Rock Throwing and Catching (a Frost Giant's rocks have a range increment of 120 feet).
- Favored Classes: Fighter and Barbarian
- Cold Immunity and Fire Vulnerability
- Automatic Languages: Giant, Common
- Bonus Languages: Abyssal, Aquan, Auran, Draconic, Dwarvish, Gnoll, Orc.
- 10 Starting Hit Dice (10d10; 4 + Int Bonus x 13 skill points; +7 Fort, +3 Reflex, +3 Will; +10 BAB)

WARRIORS WITH CLASS

3.1 NPC Classes

3.1.1 Warrior [NPC]

“Guards! Get them!”

The worlds of D&D have a multitude of powerful champions who slay dragons with their swords and break necromancers over their knees. But while these characters are often the primary focus of the D&D game, the fact remains that the way of the sword is traveled quite frequently by orcs and elves alike, and the vast majority of those who do so are not actually capable of performing such awesome displays of martial prowess. These are the Warriors – the people who wield weapons in a manner that is entirely unlikely to get their names told in lasting song and story.

Warriors in the Game: Warriors aren’t playable as PCs. They lack the depth and tactical versatility to be an interesting character and they are not powerful enough to pull their weight in any real adventuring setup. They have a CR equal to half their Warrior level and don’t get multiclassed with real classes at all. In order to keep this from being potentially unbalanced, we strongly suggest that warriors show up in groups. So while a 4th level Warrior is nominally a CR 2 opponent, he’s not really a good challenge for a 2nd level party. But 2 of them are an appropriate challenge for a 4th level party. And that’s really what the Warrior is for – showing up in groups and getting smacked around anyway.

Hit Die: d8

Class Skills: The Warrior’s class skills (and the key ability for each skill) are Balance (Dex), Climb (Str), Craft (Int), Escape Artist (Dex), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Listen (Wis), Profession (Wis), Ride (Dex), Spot (Wis), Survival (Wis), Swim (Str), and Use Rope (Dex).

Skills/Level: 4 + Intelligence Bonus

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+0	+0	+2	Replacable
2nd	+2	+0	+0	+3	Signature Weaponry
3rd	+3	+1	+1	+3	Loyal to Death
4th	+4	+1	+1	+4	Rank
5th	+5	+1	+1	+4	Unshakable Morale

All of the following are Class Features of the Warrior class.

Weapon and Armor Proficiency: A Warrior is proficient with all simple and martial weapons, as well as Light and Medium Armor and Shields. In addition, a Warrior is proficient with either Heavy Armor or an Exotic Weapon.

Replaceable: Warriors represent the faceless hordes of grunts, guards, and mooks. They are intended to be easy to use, and very easy to replace. Instead of worrying about the feats that a Warrior has, simply give Warriors +1 to-hit for each feat they would be eligible for.

Signature Weaponry: 2nd level warriors are proficient with all racial and cultural weapons and armor of their people. For example, 2nd level Dwarven Warriors are proficient with the Dwarven Waraxe and Stone Plate armor, while 2nd level Elven Warriors are proficient with Elven Thinblades and Darkleaf Armor.

Loyal to Death: 3rd level Warriors will fight to the death and remain conscious when below 0 hit points (they are still staggered as normal).

Rank: 4th level Warriors are qualified to lead troops, and have a Command Rating equivalent to being a Sergeant.

Unshakable Morale: 5th level Warriors never have to make Morale checks and receive a +2 bonus on saves vs. Fear.

Trading Out Warrior Levels: Warrior levels aren't capable of doing anything good. If for some reason a Warrior became a named character, he becomes a member of a real character class. That is, simply trade levels of Warrior for levels in a real class that has a full BAB progression.

3.2 PC Classes

3.2.1 Fighter

"I've seen this kind of fire-breathing chicken-demon before. We're going to need more rope. Also a bigger cart."

The Fighter is a versatile combatant who is able to actively disrupt the activities of his enemies. Fighters represent plucky heroes and grizzled veterans, but they always appear to surmount impossible odds. Which means in retrospect that the odds weren't all that impossible. At least, not for someone with a Fighter's talents.

Playing a Fighter: Fighters are often handed to beginning players in order to help them learn the ropes. This is a cruel practice that dates back to when the Fighter was explicitly a weak class that players were forced to play to the (quit proximate) death if for whatever reason they didn't roll well enough on their stats to play a real character. The Fighter described here is not the hazing ritual of old, but it is a more complicated character than many others, being the non-magical equivalent to the Wizard. Beginning characters should probably be given a Barbarian, Conduit, or Rogue character to introduce them to the game mechanics of D&D.

A Fighter has an answer for virtually any circumstance and a great deal of adaptability and flexibility, and benefits greatly from being played by a player who actually knows how far a Roper's strands or a Beholder's rays reach. The Fighter character is archetypically a character who uses her opponent's limitations against them, and it really slows down play if the player needs to have those limitations explained during combat. As such, a full classed Fighter is recommended for experienced players of the game.

That being said, a level or two of Fighter can give some breadth and resilience to almost any martial build, and makes a good multiclassing dip even (sometimes especially) for inexperienced players.

Alignment: Every alignment has its share of Fighters, however more Fighters are of Lawful alignment than of Chaotic Alignment.

Races: Every humanoid race has warriors, but actual Fighters are rarer in societies that don't value logistics and planning. So while there are many Fighters among the Hobgoblins, Dwarves, and Fire Giants, a Fighter is rarely seen among the ranks of the Orcs, Gnomes, or Ogres.

Starting Gold: 6d6x10 gp (210 gold)

Starting Age: As Fighter.

Hit Die: d10

Class Skills: The Fighter's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Diplomacy (Cha), Escape Artist (Dex), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Knowledge (all skills individually) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Ride (Dex), Sense Motive (Wis), Spot (Wis), Survival (Wis), Swim (Str), Tumble (Dex), and Use Rope (Dex).

Skills/Level: 6 + Intelligence Bonus

All of the following are Class Features of the Fighter class.

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+2	+2	Weapons Training, Combat Focus
2nd	+2	+3	+3	+3	Bonus Feat
3rd	+3	+3	+3	+3	Problem Solver, Pack Mule
4th	+4	+4	+4	+4	Bonus Feat
5th	+5	+4	+4	+4	Logistics Mastery, Active Assault
6th	+6/+1	+5	+5	+5	Bonus Feat
7th	+7/+2	+5	+5	+5	Forge Lore, Improved Delay
8th	+8/+3	+6	+6	+6	Bonus Feat
9th	+9/+4	+6	+6	+6	Foil Action
10th	+10/+5	+7	+7	+7	Bonus Feat
11th	+11/+6/+6	+7	+7	+7	Lunging Attacks
12th	+12/+7/+7	+8	+8	+8	Bonus Feat
13th	+13/+8/+8	+8	+8	+8	Array of Stunts
14th	+14/+9/+9	+9	+9	+9	Bonus Feat
15th	+15/+10/+10	+9	+9	+9	Greater Combat Focus
16th	+16/+11/+11/+11	+10	+10	+10	Bonus Feat
17th	+17/+12/+12/+12	+10	+10	+10	Improved Foil Action
18th	+18/+13/+13/+13	+11	+11	+11	Bonus Feat
19th	+19/+14/+14/+14	+11	+11	+11	Intense Focus, Supreme Combat Focus
20th	+20/+15/+15/+15	+12	+12	+12	Bonus Feat

Weapon and Armor Proficiency: Fighters are proficient with all simple and Martial Weapons. Fighters are proficient with Light, Medium, and Heavy Armor and with Shields and Great Shields.

Weapons Training (Ex): Fighters train obsessively with armor and weapons of all kinds, and using a new weapon is easy and fun. By practicing with a weapon he is not proficient with for a day, a Fighter may permanently gain proficiency with that weapon by succeeding at an Intelligence check DC 10 (you may not take 10 on this check).

Combat Focus (Ex): A Fighter is at his best when the chips are down and everything is going to Baator in a handbasket. When the world is on fire, a Fighter keeps his head better than anyone. If the Fighter is in a situation that is stressful and/or dangerous enough that he would normally be unable to “take 10” on skill checks, he may spend a Swift Action to gain Combat Focus. A Fighter may end his Combat Focus at any time to reroll any die roll he makes, and if not used it ends on its own after a number of rounds equal to his Base Attack Bonus.

Problem Solver (Ex): A Fighter of 3rd level can draw upon his intense and diverse training to respond to almost any situation. As a Swift action, he may choose any [Combat] feat he meets the prerequisites for and use it for a number of rounds equal to his base attack bonus. This ability may be used once per hour.

Pack Mule (Ex): Fighters are used to long journeys with a heavy pack and the use of a wide variety of weaponry and equipment. A 3rd level Fighter suffers no penalties for carrying a medium load, and may retrieve stored items from his person without provoking an attack of opportunity.

Logistics Mastery (Ex): Fighters are excellent and efficient logisticians. When a Fighter reaches 5th level, he gains a bonus to his Command Rating equal to one third his Fighter Level.

Active Assault (Ex): A 5th level Fighter can flawlessly place himself where he is most needed in combat. He may take a 5 foot step as an immediate action. This is in addition to any other movement he takes during his turn, even another 5 foot step.

Forge Lore: A 7th level Fighter can produce magical weapons and equipment as if he had a Caster Level equal to his ranks in Craft.

Improved Delay (Ex): A Fighter of 7th level may delay his action in one round without compromising his Initiative in the next round. In addition, a Fighter may interrupt another action with his delayed action like it was a readied action (though he does not have to announce his intentions before hand).

Foil Action (Ex): A 9th level Fighter may attempt to monkeywrench any action an opponent is taking. The Fighter may throw sand into a beholder’s eye, bat aside a key spell component, or strike a weapon hand with a thrown object, but the result is the same: the opponent’s action is wasted, and any spell slots, limited ability uses, or the like used to power it are expended. A Fighter must be within 30 feet of his opponent to use this ability, and must hit with a touch attack or ranged touch attack. Using Foil Action is an Immediate action. At 17th level, Foil Action may be used at up to 60 feet.

Lunging Attacks (Ex): The battlefield is an extremely dangerous place, and 11th level Fighters are expected to hold off Elder Elementals, Hezrous, and Hamatulas. Fighters of this level may add 5 feet to the reach of any of their weapons.

Array of Stunts (Ex): A 13th level Fighter may take one extra Immediate Action between his turns without sacrificing a Swift action during his next turn.

Greater Combat Focus (Ex): At 15th level, a Fighter may voluntarily expend his Combat Focus as a non-action to suppress any status effect or ongoing spell effect on himself for his Base Attack Bonus in rounds.

Intense Focus (Ex): A 19th level Fighter may take an extra Swift Action each round (in addition to the extra Immediate Action he can take from Array of Stunts).

Supreme Combat Focus (Ex): A 19th level Fighter may expend his Combat Focus as a non-action to take 20 on any die roll. He must elect to use Supreme Combat Focus before rolling the die.

3.2.2 Barbarian

“My name is Sharptooth of the Wolf Tribe. Your women, lands, and riches are mine.”

Playing a Barbarian: Playing a Barbarian is actually very easy. In general, you hit things, and they fall down. A Barbarian’s action in almost any circumstance can plausibly be “I hit it with my great axe!” As such, a Barbarian character can be a good method to introduce a new player to the game or kill some orcs when you’ve had a few glasses of brew.

Alignment: Every alignment has its share of Barbarians, however more Barbarians are of Chaotic alignment than of Lawful Alignment.

Races: Anybody can become a barbarian, and in areas with little in the way of civilization, a lot of people do.

Starting Gold: 4d6x10 gp (140 gold)

Starting Age: As Barbarian.

Hit Die: d12

Class Skills: The Barbarian’s class skills (and the key ability for each skill) are Balance (Dex), Climb (Str), Hide (Dex), Intimidate (Cha), Jump (Str), Knowledge: Nature (Int), Listen (Wis), Move Silently (Dex), Sense Motive (Wis), Spot (Wis), Survival (Wis), and Swim (Str).

Skills/Level: 4 + Intelligence Bonus

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+0	+0	Rage, Fast Healing 1
2nd	+2	+3	+0	+0	Rage Dice +1d6, Combat Movement +5'
3rd	+3	+3	+1	+1	Battle Hardened
4th	+4	+4	+1	+1	Rage Dice +2d6, Combat Movement +10'
5th	+5	+4	+1	+1	Sidestep Hazards , Fast Healing 5
6th	+6/+1	+5	+2	+2	Rage Dice +3d6, Combat Movement +15'
7th	+7/+2	+5	+2	+2	Great Blows
8th	+8/+3	+6	+2	+2	Rage Dice +4d6, Combat Movement +20'
9th	+9/+4	+6	+3	+3	Great Life
10th	+10/+5	+7	+3	+3	Rage Dice +5d6, Combat Movement +25', Fast Healing 10
11th	+11/+6/+6	+7	+3	+3	Call the Horde
12th	+12/+7/+7	+8	+4	+4	Rage Dice +6d6, Combat Movement +30'
13th	+13/+8/+8	+8	+4	+4	Watched by Totems
14th	+14/+9/+9	+9	+4	+4	Rage Dice +7d6, Combat Movement +35'
15th	+15/+10/+10	+9	+5	+5	Primal Assault, Fast Healing 15
16th	+16/+11/+11/+11	+10	+5	+5	Rage Dice +8d6, Combat Movement +40'
17th	+17/+12/+12/+12	+10	+5	+5	Savagery
18th	+18/+13/+13/+13	+11	+6	+6	Rage Dice +9d6, Combat Movement +45'
19th	+19/+14/+14/+14	+11	+6	+6	One With The Beast
20th	+20/+15/+15/+15	+12	+6	+6	Rage Dice +10d6, Combat Movement +50', Fast Healing 20

All of the following are Class Features of the Barbarian class.

Weapon and Armor Proficiency: Barbarians are proficient with simple weapons, martial weapons, light armor, medium armor and with shields.

Rage (Ex): When doing melee damage to a foe or being struck by a foe, a Barbarian may choose to enter a Rage as an immediate action. While Raging, a Barbarian gains a +2 morale bonus to hit and damage in melee combat and may apply any Rage Dice he has to his melee damage rolls. He also gains a +2 to saves, a -2 to AC, and he gains DR X/- with "X" being equal to half his Barbarian level +2 (rounded down). For example, a 1st level Barbarian has DR 3/- while Raging and a 10th level Barbarian has DR 7/- while Raging. While Raging, a Barbarian may not cast spells, activate magic items, use spell-like abilities, or drop his weapons or shield. Rage lasts until he has neither struck an enemy for three consecutive rounds nor suffered damage from an enemy for three consecutive rounds. He may voluntarily end a Rage as a full-round action.

Fast Healing: Barbarians shrug off wounds that would cripple a lesser man, and have learned to draw upon deep reserves of energy and stamina. At 1st level, they gain Fast Healing 1. At 5th level this becomes Fast Healing 5, Fast Healing 10 at 10th level, Fast Healing 15 at 15th level, and Fast Healing 20 at 20th level. This healing only applies while he is not raging.

If a Barbarian ever multiclassed, he permanently loses this ability. A multiclass character does not gain this ability. A character with 4 or more levels of Barbarian gains this ability even if multiclassed.

Rage Dice: While Raging, a Barbarian may add these dice of damage to each of his melee attacks. These dice are not multiplied by damage multipliers, and are not applied to any bonus attacks beyond those granted by Base Attack Bonus. These dice are not sneak attack dice, and do not count as sneak attack dice for the prerequisites of prestige classes or feats.

Combat Movement: While Raging, a Barbarian moves faster in combat, and may add his Combat Movement to his speed when he takes a move action to move.

Battle Hardened: At 3th level, a Raging Barbarian's mind has been closed off from distractions by the depths of his bloodlust and battle fury. While Raging, he may use his Fortitude Save in place of his Will Save. If he is under the effects of a compulsion or fear effect, he may act normally while Raging as if he was inside a *protection from evil* effect.

Sidestep Hazards (Ex): At 5th level, a Raging Barbarian learns to sidestep hazards with an intuitive and primal danger sense. While Raging, he may use his Fortitude Save in place of his Reflex Save.

Great Blows (Ex): At 7th level, a Raging Barbarian's melee attacks are Great Blows. Any enemy struck by the Barbarian's melee or thrown weapon attacks must make a Fort Save or be stunned for one round. No enemy can be targeted by this ability more than once a round, and the save DC for this ability is 10 + half the Barbarian's HD + his Constitution modifier.

Great Life (Ex): While Raging, a 9th level Barbarian is immune to nonlethal damage, death effects, stunning, critical hits, negative levels, and ability damage (but not ability drain).

Call the Horde (Ex): An 11th level Barbarian becomes a hero of his people. He gains the Command feat as a bonus feat, but his followers must be Barbarians. In campaigns that do not use Leadership feats, he instead gains a +2 unnamed bonus to all saves.

Watched by Totems (Ex): At 13th level, a Barbarian may immediately reroll any failed save. He may do this no more than once per failed save.

Primal Assault (Ex): At 15th level, a Raging Barbarian may choose to radiate an effect similar to an *antimagic field* when he enters a Rage, with a caster level equal to his HD. Unlike a normal antimagic field, this effect does not suppress magic effects on him or the effects of magic items he is wearing or holding.

Savagery (Ex): At 17th level, a Raging Barbarian may take a full round action to make a normal melee attack that has an additional effect similar to a *mordenkainen's disjunction*. Unlike a normal *mordenkainen's disjunction*, this effect only targets a single item or creature struck.

One With The Beast: At 19th level, a Barbarian may no longer needs to be in a Rage to use any Barbarian ability.

3.2.3 Knight

"Do you hear me you big lizard? You unhand that young man this instant!"

Knights are more than a social position; in fact many knights don't have any social standing at all. These knight errants uphold the values of honor, and make a name for themselves adventuring.

Playing a Knight: A Knight has the potential to dish out tremendous damage to a single opponent, and it is tempting to think of them as monster killers. However, it is best to realize in advance that the Knight does not often realize their tremendous damage output. The threat of the Knight's Designate Opponent ability is just

that – a threat. A Knight excels at defensive tasks, and attacking a Knight is often one of the least effective options an opponent might exercise.

So by making it be a logical combat action for your opponents to attack your party's defensive expert, you've really contributed a lot to the party. A Knight can take a lot of the heat off the rest of the party. So don't get frustrated if enemies constantly interrupt your Designate Opponent action – that's the whole point. A Knight's role is to protect others, and the best way you can do that is to provide a legitimate threat to your opponents.

Alignment: Many Knights are Lawful. But not all of them. You have to maintain your code of conduct, but plenty of Chaotic creatures can do that too.

Races: Knights require a fairly social background to receive their training. After all, a solitary creature generally has little use for honor. As such, while Knights often spend tremendous amounts of time far from civilization, they are almost exclusively recruited from the ranks of races that are highly urban in nature.

Starting Gold: 6d6x10 gp (210 gold)

Starting Age: As Fighter.

Hit Die: d12

Class Skills: The Knight's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Knowledge (History, Nobility, and Geography) (Int), Listen (Wis), Perform (Cha), Ride (Dex), Sense Motive (Wis), Spot (Wis), and Swim (Str).

Skills/Level: 4 + Intelligence Bonus

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+0	+0	+2	Designate Opponent, Mounted Combat, Code of Conduct
2nd	+2	+0	+0	+3	Damage Reduction
3rd	+3	+1	+1	+3	Energy Resistance, Speak to Animals
4th	+4	+1	+1	+4	Immunity to Fear, Knightly Spirit
5th	+5	+1	+1	+4	Command
6th	+6/+1	+2	+2	+5	Defend Others, Quick Recovery
7th	+7/+2	+2	+2	+5	Bastion of Defense, Draw Fire
8th	+8/+3	+2	+2	+6	Mettle, Spell Shield
9th	+9/+4	+3	+3	+6	Sacrifice
10th	+10/+5	+3	+3	+7	Knightly Order

All of the following are Class Features of the Knight class.

Weapon and Armor Proficiency: Knights are proficient with all simple weapons and Martial Weapons. Knights are proficient with Light, Medium, and Heavy Armor, Shields and Great Shields.

Designate Opponent (Ex): As a Swift Action, a Knight may mark an opponent as their primary foe. This foe must be within medium range and be able to hear the Knight's challenge. If the target creature inflicts any damage on the Knight before the Knight's next turn, the attempt fails. Otherwise, any attacks the Knight uses against the opponent during her next turn inflict an extra d6 of damage for each Knight level. This effect ends at the end of her next turn, or when she has struck her opponent a number of times equal to the number of attacks normally allotted her by her Base Attack Bonus.

Example: Vayn is a 6th level Knight presently benefiting from a haste spell, granting her an extra attack during a Full Attack action. On her turn she designates an Ettin as her primary opponent, and the Ettin declines to attack her during the ensuing turn. When her next turn comes up, she uses a Full Attack and attacks 3 times. The first two hits inflict an extra 6d6 of damage, and then she designates the Ettin as her opponent again. It won't soon ignore her!

Mounted Combat: A Knight gains Mounted Combat as a bonus feat at 1st level. If she already has Mounted Combat, she may gain any Combat feat she meets the prerequisites for instead.

Code of Conduct: A Knight must fight with honor even when her opponents do not. Indeed, a Knight subscribes to honor to a degree far more than that which is strictly considered necessary by other honorable characters. Actions which even hint at the appearance of impropriety are anathema to the Knight:

- A Knight must not accept undue assistance from allies even in combat. A Knight must refuse bonuses from Aid Another actions.
- A Knight must refrain from the use poisons of any kind, even normally acceptable poisons such as blade toxins.
- A Knight may not voluntarily change shape, whether she is impersonating a specific creature or not.

- A Knight may not sell Magic Items.

A Knight who fails to abide by her code of conduct loses the ability to use any of her Knightly abilities which require actions until she atones.

Damage Reduction (Ex): A Knight trains to suffer the unbearable with chivalry and grace. At 2nd level, she gains Damage Reduction of X/-, where X is half her Knight level, rounded down.

Energy Resistance (Ex): A Knight may protect herself from energy types that she expects. As a Swift Action, a 3rd level Knight may grant herself Energy Resistance against any energy type she chooses equal to her Knight Level plus her Shield Bonus. This energy resistance lasts until she spends a Swift Action to choose another Energy type or her Shield bonus is reduced.

Speak to Animals (Ex): A Knight can make herself understood by beasts. Her steed always seems to be able to catch the thrust of anything she says. A 3rd level Knight gains a bonus to any of her Ride and Handle Animal checks equal to half her Knight Level. In addition, there is no limit to how many tricks she can teach a creature, and her her Handle Animal checks are not penalized for attempting to get a creature to perform a trick it does not know.

Immunity to Fear (Ex): At 4th level, a Knight becomes immune to [Fear] effects.

Knightly Spirit (Ex): As a Move Equivalent Action, a 4th level Knight may restore any amount of attribute damage or drain that she has suffered.

Command: A Knight gains Command as a bonus feat at level 5.

Defend Others (Ex): A 6th level Knight may use her own body to defend others. Any ally adjacent to the Knight gains Evasion, though she does not.

Quick Recovery (Ex): If a 6th level Knight is stunned or dazed during her turn, that condition ends at the end of that turn.

Example: Vayn is hit by a mindblast and would be stunned for 7 turns. She misses her next action and then shakes off the condition ready to fight.

Bastion of Defense (Ex): A 7th level Knight can defend others with great facility. All adjacent allies except the Knight gain a +2 Dodge bonus to their Armor Class and Reflex Saves.

Draw Fire (Ex): A 7th level Knight can exploit the weaknesses of unintelligent opponents. With a Swift Action, she may pique the interest of any mindless opponent within medium range. That creature must make a Willpower Save (DC 10 + $\frac{1}{2}$ Hit Dice + Constitution Modifier) or spend all of its actions moving towards or attacking the Knight. This effect ends after a number of rounds equal to the Knight's class level.

Mettle (Ex): An 8th level Knight who succeeds at a Fortitude Partial or Willpower Partial save takes no effect as if she had immunity.

For example, if Vayn was hit with an inflict wounds spell and made her saving throw, she would take no damage instead of the partial effect in the spell description (half damage in this case).

Spell Shield (Ex): An 8th level Knight gains Spell Resistance of 5 + her character level. This Spell Resistance is increased by her shield bonus to AC if she has one.

Sacrifice (Ex): As an immediate action, a 9th level Knight may make herself the target of an attack or targeted effect that targets any creature within her reach.

Knightly Order: What is a powerful Knight without a descriptive adjective? Upon reaching 10th level, a Knight must join or found a Knightly order. From this point on, she may ignore one of the prerequisites for joining a Knightly Order prestige class. In addition, becoming a member of an order has special meaning for a 10th level Knight, and she gains an ability related to the order she joins. Some sample orders are listed below:

- **Angelic Knight:** The Angelic Knights are a transformational order that attempts to live by the precepts of the upper planes. An Angelic Knight gains wings that allow her to fly at double her normal speed with perfect maneuverability. Also an Angelic Knight benefits from protection from evil at all times.
- **Bane Knight:** The Bane Knights stand for running around burning the countryside with extreme burning. Bane Knights are immune to fire and do not have to breathe. In addition, a Bane Knight may set any unattended object on fire with a Swift Action at up to Medium Range.
- **Chaos Knight:** Chaos Knights stand for madness and Giant Frog. With the powers of Giant Frog, they can Giant Frog. Also their natural armor bonus increases by +5 and they are immune to sleep effects.

- **Dragon Knight:** Dedicated to the Platinum Dragon, the Dragon Knights serve love and justice in equal measure as dishes to those who need them. A Dragon Knight gains a +5 bonus to Sense Motive and any armor she wears has its enhancement bonus increased to +5 (it also gains a platinum sheen in the process, and as a side effect a Dragon Knight is never dirty for more than a few seconds).
- **Elemental Knight:** The Elemental Knights may be dedicated to a particular element, or somehow dedicated to all of them. An Elemental Knight can planeshift at will to any Inner plane or the Prime Material plane. Also, she is immune to stunning and always benefits from attune form when on any Inner Plane.
- **Fey Knight:** Using the powers of the Sprites, the Fey Knight has many fairy strengths. Firstly, she gains DR 10/Iron. Also, any of her attacks may do non-lethal damage at any time if this is desired. Also she never ages and does not need to drink.
- **Great Knight:** Clad in opulent armor, the Great Knight cares only for her own power. The Great Knight gains a +4 bonus on Disarm or Sunder tests, and gains a +4 Profane bonus to her Strength.
- **Hell Knight:** Forged in the sulphurous clouds of Baator, the Hell Knight is bathed in an evil radiance. In addition to being granted a ceremonial weapon made of green steel, a Hell Knight gains the coveted see in darkness ability of the Baatorians. Also, she has an inherent ability to know what every creature within 60' of finds most repugnant.
- **Imperial Knight:** The great Empire needs champions able to unswervingly support its interests, and the Imperial Knight is one of the best. She may impose a zone of truth at will as a Supernatural ability, and all of her attacks are Lawfully aligned. Also, she continuously benefits from *magic circle against chaos*.

3.2.4 Samurai

"My ancestors had words for people who would do such a thing. They were not nice words."

The war torn countrysides of many a land are held together with tremendous amounts of dedicated work by masters of weaponry and honor. These martial specialists represent the structure of society by their very existence, and beat the living crap out of any who would dare to stand against it.

At least, that's the idea. In truth, there are those who take upon the mantle of the Samurai only to betray its ideals. Those who trample the fabric of the social network they are supposedly sworn to protect.

Alignment: The Samurai can be of any alignment. All of them must maintain the veneer of honor and civility, though there is no reason that they have to actually be Lawful.

Races: The Samurai is primarily found in societies where the law of the land is held in primacy over other things. So while a Samurai himself does not have to be Lawful, Lawful races bear the vast majority of Samurai.

Starting Gold: 4d6x10 gp (140 gold), plus one masterwork weapon.

Starting Age: As Fighter.

Hit Die: d8

Class Skills: The Samurai's class skills (and the key ability for each skill) are Balance (Dex), Climb (Str), Concentration (Con), Craft (Int), Diplomacy (Cha), Escape Artist (Dex), Hide (Dex), Jump (Str), Knowledge (all skills individually) (Int), Listen (Wis), Move Silently (Dex), Perform (Cha), Profession (Wis), Sense Motive (Wis), Swim (Str), and Tumble (Dex).

Skills/Level: 4 + Intelligence Bonus

All of the following are Class Features of the Samurai class.

Weapon and Armor Proficiency: Samurai are proficient with all simple and martial weapons, as well as a single Exotic weapon appropriate to the Samurai's tradition. Samurai are proficient with Light and Medium Armor, but not with shields of any kind.

Ancestral Weaponry: Every culture with a Samurai tradition has a signature weapon that Samurai from that culture use. Whether it is the Spiked Chain of the Hobgoblin Khanate of Khadun or the Katana of the Human Empire of Rokugan, the weapon serves as a symbol of the office and prowess of the Samurai.

A samurai can only have one weapon designated as his Ancestral Weapon at a time, and this weapon must be a masterwork weapon exalted by the Samurai's warrior culture. He must perform a 24 hour ritual to call his ancestral spirits into the weapon and designate it as his Ancestral Weapon. This ritual costs 100 gp in incense and offerings, and once performed grants the following abilities:

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+0	+0	+2	Ancestral Weaponry, Pledge of Loyalty
2nd	+2	+0	+0	+3	Horde Breaker
3rd	+3	+1	+1	+3	Kiai!
4th	+4	+1	+1	+4	Whirlwind Attack
5th	+5	+1	+1	+4	Ancestral Guidance
6th	+6/+1	+2	+2	+5	Blindfighting, Terrible Blows
7th	+7/+2	+2	+2	+5	Iaijutsu
8th	+8/+3	+2	+2	+6	Parry Magic
9th	+9/+4	+3	+3	+6	Subtle Cut
10th	+10/+5	+3	+3	+7	Blade of Devastation
11th	+11/+6/+6	+3	+3	+7	Iaijutsu Focus
12th	+12/+7/+7	+4	+4	+8	Cut Magic
13th	+13/+8/+8	+4	+4	+8	Deny Arcane Defenses
14th	+14/+9/+9	+4	+4	+9	Final Cut
15th	+15/+10/+10	+5	+5	+9	Iaijutsu Master
16th	+16/+11/+11/+11	+5	+5	+10	Reflect Magic
17th	+17/+12/+12/+12	+5	+5	+10	Blade of Souls
18th	+18/+13/+13/+13	+6	+6	+11	Deny Armor
19th	+19/+14/+14/+14	+6	+6	+11	Iaijutsu Grandmaster
20th	+20/+15/+15/+15	+6	+6	+12	Scrolls of Wisdom

- Counts as his Ancestral Weapon for all Samurai abilities.
- Has a minimum enhancement bonus to attack and damage equal to his level divided by three (maximum of +5 for a samurai of 20th level or lower).
- The Ancestral weapon has double HPs and +10 Hardness, and has the Ghost Touch special property.

Example: Bandy Humaido is a halfling samurai, and his people greatly extort the halfling skiprock as a weapon of war – but because the skiprock is thrown weapon ammunition, it is inappropriate as an Ancestral Weapon (which, of course, you could only have one of). As such, Bandy instead draws the power of his ancestors into a short sword.

Pledge of Loyalty: Samurai pledge their loyalty to a Lord, a figure of temporal power and head of a noble family or clan. To retain this Lord, they must follow this Lord's orders and uphold any Code of Conduct the Lord obeys. As long as a Samurai does these two things, he cannot be forced to act against his Lord or Lord's family by mind-affecting effects.

Samurai who have broken their vows to their lord are called ronin, while samurai who have never been pledged to a lord or are unwilling to do so are weaponmasters called kensai, sword saints, or simply "master swordsman" or other descriptive title. Regardless of their name, Samurai without a Lord receive a +4 bonus against mind-affecting effects.

Horde Breaker: A Samurai gains [Horde Breaker](#) as a bonus feat at 2nd level. If the Samurai already has this feat, he may choose a [Combat] Feat instead, but only if he meets the prerequisites of that feat.

Kiai! (Ex): At 3rd level, a Samurai may convert a successful strike into a confirmed critical hit. He may use this ability a number of times per day equal to his half his Samurai level +2. This ability is a free action that is declared after the strike is rolled and confirmed as a hit, but before damage is rolled. This ability cannot be used on Attacks of Opportunity.

Whirlwind Attack: A Samurai gains [Whirlwind Attack](#) as a bonus feat at 4th level.

Ancestral Guidance(Sp): At 5th level, a Samurai may seek guidance from his ancestors. This counts as a *commune* effect that can be used once a day. A samurai can also seek guidance from other peoples' ancestors if they are available. This works like a *speak with dead* effect that may be used once per day.

Blindfighting: A Samurai gains [Blindfighting](#) as a bonus feat at 6th level. If the Samurai already has this feat, he may choose a [Combat] Feat instead, but only if he meets the prerequisites of that feat.

Terrible Blows (Su): At 6th level, a Samurai's Ancestral Weapon bypasses Damage Reduction and ignores Hardness.

Iaijutsu (Ex): When a 7th level Samurai has the Edge on an opponent, he may take an attack of opportunity against that opponent as an immediate action at any time.

Parry Magic (Su): At 8th level, a Samurai may use his Ancestral Weapon to parry magic targeted at him with Attacks of Opportunity provoked by the targeted effect. If he can make an attack roll against an AC equal to the spell or effect's DC with this Attack of Opportunity, the effect is automatically dispelled.

Subtle Cut: A Samurai gains **Subtle Cut** as a bonus feat at 9th level. If the Samurai already has this feat, he may choose another [Combat] Feat instead, but only if he meets the prerequisites of that feat.

Blade of Devastation (Su): At 10th level, the Samurai may attack enemies within his reach through objects and walls, his Ancestral Weapon automatically destroying any unattended object or wall in the way with a Hardness less than 20. As a result, enemies do not gain cover bonuses against an attacking Samurai. This effect can also pierce [force] effects.

As a standard action, he can also destroy unattended objects of any Hardness with a successful Ancestral weapon attack, or dispel up to a 10' by 10' section of a [force] effect.

Iaijutsu Focus (Ex): At 11th level, a Samurai may make up to his per round limit of Attacks of Opportunity against any opponent(s) that he threatens as an immediate action.

Cut Magic (Su): At 12th level, a Samurai may attack ongoing spell effects by attacking the square they are in for Area of Effect effects or the object or person for targeted effects (which does damage as normal to the object or person). This attack is handled like the Samurai's Parry Magic ability, but it only dispels a 10' by 10' section of an Area of Effect spell or spell-like ability.

Deny Caster Defenses (Ex): At 13th level, a Samurai attacking with his Ancestral Weapon ignores any AC bonuses on his targets that come from spells or spell-like abilities.

Final Cut(Ex): At 14th level, a Samurai's Ancestral Weapon gains the Vorpal Special quality, even if it is not a slashing weapon.

Iaijutsu Master(Ex): At 15th level, any enemy struck by a Samurai's Attacks of Opportunity must make a Fortitude save against a DC equal to 10 + half the Samurai's HD + the Samurai's Wisdom bonus or be dazed for one round. A successful save against this effect makes the enemy immune to this effect for five rounds.

Reflect Magic(Su) : At 16th level, an spell effect that would be dispelled by a successful use of the Samurai's Parry Magic ability can instead be reflected back on the caster, as per a spell turning effect.

Blade of Souls: At 17th level, any enemy killed by a Samurai's Ancestral Weapon has his soul sucked into it, and this enemy cannot be raised, resurrected, or otherwise returned to life until the Ancestral Blade is broken. Each time the Ancestral Weapon takes a soul, the Samurai gains a single bonus use of his Kiai! ability that must be used before the next sunrise.

Deny Armor(Su): At 18th level, a Samurai attacking with his Ancestral Weapon ignores any AC bonuses on his targets that come from armor or natural armor.

Iaijutsu Grandmaster (Ex): At 19th level, any Attack of opportunity made by the Samurai is automatically a confirmed critical hit.

Scrolls of Wisdom: At 20th level, the Samurai has reached the pinnacle of his art, and he may compose a treatise of his collected wisdom. If he spends one month composing this treatise, he may distribute it and spread his wisdom. Anyone who reads this treatise gains a +2 competence bonus to attack characters with Samurai levels, but a -8 penalty to attack the writer of the treatise.

In addition, a Samurai who writes his treatise no longer takes ability penalties for aging as long as one copy of the treatise exists.

3.3 Prestige Classes

3.3.1 Death Knight

"There is no horror you have known that can prepare you for what I am about to reveal."

Those who take up the black sword of the Death Knights in the name of powerful evil gods are not all undead. They aren't even all evil, since sometimes evil gods simply curse warriors in order to screw with them. But a lot of them are evil and undead, and that gives the Death Knight his classic image.

Prerequisites:

BAB: +6

Skills: Knowledge (Religion) 4 ranks

Special: Must have proficiency with all martial weapons.

Special: Must have had nonviolent contact with a Fiend.

Hit Die: d12

Class Skills: The Death Knight's class skills (and the key ability for each skill) are Climb (Str), Concentration (Con), Craft (Int), Intimidate (Cha), Jump (Str), Knowledge (all skills individually) (Int), Listen (Wis), Move Silently (Dex), Spot (Wis), Swim (Str).

Skills/Level: 4 + Intelligence Bonus

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+0	+0	+2	Sword of Death, Life and Death
2	+2	+0	+0	+3	Army of the Dead
3	+3	+1	+1	+3	Sphere: Bone
4	+4	+1	+1	+4	Bonus Feat
5	+5	+1	+1	+4	Sphere: Fire

All of the following are Class Features of the Death Knight class.

Weapon and Armor Proficiency: The Death Knight gains no proficiency with armor or weapons.

Sword of Death (Su): A Death Knight can transform his blade into a black instrument of destruction. His melee attacks inflict 2d6 of Unholy damage against living creatures.

Life and Death: A Death Knight can transform himself into a Vampire, Ghoul, Revenant, or Swordwraith if he chooses either upon becoming a Death Knight or at some later date. Rules for being these undead creatures are found in the Tome of Necromancy. In addition, a Death Knight may qualify for and use Necromantic Feats using his Base Attack Bonus instead of a caster level.

Army of the Dead (Su): A 2nd level Death Knight may raise undead as per animate dead or create undead with a caster level equal to his hit dice.

Spheres: At 3rd level, a Death Knight gains the Sphere of Bone. At 5th level, he gains the Sphere of Fire.

Bonus Feat: At 4th level a Death Knight gains a bonus feat. This may be any [Combat] feat or [Fiend] feat he meets the prerequisites for.

3.3.2 Demon Samurai

"The Oni Lords have granted me great power, and in return I shall give them a world of blood."

Samurai are men of honor and duty, but are men nonetheless, and they have needs and desires that may not be understood by their fellows. To attain these desires, some samurai pledge their loyalty to powerful fiends, and in return they are invested with demonic power. Cruel, dangerous, and loyal to a force of primal evil, Demon Samurai wander the land or lead armies of their lesser fellows, seeking to restructure the world to fit their own deviant desires.

Prerequisites:

BAB: +5

Skills: 4 ranks in Knowledge(Religion)

Special: Must have the ability to have an Ancestral Weapon by class ability or feat.

Alignment: Must be Evil.

Hit Die: d10

Class Skills: The Demon Samurai's class skills (and the key ability for each skill) are Balance (Dex), Climb (Str), Hide (Dex), Intimidate(Cha), Jump (Str), Knowledge (Religion) (Int), Listen (Wis), Move Silently (Dex), Ride (Wis), Sense Motive (Wis), Spot (Wis), and Survival (Wis).

Skills/Level: 4 + Intelligence Bonus

All of the following are Class Features of the Demon Samurai class.

Weapon and Armor Proficiency: A Demon Samurai gains proficiency with one fiendish weapon, and Demon Armor.

Mantle of Dark One(Su): At 1st level, a Demon Samurai becomes so tied to the forces of darkness that he can no longer hide his taint. After donning any armor, it transforms into Demon Armor after 10 minutes have

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+0	+2	Mantle of Dark One, Code of Conduct
2nd	+2	+3	+0	+3	Face of Evil
3rd	+3	+3	+1	+3	Talons
4th	+4	+4	+1	+4	Sphere
5th	+5	+4	+1	+4	Usurp the Darkness

passed, retaining any existing magical abilities or bonuses. If the armor would normally inflict negative levels due to the Demon Samurai's alignment, it no longer does so after transforming into Demon Armor. The Demon Armor generally looks the same with every transformation, but generally becomes more stylized as the Demon Samurai grow in power.

This transformation to the armor ends if the Demon Samurai removes it, unless the Demon Samurai has worn that armor continuously for at least one year.

Code of Conduct: On first day of the new year, a Demon Samurai must sacrifice a magic item or collection of souls worth more than 15,000 gp to his Patron, or else lose all Demon Samurai class abilities for one year.

Face of Evil (Su): As a swift action, the Demon Samurai may cast *fear* as a spell-like ability usable at will. When he uses this ability, his face transforms into a demonic visage, and creatures which do not meet his gaze are not affected. This demonic visage is the same every time, and is a reflection of the Demon Samurai's particular sins. If a character makes their saving throw against this effect, they may not be affected by it again for 24 hours.

Talons: At 3rd level, a Demon Samurai gains two claw attacks for his size and Multiattack as a bonus feat. He may choose feats with the [Fiend] descriptor.

Sphere: At 4th level, a Demon Samurai gains access to a Sphere of his choice. He may now take levels in True Fiend or other Fiendish classes. See the Tome of Fiends for further information.

Usurp the Darkness(Sp): At 5th level, the Demon Samurai gains the ability to cast *plane shift* as a spell-like ability, but he may only travel to the home plane of his Patron.

Should the Demon Samurai defeat his Patron in single combat, he is no longer bound by his Code of Conduct, and no longer needs to retain an Evil alignment to maintain class abilities.

Former Demon Samurai: Any character that changes his alignment from Evil loses all class abilities until he returns to Evil, unless he has attained the 5th level of this class and defeated his Patron in single combat.

3.3.3 Dragon Lancer

"She is not my steed, she is my companion."

Fantasy worlds are filled with people who ride around on all kinds of stuff, but none is more immediately iconic than that of the Dragon Rider. Every fantasy world has warriors who ride around on dragons. Even ones that don't fit into D&D methodology in any other way. At some level it resonates.

Prerequisites:

Skills: Diplomacy 12 ranks, Ride 12 Ranks, Language (Draconic)

Feats: Mounted combat

Special: Must have made friendly contact with a Dragon.

Hit Die: d10

Class Skills: The Dragon Rider's class skills (and the key ability for each skill) are Appraise (Int), Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Diplomacy (Cha), Escape Artist (Dex), Hide (Dex), Intimidate (Cha), Jump (Str), Knowledge (all skills individually) (Int), Listen (Wis), Move Silently (Dex), Perform (Cha), Profession (Wis), Sense Motive (Wis), Spellcraft (Int), Spot (Wis), Swim (Str).

Skills/Level: 4 + Intelligence Bonus

All of the following are Class Features of the Dragon Lancer prestige class.

Weapon and Armor Proficiency: The Dragon Rider gains no proficiency with armor or weapons.

Dragon Mount: A Dragon Rider always has a level appropriate Dragon to ride around on. A level appropriate Dragon is 2 levels lower than the Dragon Rider's character level.

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+2	+2	Dragon Mount, Dragon Skills, Dragon Resistances
2nd	+2	+3	+3	+3	Dragon Armor
3rd	+3	+3	+3	+3	Dragon Immunities
4th	+4	+4	+4	+4	Dragon Fighting, Dragon Senses
5th	+5	+4	+4	+4	Destroy Property

Dragon Skills: Whatever a Dragon Rider does with her life, the special skills of her Dragon Mount's race are class skills for her, and she gains a +3 bonus on them (Balance and Climb for White, Hide and Swim for Black, Bluff and Listen for Blue, Survival and Diplomacy for Green, Sense Motive and Appraise for Red).

Dragon Resistances (Ex): A Dragon Rider is naturally resilient to whatever it is that her dragon breathes. She gains Energy Resistance equal to her BAB to that energy type.

Dragon Armor: A Dragon Rider can fashion armor and shield for herself from the discarded scales of her mount. This is appropriate Dragonscale equipment that does not require the skinning of a live Dragon. While the Dragonrider is using it, this Dragonscale equipment has an enhancement bonus equal to one third of her character level.

Dragon Immunities (Ex): At 3rd level, a Dragon Rider gains immunity to whatever energy type her Dragon Mount breathes. Also she has the immunities granted by being a Dragon – immunity to Paralysis and Aging.

Dragon Fighting (Ex): A 4th level Dragon Rider knows the tricks of fighting with and against Dragons. Both the Dragon Rider and her mount have the Edge for any attack they make against a Dragon. Also, any attack she makes against a Dragon inflict an extra 2d6 of damage.

Dragon Senses (Ex): A 4th level Dragon Rider has Blindsight out to 30', as well as Darkvision out to 60' and Lowlight Vision.

Destroy Property (Ex): At 5th level, a Dragon Rider may ride her mount straight through objects that obstruct her path. While flying at full speed, her mount may crash through objects even as structurally sound as Force effects without slowing down.

First of all, we know that the Dragons in the Monster Manual make you sad. They make us sad too. Not just because they are all color coded by philosophy and that's really dumb, but also because Dragons are way too small. Seriously, the proper challenge for most adventurers is a Dragon the size of my dog, and you just can't ride around on those things at all. Most characters want to ride around on a dragon that is at least two sizes larger than they are, and under the normal rules that's just not available until epic levels (by which time you no longer care).

Naturally of course, complete rules for making a Dragon that is scaleable and a decent challenge while being substantially larger than my cat will be introduced in the Tome of Tiamat. But since we know that won't be out for a while, let's throw in a preview mount for Vayn to have when she's an 11th level character:

Mitzaicha

Dragon (White) 7 / Metallic Paragon 2

Large Dragon (Cold) – 100 Hit Points

Speed: 60 ft., Burrow 10 ft., Fly 200 ft. (average)

Stats: Strength 23, Dexterity 8, Constitution 18, Intelligence 14, Wisdom 13, Charisma 15

Skills: Balance +14, Concentration +16, Diplomacy +16, Listen +13, Sense Motive +13, Spellcraft +14, Spot +13, Survival +13

Attacks: Bite +14 (2d6+9) and 2 Claws +12 (d8+3)

Special Actions: Breath Weapon (9d6 Cold or paralyzing gas) – DC 18. Fear DC, human form, fog cloud.

Special Qualities: Blind Sense 60', Immunity to Cold and Paralysis, DR 5/Magic, Fire Vulnerability, Ice Walking, SR 14.

Saves: Fort: +11, Reflex +6, Will +8

3.3.4 Legendary Strategist

"We can do this."

Every group of people has a leader. Some leaders go on to fame in history as total bad asses. That's the Legendary Commander right there.

Prerequisites:

Skills: Knowledge (History) 9 ranks, Bluff 4 ranks, Sense Motive 4 ranks

Feats: Must have at least one Leadership feat.

Special: Must hold or have held a Rank.

Special: Must have been on the winning side of a battle with at least 100 participants.

Hit Die: d8

Class Skills: The Legendary Strategist's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Disable Device (Int), Escape Artist (Dex), Hide (Dex), Jump (Str), Knowledge (all skills individually) (Int), Listen (Wis), Perform (Cha), Profession (Wis), Search (Int), Sense Motive (Wis), Spellcraft (Int), Spot (Wis), Swim (Str), and Use Rope.

Skills/Level: 8 + Intelligence Bonus

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+0	+0	+0	A World of Opportunity, Assistance, Legacies of Command
2nd	+2	+0	+0	+0	Rousing Speech, Trapmaker
3rd	+3	+1	+1	+1	Sending, Trick Opponent
4th	+4	+1	+1	+1	Rally Troops
5th	+5	+1	+1	+1	Heroes' Feast, Best Efforts

All of the following are Class Features of the Legendary Strategist prestige class.

Weapon and Armor Proficiency: The Legendary Strategist gains proficiency with any Siege Weapons he happens to come across.

A World of Opportunity (Ex): Once per turn, a Legendary Strategist may take an Immediate Action without using up his swift action next round.

Assistance (Ex): A Legendary Strategist may lend assistance and direction to his compatriots. As an immediate action he may allow an ally to reroll one die roll. The ally must be within Medium Range. This is a language dependent ability.

Legacies of Command (Ex): A Legendary Strategist adds his class level to his Commander rating and his Leadership score(s).

Rousing Speech (Ex): With a 10 minute tirade, a 2nd level Legendary Strategist may grant all allies who can hear him a Morale Bonus equal to his class level to Damage Rolls and saves vs. Fear. These bonuses last until the sun next rises or sets.

Trapmaker (Ex): A 2nd level Legendary Strategist is adept at getting traps made. He may allow other characters to use his Craft skill when making Traps so long as they benefit from the effects of his rousing speech.

Sending (Sp): At 3rd level, a Legendary Strategist may cast *sending* at will as a spell-like ability.

Trick Opponent (Ex): A 3rd level Legendary Strategist can trick people into doing all kinds of stupid crap on the battlefield. With an Immediate Action, the Legendary Strategist can force any character within Medium Range to reroll a die roll. This is a Language Dependent ability.

Rally Troops (Ex): With an Immediate Action, a 4th level Legendary Strategist can negate any [Fear] status currently on any allies within Medium Range. This is a Language Dependent ability.

Heroes' Feast (Sp): At 5th level, a Legendary Strategist may cast *heroes' feast* as a spell-like ability at will.

Best Efforts (Ex): A 5th level Legendary Strategist can inspire any plebian to perform at their best. Any character who has at least 6 less hit dice than he does who is under the effects of his Rousing Speech gains a +5 Morale bonus on any skill or ability check it makes.

3.4 Multiclassing Characters

"What do I do? I stab things in the face... Fine, I'm a Fighter / Ranger / Barbarian / Master of Black Fire / Cloud Jumper."

It's time to face the music, Warriors are the only people who multiclass, and thus the proper place to discuss multiclassing characters is right here in the book about War. The reasons for this are extremely simple: the only level appropriate abilities that Warriors get are based on skill ranks and BAB, and those things stack up between classes just fine. A Warrior can take three different classes and still be getting abilities that are as appropriate to his level as if he had taken one all the way through. Spellcasting, on the other hand, grants its primary level appropriate abilities based on the class spell level chart, and that does not stack between classes at all. In fact, if a Spellcaster takes prestige class that simply does not advance spellcasting every level, he has permanently sacrificed his ability to ride the level appropriate ability train forever, and D&D does not have the possibility of a quick fix for this. Maybe 4th edition is going to have a universal ability slots system in which characters have level appropriate daily slots and different classes could allow you to use them for different things (such as casting powerful spells or performing amazing non-magical stunts) – certainly it would if I were writing it. But for now that kind of overhaul is simply outside the scope of this document.

What we can do is eliminate some of the rough edges that occur with multiclassing non-spellcasting classes. That's pretty simple, and most of it is common sense:

3.4.1 XP Penalties

I don't know why these ever seemed like a good idea to anyone, but they weren't. The best spellcasters are single classed and classically warrior builds have rarely taken more than 2 levels of anything. So really multiclass XP penalties only happen to organic and concept characters. And those are the characters we don't want to jack over. So poof! No multiclass XP penalties. That was easy, wasn't it?

3.4.2 Favored Classes

So we're getting rid of Multiclassing XP Penalties because they are dumb... what then is the Favored Class supposed to do? Well, it's supposed to be a minor advantage for races to play those classes (instead of being a complete waste of our time like it is in the base book), so let's make it a real minor advantage. If you are taking your race's favored class, you can take racial substitution levels, if you want. And yes, that means that a Human can take any racial substitution levels that they want – merry christmas.

And while we're on the subject, it has probably come to your attention that when the idea of Favored Classes was first thrown down there were only 11 base classes. Now there are... many classes. That's why all the races listed in this document have two favored classes. We suggest that you do the same for any other races you allow (for example: Gnomes have favored classes of Bard and Wizard).

3.4.3 Saving Throws

As we all know, characters multiclassing get saving throws that are crazy-go-nuts. The simple fact that the good save is restarted every time you start a new class (or prestige class into a variant class) means that the maximum save bonus at 20th level is 40, and the minimum is zero. That means that two characters are different in their base saves by more than two entire random number generators. And while you can come up with fractional schemes to fix this problem, experience has shown that players actually can't keep track of those. What's needed is something simple that works within the existing D&D rules framework. Our suggestion is to throw down the caveat that if you start a progression with a good save and you already have at least one level with a good save in that category that you gain +1 instead of +2. It's simple, easy to understand, and pulls in the crazy just enough that you can overlook the mathematical inadequacies of the system and play the game.

3.4.4 Skill Points

It goes without saying that the entire idea of paying skill points at the cross-class rate breaks D&D. No one should ever buy things at the cross-class rate. Ever. Cross class skill maximums are fine, but the Cross Class skill rate exists only as a method to perform repeatable actions to permanently increase or reduce your total skill points.

WARRIORS WITH STYLE

4.1 Character Backgrounds

“I... I’m a fighter. I stab people. In the face.”

D&D is a cooperative storytelling game, and we would hope that the stories it generates will be worth retelling again and again. In the interest of that actually happening, it is imperative that each and every point of view character in the story (that is, the Player Characters) be interesting. To be interesting, a fictional character really only has to have three things: An interesting motivation, an interesting schtick, and an interesting set of adventures. The schtick of the character is generally going to be handled by a character’s class levels and equipment and is really up to the game mechanics themselves to generate – ideally the classes contained in this writing will cover that. Interesting adventures are the game itself and hopefully involve challenges only barely overcome and dastardly deeds thwarted in the nick of time – and this falls largely upon the DM to properly gauge the talents of the PCs and provide challenges that can be bested by the skin of the teeth. But the character’s motivation, their backstory, really comes from the player’s own mind. That’s something that the player really needs to bring to the table on his own lookout.

A character with an interesting backstory is fundamentally better for the story than one without. And while it is true that the DM’s world is going to highly flavor it (sorry, there are no elven maidens in those mountains!) the fact remains that the player is pretty much going to get what he puts into this. And yet, while the story is frankly going to be somewhat uninteresting if the players don’t put some effort into their backstories, putting effort into anything is... well... effort. If people don’t get some tangible effect from putting in that effort, they are quite likely to just not do it at all.

So here’s what we’re going to do: we’re going to make some minor character advantages accessible only by writing yourself a character background. Then, when your character has a simple set-piece introduction, you get a tangible bonus that isn’t especially game breaking. Note that we don’t expect, or even want your character’s background to be 7 pages of narrow font before the beginning of the first game. In fact, we probably want it to never get that long. This is a cooperative storytelling game, in D&D you tell the story with the input of the other players and the DM. If you just want to write the story of an awesome character without the input of other players – don’t play D&D at all. You really can just type up a story and either submit it for publication or hide it in your diary all emo style as your relative shyness dictates. So no, we want your character’s background to be short, but we need it to be there. The kind of thing that a character might actually be able to relate in a one-paragraph info-dump in a book without causing the reader to skim. Normally, a character gets one background. This is as much to keep character background from filling up the world as anything else.

War Profiteer

The War came... and that spells P-R-O-F-I-T. Hoo boy! Maybe you just came from a Goblin family and you really like this sort of thing, maybe you consider yourself a visionary who can see through to a new economic theory based less on gold and more on value. Whatever, you’ve sold people daggers to cut themselves out of snare traps, and you’re proud of it.

Effect: Appraise and Search are class skills for you no matter what you do. Also, you’re a jerk. Your personal weapons and armor start masterwork at no cost.

Veteran of The War

There was a great and terrible war that wracked the lands, and you fought on one or more sides of it.

Effect: Veterans have proficiency with 3 Martial weapons and one armor type. Veterans who belong to a class that already has martial weapon proficiency begin play with proficiency in 3 Exotic weapons appropriate to the lands upon which the battles raged. Veterans also have nightmares sometimes and talk about The War more than is perhaps strictly required.

Street Rat

You grew up on the hard end of the streets. The part where kids are total jerks and sometimes the wererats just make one of your friends disappear, and no one else seems to care. You had to lie and steal just to survive, man.

Effect: You have Bluff and Sleight of Hand as class skills no matter what you do. You don't catch normal diseases because you've already had them all. You get a +2 bonus on handle animal checks with street animals like dogs, rats, and pigeons. Also, you have a small shell that a girl gave you when you were twelve. You think she's dead, but really she's been turned into a wererat, so when eventually you meet again it'll be traumatic and you might have to kill her. Or maybe you'll be able to convince her to turn away from Team Monster and live happily ever after.

Slave of the Hobgoblin Clans

The Hobgoblin Clans take slaves every generation, and the children of those slaves are also slaves, but also members of the clans, and they can potentially be promoted within the clan to the point where they aren't even a slave anymore. You may have done that. Or you may have simply run away and escaped Hobgoblin society to become an adventurer.

Effect: You speak Goblin. You also speak any other language you know with a Goblin Accent that makes Dwarves distrust you. If you ran away from the Hobgoblins, there may be a group of them out looking for you who will start adventures for you. If not, then you are still part of the Hobgoblin clans and there will be Hobgoblin plotoooks that will draw you into adventures. Of more importance, perhaps, is the fact that you've grown up your whole life among Hobgoblins, and have a +2 racial bonus to Move Silently (yes, that's a racial bonus, so it doesn't stack with the racial bonus you get from actually being a Hobgoblin). Also, Listen is a class skill for you no matter what you do.

Royalty of a Fallen Nation

Welcome to the harsh realities of the Iron Age. If the last hard core member of a noble house dies, there is nothing keeping people from arbitrarily taking all their lands and gold away. Such was apparently the case with your family. When you were young, the last powerful Fighter (or Wizard, or whatever) in your family was slain, and now the only people left in your family with more than a level or two have aristocrat levels. Needless to say, more powerful characters came and took all your stuff. Now you wander the land attempting to gain power and secure your revenge.

Effect: People believe in you for no good reason. Some ancestor of yours was awesome, and people just assume that you'll get the band back together. You get free drinks when people know who you are, and your Leadership value is increased by +2. People will also offer you assistance and otherwise try to get on your good side. Of course, your family's enemies will send ninja and assassins to finish off your line (note: this may seem like a disadvantage, but it's really not – you're a D&D character so you are going to get into fights all the time, the fact that it's ninja attempting to erase your family name is just flavor). And of course, not everyone liked the way your family did things, so sometimes people are going to spit on your horse or in your burritos.

The Resistance

Your nation got overrun by someone you didn't like. And those Halfling oppressors (or whatever) went way too far. You were in a cell of revolutionaries dedicated to removing the foreign devils from the lands of your people.

Effect: Those who spent time in The Resistance have a number of contacts and can easily make contacts in new areas. Essentially this means that they get a +2 bonus on Gather Information checks. Members of The Resistance can make disguises out of substandard materials and suffer no penalties while doing so. Of course, The Resistance is a downright cannibalistic organization what with all the time all of the members spend betraying people. Every even modestly successful member is certain to have a wide variety of enemies, and not just from the oppressors they are fighting! Of course, it would be folly to claim that having large numbers of enemies is much of a disadvantage for a D&D character. I'm more concerned about the fact that you can never really be sure about the loyalty of another person. Not enough to risk sleeping with them anyway.

Refugee from The War

When the big war came, not everyone was old enough or brave enough to fight in it, and your character was in one of those categories and fled to a new land. The people already living in the new land treated your people poorly and made them live in ghettos with little food and poor access to magical healing. You spent several years living as a pawn in someone else's lands and all you got was a disease. Now you're adventuring, to find a

new place where you fit in and possibly get a little vengeance on all those peoples who took time out of their day to screw your people.

Effects: Refugees are exposed to a wide variety of places, dangers, diseases, and people that those who live relatively comfortable lives will never know. In essence, they can be thought of as adventurers already, though they rarely get any rewards out of the deal. A refugee begins play knowing one additional language, and this language need not be an available bonus language for her race. In addition, a refugee may consider Knowledge (Geography) and Sense Motive as class skills for the rest of their lives. A refugee character is missing teeth or has the distinctive circular scars of having survived The Pox.

Raised by Owlbears

Tarzan was raised by an ape, Mowgli was raised by a bear, Romulus was raised by a wolf, and in the D&D world your character can be raised by creatures much more exotic. The sky is really the limit here: simply pick some improbable beast and your character was protected and fed as a small child by that beast after she was orphaned or abandoned in the wilderness. While I'd like to think that we've all read enough Burroughs that this story pretty much tells itself, the truth is even more astonishing. This character background has become clichéd and we're totally fine with that. You can really have an interesting and memorable character with a clichéd backstory and a three sentence intro that ends with "And then I came to this village to reclaim my birthright as a gnome."

Effect: Characters who were raised by Girallon (or whatever) are arbitrarily able to talk to magical beasts and animals as if they shared a language. No one knows how they do it, but they do. Unfortunately, such characters didn't grow up surrounded by humanoid languages, and your only starting language is Common no matter what your Intelligence is.

Moil Wrought

Every setting has some horribly tainted land filled with necromantic power. People who live there become tainted with necromantic power and grow up twisted and evil more often than not. You grew up there too, which means that either you grew up all evil, or you grew up tragically misunderstood, which makes you Good and totally awesome.

Effect: You are damaged by Positive Energy as if you were undead. You are also healed by negative energy as if you were undead. Also, some people find you really creepy and you have a tendency to talk in flat affect like the girl in Aliens.

Hero of the Peasants

You're the third son of a poor woodcutter or something. Maybe your father remarried and your new mother hates you. Whatever. The point is that you come from an exceedingly poor background, and your plucky spirit and do-gooder nature propels you forward to make a difference in the world.

Effect: It's not that you're too lazy to pick starting equipment it's that... OK, you're too lazy to pick out starting equipment. Believe me, I understand. A Hero of the Peasants character begins play practically naked. Leather armor or functional clothing, a sling, a quarterstaff, 10 copper pieces, and some bread. Have fun with that. But you're just generally kind of awesome. You get a +2 bonus on Survival, Handle Animal, and Sense Motive checks for no reason. And don't forget that you probably have a destiny of some sort, which means that periodically the DM will go off on a tirade about your destiny (this is worth nothing, all D&D characters have a destiny).

Experimental Stock

You, or your parents, were experimented upon by one of the many mad arcanists that dot the D&D landscape. Maybe they were members of the dreaded Mad Wizards Guild that claims responsibility for Gulguthhydras and Perytons. Maybe it was another group. You might not even know.

Effect: You have a positive, if really messed up looking trait grafted into you. You either have a natural weapon, or your natural armor bonus is increased by 1, or you have low light vision. But you also have some bad trait, like a 5' reduction in speed, or a flipper hand, or a -2 to initiative checks. Also, in polite company you might want to cover up your eyestalk. The ladies do not find it your most attractive feature.

Apprenticed

You learned from the best. Or maybe not the best. But you learned from a successful adventurer, and that's pretty good. Maybe they were your parents, maybe your parents saw fit to hire you on to a master wizard.

Effect: Hide, Spot, and Spellcraft are class skills for you. That's how people stay alive in the adventuring business, after all. You probably know some adventurers, and that means that they'll show you all the tricks like how to identify objects or scribe spells for free, how to turn artifacts into artifacts you want, and how to spend planar currency.

Amnesia

Sometimes a player is really lazy or cannot think of a backstory.

Effect: None. If you're too lazy to think of a damned backstory, you get nothing at all. If the DM is feeling generous or vindictive, she can have things gradually get surreal on you like a David Lynch extravaganza. In doing so, you'll gradually find out that you actually have a backstory, and all the perks and flaws of whatever it is.

4.2 The Failure of Feats

"How about instead of being able to travel anywhere in the multiverse, transform yourself into anything you can think of, stop time, and slay everyone you can see, we just give a nice +1 to hit with your secondary weapon? Deal?"

Feats were an interesting idea when they were ported to 3rd edition D&D. But let's face it; they don't go nearly far enough. Feats were made extremely conservative in their effects on the game because the authors didn't want to offend people with too radical a change. Well, now we've had third edition for 6 years, and we're offended. Feats are an interesting and tangible way to get unique abilities onto a character, but they have fallen prey to two key fallacies that has ended up turning the entire concept to ashes in our mouths. The first is the idea that if you think of something kind of cool for a character to do, you should make it a feat. That sounds compelling, but you only get 7 feats in your whole life. If you have to spend a feat for every cool thing you ever do, you're not going to do very many cool things in the approximately 260 encounters you'll have on your way from 1st to 20th level. The second is the idea that a feat should be equivalent to a cantrip or two. This one is even less excusable, and just makes us cry. A +1 bonus is something that you seriously might forget that you even have. Having one more +1 bonus doesn't make your character unique, it makes you a sucker for spending one of the half dozen feats you'll ever see on a bonus the other players won't even mention when discussing your character.

We all understand this problem, what do we do about it? Well, for starters, Feats have to do more things. Many characters are 5th level or so and they only have 2 feats. Those feats should describe their character in a much more salient way than "I'm no worse shooting into melee than I am shooting at people with cover that isn't my friends." This was begun with the tactical feats, but it didn't go far enough. It's not enough to add additional feats that do something halfway interesting for high level characters to have – we actually have to replace the stupid one dimensional feats in the PHB with feats that rational people would care about in any way. Spending a single feat should be enough to make you a "sniper character" because for a substantial portion of your life you only get one feat. Secondly, we have to clear away feats that don't provide numeric bonuses large enough to care about. The minimum bonus you'll ever notice is +3, because that's actually larger than the difference between having rolled well and having rolled poorly on your starting stats. Numeric bonuses smaller than that are actually insulting and need to be removed from the feats altogether. 3.5 Skill Focus was a nice start, but that's all it was – a start.

Furthermore, the fundamental structure of feats has been a disaster. The system of prerequisites often ensures that characters won't get an ability before it would be level appropriate for them to do so, but actually does nothing to ensure that such characters are in fact getting level appropriate abilities. Indeed, if a 12th level character decides that they want to pursue a career in shooting people in the face, they have to start all over gaining an ability that is supposed to be level appropriate for a 1st level character. Meanwhile, when a wizard of 12th level decides to pursue some new direction in spellcasting – he learns a new 6th level spell right off – and gets an ability that's level appropriate for a 12th level character.

4.2.1 Exploits

Getting proficiency with a weapon isn't worth a feat. They hand that crap out with your character class for free. Seriously, even exotic weapon proficiencies aren't a big deal. Therefore, we're instituting Exploits as something that can be acquired in-game. These are for any of the binary abilities that simply don't have a massive impact on your character's performance at any level.

If you have Martial Weapon Proficiency, it's really unreasonable for it to be that hard to learn how to use a new weapon, whether it's exotic or not. If you spend a week training with a weapon, you can make an Int check (DC 10) to simply gain the Exploit of Exotic Weapon Proficiency. And no, you can't take 10 on that.

If you don't have Martial Weapon Proficiency and you want to use a new weapon, that's touchier. But if you have a weapon for an entire level, you should just gain proficiency in it when you gain your next level whatever level you happen to select.

4.2.2 The New Feat System

So where are we going with this? First of all, feat chains are gone. That seemed like a good idea, but it wasn't. Secondly, the vast majority of feats don't have prerequisites at all, they scale. A [Combat] feat scales to your Base Attack Bonus, a [Skill] feat scales to your ranks in a skill, and a [Metamagic] feat scales to the highest level spell you can cast. And that's because those are the only things in the game that actually have anything to do with the level your character is in any way that we feel good about.

4.3 The New Combat Ready Feats

Blind Fighting [Combat]

You don't have to see to kill.

- +0:** You may reroll your miss chances caused by concealment.
- +1:** While in darkness, you may move your normal speed without difficulty.
- +6:** You have Blindsight out to 60', this allows you to know the location of all creatures within 60'.
- +11:** You have Tremorsense out to 120', this allows you to "see" anything within 120' that is touching the earth.
- +16:** You cannot be caught flat footed.

Blitz [Combat]

You go all out and try to achieve goals in a proactive manner.

- +0:** While charging, you may opt to lose your Dexterity Bonus to AC for one round, but inflicting an extra d6 of damage if you hit.
- +1:** You may go all out when attacking, adding your Base Attack Bonus to your damage, but provoking an Attack of Opportunity.
- +6:** Bonus attacks made in a Full Attack for having a high BAB are made with a -2 penalty instead of a -5 penalty.
- +11:** Every time you inflict damage upon an opponent with your melee attacks, you may immediately use an Intimidate attempt against that opponent as a bonus action.
- +16:** You may make a Full Attack action as a Standard Action.

Combat Looting [Combat]

You can put things into your pants in the middle of combat.

- +0:** You may sheathe or store an object as a free action.
- +1:** You get a +3 bonus to [Disarm](#) attempts. Picking up objects off the ground does not provoke an attack of opportunity.

- +6:** As a Swift action, you may take a ring, amulet/necklace, headband, bracer, or belt from an opponent you have successfully [grappled](#). You may pick up an item off the ground in the middle of a move action.
- +11:** If you are grappling with an opponent, you may activate or deactivate their magic items with a successful Use Magic Device check. You may make Appraise checks as a free action.
- +16:** You can take 10 on Use Magic Device and Sleight of Hand checks.

Combat School [Combat]

You are a member of a completely arbitrary fighting school that has a number of recognizable signature fighting moves.

- +0:** First, name your fighting style (such as "Hammer and Anvil Technique" or "Crescent Moon Style", or "Way of the Lightning Mace"). This fighting style only works with a small list of melee weapons that you have to describe the connectedness to the DM in a half-way believable way. Now, whenever you are using that technique in melee combat, you gain a +2 bonus on attack rolls.
- +1:** Your immersion in your technique gives you great martial prowess, you gain a +2 to damage rolls in melee combat.
- +6:** When you strike your opponent with the signature moves of your fighting school in melee, they must make a Fortitude Save (DC 10 + 1/2 your level + your Strength bonus) or become dazed for one round.
- +11:** You may take 10 on attack rolls while using your special techniques. The DC to disarm you of a school-appropriate weapon is increased by 4.
- +16:** You may add +5 to-hit on any one attack you make after the first each turn. If you hit an opponent twice in one round, all further attacks this round against that opponent are made with The Edge.

Command [Combat] [Leadership]

You lead tiny men.

- +0:** You have a Command Rating equal to your Base Attack Bonus divided by five (round up).
- +1:** You can muster a group of followers. Your leadership score is your Base Attack Bonus plus your Charisma Modifier.
- +6:** You are able to delegate command to a loyal cohort. A cohort is an intelligent and loyal creature with a CR at least 2 less than your character level. Cohorts gain levels when you do.
- +11:** With a Swift Action you may rally troops, allowing all allies within medium range of yourself to reroll their saves vs. Fear and gain a +2 Morale Bonus to attack and damage rolls for 1 minute. This is a language-dependent ability that may be used an unlimited number of times.
- +16:** Your allies gain a +2 morale bonus to all saving throws if they can see you and you are within medium range.

Danger Sense [Combat]

Maybe Spiders tell you what's up. You certainly react to danger with uncanny effectiveness.

- +0:** You get a +3 bonus on Initiative checks.
- +1:** For the purpose of Search, Spot, and Listen, you are always considered to be "actively searching". You also get Uncanny Dodge.
- +6:** You may take 10 on Listen, Spot, and Search checks.
- +11:** You may make a Sense Motive check (opposed by your opponent's Bluff check) immediately whenever any creature approaches within 60' of you with harmful intent. If you succeed, you know the location of the creature even if you cannot see it.
- +16:** You are never surprised and always act on the first round of any combat.

Elusive Target [Combat]

You are very hard to hit when you want to be.

- +0:** You gain a +2 Dodge bonus to AC.
- +1:** Your opponents do not gain flanking or higher ground bonuses against you.
- +6:** Your opponents do not inflict extra damage from the [Power Attack](#) option.
- +11:** Diverting Defense – As an immediate action, you may redirect an attack against you to any creature in your threatened range, friend or foe. You may not redirect an attack to the creature making the attack.
- +16:** As an immediate action, you may make an attack that would normally hit you miss instead.

Expert Tactician [Combat]

You benefit your allies so good they remember you long time.

- +0:** You gain a +4 bonus when flanking instead of the normal +2 bonus. Your allies who flank with you gain the same advantage.
- +1:** You may [Feint](#) as an Immediate action.

- +6:** As a move action, you may make any 5' square adjacent to yourself into difficult ground.
- +11:** For determining flanking with your allies, you may count your location as being 5' in any direction from your real location.
- +16:** You ignore Cover bonuses less than full cover.

Ghost Hunter [Combat]

You smack around those folks in the spirit world.

- +0:** Your attacks have a 50% chance of striking incorporeal opponents even if they are not magical.
- +1:** You can hear incorporeal and ethereal creatures as if they lacked those traits (note that shadows and the like rarely bother to actively move silently).
- +6:** You can see invisible and ethereal creatures as if they lacked those traits.
- +11:** Your attacks count as if you had the Ghost Touch property on your weapons.
- +16:** Any Armor or shield you use benefits from the Ghost Touch quality.

Giant Slayer [Combat]

Everyone has a specialty. Yours is miraculously finding ways to stab creatures in the face when it seems improbable that you would be able to reach that high.

- +0:** When you perform a [grab on](#) Grapple maneuver, you do not provoke an attack of opportunity.
- +1:** You gain a +4 Dodge bonus to your AC and Reflex Saves against attacks from any creature with a longer natural reach than your own.
- +6:** You have The Edge against any creature you attack that is larger than you. Also, an opponent using the Improved Grab ability on you provokes an attack of opportunity from you. You may take this attack even if you do not threaten a square occupied by your opponent.
- +11:** When you attempt to trip an opponent, you may choose whether your opponent resists with Strength or Dexterity.
- +16:** When involved in an opposed bull rush, grapple, or trip check as the attacker or defender, you may negate the size modifier of both participants. You may not choose to negate the size modifier of only one character.

Great Fortitude [Combat]

You are so tough. Your belly is like a prism.

- +0:** You gain a +3 bonus to your Fortitude Saves.
- +1:** You die at -20 instead of -10.
- +6:** You gain 1 hit point per level.
- +11:** You gain DR of 5/-.
- +16:** You are immune to the fatigued and exhausted conditions. If you are already immune to these conditions, you gain 1 hit point per level for each condition you were already immune to.

Horde Breaker[Combat]

You kill really large numbers of people.

- +0:** You gain a number of extra attacks of opportunity each round equal to your Dexterity Bonus (if positive).
- +1:** Whenever you drop an opponent with a melee attack, you are entitled to a bonus “cleave” attack against another opponent you threaten. You may not take a 5’ step or otherwise move before taking this bonus attack. This Cleave attack is considered an attack of opportunity.
- +6:** You may take a bonus 5’ step every time you are entitled to a Cleave attack, which you may take either before or after the attack.
- +11:** You may generate an aura of fear on any opponents within 10’ of yourself whenever you drop an opponent in melee. The save DC is 10 + the Hit Dice of the dropped creature.
- +16:** Opponents you have the Edge against provoke an attack of opportunity from you by moving into your threatened area or attacking you.

Hunter [Combat]

You can move around and shoot things with surprising effectiveness.

- +0:** The penalties for using a ranged weapon from an unstable platform (such as a ship or a moving horse) are halved.
- +1:** Shot on the Run – you may take a standard action to attack with a ranged weapon in the middle of a move action, taking some of your movement before and some of your movement after your attack. That still counts as your standard and move action for the round.
- +6:** You suffer no penalties for firing from unstable ground, a running steed, or any of that.
- +11:** You may take a full round action to take a double move and make a single ranged attack from any point during your movement.
- +16:** You may take a full round action to run a full four times your speed and make a single ranged attack from any point during your movement. You retain your Dexterity modifier to AC while running.

Insightful Strike [Combat]

You Hack people down with inherent awesomeness.

- +0:** You may use your Wisdom Modifier in place of your Strength Modifier for your melee attack rolls.
- +1:** Your attacks have The Edge against an opponent who has a lower Wisdom and Dexterity than your own Wisdom, regardless of relative BAB.
- +6:** Your melee attacks have a doubled critical threat range.
- +11:** You make horribly telling blows. The extra critical multiplier of your melee attacks is doubled (x2 becomes x3, x3 becomes x5, and x4 becomes x7).
- +16:** Any Melee attack you make is considered to be made with a magic weapon that has an enhancement bonus equal to your Wisdom Modifier (if positive).

Iron Will [Combat]

You are able to grit your teeth and shake off mental influences.

- +0:** You gain a +3 bonus to your Willpower saves.
- +1:** You gain the slippery mind ability of a Rogue.
- +6:** If you are stunned, you are dazed instead.
- +11:** You do not suffer penalties from pain and fear.
- +16:** You are immune to compulsion effects.

Juggernaut [Combat]

You are an unstoppable Juggernaut.

- +0:** You may be considered one size category larger for the purposes of any size dependant roll you make (such as a Bull Rush, Overrun, or Lift action).
- +1:** You do not provoke an attack of opportunity for entering an opponent’s square.
- +6:** You gain a +4 bonus to attack and damage rolls to destroy objects. You may shatter a Force Effect by inflicting 30 damage on it.
- +11:** When you successfully **bullrush** or overrun an opponent, you automatically Trample them, inflicting damage equal to a natural slam attack for a creature of your size.
- +16:** You gain the Rock Throwing ability of any standard Giant with a strength equal to or less than yourself.

Lightning Reflexes [Combat]

You are fasty McFastFast. It helps keep you alive.

- +0:** You gain a +3 bonus to your Reflex saves.
- +1:** You gain Evasion, if you already have Evasion, that stacks to Improved Evasion.
- +6:** You may make a Balance Check in place of your Reflex save.
- +11:** You gain a +3 bonus to your Initiative.
- +16:** When you take the Full Defense Action, add your level to your AC.

Mage Slayer [Combat]

You have trained long and hard to kill magic users. Maybe you hate them, maybe you just noticed that most of the really dangerous creatures in the world use magic.

- +0:** You gain Spell Resistance of 5 + Character Level.
- +1:** Damage you inflict is considered “ongoing damage” for the purposes of concentration checks made before the beginning of your next round. All your attacks in a round are considered the same source of continuing damage.
- +6:** Creatures cannot cast defensively within your threat range.
- +11:** Your attacks ignore Deflection bonuses to AC.
- +16:** When a creature uses a [Teleportation] effect within medium range of yourself, you may choose to be transported as well. This is not an action.

Mounted Combat [Skill]

You are at your best when fighting with an ally that you are sitting on.

Ride Ranks:

- 0:** Once per turn, you may attempt to negate an attack that hits your mount by making a Ride skill check with a DC equal to the AC that the attack hit. Attacks that do not require an attack roll cannot be negated in this way.
- 4:** While Mounted, you may take a charge attack at any point along your mount's movement, so long as your mount is moving in a straight line up to the point of your attack.
- 9:** You suffer no penalty to your ride or handle animal skill checks when training or riding unusual mounts such as magical beasts or dragons.
- 14:** You may use your Ride Check in place of your mount's Balance, Jump, Climb, or Reflex Saving Throws.
- 19:** Any time a spell effect would target your mount, you may elect to have it target you instead. Any time a spell effect would target you, you may elect to have it affect your Mount instead.

Murderous Intent [Combat]

You stab people in the face.

- +0:** You may make a **Coup de Grace** as a standard action.
- +1:** When you kill an opponent, you gain a +2 Morale Bonus to your attack and damage rolls for 1 minute.
- +6:** Once per round, you may take an attack of opportunity against an opponent who is denied their Dexterity bonus to AC.
- +11:** You may take a **Coup de Grace** action against opponents who are stunned.
- +16:** You may take a **Coup de Grace** action against opponents who are dazed.

Phalanx Fighter[Combat]

You fight well in a group.

- +0:** You may take attacks of opportunity even while flat footed.
- +1:** Any Dodge bonus to AC you gain is also granted to any adjacent allies for as long as you benefit from the bonus and your ally remains adjacent.
- +6:** Charging is an action that provokes an attack of opportunity from you. This attack is considered to be a "readied attack" if it matters for purposes like setting against a charge.
- +11:** You may attack with a reach weapon as if it was not a reach weapon. Thus, a medium creature would normally threaten at 5' and 10' with a reach weapon.
- +16:** You may take an Aid Another action once per round as a free action. You provide double normal bonuses from this effect.

Point Blank Shot [Combat]

You are crazy good using a ranged weapon in close quarters.

- +0:** When you are within 30' of your target, your attacks with a ranged weapon gain a +3 bonus to-hit.

- +1:** You add your base attack bonus to damage with any ranged attack within the first range increment.
- +6:** You do not provoke an attack of opportunity when you make a ranged attack.
- +11:** When armed with a Ranged Weapon, you may make attacks of opportunity against opponents who provoke them within 30' of you. Movement within this area does not provoke an attack of opportunity.
- +16:** With a Full Attack action, you may fire a ranged weapon once at every single opponent within the first range increment of your weapon. You gain no additional attacks for having a high BAB. Make a single attack roll for the entire round, and compare to the armor class of each opponent within range.

Sniper [Combat]

Your shooting is precise and dangerous.

- +0:** Your range increments are 50% longer than they would ordinarily be. Any benefit of being within 30' of an opponent is retained out to 60'.
- +1:** Precise Shot – You do not suffer a -4 penalty when firing a ranged weapon into melee and never hit an unintended target in close combats or grapples.
- +6:** Sharp Shooting – Your ranged attacks ignore Cover Bonuses (total cover still bones you).
- +11:** Opponents struck by your ranged attacks do not automatically know what square your attack came from, and must attempt to find you normally.
- +16:** Any time you hit an opponent with a ranged weapon, it is counted as a critical threat. If your weapon already had a 19-20 threat range, increase its critical multiplier by 1.

Subtle Cut [Combat]

You cut people so bad they have to ask you about it later.

- +0:** Any time you damage an opponent, that damage is increased by 1.
- +1:** As a standard action, you can make a weapon attack that also reduces a creature's movement rate. For every 5 points of damage this attack does, reduce the creature's movement by 5'. This penalties lasts until the damage is healed.
- +6:** As a standard action, you may make a weapon attack that also does 2d4 points of Dexterity damage.
- +11:** Any weapon attack that you make at this level acts as if the weapon had the wounding property.
- +16:** As a standard action, you may make an attack that dazes your opponent. This effect lasts one round, and has a DC of 10 + half your level + your Intelligence bonus.

Two Weapon Fighting [Combat]

When armed with two weapons, you fight with two weapons rather than picking and choosing and fighting with only one. Kind of obvious in retrospect.

- +0:** You suffer no penalty for doing things with your off-hand. When you make an attack or full-attack action, you may make a number of attacks with your off-hand weapon equal to the number of attacks you are afforded with your primary weapon.
- +1:** While armed with two weapons, you gain an extra Attack of Opportunity each round for each attack you would be allowed for your BAB, these extra attacks of opportunity must be made with your off-hand.
- +6:** You gain a +2 Shield Bonus to your armor class when fighting with two weapons and not flat footed.
- +11:** You may Feint as a Swift action.
- +16:** While fighting with two weapons and not flat footed you may add the enhancement bonus of either your primary or your off-hand weapon to your Shield Bonus to AC.
- +0:** As a full round action, you may make a single attack against each opponent you can reach. Roll one attack roll and compare to each available opponent's AC individually.
- +1:** You gain a +3 bonus to Balance checks.
- +6:** As a full round action, you may take a regular move action and make a single attack against each opponent you can reach at any point during your movement. Roll one attack roll and compare to each available opponent's AC individually.
- +11:** Until your next round after making a whirlwind attack, you may take an attack of opportunity against any opponent that enters your threatened area.
- +16:** As a full round action, you take a charge action, overrunning any creature in your path, and may make a single attack against each opponent you can reach at any point during your movement. Roll one attack roll and compare to each available opponent's AC individually.

Weapon Finesse [Combat]

You are incredibly deft with a sword.

- +0:** You may use your Dexterity Modifier instead of your Strength modifier for calculating your melee attack bonus.
- +1:** Your special attacks are considered to have the Edge when you attack an opponent with a Dexterity modifier smaller than yours, even if your Base Attack Bonus is not larger.
- +6:** You may use your Dexterity modifier in place of your Strength modifier when attempting to trip an opponent.
- +11:** You may use your Dexterity modifier in place of your Strength modifier for calculating your melee damage.
- +16:** Opportunist – Once per turn, when an opponent is struck, you may take an attack of opportunity on that opponent.

Whirlwind [Combat]

You are just as dangerous to everyone around you as to anyone around you.

Zen Archery [Combat]

You are very calm about shooting people in the face. That's a good place to be.

- +0:** You may use your Wisdom Modifier in place of your Dexterity Modifier on ranged attack rolls.
- +1:** Any opponent you can hear is considered an opponent you can see for purposes of targeting them with ranged attacks.
- +6:** If you cast a Touch Spell, you can deliver it with a ranged weapon (though you must hit with a normal attack to deliver the spell).
- +11:** As a Full Round Action, you may make one ranged attack with a +20 Insight bonus to hit.
- +16:** As a Full Round Action, you may make one ranged attack with a +20 Insight bonus to hit. If this attack hits, your attack is automatically upgraded to a critical threat. If the threat range of your weapon is 19-20, your critical multiplier is increased by one.

4.4 Advanced Combat

Advanced combat is a somewhat disingenuous name, as it implies that these rules are more complex than the “basic” rules found in the PHB. In truth, some of them are and some are not. Mostly, we look at these rules as a revision of the existing rules to make them more useful to players and DMs. In part that means taking incomprehensible portions of the combat system (grapple, for example), and cutting them down into discreet actions people can actually use without a half-hour argument. Partly this means taking basic combat actions and making sure that they have a valid purpose at all levels of play.

4.4.1 Base Attack Bonus and Combat Maneuvers

If you looked at the classes in the PHB, you'd think that BAB actually meant something. Classes with good BABs are severely restricted in other areas, and they only get 1 or 2 more BAB every four levels as compared to full spellcasters. Clearly, having even a slight bulge in BAB is supposed to be a major advantage. But in

the basic rules, it really isn't. The bonus that a Fighter gets to his BAB over a Wizard is actually smaller than the variance of having rolled well and having rolled poorly on one's attributes. There is no guaranty that an Elven Fighter is better with a bow than an Elven Wizard is at 1st or even 4th level. Even when the BAB starts to pull ahead, it does so very slowly. A net +1 to-hit is something that you seriously might never even notice if you rolled your dice in secret. A +1 to-hit means that out of 20 attacks, one attack that would have missed would hit instead. Which, compared to the difference in numbers of attacks that land between someone who rolls well and someone who rolls poorly during an adventure is vanishingly small.

So what we're doing is actually making BAB mean something. It's supposed to represent the amount of combat skill you have, so let's work with that. From now on, if you have more BAB than the target of your attacks, you are considered to "Have the Edge" on that attack. Combat Maneuvers will perform better when used by someone with the Edge. So while anyone can attempt to Disarm an opponent (provoking an attack of opportunity and dropping the weapon on the ground on a successful opposed attack roll), a character with the Edge can disarm better (provoking no attack of opportunity and sending the weapon flying in a direction of his choice). In this manner, a character who takes full BAB classes always has a fundamental advantage in combat over characters who do other things.

4.4.2 Attacks of Opportunity

As you may have noticed, we have put in a lot more mechanics that interact with Attacks of Opportunity. That's because we're also instituting the following change to the mechanics of AoOs:

- If you have a Base Attack Bonus high enough to warrant gaining additional attacks, you also get additional Attacks of Opportunity. So a character with a BAB of +6 can make 2 AoOs each round. A character with a BAB of +11 can make 3, and a character with +16 can make 4.

4.4.3 Bonus Attacks and BAB

The bonus attacks that characters get for hitting a BAB of +11 or +16 are not good. I don't know what that was about, but I can only assume that it had to do with a fundamental lack of playtesting past level 10. Anyway, the penalty for taking a bonus attack in a Full Attack action should never rise above -5. So if you have a BAB of +17, your attack routine should look like this: +17/+12/+12/+12. Really.

4.4.4 Attack Options

Characters have a number of options when they attack their opponents.

- **Expertise**

You leverage your combat skill into defense rather than offense.

Requirement: You must make an attack action and have a BAB of at least +1. You need not specifically attack an enemy.

Effect: Before making an attack roll, you may take an attack penalty of up to your BAB on this attack and all further attacks until your next turn, and gain an equal Dodge Bonus to AC. You may only use this option once per turn.

- **Power Attack**

You leverage your combat skill into devastating attacks at the expense of accuracy.

Requirement: You must make an attack action and have a BAB of at least +1.

Effect: Before making an attack roll, you may voluntarily take an attack penalty of up to your BAB, and inflict two times that amount in extra damage with that attack. You may take this option on any or all of your attacks if you wish.

4.4.5 Special Attack Actions

All of the following maneuvers may be made in place of an attack. Any time a character is permitted an attack for any reason (including an attack of opportunity or the attack at the conclusion of a charge), they may make a special attack action instead.

- **Bullrush**

If you have not moved your entire allotted distance this turn, you may attempt to push your opponent back as a melee attack. First, you move into your opponent's square (which probably provokes an attack of opportunity, see movement). Then you make an opposed size-modified strength check against a DC of 10 + the target's Strength modifier + the target's size modifier (you do not have to roll to hit). If you succeed, you push your opponent back 5 feet. If you succeed by more than 1, you may move your opponent back a single 5' square for every 2 points your check exceeds the DC.

Modifiers: The Size Modifier to both the Bullrush check and the DC is +4 for every size larger than medium and -4 for every size smaller than medium.

Special: The movement used during a Bullrush counts against your movement this turn. If you do not take a move or charge action this turn, you will normally be limited to five feet of movement. This movement does not provoke an attack of opportunity from you or the target, but is quite likely to provoke an attack of opportunity from any other creature standing nearby. During a bullrush, both characters provide cover for each other.

Edge Option: If you have the edge on your target, you do not provide cover for your opponent even if they are the same size as you. Further, you may move your opponent in a direction up to 45 degrees off from your initial approach, altering your own course to push them more than 5 feet if necessary. If you fail the initial strength check, you may choose which adjacent square you are pushed into.

- **Coup de Grace**

You may attempt to slay an opponent outright if they are helpless. As a full-round action, you may automatically hit a helpless opponent in melee range. This attack is automatically a critical hit. This action provokes an attack of opportunity.

Interrupting a Coup de Grace: A character who suffers damage during the Coup de Grace must make a Concentration Check (DC 10 + Damage Inflicted) or the action is resolved as a normal attack.

Edge Option: If you have the Edge on an opponent who threatens you during a Coup de Grace, you do not provoke an attack of opportunity from them.

- **Covering Fire**

You may use your ranged attacks to provide cover for your allies. Take an attack with your ranged weapon and roll a normal attack roll. Until the beginning of your next turn one of your allies may use the result of your attack roll as their Armor Class against one attack of opportunity.

Edge Option: If you have The Edge against an opponent whose attack of opportunity was negated by Covering Fire, your ranged weapon may hit them. Simply compare the attack roll to their armor class as if it was also a normal attack.

- **Disarm**

You may attempt to disarm your opponent with a melee attack. Disarm is a special attack action. Make an attack roll against an "armor class" of 10 + the target's melee attack bonuses with the item in question. If you succeed, one weapon or held item is snatched out of your opponent's grasp. Failing a Disarm attempt provokes an attack of opportunity from the target. A disarmed item lands in a randomly determined square adjacent to the target.

Defending against a Disarm: An item held in two hands is harder to disarm, increasing the DC by +4. An item tied to one's body with a sword-wrap or locked gauntlet is much harder to disarm, increasing the DC by +8.

Special: A Disarm may be used to attempt to remove a weapon that is presently being used in an attack against the disarmer even if the creature using the weapon is out of range or otherwise not threatened by the character. A Disarm (or any attack) is normally only usable during an attack against such creatures as an Attack of Opportunity or a Readied Action.

Edge Option: If you have the Edge on your target, your Disarm attempt does not provoke an attack of opportunity, and you may choose which adjacent square your opponent's weapon or held item lands in. If you have a free hand, the item may end up in your possession instead.

- **Feint**

By performing a distracting maneuver or fencing your opponent into a poor position, you may make an attack against them at their worst. You take an attack action to make a Bluff check with a DC of 10 + your opponent's Wisdom modifier + the higher of your opponent's BAB or ranks in Sense Motive. If you succeed, your opponent does not get their Dexterity Bonus to AC against the next attack you make against them (if it is within the next round).

Edge Option: If you have the Edge on your target and you successfully Feint, you may make an attack against that opponent this round as a Swift action.

- **Grapple**

Grapple is collectively 3 separate maneuvers that all fall under the super-heading of "grappling". Any grapple attempt provokes an attack of opportunity unless your attack has the edge.

- ▷ **Grab On**

Sometimes, you want to attach yourself to a larger creature, getting inside their reach and then repeatedly stabbing them or simply weighing them down. As an attack action you may attempt to grab on to an opponent. Grabbing on to an opponent provokes an attack of opportunity and requires a check with the same bonuses as a melee attack. The DC to grab on to an opponent is their Touch AC plus their BAB. If you have 5 ranks of Climb or Ride, you get a +2 synergy bonus on this maneuver for each skill.

Holding on: Once you've attached yourself to your opponent, you go wherever they go. Move in to their space, and move where they do automatically (this movement does not provoke attacks of opportunity or count against your movement in any way). You may attack with any light or one handed weapon, and your opponent is denied his Dexterity bonus against you.

Being Held on to: If another creature has grabbed on to your character, their weight counts against your carrying capacity. If you're overloaded, you may be unable to move or even collapse until you shake your opponent off. You can attempt to attack a creature holding on to you, but your strength modifier is halved for such attacks and your attacks are at -4. You may attempt to shake your opponent off as an attack action by making a check with a bonus equal to your melee attack or Escape Artist and a DC of 10 + the greatest of your opponent's BAB, Climb Ranks, or Ride Ranks.

Edge Options: If you have the edge on an opponent when you grab them, they may not attack you at all once you have grabbed on to them. Further, grabbing on to an opponent does not provoke an attack of opportunity.

- ▷ **Hold Down**

Sometimes you want to pin an opponent to the ground. First, make a touch attack. Then, make a Grapple Check (BAB + Strength Modifier + Special Size Modifier) with a DC of 10 + Defender's Grapple Check Modifier. If you succeed, your opponent is pinned for one round. They can't move, and you may put ropes or manacles on them if you wish with an attack action. At the end of any turn you are pinning your opponent, you may inflict unarmed or constriction damage. With subsequent attack actions, you may attack with natural weapons or light weapons with no penalty.

Escaping a Pin: If you're pinned you can attempt to fight back, but you're prone and you suffer an additional -4 penalty to attack the creature pinning you (generally a -8 total penalty to attack your attacker). You can get out with an attack action by making a Grapple or Escape Artist check with a DC of 10 + your opponent's Grapple Modifier.

Edge Options: If you're pinning an opponent and your attacks have the edge, your opponent cannot attack you or anyone else until they get free. Furthermore, if anyone else attacks them, they are considered helpless.

- ▷ **Lift**

Sometimes you want to put an opponent in your mouth or carry away a struggling princess. Make a touch attack and then make a Grapple Check with a DC equal to 10 + your opponent's Grapple modifier. If you succeed, your opponent is hefted into the air. You may move around freely while carrying your opponent (their weight counts against your limits of course). You may perform a coup de grace or swallow whole action on a character you have lifted, but doing so ends the lift whether it succeeds or fails.

Escaping a Lift: When you've been lifted, you cannot move under your own power, but you can continue to attack. Attacks against the creature which has lifted you are at a -4 penalty. You can also attempt to escape with an attack action by making a Grapple or Escape Artist check with a DC of 10 + your opponent's Grapple Modifier.

Edge Options: If you have the edge on an opponent you have lifted, they may not attack you or anyone else until they escape.

- **Trip**

As an attack action, you may attempt to knock an opponent prone. Make a touch attack, and if you succeed make

a Strength + BAB check against a DC of 10 + your opponent's Strength + BAB or Balance modifier (whichever is greater). Success leaves your opponent prone. Failure provokes an attack of opportunity.

Modifiers: The DC to trip an opponent who has four legs or is otherwise inherently stable is increased by 4. Radially symmetrical creatures like Oozes cannot be tripped at all.

Edge Option: If you have the edge on your target, you do not provoke an attack of opportunity if your trip attempt fails, but your target provokes an attack of opportunity from you if your trip succeeds.

TOOLS OF THE TRADE

“A warrior is measured by his sword.”

5.1 Weapons

“No. This is a knife.”

The weapon system of D&D, in general, makes us feel pretty good. There are ample reasons to use weapons as diverse as a flail, a warhammer, and a morningstar. There are, however, some glaring problems that do need to be addressed. The most obvious of those is Weapon Size, which works very badly on every level. The 3rd edition rules were not good, and the 3.5 changes to them made them worse in every single way. So here's the big deal: Weapons don't have special size rules anymore. In 3rd edition a Shortsword was a small weapon, and in 3.5 it's supposed to be a Medium Light Weapon, but that's all stupid. The fact is, a Shortsword is a Tiny Object, and that's all we need to know.

Here's how weapon sizes ought to work:

- You may not use a weapon that is a larger than yourself. A Large character can use a Large (or smaller) object as a weapon, but may not use a Huge (or larger) object as a weapon.
- You may not use an object that is too heavy for you to lift as a light load as a weapon.
- An object of your own size must be used in two hands.
- An object of a size smaller than your size may be used in one hand or two hands.
- An object that is at least two sizes smaller than yourself counts as a Light Weapon.

5.1.1 Bows

The bow is a very expensive proposition in the normal D&D rules. Especially for Orcs. That's really dumb. So here are the new rules:

Every bow has a strength minimum. And it doesn't cost any more if it has a Strength Minimum of 34 than it does if it has a Strength minimum of 6. In any case, your bow can't be used if your strength is less than the strength minimum of the bow. But, your bow does damage based on your actual strength – or 4 more than the strength minimum of the bow, whichever is less.

Now, certain groups are not going to have bows available with a strength bonus applicable to yourself. If you have a strength of 8, the Bugbears probably won't have any bows off the shelf to sell to you. If you have a strength of 18, the Kobolds won't have anything for you. If you're in an area that doesn't normally make bows for you, you're going to have to get a masterwork bow made for you – and that costs extra moneys.

Now, the range of a bow is based on its object size. A Medium object (the kind of bow you are most likely to use) has a range increment of 100 feet. Every size it is smaller than that decreases the range increment by 30 feet (yes, that means that Fine creatures don't even have bows, and we're OK with that). Every size that a bow is larger than medium increases the range increment by 30 feet. A composite bow has an extra 10 feet of range increment. A character may only use a composite bow or a bow that is smaller than herself while mounted. And yes, a bow is two handed even if it is an object two sizes smaller than yourself.

5.1.2 Ammunition

“The Black Arrow was forged by Thrór the Dwarf, who was “King Under The (Lonely) Mountain”, and ultimately was destroyed when Bard used it for target practice against a swallow, thereby dooming most of Middle Earth.”

The ammunition rules are in need of adjustment. And that’s not just because having a shuriken get destroyed permanently every time it hits is really dumb. It’s almost balanced to have magic arrows cost about 1/50th of what a real magic weapon does and then explode when used like they were bullets or something. Almost. But it is also dumb, so we’re putting our foot down.

Magic Arrows are supposed to be awesome. Some of them even have names. I cannot recall any story where an insipid adventurer went to War with 137 magic arrows and then called it a day when every one of them had been fired once. So here’s the new rubric: the cost of enchanting a magical arrow is a mere 1/10th that of enchanting a weapon (move the decimal place over one place), and magical arrows are always recoverable. That’s part of what makes them magic. Of course, just because it’s recoverable, doesn’t mean that you will actually recover it. If you shoot three arrows into a guy and then you run away, chances are good that he has your arrow.

Heck, even regular ammunition is way too fragile in D&D. Shuriken are fairly reusable even after you pull them out of the eye of a fallen foe. And we’re fine with that. A good rule of thumb is that an item of ammunition is no longer usable if it inflicts more damage than it has hardness. And precision damage, such as Sneak Attack, Death Attack, and Sudden Strike, does not count. So yeah, Shuriken aren’t going to break on impact with small children, happy birthday.

Naturally enough, there are still one-use arrows in the world. Alchemical arrows, such as fire arrows or poison arrows, are generally not as useful after they’ve been shot into an appropriate target. Those don’t require magical forging however, and don’t really count as magic weapons. One use ranged weapons should be marked as such (such as the vial of acid, hard to reuse that one).

5.2 Armor

The sad fact of the matter is that in the D&D rules, there are really only 3 kinds of armor most people ever care about: Chain Shirt, Breast Plate, Full Plate. That’s not only dumb, it’s also a shame, because the D&D world is potentially full of all kinds of crazy armor that is both awesome to look at and totally flavorful for all kinds of characters.

Nonarmors	AC	Max Dex	ACP	ASP
Camouflage	+0	+8	+0	+0
Fancy	+0	+6	-1	-2
Functional	+0	+8	+0	+0
Magic Clothes	+2	+9	+0	+0
Light Armors	AC	Max Dex	ACP	ASP
Brigandine	+5	+3	-4	-3
Chain Shirt	+4	+5	-2	-4
Cord Armor	+2	+4	-1	+0
Darkleaf	+4	+6	-1	+0
Gray Armor	+3	+8	+0	+0
Leather Armor	+2	+7	-1	+0
Mithril Shirt	+5	+6	+0	+0
Padded Armor	+1	+8	+0	+0
Spiderweb	+4	+6	-1	-1
Still Suit	+2	+5	-3	-2
Studded	+3	+6	-1	-1
Wicker Armor	+3	+7	-1	-6
Winter Clothes	+2	+4	-4	-4
Medium Armors	AC	Max Dex	ACP	ASP
Adamantine	+7	+3	-6	-2
Animal Spirit	+4	+3	-3	-3
Bone Armor	+3	+4	-3	-5
Breastplate	+5	+4	-4	-2
Chainmail	+5	+3	-3	-5
Chitin	+5	+4	-3	-1

Medium Armors	AC	Max Dex	ACP	ASP
Dragonscale	+6	+5	-4	-2
Gowns	+1	+3	-5	-8
Gith Armor	+5	+4	-1	-5
Hide Armor	+3	+4	-4	-4
Lamellar	+4	+4	-4	-4
Lobster Mail	+5	+2	-5	-3
Mithril Suit	+6	+5	-2	-1
Rime Hauberk	+5	+3	-5	-3
Ringmail	+4	+4	-2	-3
Scale Mail	+4	+3	-5	-2
Heavy Armors	AC	Max Dex	ACP	ASP
Adamantine	+11	+2	-9	-4
Coral Armor	+5	+2	-3	-6
Demon Armor	+9	+5	-10	-3
Elukian Clay	+6	+3	-4	-5
Dragonscale	+9	+4	-5	-2
Full Plate	+8	+1	-6	-6
Great Armor	+7	+2	-7	-5
Half Plate	+7	+2	-5	-7
Hoplite Armor	+6	+1	-9	-5
Mechanus	+12	+0	-8	-8
Silk Steel	+7	+3	-4	-1
Stone Plate	+10	+0	-9	-11
Sun Plate	+9	+6	-10	-8

Shields	AC	Max Dex	ACP	ASP
Adamantine	+3	–	+0	+0
Buckler	+1	–	–1	+0
Dragonscale	+3	–	–1	–6
Force Shield	+3	–	+0	+0
Mithril Shield	+2	–	–1	–
Steel Shield	+2	–	–1	–
Vine Shield	+1	–	–1	–
Wooden Shield	+1	–	–1	–

Great Shields	AC	Max Dex	ACP	ASP
Bone Wall	+3	–	–10	–2
Crystal Shield	+3	–	–3	–1
Ice Aegis	+5	–	–5	–3
Kappa Shell	+3	–	–12	–5
Kite Shield	+4	–	–5	–2
Tower Shield	+4	–	–10	–2

5.2.1 Fantastic Armors

“I know it’s stupid looking, but I get the best possible protection from having this duck sit on my head, so I’m going to let it do that.”

People in Fantasy settings wear all kinds of crazy crap and call it protective gear. That’s fine; we even encourage that sort of thing. What we don’t encourage is people mixing and matching their metaphors. And yet, by having people keep track of separate materials and armor types – that’s exactly what happens. We’ve all seen Lord of the Rings, we know what Mithril Armor is supposed to be like, and what it is not supposed to be like. And making your plate mail out of Mithril isn’t what things are supposed to look like – you’re supposed to get Mithril Chain. When was the last time anyone used Mithril Chain?

The fact is that materials naturally lend themselves to certain kinds of armor. Just as braided twigs are always going to make Wicker Armor and cured cow skin is always going to make Leather Armor, there’s just a certain way that armoring yourself with Dragon Scales or Cloyster Shells is going to work. For the vast majority of materials, there is a known “right way” to wear it for protection and the only real choice is wearing more of it or less.

5.2.2 Armor Non-Proficiency

Every armor, shield, or clothing has an Armor Check Penalty, though that penalty is sometimes -0. A Masterwork version has the magnitude of its Armor Check Penalty reduced by 1 (to a minimum of zero). If you are wearing armor or using a shield which you are not proficient in, the armor check penalty of that armor or shield is counted as 4 higher. If you are using an outfit with a total armor check penalty that is greater than your Base Attack Bonus, you can only move at 2/3 speed. If your outfit has an armor check penalty that is more than 4 more than your BAB, you can’t run. If your outfit provides a total armor check penalty that is 10 or more than your BAB, you can only stagger around.

Just because you’re proficient in heavy armor doesn’t mean that you’re familiar with every piece of heavy armor you encounter. Mechanus Armor is very protective, but chances are slim that a character has actually encountered this equipment before. In general, when a character runs into some new armor (as they will from time to time), they will continue to be non-proficient with it for about a day as they “break it in”. So to make full use of your new Chitin Carapace, you’ll need two things: Medium Armor Proficiency, and a day to practice with your new bug exoskeleton.

5.2.3 Armor Penalties

Armor you wear has an Armor Check Penalty, and armor you aren’t proficient with has an Armor Check Penalty that is 4 points higher. Your Armor Check Penalty is applied to any Balance, Climb, Escape Artist, Jump, Sleight of Hand, or Tumble checks you make. Your Swim Checks are penalized by double your Armor Check Penalty. If you cast arcane spells in armor which has an armor check penalty, your spells with somatic components have a 5% chance of failing for every point of armor check penalty.

Armor you wear also has an Armor Stealth Penalty. This number is reduced by 1 for every two points your BAB exceeds the Armor Check Penalty of the Armor. The Modified Armor Stealth Penalty is applied as a penalty to any Hide and Move Silently checks you make.

Finally, Armor has a maximum Dexterity Bonus that you can take advantage of while wearing that armor. That is, if your armor has a max dex bonus of +4 and you have a +5 dexterity bonus, then you may only apply a +4 bonus towards your armor class while wearing that armor. Just like stealthiness, however, a more

experienced warrior has an easier time defending himself in heavier armor. The Max Dex Bonus of an armor is increased by 1 for every two points your BAB exceeds the Armor Check Penalty of the armor.

5.2.4 Not Armors

Anything you wear is a form of armor, but anything sufficiently light as to not count even as Light Armor can be worn by characters who lack armor proficiency without suffering penalties.

Camouflaged Clothing:

Clothes specifically made to blend into the surroundings, whether by making your outline blotchy and incompressible, or simply matching the drapes.

Hide Ranks Benefit

- 4:** Opponents do not get a +4 bonus for spotting you for knowing what to look for.
- 8:** You may hide while being observed without taking a special action.
- 13:** You gain a +2 circumstance bonus on Hide checks.
- 18:** You gain concealment.

Fancy Clothing:

It's expensive and it looks it.

Bluff Ranks Benefit

- 4:** You receive a +2 circumstance bonus to Diplomacy and Bluff in civilized settings.
- 8:** You may make a Bluff check as a free action to convince a character that you belong wherever you happen to be.
- 13:** You may demand shelter from peasants at any time. No Bluff check required.
- 18:** Once per turn, you may Feint as a free action.

Functional Clothing:

Your outfit is covered in pockets and has many supporting straps designed to distribute weight.

Sleight of Hand Ranks Benefit

- 4:** You receive a +2 circumstance bonus to Escape Artist and Sleight of Hand checks.
- 8:** You may Force March for one day without being Fatigued.
- 13:** You may retrieve stored items about your person as a free action.
- 18:** You can carry 50% more stuff relative to your strength.

Magic Clothing:

Your pants, your shirt, and your socks exude magic. Truth be told, it's mostly your pants.

Diplomacy Ranks Benefit

- 4:** You gain a +1 bonus on all Charisma-related checks.
- 8:** You gain a +2 Deflection bonus to AC.
- 13:** You gain a +3 bonus on all Charisma-related checks.
- 18:** You gain a +5 Deflection bonus to AC.

5.2.5 Light Armors

Brigandine:

A chain shirt on top of which has been layered some studded leather. It's like having chocolate and strawberry at the same time.

BAB Benefit

- +1:** You are encased in leather and steel and negate the first 5 points of nonlethal damage inflicted on you by any source.
- +5:** You gain DR 5/Piercing
- +10:** You can effectively disguise your armor as functional clothing. You gain a +5 bonus to Disguise checks to conceal your armor.
- +15:** Your Armor check Penalty is halved.

Chain Shirt:

Interwoven links of the finest steel cover your torso.

BAB Benefit

- +1:** You are encased in steel and negate the first 5 points of nonlethal damage inflicted on you by any source.
- +5:** You gain DR 5/Piercing
- +10:** You receive a +2 bonus on any checks to resist grapple maneuvers.
- +15:** Slashing damage from any source is reduced by half.

Cord Armor:

A series of knots wrapped about your person protect you from incoming attacks.

Tumble Ranks Benefit

- 4:** You are encased in cords and negate the first 5 points of bludgeoning damage you take.
- 8:** As an immediate action, you can replace the AC for one attack made against you with the result of a tumble check. You may use this ability after an attack has hit you, but not before damage has been rolled.
- 13:** You gain a swim speed equal to your base land speed.
- 18:** You may move up to your move speed with a swift action.

Darkleaf Armor:

This armour, grown rather than made, consists of hundreds of leaves that are as hard as iron.

Knowledge (Nature) Ranks Benefit

- 4:** Your armour grows small roots into you, granting you fast healing 1.
- 8:** You gain DR 5/piercing.
- 13:** You gain hide in plain sight, but only in natural surroundings.

- 18:** You and your armor are one with nature, letting you move through any natural vegetation (such as a tree trunk or brambles) as if they were level ground, as long as you end your turn in an unoccupied square. If you end your turn inside a plant, you are ejected from the nearest open space.

Gray Armor:

Made from slaadskin, grey armour shifts to anticipate attacks with the power of Limbo.

BAB Benefit

- +1:** You are encased in shifting skin and negate the first 5 points of damage from any critical hit or sneak attack.
- +5:** You gain DR 5/lawful.
- +10:** Your armour is so shifty that you negate an amount of damage from any critical hit or sneak attack equal to your BAB.
- +15:** You are surrounded by a 10ft radius area of Raw Limbo. You automatically succeed on unopposed control checks over this area, and gain a +4 bonus to opposed control checks. The controlled area reverts to normal once it leaves the affected radius.

Leather Armor:

Made from cured cowhide, it's cheap, but does its job.

Tumble Ranks Benefit

- 4:** You are encased in leather and negate the first 2 points of bludgeoning damage you take.
- 8:** You gain fire resistance 5.
- 13:** As an immediate action, you can replace your AC for one attack with the result of a Tumble check. You may use this ability after an attack has hit you, but before damage has been determined.
- 18:** You may move up to your speed as a swift action.

Mithril Shirt:

The links that make up this chain shirt are woven much tighter and made of mithril.

BAB Benefit

- +1:** You are encased in Mithril and negate the first 5 points of extra damage inflicted on you by a critical hit or sneak attack.
- +5:** Your armor moves so easily that you can use the Tumble skill during a charge.
- +10:** You gain DR 5/bludgeoning and piercing.
- +15:** You convert an amount of lethal physical damage that you take equal to your BAB into nonlethal damage.

Padded Armor:

You wear thick cloth padding as protection.

Tumble Ranks Benefit

- 4:** You may reroll a failed tumble check when you attempt to move your full speed or through an occupied space.
- 8:** You can gain the benefits of 8 hours of sleep with 7 hours of sleep.
- 13:** As an immediate action, you can replace your AC for one attack with the result of a Tumble check.
- 18:** You may move up to your speed as a swift action.

Spiderweb Clothing:

Made of magical spiderwebs by Drow weavers, this magical clothing bursts into flames when struck with direct sunlight.

Move Silently Ranks Benefit

- 4:** You gain a +2 bonus on climb and grapple checks.
- 8:** You may pass through web and similar effects without impediment.
- 13:** You are immune to natural poisons.
- 18:** You gain concealment when in natural darkness even when observed with darkvision.

Still Suit:

A watertight suit envelops your whole body, recycling all of your excretions and protecting you from the heat.

Survival Ranks Benefit

- 4:** You do not have to make checks to avoid Heat Exhaustion and Heat Stroke.
- 8:** You have Fire Resistance 5.
- 13:** You do not have to drink.
- 18:** You are immune to Fire.

Studded Leather Armor:

Leather armor that has been adorned with metal studs to help protect your vitals.

Tumble Ranks Benefit

- 4:** Your important bits are protected by metal chunks, allowing you to negate the first 3 points of extra damage inflicted on you by a critical hit or sneak attack.
- 8:** You gain DR 5/piercing.
- 13:** When you deal damage in a grapple, you deal additional damage equal to this armour's AC bonus.
- 18:** You may move up to your speed as a swift action.

Wicker Armor:

This armor is made of woven willow branches, and makes you look a bit like furniture with wings.

Jump Ranks Benefit

- 4:** You are encased in wood, and gain DR 2/-.
- 8:** All your jumps are considered to have a running start.
- 13:** You no longer take falling damage.
- 18:** Your wooden wings give you a fly speed equal to your base land speed, at perfect manoeuvrability.

Winter Clothing:

Thick clothing that keeps you warm.

Survival Ranks Benefit

- 4:** You do not have to make checks to avoid hypothermia or frostbite while in cold areas.
- 8:** You have Cold Resistance 5.
- 13:** You have Cold Resistance 10.
- 18:** You are immune to Cold.

5.2.6 Medium Armors

Adamantine Breastplate:**BAB Benefit**

- +1:** You gain Damage Reduction equal to your Base Attack Bonus, which is negated by Adamantine Weapons.

- +5: You gain a +2 bonus on Bullrush checks.
- +10: You do not provoke attacks of opportunity when charging.
- +15: You gain 5 points of Energy Resistance to Electricity, Acid, and Sonic.

Animal Spirit Armor:

Fashioned of the skin of an angry beast, this armor still carries its spirit and will lend you its strength.

Survival Ranks Benefit

- 4: You inflict +2d6 damage while charging.
- 8: You gain scent.
- 13: You gain a natural weapon. This is used as a secondary natural weapon, even if you are otherwise unarmed.
- 18: You may Wildshape into an appropriate mighty beast.

Bone Armor:

Made from the bones of magical beasts, this armor makes you look the part of a necromancer.

Knowledge (Religion) Ranks Benefit

- 4: You gain Energy Resistance to Positive or Negative Energy equal to the Armor Bonus of the armor.
- 8: You are ignored by unintelligent undead as if you were undead.
- 13: Any undead creature you rebuke is controlled.
- 18: When you kill a living creature, you heal 10 hit points.

Breastplate:

A solid steel armor underlaid with chainmail, it protects all of your vital bits.

BAB Benefit

- +1: You are encased in steel and negate the first 5 points of non-lethal damage from any physical attack.
- +5: You gain DR 5/critical hits.
- +10: You reduce the critical multiplier of any weapons used against you by 1 point, and reduce the bonus damage dice from sneak attacks and death attacks against you by 2 dice.
- +15: You gain DR 10/critical hits.

Chitin Carapace:

Made out an Ankheg or something, it's amazingly light and makes you look like a crazy mantis man when you wear it.

Climb Ranks Benefit

- 4: You are ignored by Vermin until you attack them and you cannot be detected by the scent ability of creatures with the [Bug] subtype.
- 8: You gain a Climb Speed equal to your land speed.
- 13: You are immune to non-magical poison.
- 18: You gain a Flight Speed equal to your land speed (perfect).

Dragonscale shirt:**BAB Benefit**

- +1: Each shirt provides Energy Resistance to a specific Energy type as appropriate to the dragon whose scales formed the shirt. The ER is equal to the Armor Bonus the shirt provides.
- +5: The Armor Check Penalty of this armor does not apply to Jump checks.
- +10: You gain a +4 intimidate bonus against Dragons. And a similar bonus to your saving throws against Fear from Dragons.
- +15: You gain Immunity to the appropriate energy type.

Elaborate Gowns:

It's a big frilly dress, or a bulky robe, or something else that's expensive and hard to move in.

Diplomacy Ranks Benefit

- 4: You gain a +2 bonus to Intimidate and Perform checks.
- 8: You can hide weapons of a size up to your own inside your outfit with a normal Sleight of hand check.
- 13: You gain a +2 bonus to Escape Artist and Sleight of Hand checks.
- 18: You can cast *sanctuary*, at will, as a sorcerer of your level.

Gith Armor:

The Gith have mastered the techniques of manipulating Astral Driftmetal and the chaotic stuff of Limbo to make a reasonably lightweight, yet oddly protective garment.

Concentration Ranks Benefit

- 4: You gain a +2 bonus on Concentration checks.
- 8: You do not suffer any Arcane Spell Failure in this armor if you are proficient with it.
- 13: You are protected from the harmful effects of Limbo and the Astral Plane.
- 18: You may *planeshift* to the Astral Plane or Limbo as a standard action.

Hide Armor:

You wear some other creature as a hat.

Survival Ranks Benefit

- 4: You reek in those animal pants. But you reek like another creature, making you unlocatable by Scent.
- 8: The DC to Track you is increased by 4.
- 13: You gain DR 5/Piercing
- 18: You do not suffer a penalty to your Disguise to emulate other creatures.

Lamellar Armor:

Small metal or leather plates that are linked together to protect you.

BAB Benefit

- +1: You are encased in laquered wood and steel and negate the first 5 points of non-lethal damage from any physical attack.
- +5: You gain DR 5/Slashing
- +10: You do not take falling damage.
- +15: Once per round, you can convert an amount of lethal physical damage that you take equal to your BAB into nonlethal damage.

Lobster Mail:

A living carapace of a deep aquatic design. The engineering style is reminiscent of that of Kwalish, but much sleeker and individualized.

Swim Ranks Benefit

- 4: You can breathe under water.
- 8: The Armor Check Penalty of this Armor is reduced to zero under water.
- 13: Each empty hand may be used as a Natural Weapon (Pincher). At Medium size, it does 1d6 damage.
- 18: You may walk on water, beginning or ending the effect as a free action (or immediate action). You can also *control water* as a standard action. Your ability to use *control water* refreshes when the last *control water* effect ends for whatever reason.

Mithril Suit:

A full body covering of light metal. Very shiny, and nearly skin tight, the mithril suit is surprisingly protective.

Tumble Ranks Benefit

- 4: Mithril is very light, and its Armor Check Penalty is not applied against your skill checks.
- 8: You allow no miss chance when averting your eyes from an opponent.
- 13: Your Commander Rating is increased by 1.
- 18: When you have concealment, you have total concealment instead.

Rime Hauberk:

Crystalized water covers most of your body.

BAB Benefit

- +1: You gain Energy Resistance to Cold equal to the Armor Bonus of the Armor.
- +5: You may produce a pall of frost as a Swift Action that inflicts 1d6 of Cold Damage per round on all creatures within 10 feet of where you were standing, and which lasts 3 rounds.
- +10: You gain Immunity to Cold.
- +15: Your pall of frost causes 1d6 of damage for every 2 points of Base Attack Bonus you have.

Ringmail:

Steel rings are woven flat onto a leather armor backing.

BAB Benefit

- +1: You are encased in steel and negate the first 5 points of non-lethal damage from any physical attack.
- +5: You gain DR 5/Piercing
- +10: You gain a +2 bonus on Disarm checks.
- +15: You gain a +4 AC bonus against bludgeoning ranged weapons.

Scale Mail:

Intimidate Ranks Benefit

- 4: You are encased in steel and negate the first 5 points of non-lethal damage from any physical attack.
- 8: You gain DR 5/Piercing
- 13: You reduce the damage from Falling and Constriction damage by 10 points.
- 18: You can make an Intimidate check as a Swift action.

5.2.7 Heavy Armors

Adamantine Carapace:

Made of one of the hardest and most durable known metals, this armor completely encases you.

BAB Benefit

- +1: You gain Damage Reduction equal to your Base Attack Bonus, which is negated by Adamantine Weapons.
- +5: You gain a +2 bonus on Bullrush checks.
- +10: You do not provoke attacks of opportunity when charging.
- +15: You gain 5 points of Energy Resistance to Electricity, Acid, and Sonic.

Coral Armor:

Made of living Coral, this armor is as dangerous to your opponents as it is protective. All Coral Armor counts as having been made with Armor Spikes (a weapon three sizes smaller than the Armor).

BAB Benefit

- +1: The Armor Check Penalty of Coral Armor does not get applied against your Swimming checks. You gain a Swim Speed equal to your land speed.
- +5: Enemies you damage with the Coral spikes are poisoned (DC 10 + 1/2 your Level + Con Bonus), initial and secondary damage of 1d3 Dex.
- +10: You gain a +5 bonus to Hide checks under water.
- +15: You gain DR 5/Bludgeoning

Demon Armor:

Crafted from a live Demon, the Demon Armor must be constantly put in its place or it will think itself the master of the Warrior who wears it.

Intimidate Ranks Benefit

- 4: All of your attacks are Evil-aligned.
- 8: You can see souls, allowing you to see all living and undead creatures within 120' of you, regardless of current illumination or intervening objects.
- 13: Every time you kill a living creature, you heal 10 hit points.
- 18: Outsiders with a CR more than 8 less than your level cannot approach within 30 feet of you unless you allow it.

Elukian Clay Armor:

Made of a strange clay from the Elemental Plane of Water, this heavy suit takes to water like a puppy to a well.

Swim Ranks Benefit

- 4: The Armor Check Penalty of Elukian Clay does not get applied against your Swimming checks. You gain a Swim Speed equal to your land speed.
- 8: The Armor Check Penalty of Elukian Clay is reduced to zero while you are completely submerged in water.
- 13: You breathe water as easily as air.
- 18: As a standard action, you may *planeshift* to the Elemental Plane of Water.

Dragonscale Suit:

This armor is forged from the hide of a dragon.

BAB Benefit

- +1:** Each suit provides Energy Resistance to a specific Energy type as appropriate to the dragon whose scales formed the suit. The ER is equal to the Armor Bonus the suit provides.
- +5:** The Armor Check Penalty of this armor does not apply to Jump checks.
- +10:** You gain a +4 intimidate bonus against Dragons. And a similar bonus to your saving throws against Fear from Dragons.
- +15:** You gain Immunity to the appropriate energy type.

Full Plate:

Plates of steel, flexible chain armor, and leather straps encase your entire body.

BAB Benefit

- +1:** You are encased in steel and negate the first 5 points of non-lethal damage from any physical attack.
- +5:** You gain DR 5/Critical Hits
- +10:** You negate the first three points of energy damage from any source.
- +15:** Your DR improves to DR 10/Critical Hits

Great Armor:**BAB Benefit**

- +1:** You are encased in steel and negate the first 5 points of non-lethal damage from any physical attack.
- +5:** You gain DR 5/Slashing
- +10:** You gain a +3 bonus on Intimidate checks.
- +15:** You are immune to fear.

Half Plate:

A mixture of rigid plates and flexible chain, Half Plate combines protection with flexibility. It is very noisy, however.

BAB Benefit

- +1:** You are encased in steel and negate the first 5 points of non-lethal damage from any physical attack.
- +5:** You gain DR 5/Critical Hits
- +10:** You gain a +2 bonus on Grapple checks.
- +15:** You may make an Escape Artist check as a Swift Action.

Hoplite Armor:

Oldschool armor made of bronze and layered on in thick sheets all over the vitals.

BAB Benefit

- +1:** You are encased in bronze and negate the first 5 points of non-lethal damage from any physical attack.
- +5:** You gain DR 5/critical hits.
- +10:** Your armour check penalty is halved.
- +15:** You gain DR 10/critical hits.

Mechanus Armor:

A powerful collection of gears and chains that offers the finest protection that the Clockwork Nirvana can devise. Sometimes, a small jet of steam or oil will be ejected for no particular reason.

Knowledge (Engineering) Ranks Benefit

- 4:** You gain a +2 bonus to Strength.
- 8:** You are not staggered or unconscious when reduced to zero or less hit points. You still die at -10 hit points, though it is not unknown for the armor to continue fighting for some time after that.
- 13:** You gain DR equal to the Armor Bonus of the armor, which is negated by adamantite weaponry.
- 18:** Your size increases one level, and receive all relevant bonuses and penalties.

Silk Steel Armor:

Made of an ancient bugbear technique, overlapping plates of steel are held apart by layers of silk and the entire carapace slides virtually without sound. While bulky, this black armor is remarkably stealthy.

Move Silently Ranks Benefit

- 4:** You gain a +2 Synergy bonus to Hide checks.
- 8:** You negate 10 points of penalty to Move Silently for moving quickly (so running or fighting suffers only a -10 penalty, moving at normal speed is at no penalty).
- 13:** You negate the first 10 points of Falling damage any time you fall (this does not negate damage caused by something you fall on, such as poison spikes or lava).
- 18:** Once per round, you may attempt to hide while being observed.

Stone Plate:

Grown or carved from solid stone, this Dwarven armor is amazingly hard to move in, but the protection is amazing.

BAB Benefit

- +1:** You are encased in stone and negate the first 5 points of non-lethal damage from any physical attack.
- +5:** You are regarded as a great hero of the Dwarves. Unless you do something hostile, Dwarves will treat you as Friendly. You also have the Earth subtype as long as you wear this armor.
- +10:** You are regarded as a great hero of the Dwarves. Unless you do something hostile, Dwarves will treat you as Friendly. You also have the [Earth] subtype.
- +15:** You move through earth and stone as easily as walking upon. You earthglide as an earth elemental creature.

Sun Plate:

Glorious golden armor forged from Hope and filled with Goodness.

Sense Motive Ranks Benefit

- 4:** You radiate light like a *daylight* effect. Undead creatures and Evil Outsiders within this area suffer 1d6 of Light damage each round.
- 8:** Successful Turn checks destroy enemy Undead and Outsiders.
- 13:** You may sprout wings, granting you a Flight Speed of 90' (Good).
- 18:** Once per day, the armor will cast a *heal* spell on you with a Caster level of 11. This is a contingent effect and goes off when you need it to.

5.2.8 Shields

Adamantine Shield:

A target shield constructed of pure Adamantine, it is nearly indestructible and can be placed between your important bits and deadly weapons.

BAB Benefit

- +1:** You can use your shield as a point of leverage, gaining a +2 bonus on Bullrush attempts.
- +5:** Your shield may act as a wedge, providing a +2 bonus on Disarm attempts.
- +10:** You can add your Shield bonus to the DC to grapple you.
- +15:** You can throw your shield, performing any special combat maneuver with a range increment twice your natural reach.

Buckler:

A small shield strapped to the wrist or forearm used for parrying. It provides no bonuses while you are denied your Dexterity bonus to AC.

Balance Ranks Benefit

- 4:** You may use a weapon with the hand using the Buckler, but doing so causes you to suffer a -1 penalty to attack rolls using this hand (including two handed weapons).
- 8:** You gain a +2 bonus to Sleight of Hand or Bluff checks to draw a weapon or feint in combat.
- 13:** You no longer suffer a penalty to attack rolls when using a weapon in your buckler hand.
- 18:** Your shield bonus works against touch attacks.

Dragonscale Shield:

BAB Benefit

- +1:** Each shield provides Energy Resistance to a specific Energy type as appropriate to the dragon whose scales formed the shield. The ER is equal to the Shield Bonus the shield provides.
- +5:** The Shield bonus of the shield adds to your Reflex saves against Supernatural Abilities.
- +10:** You gain a +4 intimidate bonus against Dragons. And a similar bonus to your saving throws against Fear from Dragons.
- +15:** You gain Evasion.

Force Shield:

A clear shield made out of pure Force. It cannot be sunken by anything less than a completely arbitrary effect like a Sphere of Annihilation.

Spot Ranks Benefit

- 4:** A Force Shield's shield bonus applies against Incorporeal attacks.
- 8:** You gain a +2 Cover bonus to Armor Class from your shield at any time that you are not denied your Dexterity bonus to AC.
- 13:** You gain Energy Resistance against Force Damage equal to the Shield Bonus the shield provides.

- 18:** You can claim $\frac{1}{2}$ Cover from your shield at any time that you are not denied your Dexterity bonus to AC. We assume that you'll do that most of the time.

Mithril Shield:

It's as strong as titanium and as light as titanium. Who are we fooling? This is a great shield.

Sleight of Hand Ranks Benefit

- +1:** You can use your shield as a point of leverage, gaining a +2 bonus on Bullrush attempts.
- +5:** Your shield may act as a wedge, providing a +2 bonus on Disarm attempts.
- +10:** You can add your Shield bonus to the DC to grapple you.
- +15:** You can throw your shield, performing any special combat maneuver with a range increment twice your natural reach.

Steel Shield:

It can be round or square or shaped like something in particular. It's not important, the key is that it's between you and sharp objects and it's made out of steel.

BAB Benefit

- +1:** You can use your shield as a point of leverage, gaining a +2 bonus on Bullrush attempts.
- +5:** Your shield may act as a wedge, providing a +2 bonus on Disarm attempts.
- +10:** You can add your Shield bonus to the DC to grapple you.
- +15:** You can throw your shield, performing any special combat maneuver with a range increment twice your natural reach.

Vine Shield:

A writhing mass of vines extends from your arm and at your direction – protects you.

Knowledge (Nature) Ranks Benefit

- 4:** Your shield is a tripping weapon.
- 8:** Opponents missing you in melee provoke an attack of opportunity from you, but you may only take this attack as a Trip or Grapple attempt.
- 13:** You gain a +2 bonus on Trip and Grapple attempts.
- 18:** You have the Edge on any opponent you attack who has a Dexterity less than your Ranks in Knowledge (Nature).

Wooden Shield:

Made of wood and held together with bands of steel or strips of leather, a wooden shield makes up in shock absorbance what it loses in resilience.

BAB Benefit

- +1:** You can use your shield as a point of leverage, gaining a +2 bonus on Bullrush attempts.
- +5:** Your shield may act as a wedge, providing a +2 bonus on Disarm attempts.
- +10:** You can add your Shield bonus to the DC to grapple you.
- +15:** You can throw your shield, performing any special combat maneuver with a range increment twice your natural reach.

5.2.9 Great Shields

Bone Wall:

A seemingly random assortment of bones collected into a large shield.

Knowledge (Religion) Ranks Benefit

- 4:** You gain a bonus to your Saving throws against death effects equal to the Shield Bonus of this shield.
- 8:** You may cast Necromancy spells without somatic components.
- 13:** You gain Positive Energy Resistance equal to the shield bonus of this shield.
- 18:** This shield provides bonuses to your AC against Incorporeal Touch Attacks.

Crystal Shield:

A shield crafted out of a single solid crystal. It's transparent, but the refraction of the crystal can make things appear differently on the face of the shield than they are.

Spot Ranks Benefit

- 4:** You gain a +2 bonus to any saving throw vs. a spell-like ability.
- 8:** The DC of any spell-like ability you use while using this shield is increased by 1.
- 13:** You may Feint once per round as a free action.
- 18:** You gain Immunity to Gaze Attacks.

Ice Aegis:

A magically inscribed block of ice shaped into a massive shield.

BAB Benefit

- +1:** You gain Fire and Cold Resistance equal to the Shield bonus of this Shield.
- +5:** If the ambient temperature is cold, the shield bonus of this shield is increased by 1.
- +10:** You gain Immunity to Cold.
- +15:** You gain Immunity to Fire.

Kappa Shell:

Fitting on the back of a character like the Kappa's Shell it is named after, the Kappa Shell provides decent protection for units moving across a dangerous battlefield.

BAB Benefit

- +1:** You may use both your hands while using this shield, but your attacks suffer a -2 penalty.
- +5:** You may catch one ranged attack per turn on your shield automatically (the attack misses, whether it was an arrow or a magical ray).
- +10:** You cannot be Flanked, except by a Rogue with 4 more levels than you have BAB.
- +15:** You do not suffer a penalty to attack rolls when using both hands.

Kite Shield:

Shaped metal shields fit easily over a rider and his steed, allowing good protection for mounted troops.

Ride Ranks Benefit

- 4:** Your Mount gains the same shield bonus to AC that you gain from this shield.
- 8:** Your Mount gains Evasion.
- 13:** You may catch one ranged attack per turn on your shield automatically (the attack misses, whether it was an arrow or a magical ray).
- 18:** Your Mount gains Improved Evasion.

Tower Shield:

Giant pieces of wood or metal, tower shields offer tremendous protection, but cannot be effectively used while mounted.

BAB Benefit

- +1:** You may claim $\frac{1}{2}$ Cover at any time, but your own attacks suffer a -2 penalty.
- +5:** You may catch one ranged attack per turn on your shield automatically (the attack misses, whether it was an arrow or a magical ray).
- +10:** You may negate one bite attack per turn from a creature that is at least 2 sizes larger than yourself.
- +15:** If you claim cover from your shield, you suffer no penalties to your attack rolls. So you're pretty much going to have cover all the time.

LOGISTICS AND DRAGONS

“A tiger fights with claws, a dragon fights with fire. An army fights with rice.”

Does your character have chalk? Is it written on his character sheet?

The level of detail given over to what characters have in their pockets and saddle bags varies tremendously from game to game. And that’s fine. There is nothing objectively wrong with characters keeping track of every single quart of oil that passes through your character’s hands, just as there is nothing wrong with hand waving all non-magical equipment. In fact, when characters start interacting with the wish economy it is perfectly OK to handwave a character’s minor magic items (we’ll just assume that a 16th level Ranger has a wand of cure light wounds in his boot – it’s seriously not worth keeping track of).

So with such a wide array of perfectly reasonable and enjoyable ways to play the game, why bring it up at all? Well, the fact is that ultimately you need to find out what level of detail your DM wants to deal in. To be honest, I find that I usually don’t even use notes and simply keep salient campaign information in my head. So I don’t require players to write down how many pitons they have. Other DMs write it all down and have an index card that states how many towels are in individual laundry hampers when the players burst in the door. Both work.

The point is that this can cause very real arguments between people if they aren’t on the same page. Like most other aspects of role playing gaming, it should be hammered out exactly what you’re doing before you start playing.

6.1 The Demographics of D&D

“If you can bludgeon an elephant to death with a teddy bear on a stick, fill in the bubble labeled ‘yes’.”

The breakdown of characters with class levels and their levels in society at large in the DMG is almost exactly wrong in every respect. Think about it: when you think of the powerful people in the world, how many of them are Wizards? Now, how many of them are Fighters? The truth is, that everyone who is 15th level is actually of roughly equal power and capable of influencing the world to a roughly similar extent. The reason that the high-end world is shaped so much more by Wizardly activity than it is by powerful swordsmen is because the vast majority of high level characters are spellcasters!

The reason for this is simple: NPCs go up levels when they are in situations appropriate to their class, not for overcoming challenges like Player Characters do. NPC dragons go up levels by just living a long time, NPC necromancers can go up levels by sitting around a musty tomb reading ancient tomes, and NPC Fighters go up levels by Participating in Major Wars. One of these things is not like the other, and the end result is that the high end of the NPC world is primarily populated by Dragons and Wizards – NPC Fighters can become high level, but not by doing incredibly safe things so most of the time they don’t. So when the eight most powerful NPCs come together and form a council for world rulership or something, chances are very good that every single one of them is some kind of spellcaster. This isn’t because a 20th level Fighter isn’t a hardcore dude, it’s because NPC Fighters rarely survive in the environment required to become 20th level, while NPC Wizards often do.

Furthermore, the population density overall has little relevance to the number or level of powerful characters in a region. Indeed, some of the harshest environments have only highly leveled characters in them. The deeper you go into Moil or the Banemires, the less likely you are to run into a humanoid, and the more

likely any humanoid you do meet is to be a total badass. So I'm sorry, there isn't a simple rubric to determine the highest level character in a region or the level spread of said characters (indeed, Necromancers persist notably longer when they become more powerful and the level distribution is a reverse bell-curve with a local minimum at 6th level). It would be nice to say that there was, but that just isn't so.

6.2 Leaders of Men

"You can only breathe fire every couple of seconds, I have so many tiny men that you cannot win."

Not all campaigns will want to deal with a character's baggage train and camp followers. Certainly it can be quite a pain to try to keep track of a small army of soldiers in the middle of a continuous dungeon crawl. As such, any [Leadership] feat is completely optional. Some games simply won't use Leadership feats in any capacity, and that's fine.

Further, there are a lot of potential ways to get your army on (Influence is based on your Diplomacy, Artifice is based on your Craft skill, Command is based on your BAB, Necromancy and Summoning are both based on your highest castable spell level), and there's no specific reason that you wouldn't be able to have more than one. Except of course, that it can be extremely confusing to try to play with large sources of PC-led armies. So there is another common house rule that limits each character to no more than one Leadership feat.

In any case, if Leadership is allowed at all, there are some ground rules. First of all, no Cohort should ever be more or less than 2 levels lower than the PC. Ever. So if someone has a cohort that's something dumb like an Iron Golem, it's got to advance so that its CR advances in line with the character's level. Cohorts that can't be excused doing that aren't appropriate cohorts. Secondly, followers are traditionally of the crappy classes (Warrior, Expert, Aristocrat), and that's why followers are given appropriate CRs like $\frac{1}{2}$ rather than levels like "1".

Leadership Score	$\frac{1}{2}$	1	$1\frac{1}{2}$	Followers by CR									
				2	$2\frac{1}{2}$	3	4	5	6	7	8	9	10
1	1												
2	1												
3	1												
4	2												
5	2	1											
6	3	1											
7	4	2	1										
8	6	3	1										
9	8	4	2	1									
10	12	6	3	2	1								
11	16	8	4	3	2	1							
12	20	10	5	4	3	2	1						
13	30	15	9	8	7	6	3	1					
14	42	21	10	9	8	7	3	1					
15	56	28	14	13	12	11	5	2	1				
16	70	35	17	16	15	14	7	3	1				
17	80	40	20	19	18	17	8	4	2	1			
18	90	45	22	21	20	19	9	4	2	2			
19	100	50	25	24	23	22	11	6	3	2	1		
20	120	60	30	28	26	24	12	6	4	2	2		
21	150	75	35	30	28	26	13	7	5	3	2	1	
22	175	80	40	35	30	28	14	7	5	3	2	2	
23	200	100	50	40	35	30	15	8	5	4	3	2	1
24	250	125	60	50	40	35	17	8	6	4	3	2	2
25	275	130	65	60	50	40	20	10	6	4	4	3	2
26	300	150	75	65	60	50	25	12	6	5	4	3	3
27	350	175	80	75	65	60	30	15	7	5	4	3	3

So those tiny men could just as easily be CR $\frac{1}{2}$ trained dogs or CR $\frac{1}{2}$ Kobold Warriors. Whatever.

6.3 Administering your People

“Alright, let’s hear it... for Me!”

So you’ve slain the dragon and the local hobgoblin clan has arranged an elegant wedding between you and the most beautiful daughter of the daimyo... and then what? Most of the people you just became the ruler of are commoners. That doesn’t mean that they have the Commoner class – holy crap was that thing a bad idea all around. No, in fact, we’re phasing that class out completely. No, it means that your people mostly come with a humanoid hit die that if they ever tried hard enough would be replaced by a character class of some kind.

But while these people can end up with a character class, they aren’t going to. Your peeps are pretty much useless, and you’ve got to accept that. Some of them will have their humanoid hit dice transferred out to be Experts or Warriors – but those classes only go up to 5th level and aren’t good. These guys pay taxes and need to get rescued. Really, that’s why they are there.

6.3.1 Conquered People

“Spare the man in the kangaroo suit, he amuses me.”

Sometimes you just don’t get along with people at all. Sure, if you kill the local Remorhazz, the locals will probably make you the lord. This is basically short hand for the fact that most people realize that you could overpower society, but right now at least you’re fighting for society and they want to make sure it stays that way. But sometimes they don’t. Either they already have a lord or they just really don’t like you.

But you can still make yourself master of these ingrates by actually overpowering their society. Smack their lords around, beat their guards in combat, and crush their fortifications and temples beneath your sandaled feat. And then... you have a bunch of people that resent you. Sure, you can buy some of them over with promises of power over their own people, and if you rule a land for a generation the children will grow up not even knowing the taste of any lash but yours. And you could even be a kind king and make your people prosper and such, and some people will respect you for that.

But policing and improving an economy filled with people that resent your presence is expensive. Whether you’re trying to bribe them into loyalty or just sending guards to execute trouble makers this is simply much less efficient than getting occasional voluntary taxation. In fact, it’s roughly half as lucrative as administering non-confrontational civilians.

Furthermore, regardless of how nice you’re being or how hard you come down on potential troublemakers, there will be heroes who come to kick you out. Maybe they just refuse to take your filthy halfling lucre, maybe they object to your daily executions for failure to work hard enough. Whatever, the actual injustice of your regime has little to do with how often it is overthrown in the D&D world. The point is that in addition to getting less taxes, you have to deal with a stream of hostile adventurers. And that’s why so many groups just don’t bother – after beating the lizardfolk in the field, most adventurers just sack the temple and move on.

6.4 Why We Fight

“People on the left... we hate the people on the right.”

There are lots of reasons to kill other people, and all of them can seem like a good idea. You can raise the sword for religious differences (anything from “they eat people” to “those people give Pelor’s blessing with the wrong number of fingers”), conquering territory, stealing swag, killing peoples you don’t like, etc.

The key here is that no matter what you’re fighting for, it’s a lot easier to get an army together if you can put a good spin on whatever it is that you’re doing. Sure, some creatures will fight for small piles of gold – but most want either really large piles of gold or even better – assurances that they are doing the best possible thing by potentially throwing their lives away to kill other people. Heck, most creatures that would be willing to fight for gold alone would just as soon attack a creature offering to pay them gold to get the gold as fight on that creature’s behalf to get the gold as payment.

What this means is that bribing creatures to switch sides is generally really hard. It’s not just that creatures are generally adverse to switching sides, it’s that for a creature to fight on any side they probably already rationalized killing other creatures for that team and it’s going to take a lot to change their mind

THE MASS COMBAT MINI-GAME

Mass combat in D&D tends to be a terribly overlooked part of the game. While it's expected for PCs to potentially join or own armies, the granularity of D&D has been set to skirmish-level events, meaning that larger battles become a monster of paperwork and bookkeeping. The fun part of armies, such as tactics on the battlefield, city-taking, and dragonkilling is so buried by the raw nature of individually statted out armies that any system except for the most abstract is just not fun... if you wanted to play Warhammer 40K, then you wouldn't be playing D&D.

So here are some rules for abstracting mass combat. It's a mini-game inside regular D&D that has been designed for simplicity and a minimum of bookkeeping. We've kept it as basic as a mini-game so that learning and playing it doesn't distract from the experience of playing D&D. You'll really only be worrying yourself over this sort of thing at infrequent intervals. The player characters will still spend most of their time bringing down enemy monsters and assassinating dark lords. But having a running tally of how battles are proceeding around the players can be pretty entertaining.

7.1 The Basics

The Mass Combat Map: In the Mass Combat Mini-game, troop movements take place in 50' by 50' squares. For players wishing to play out a mass battle, they simply take standard miniatures and battlemats and draw out the map so that it reflects the new scale. Characters of Gargantuan or larger size take up their own squares, but it's otherwise assumed that each square contains as normal individual characters can fit in such a space as normal when in regular formations. Medium sized PCs in a square take damage and are affected by spell effects that affect their square.

Units: Each unit has a Move, HPs, Damage, and Morale, and they may have special abilities or attacks based on their race, training, or armament. Each unit also has a Leader with normal racial CR as a base, the advanced by CR equal to the normal damage of the unit. Each individual unit's stats will be discussed in the Building a Unit section, but for now we have a brief overview of the terms.

Move is the number of 50' by 50' squares a unit can move each Combat Turn. Units that are mounted tend to have faster movement rates. Moving through difficult terrain takes more movement points, and sloped terrain takes more or less. HPs represent a rough estimation of the number of casualties a unit can take before its morale breaks and the individuals in that unit begin to flee the combat. Heavily armored or tougher units have more HPs, while cowardly or lightly armored units will have less. Units with 0 or less HPs are Broken (or Destroyed, depending on your specific unit's attributes), and its individual members flee the battlefield and no longer counts a functional battlefield units for any purpose.

Morale is a number used to calculate your Army Morale Rating. Add the Morale score of each unit in your whole army together, then half it. The resulting number is your Morale Rating for your Army. As units in your army are destroyed, their Morale is subtracted from the Morale Rating of your Army in the same manner as HPs. At a Morale Rating of 0, the remaining units in your army separate from your army and flee the battlefield in an orderly fashion. At this point they are considered Uncontrolled units, and they leave the battlefield by the clearest and fastest route available. Uncontrolled units no longer follow orders from former Commanders, and may return to the home of their government for reassignment, turn to banditry,

seek a mercenary contract, or attempt to form independent armies under a new commander, as following their nature and circumstances.

Damage is the overall amount of punishment a unit can inflict on another unit in melee combat. When a unit enters the square next to an unfriendly unit, both inflict damage on each other immediately, with no rolls. Certain Tactics can increase a unit's damage, such as Charging, Fortifying/Setting, and Rushing.

7.2 Battles

7.2.1 Commander

A Commander is the overall leader of an army, and he has a Commander Rating which affects his ability to lead troops in battle and surprise enemy commanders with his battle tactics. A Commander's Command Rating is added to his Army's Army Morale Rating, and if he is killed this rating is subtracted from his Army Morale Rating as normal and control of an Army falls to the character in that army with the next highest Command Rating.

During the Battle Order, a Commander may move or give Tactics commands to a number of units equal to his Commander Rating + 1d4 in units each Turn.

7.2.2 Battle Turns

At the beginning of each battle, assume Armies move simultaneously with each Commander moving one unit at a time until at least one unit can attack an enemy unit, then determine Battle Order.

Battle Order starts with the Army who is capable of attacking first, then descends in order for each Army that can enter the battle after that (uncommitted Armies simultaneously move last in the Battle Order until they commit to at least one attack). For example, an Elven Army and a Human Army is going into battle with an Orc Army, Gnoll Army, and a Necromancer Army. Since the elves can attack first due to the range of their bow attack with their Elven Longbowmen, they are first in the Battle Order. The Necromancer Army is second due to its position near the Elven Army, then the Human Army enters the battle third with their Shortbowman, then the Gnolls enter fourth with their Gnoll Levies due to their position on the battlefield and finally the Orc Army enters last due to poor positioning on the battlefield. (One may note that an army that is positioned well on a battlefield or has ranged attacks gains a slight advantage by having a better Battle Order. This is intentional.)

7.2.3 Tactics

Certain tactics are not formal actions for a combat unit, and others are. Pincer maneuvers, battlefield deception or skillful maneuvering, taking advantage of higher ground or forests, etc., are normal consequences of well or badly played battles. Other tactics are commands that can be given to a unit that have special effects, and are noted below.

7.2.4 Charge

A Charging unit gains several things from a Charge: +1 Move, +1 damage bonus in melee combat during their Battle Order, and suffers 1 point of damage at the end of any movement(a unit must move during a Charge).

7.2.5 Rush

A Rush is when a unit enters another unit's square at the cost of 1 additional Movement. When units have done this maneuver, neither unit can move again until all enemy units in that square are Broken or Destroyed. Friendly units may enter or exit another friendly unit's square, but this action costs 1 movement each time.

7.2.6 Fortify/Set

A unit in a building, ruins, or other fortified position like entrenched ground can Fortify, gaining Damage Reduction equal to the DR rating of the building(usually 1-3) and doing an additional +1 point of damage on their turn. Units that cannot Fortify due to their position may instead Set, and gain the +1 damage bonus.

A unit cannot Fortify/Set and move on the same turn. Some units gain additional abilities when they Fortify/Set.

Base Terrain/DR

- Light forest, ruins, swamp, dense smoke: 1
- Sturdy wooden buildings, Light stone buildings, dense forests: 2
- Small Stone Keep, Heavy Stone building: 3
- Stone Castle: 4

7.2.7 Movement

Moving through different terrain has different costs, as shown below. If a unit cannot spend the required number of movement costs to enter a square, they instead pay what they can each turn until they have entered a square, but count as being in their old square until that time. The costs are below:

- Light forests: +1
- Heavy Forests/Jungle: +2
- Ruins/Very Rocky: +2
- Building: +3
- Castle: +4
- Down a Slope: -1(minimum of 1)
- Up a Slope: +1 to +3, depending on grade
- Swamp: +3
- Sand or Rocky Desert: +1

7.3 Player Characters in the Mass combat Mini-Game

Player characters have a special role in the mass combat mini-game, as they have access to abilities far beyond that of lesser troops. PCs wishing to lead a friendly unit must have a Commander Rating of at least 1 and a level equal to the CR of the Leader of that friendly unit. They may attach themselves to that unit, effectively assuming direct control of it in battle.

7.3.1 Attacking a Unit in Combat

PCs fight units not by killing all the members of that unit, but by killing the Leader of that unit. Killing or rendering that Leader ineffective (like teleporting him away, petrifying him, etc.) will cause that unit to break. PCs must be in that unit's square to attack the Leader, and they automatically take damage from the enemy unit equal to its damage times 10. Units attached to a PC and who have use the Rush Tactic to enter the square with the PC take this damage instead of the PC.

PCs in a square next to an enemy unit take no damage. Ranged attacks that target a PC's square allow the PC a Reflex save for half equal to 10 + the ranged attack's damage. Spells or other effects that can target more than 50% of a PCs square, or specifically target the PC, effect him as normal.

7.3.2 Attacking a Unit with Spells or Effects

For every 10 normal HPs a PC can do to over 50% of a unit's square, assume that the unit takes 1 HP of damage. Spells that don't do damage (like fear effects or other effects) but can effect more that half the members of unit do the spell's level in damage to the unit with no save.

7.3.3 Building a Unit

Units have a Levy cost in GP to hire and train them, a Time cost to complete the training, and they assume the stats of their unit at the end of the training. Each unit is assumed to have twenty members of each race, and only races with at least an Int of 8 and a language can form combat units(unless they are the mounts).

Raw Unit Stats:

- **HPs:** Units gain permanent HPs for the following reasons:

- ▷ Racial HD: HD times 2
- ▷ Medium armor: +1
- ▷ Heavy Armor: +2
- ▷ Elite Training: +1-3
- ▷ Mounted: half HD of mount
- ▷ Conscripted: -1

- **Damage:**

- ▷ Base 1
- ▷ BAB: +BAB
- ▷ Str: Half Str bonus
- ▷ Poorly Armed: -1
- ▷ Mounted*: +half damage of mount

* When calculating Mount and rider damage, use the Mount as base damage if the Mount would have a higher base damage, then add half the Rider's damage.

- **Move:**

- ▷ Base move: 1, +1 for every additional 30' of base movement
- ▷ Mounted: Mounted units use the mount's movement to calculate this number.

- **Morale:** Morale is calculated like this:

- ▷ Base: equal to HD
- ▷ Intelligence: Add Wisdom modifier of Race
- ▷ Mounts do not add to morale in any way.
- ▷ Conscripts: -1

* Mindless or undead creatures have a morale or “–”, meaning that they do not contribute to Army Morale, and they do not stop fighting when an army is defeated

7.3.4 Levy/Time

The cost to form a unit is equal to its damage times its HPs times 10. Add 100 for every extra ability of the unit (races that naturally have an ability like Elven Longbowmen and the Longbow do not incur this extra ability Levy cost). They take a number of months to train equal to its Levy cost divided by 100 +/- the Int mod of the race. The base cost to maintain and pay a unit is equal to its Levy Cost divided by 10 each month.

7.3.5 Special Qualities

- **Lancer:** Lancers don't take damage from the Charge Tactic.
- **Ranged:** This is the tag for units with bows, spears, and other throwing weapons. A ranged unit's ranged attack does normal damage at its range increment, then -1 for each additional range increment. Only units using bows or thrown weapons calculate Str for the damage of this attack. Most units with ranged attacks can only use ranged attacks when Set (for example, Longbowmen have a Ranged 2/Set tag), and the Set Tactic extra damage is assumed to be calculated in this figure.
- **Damage Reduction:** Some units have damage reduction from their race; this converts to Mass Combat damage resistance on a 5 to 1 ratio.

A WORLD AT WAR

“Our people have fought with their people since the ancient days. It is stupid and wasteful. This cycle must end, which is why I must take up the sword as my ancestors did.”

8.1 The Stone Ledger: The Dwarves Remember

Deep in the mountains, the Dwarf people have records that go back to when most of the other races were learning about fire. Second only to the Aboleth themselves, the racial memory of the Dwarves extends to days beyond reckoning. At least, beyond reckoning to anyone who isn't a Dwarf. Dwarves keep their records chiseled into stone and preserved for all time with mystical might. While the spellbooks of the Elves eventually crumble into dust, the Ledgers of the Dwarves will stand in mute testament to their triumphs and failures for as long as day follows night and night follows day.

The Ledgers of the Dwarves measure in exact terms the location of all the cool things that the Dwarven people have found, they give tips for dealing with problems that Dwarves have overcome in the past, and they record in excruciating detail every bad thing that anyone has ever done to the Dwarven race. Remember that when you consider the implications of the fact that every group has at one time or another been at war with any other race you care to name. So the fact that sometimes goblins commit atrocities against Dwarf settlements means that each and every Dwarf child grows up reared on vivid and gory stories of generations of conflicts with goblins – and goblins really don't. From the goblin perspective... nothing is happening at all. Goblins don't live nearly as long as Dwarves do, and that means that they don't have a war with Dwarves even every generation.

This discontinuity leads to Dwarves being much better at the eternal war they are fighting with the Orcs, the Giants, and the Goblins than their opponents. That's because no one else really has the perspective to see that it is an ongoing conflict. The other races see it as a series of separate conflicts that are all individually about something, and mostly their poor record keeping techniques leave them often unable to even recollect the previous conflict. So really, the Dwarves keep winning because they are the only ones playing.

You may be tempted to ask “If these wars kill thousands, and the only reason they're being kept alive is because of the Dwarf Ledger, doesn't that make the Dwarves the bad guys?” And honestly, that's a pretty good question. The Dwarves are Lawful Good and are the only race involved that understands the epic scale of the over-conflict. But that doesn't mean that they bear sole responsibility. Indeed, while the average Goblin on the street doesn't even know that there's an ancient rivalry between his people and the Dwarves, the list of usual suspects for evil overlords is a laundry list of people who actually also know the whole deal. Liches, Fiend Lords, and of course Maglubiet and Hruggek all know that Dwarves spend large amounts of time training and preparing for battle with the goblin people, and they don't tell the goblins. The thought is that by not telling the goblins that the Dwarves are totally ready for them and have been for thousands of years, that goblins will fight more bravely – they literally don't know how very unlikely each individual goblin is to make it out alive from any conflict.

So life is pretty weird for a Dwarf. As a Dwarf you know that you are in an eternal struggle with the Goblin people. You also know that several times in your life, goblinoids are going to behave towards the Dwarven people as if nothing was wrong and have flourishing trade relations instead. But you also know that once every couple of goblin generations (which is to say several times in your life if you happen to be a Dwarf) some

warlord is going to arise and send hordes of goblins to destroy your family. So if Dwarves come off as being intolerant jerks, that's why.

A special note has to be made about Dwarves and Arcane Magic. They like it. They are really good at it and have tremendous supplies of wizardly goods down in the depths. They can read spellbooks in the dark, and they are encouraged to do so. In some previous editions of D&D the Dwarven people were not allowed to use Arcane Magic because Gimli wasn't a spellcaster (the actual reasoning, I'm not even making that up), thereby ignoring the Dwarven magicians in many source legends (the Ring Saga for one), and even the Dwarven Magic from the Lord of the Rings. Fortunately, the bad old days are behind us, and Dwarves are back where they are supposed to be – slinging spells, scribing runes, and crafting magic items in their mountain halls.

8.1.1 Campaign Seed: Secrets Revealed

Key pieces of the Stone Ledger have been made public. Pamphlets explaining the situation in Goblin have been given mass distribution. The cycle of violence and peace that has dominated Dwarf/Goblin relations for millennia is coming crashing down. Reactions to the news vary of course. Some Goblins want to mount a final campaign to end the Dwarves once and for all, and others want to simply drop the whole thing and have a permanent peace. With a properly placed word or dagger, you could probably ensure that the proper outcome occurs. But what of the other groups thinking the same thing?

8.1.2 Campaign Seed: The Blank Spot

The great map of the Dwarves includes pretty much everything that dwarves have seen and lived to tell about. And yet, there are tunnels in the deep below that lead to... nothing. Despite thousands of years of diligent tunneling and mapping, there are still blank spots on that map. Obviously, foul play is involved, but how could something stay so deadly for so long? On the other hand, what if it's simply that the place is so valuable that no one comes back?

8.2 Gnolls: Too Lazy to Win

As a race, individual gnolls are powerhouses, each being worth two or three of the lesser races in combat... so why don't they rule the world? In short, they are lazy.

Gnolls just don't do the things that would make them successful. They don't organize themselves, they don't amass wealth or build structures, and the reason for this lack of productive behavior is that they are profoundly lazy as race, making them slightly stupid. Being lazy, they know that it takes less work to take such things from weaker races, and so this makes them mean. Gnoll heroes are manic by the standards of their race, since they seek out new experiences rather than stay at home to participate in tribal infighting.

Gnolls take favorable territory, and lesser races have a hard time displacing them, meaning that when someone sufficiently powerful does come along that can challenge the gnolls, it usually kills them outright in order to prevent the need for them to be displaced again. This means that gnolls tend to not have the same kind of shared cultural history as other races. Gnoll clans tend to be undisputed masters of their domain, spawning countless lesser tribes over the years who will attempt to take their own territory until at some point the each of those tribes is destroyed, meaning that each of the tribes has a limited amount of time to exercise its dominion before some greater power strikes them down, but since in that time the tribe spawns smaller tribes, the race as a whole survives.

Being racially lazy, powerful, and prolific means that occasionally one of those greater powers will decide to harness the gnolls, forcing training, discipline and purpose onto them. These Witch Kings or Warlords will then use the gnolls as elite shock troops or peacekeepers that enforce the dominion of their master, but the gnolls obey only as long that they know the hand of their master can reach them. Once the Witch King or Warlord dies, the gnolls revert to form, building tribes and bullying lesser races until they are driven from civilization.

8.3 Vistas of the Giants: Big and Important Stuff

Giants are more than just a Jungian representation of the complex feelings and resentments we have for our parents while we're children. Honest. Giants live in a metaphorically separate world from the smaller races, a world where everything is big – except populations. While Giants eat big food, have big castles, and throw big rocks, a major incursion of Giants is seriously like 8 guys. And while that can really put a giant dent in your day – the fact is that there's no way for them to kill your people fast enough for that to matter. Giants are simply not going to have a serious effect on your total population no matter what they do – because there aren't enough of them to ever amount to more than crime.

Giants appear in flavors that correspond to anything you can possibly imagine being much larger and more hardcore than it is. There are giant orcs, there are giant dwarves, there are giant elves, there are giant rogues and there are giant druids. So really any social dynamic you can imagine amongst the small people is replicated in excruciating hugeness among the big people.

An important thing to remember about Giants, however, is that very few of them are as tall as a tree – let alone a mountain. The vast majority of Giants are Large, not Gargantuan or even Huge. They are Giants like “Andre the Giant”. They're big, but Fire Giants aren't impossibly big. If you saw them walking around on Earth you'd go “Man, that guy is big.” but that's about as far as it would go. Still, for all the fact that Giants are rather disappointingly within scale of normal humans (seriously, the picture of the Giant Slayer in the DMG2 with the chopped off head the size of himself – that's much larger than even a Titan head), they are amazingly hardcore when it comes to combat. That same Fire Giant can easily wade through a group of 20 orcish warriors, that's not even a major problem for him.

8.3.1 Campaign Seed: The Land Above

Those Cloud Castles can't just be built anywhere, they require relatively stable cloud formation to be built upon. And I know what you're saying “Relatively what in the what now!?” Right. The D&D world has cloud formations that are persistent, structurally sound, and capable of supporting several thousand tonnes of weight without buckling. Sure, those sky continents move around much faster than the tectonic plates do, but the surfaces are solid enough to keep a castle afloat for a thousand years.

What's even better of course, is that these Cloud Islands are more than 40' thick. You can't scry on them or teleport to them. It's like having a dungeon that you can still grow beans in. The castles you build here are safe from prying eyes on the ground. And that means exactly what adventurers hope it means: undiscovered ruins. If you have a means to the over world, you have access to new vistas of adventuring populated by empires and monsters that the underworld has never heard of.

8.3.2 Campaign Seed: Vacillating Terrors

The Giants are huge. Well, a lot of them are merely Large, but their impact on the field of battle is huge. And there's only a couple of them. That means that with a good assassination, a well placed word, a hefty bribe, or some basic seduction, the giants on one side or another of a conflict can be made to drop out or even switch sides. The impact on the battlefield from these relatively minor acts can be huge, and are totally worth it for both sides.

Giants understand this, and can get pretty greedy. Nevertheless, intelligent kingdoms will often assign adventurers to pampering the whims of these Giants to make sure they stay on the correct side in important confrontations.

8.4 The Goblin Empire: Silent Loyalty, Silent Dissent

There are at least three kinds of Goblin. That's important, not only because it means that any group of Goblins has access to a great many opinions and skill sets, but also because it means that the Goblinoid physiology is extremely morphic. And because of this, and because no one really cares if goblins disappear, when a wizard or demon decides to make a new form of super soldier – chances are good that they use Goblins as a base. Heck,

you don't see any halflings with rhino horns on their face, and you don't see any dwarves transformed into undead monstrosities with bone-sucking tentacles popping out of their nipples. That's all the dubious pleasure of the Goblin people.

Goblinoids are, as a people, much quieter and more precise about their movements than other races. And this allows them to live in much higher population densities than other races without going mad. And well, they totally do that. Goblinoid settlements are, by the standards of other races, amazingly claustrophobic. Bugbear settlements traditionally make walls out of paper and place living quarters right next to one another to conserve heat. Those not blessed with the bugbear's natural silence find their every action heard many apartments away. Goblins usually dispense with the paper altogether and simply sleep ten to a room. Fortunately for them, goblins do not snore.

While goblinoid societies are classically short on free space, they are also not generally well organized. Goblins live together not because they like sharing, but because they steal from each other so constantly that it's just a waste of time to put walls between sleeping areas. If a goblin needs something, he'll take it and use it. Goblins aren't socialist utopians or anything, they simply don't respect property rights of others. Oddly enough, the end result is pretty similar to Goblins being really cooperative. Hobgoblin society takes it one step further and even has elaborate rules about who has to submit to who and when people have to take their shoes off and how people have to behave in public and everything. They actually are well organized, and their intricate webs of subjugation allow them to maintain high population densities without eating each other.

Goblinoids go to war for really one reason only: they want your stuff. Hobgoblins need constant influxes of new Slaves to keep everything rolling (even Slaves gain in seniority and prestige in time within Hobgoblin social structures so the bottom rungs of society can really only be replenished from captured enemies). Goblins want your shinies and aren't afraid to torch your village to get them. And finally, the Hruggek demands that the Bugbears slaughter your people from the shadows on a fairly regular basis. That's like wanting your stuff, only in this case what they are taking from your lands is the satisfaction of having seen your last breath from the back.

8.5 Elves: Servants of the High Wizards

The individual elf is a fine adventurer, blessed with many attributes that make them well suited to a life of killing monsters for their hard-earned possessions. They are extremely long-lived, quick of eye and reflexes, and blessed with the kind of training that comes from a childhood that spans decades. With all of these benefits, one wonders why they don't rule the world.

The answer is simple: they have a secret. That secret is that elves, as a race, are the pawns of powerful wizards. Just as powerful wizards have taken the heads of giant owls and put them on the bodies of bears, some wizards in the far past decided "hey, lets make a race that's hot, skinny, and long-lived enough to learn to really please me." The end result is a race whose favored class is Wizard, a class requiring study and materials. As engineered servants of powerful wizards, they mystically have the ability to learn their master's arts. The influence of the overlord wizards is the explanation for the variation in the subraces of elves: height, skin coloration, racial abilities, and physical and mental attributes are shaped by the overlords to suit their favored environment and tastes in beauty. Wild elves are physically powerful but dim, while snow elves are hardy but racially arrogant and haughty, and this all stems from the tastes of their wizard overlords in the past. Art and music is encouraged among the young because it makes them more attractive to their overlords.

This doesn't mean that your average elf is directly under the thumb of anyone; elves, like any race, have the ability to grow in power by testing themselves against dangers that can kill them. This means that the wizard overlords of the elven race are in fact elves now; like the githyanki, they threw off the shackles of their overlords eons ago. . . only to wear shackles designed by members of their own race. This is why in places like Faerun, any individual elf can't even go to the elven homeland without doing something drastic (like promise to never leave). Powerful magic protects these places because the elven high wizards that rule the race live in these locations, and they receive only benefit from letting individual members wander the world collecting new experiences and magic to hopefully bring back to them.

As a race, elves of all professions tend to think like long-lived wizards. They know that they can potentially live hundreds of years, so they tend to be very risk adverse. In a word, like any wizard who survives very long in the D&D universe, they are cowards. They don't allow ideas like "permanent homes" or "pride" to get in the way of survival. Your average elf lives in the woods because the woods have a lot of hiding places and a native of any particular woods can outrun any non-native trying to catch them, and if your home in a tree burns down you can easily build another home in another tree. Archery is encouraged among elves because it keeps your enemies at a distance, and it grants elves the ability to attack from hiding. Stealth and a distributed

cell structure to their society keep them alive long enough for their wizards to prepare a strategy to beat their enemies. They harass and use hit and run tactics to wear down enemies to buy time for their wizards to draw upon their hundreds of years of experience in order to deal with the enemy.

8.6 Warrens of the Gnomes: Guerilla Illusionists

Gnomes are one of the few innately magical races. Every gnome starts his day able to speak to burrowing animals, and every gnome of normal intelligence can cast a few simple illusions. Normally, this is not a recipe for a master race. And in truth, gnomes conquer nothing. Their great strength is that they don't fight fair.

Gnomes fight with a siege mentality, but with an extremely creative bent. They build their homes in hills to conceal them, then they cover these up with illusions. They use illusions of sound and light to misdirect enemies, and they use a network of trained burrowing animals to spy on the locations of their enemies. As small creatures, they excel at hiding and as a race they all have the ability to perform minor magical tricks that a creative person can use to any number of effects. They are hardy warriors with a flair for alchemy, so enemies of the gnomes can expect tough and brutal battles in conditions of smoke and flame with troops hindered by caltrops and tanglefoot bags, their horses driven out of control by thunderstones.

Gnomish heroes are well known for fighting giants, but in combat this edge tends to be minimal, as is their knowledge of fighting techniques against goblinoids; in truth, gnomes attack giants at range and from covered and inaccessible positions to avoid being hit with boulders or forced in melee and have learned to strike well at other goblin races to end combats where these races might overrun the gnomish positions. The real enemy of the gnome is the kobold, as these two races tend to cancel out each other's strengths: kobolds use traps that care nothing for illusions, and they hide as well as gnomes but have an enhanced ability to search an area and so find hiding foes and traps, and each race is equally at home in the other's Small-sized tunnels. Kobolds are also better ranged attackers and are naturally armored, making them slightly better combatants. Kobold/gnome wars are masterpieces of misdirection and stealth as each race sets traps and ambushes with gnomes leveraging their innate talent with illusions and kobolds using traps, ranged attacks and melee ambushes, and their own sorcerous talents.

8.7 Orcs: The Endless War

Orcs are the product of a generations-long war against the other races. Unfortunately, they haven't realized that they've lost this war. Why the war starts is simple: orcs are, as a race, stupid, ugly, and weak willed, but very strong. Being stupid, ugly and weak willed means that other races tend to always get the upper hand on them and tend to always get the better end of any deal, and other races also tend to not want Orcs around. Orc goods are always a little worse than goods produced by other races, and orcs are generally a little rowdier and less pleasant to be around.

At some point the orcs realize that they are much better in battle than other races, and they decide to fight for a little respect and fair treatment. Then the war is on. The only problem is that orcs win battles, but lose wars. Other races have natural advantages or just greater intelligence, so any war tends to go badly for the orcs in the long run. Powerful melee combat ability doesn't mean much when elves attack from the bushes with longbows and then run away and all the races have superior battle plans and ability to lead their troops.

Once the war has been decisively won, the orcs are driven out of their lands and pushed into some badland, hinterland, or some other undesirable terrain far away from trade routes and civilization and usually full of monsters. The other races then go back to their lives, but here's the trick: the orcs don't. As far as the orcs are concerned, the war is still on because the orcs are still stuck in the worst land in their area, scraping by in the wilderness with minimal natural resources and almost no access to the products of civilization like arable farmlands, centuries-old cities, and trade goods like the products of skilled craftsmen from other lands (which can include magic items).

All of orc culture comes back to this issue. Orcs are constantly warring on other races not out of innate need for violence or evil inclinations, but because they are fighting for their survival as a race in lands considered undesirable by every other major race. Orc raids are not only for food and booty, but for all the things that orc culture cannot produce like tools and weapons. Without these things they cannot survive in the wilderness, and they cannot produce them in the wilderness living as nomads who hunt and gather for survival.

Orc hordes are not an indication of warlike racial tendencies, but of population issues. Once the orcish population in the badlands grows too large to be supportable, they must conquer new lands or else face death by famine and disease. Hordes are formed of “excess” young males that are sent off to carve out new lands or die trying. . . both results ease the burden on the few resources in the badlands.

The fact that orcs are constantly in a war footing means that they easily offend other races with their tactics. Rather than fight elven guerilla fighters who sap their resources and manpower, they’ll burn the forest down, and rather than fight dwarves in their millennia-old and heavily entrenched deepnesses filled with traps, the orcs will collapse the tunnels and dig the booty out of the rubble. The fact that most races fight defensively means that orcs only gain tactical advantage by being extremely offensively-minded. The fact that orcs do not have supplies coming from the badlands means that while they have no supply trains to cut, they must conduct blitzkrieg-style war or face starvation, and they cannot afford to hold troops in reserve. They often just don’t have the resources needed to conduct honorable or civilized war, and their attacks seldom have finesse or timing on their side, meaning that they only win battles through overwhelming force. Night raids are their specialty, as they have darkvision and are sensitive to light.

8.8 Borderlands of the Sahuagin: Sore Winners

The first thing to understand about the Sahuagin is that they have already won. Completely. The surface of the world is about $\frac{3}{4}$ ocean and they own almost all of it. From the standpoint of the Sahuagin, the only places on the planet that have non-Sahuagin races in them are the stale crusts that they already had the presence of mind to cut off their sandwich. All of the non-Sahuagin races are all ghettoized. Even the other aquatic races have been marginalized to the point where they only get the brackish water (Locathah), the rocky shallows (merfolk), the underground darks (Kuo-Toans), or the muddy salt marshes (Lizardfolk). The real real estate – the ocean and coastline – are pretty much the private playground of the Sahuagin.

Individually, Sahuagin will kick your ass, and collectively they will kick the ass of any nation you happen to support. The combined populations of all other sapient races on any planet are less than the population of Sahuagin on that planet. The Sahuagin are also much smarter and better organized than you are so their cities are actually more productive than yours per person in addition to the fact that they have more cities than all the other races and their cities are more populous.

The Sahuagin mutate constantly, but are not inclined to Chaos. They just all have different appearances and capabilities. But every one of them is gifted with super intelligence and thick natural armor. The Sahuagin deep seers are some of the most gifted wizards on the planet and honestly have nothing better to do than just scry on crap and tell the armies where there’s some cool stuff to go loot. From time to time the Sahuagin will come onto land to beat the living crap out of people and take control of important or valuable items. Then they take the spoils of war and drag it back under water, laughing the whole time.

Against this backdrop of crushing inferiority, how do the other races maintain? Most of them are fighting for stakes so small that they haven’t even noticed that the vast majority of the planet is owned and operated by brutally efficient fish men. But one race that certainly has noticed the power discrepancy is the race of elves most likely to be forgotten: the Sea Elves. They actually live in many of the same areas and have a war going with them.

Life is hard for a Sea Elf, because every one of them is born into a post-apocalyptic world where mutants run amok and hunt them for sport. But it’s actually even worse than that because in addition to simply being physically and intellectually inferior to the Sahuagin like everyone else is – they are actually stupid and useless even contrasted with the surface races. An average Sea Elf is as much the intellectual inferior to a Sahuagin as a Griffin is to a normal human. The Sahuagin consider the Sea Elves to be little more than animals, and they aren’t wrong.

The Sea Elves keep surviving at all because they see farther than Sahuagin in low-light conditions (and are thus often able to swim away from potential encounters with Sahuagin during the morning and twilight hours that Sea Elves leave their hidden nests), and also because every so often a Sahuagin gets born who looks exactly like a Sea Elf. These Sahuagin mutants, called Malenti, are a little bit worse than a normal Sahuagin in that they lack the rending claws. But they’re still stronger and smarter than any Sea Elf that ever swam the 7 seas. So when these Malenti realize that they get a crap deal from Sahuagin society, they often as not run off to join the Sea Elves, where they almost immediately rise to positions of leadership. They also gain crap loads of experience very quickly because the odds are so stacked against them. In short, the reason that the Sea Elves still exist is that they actually are a splinter faction of Sahuagin that uses real sea elves as beasts of burden instead of simply hunting them like the more normal Sahuagin groups do.

And yet, despite the fact that the Sahuagin have won at everything, they still continue to fight the other races and take their children and stuff. Partly this is to feed the insatiable demands of their Baatezu masters, and partly this is because on some deep level the Sahuagin are convinced that it actually couldn't possibly be that easy. In addition to looking for bling and candy to take from the weaker races, the Deep Seers are also combing the world for the one thing that the Great Mothers are pretty sure exists somewhere: the hidden army that the other races are putting together to take the world back from the clutches of the Sahuagin Empire. As far as anyone knows, it doesn't exist, but for some reason the Great Mothers keep insisting that the searching continue. Maybe they know something we don't?

8.8.1 Campaign Seed: Free Your World

The Sahuagin have pushed things too far. After the leveling of the city of Kelpport, the remaining peoples of the land have at last come to realize the danger that the Sahuagins' unchecked strength poses. The natural alliance of pretty much everyone against the Sahuagin has formed. But how far can you trust your allies? Will the goblins really show up when they said they would? And does everyone together have the strength to topple the coral spires of the Deep Seers?

8.8.2 Campaign Seed: The Price of Hubris

In ages past, the Sahuagin conquered the seas of the Kuo-Toa. They crushed their temples, and slaughtered their children. And no one liked the Kuo-Toa because of all the sacrificing people to the Great Evils they used to do, so no one did anything about it at the time. As massively successful empires are wont to do, the Sahuagin have allowed themselves to become decadent and haven't been crossing their Ts particularly, and now the Great Evils are straining to enter the world. That's... unfortunate... because these ancient and malevolent forces have the power and inclination to destroy everyone on the planet. And to make things worse, while some of the Sahuagin are aware of the problem and contracted our heroes to help solve it, lots of other Sahuagin refuse to acknowledge that any problem could possibly warrant getting help from outsiders and will work against you at every turn.

8.9 After the War

"Everything ends, and everything dies."

Every war has a beginning, middle, and an end. And from a dramatic storytelling point of view, the periods before the war and after the war can honestly be just as awesome as the war itself. Periods before war are, frankly, just like periods of peace and don't warrant being included in this text at all. Periods after wars can be quite compelling as well.

It is a common myth that all wars have winners and losers. The truth is that there are many wars that don't have any winners. Nevertheless we will classify the afterwar campaigns by the signature winner or loser of the last conflict. Often a war will have many winners and losers, so really this can be thought of as a jumping off point for the people the story is most interested in.

8.10 Triumph of the Halflings: Reconstructing the Shire

How many of you actually read the Lord of the Rings rather than simply watching the movies? Perhaps the biggest and most awesome part of Halfling lore is the part where they have to pick up the pieces after their shire has been razed. So here you have a situation where the halflings have won, they have conquered and they can invoke their rights as conquerors to impose their culture on the defeated.

But that's a problem. Halfling culture is all about not doing that, it's a very nice society that produces a lot of grain and leads by example. Halfling society has Mayors who rule because they are well liked and have good ideas – not necessarily the strongest adventurers. The entire point of the "Outrider" culture is in fact to get powerful Halflings into a prestigious position where they don't control the day-to-day workings of society.

When the Halflings become conquerors, their whole way of life is disrupted. Suddenly the Outriders do run the show – or at least those parts of it as are on Goblin land. Remember, absolute power corrupts and all that. Halfling society has never really had to contend with a leader who wasn't easily replaceable. With the masters of war in control, how can the shire ever be rebuilt the way the people want it to be? And when it comes down to it, should the Shire be rebuilt the old way? The last time around, The War happened, and that wasn't good for anyone. Maybe a new direction is the best thing.

8.11 Defeat of the Halflings: They Came and Took Our Land

Halflings are, as a people, fairly non-confrontational. So it is perhaps unsurprising that Halflings who had been on the losing side of The War would want to leave. Really, most halflings aren't going to disperse into the wilds to conduct a guerilla war against their oppressors and stage a partisan movement to attempt to make the holding of Halfling territory implausibly expensive... they're just going to pack up and go. And a perfectly reasonable opening curtain for a D&D campaign is right there – in the trains of refugees flooding out of former Halfling territories.

Where will they go? How will other races, even other Halflings, respond to the promised influx of new mouths to feed? It's a nasty proposition, and it really tugs at the heart strings because Halflings look kind of like children anyway, and watching them fleeing with all their worldly possessions into an uncaring world while genocidal enemies pursue them is emotionally effective.

8.12 Triumph of the Dwarves: Breaking the Cycles

The Dwarves don't consider themselves to have "won" just because the goblin invasion has been broken or the last orc warrior has passed out from lack of supplies. No, they understand that the goblins will be back and the orcs remain in the Savage Lands. Team Monster will return, probably within the lifetimes of the Dwarves fighting the last battle, so they've bought themselves a respite, not a victory. But imagine for the moment that the Dwarves actually have won. Maglubiet himself has agreed to order the goblins to leave the Dwarves alone. What now?

The Dwarves have no answer for that question! Their entire way of life depends upon readying themselves for the next battle in an endless struggle. With the actual end of the struggle, their society collapses. Sons do not listen to fathers, and Dwarves of all ages take up beatnik poetry. Cats and dogs live together and currency and hard work lose their value. What would the Dwarven elders do to put things back on track? What new ways could the Dwarves embrace that would allow them to move forward?

8.13 Defeat of the Dwarves: The Tunnels Forgotten

It takes a lot for Dwarves to actually lose, just as it takes a lot for them to win. The preponderance of Dwarves really will fight to the death and they are quite good at doing that. But they do have a contingency. They have a backup plan that involves taking a bunch of women and a few men and spiriting them away to various parts of the underdark to rebuild the race in secret. Did you know that sometimes they get excited and activate this plan without actually having lost yet? Then they send a colony pod off into the underdark and are stuck in a position where they can't easily recall them. That's where the weird Dwarf colonies come from. Sometimes it works out, and eventually contact is restored with the "Deep Dwarves." Sometimes it really doesn't work out well for anyone and you get Duergar.

8.14 Triumph of the Goblins: What's Yours is Mine

Getting conquered by the Goblins really has very different effects depending upon which Goblins are in charge when they overrun your defenses. The Hobgoblins have the most intrusive plan – where your people are

enslaved and forced to work for and even join the Hobgoblin clans. The Bugbears have perhaps the least disruptive plan, where they simply run into your village and kill and eat anyone they can catch and then go back to their own lands with everything they can carry. The regular old Goblins, on the other hand, mostly want to fill santa sacks with your stuff, and then come back tomorrow and do it again. It's like taxation, only it's set to "whatever they can carry" and you have to pay it "whenever they show up."

Living under the yoke of the Goblins can be anything from an excuse for lots of dangerous random encounters (Bugbears have overrun your nation), to a semi-comic game of fighting semi-organized crime (Goblins), to a role-play heavy pseudo-Japanese setting where the PCs are all ronin or ashigaru or something (Hobgoblins). It can even be more than one of those, in the not-unlikely case that more than one group of Goblinoids is involved. In this case, you're normally going to be forced into a society where Hobgoblins are Samurai, Bugbears are Ninja, Goblins are Yakuza, and you're a serf. This is your chance to do a Kurosawa film from the perspective of those guys in the background harvesting rice with a knife under the disinterested glare of a distrustful Samurai.

8.15 Defeat of the Goblins: A Land of Banditry

Again, since the Goblins are really three very different groups, them losing The War represents here extremely different results. The Hobgoblins will probably simply install their conquerors in the highest positions of their Empire and then enthusiastically change their methodology as little as possible. It's like being MacArthur after the handover of Nippon. The Goblins will likewise attempt to ignore their new masters as much as possible, though they differ from the Hobgoblins in that they will place themselves into the command structure of their new conquerors – to the extent that they happen to be in the presence of said conquerors. The Bugbears, however, are too proud to bother to pay lip service to any so-called conquerors. Mostly, the defeated Bugbears will vanish into the wilderness and proceed to live like werewolves. In that respect, beating the Bugbears is a lot like being beaten by the Bugbears, except that there are less remaining Bugbears.

Regardless, conquered lands of the goblinoid peoples are filled with what the new conquerors could graciously refer to as crime. Pockets of resistance, or just plain stubborn refusal to change to the new program – goblins are generally quite happy with the new regime but only because they pay it as little heed as possible. And for a goblin, that's a very small amount.

8.16 Triumph of the Necromancers: Endless Night

Life sucks when the ravening horde of Wights and Shadows overruns your kingdom. In fact, life probably doesn't even exist. Those that survive will normally have done so by taking shelter in small hallowed areas that the undead will not enter. But here's the exciting part: once all life is gone in the region, the Wights can't replace themselves. Sure, if you start with one Wight and then every day every Wight makes another Wight you'll have an army one million strong in 3 weeks – but that's already happened. They won, and now the Undead are on the down slope of the Spawn cycle. It's really ugly, but you can retake the world. In fact, you're probably going to. Necropolis isn't really a government that lasts all that long in most D&D settings.

So here's how it works: you spend your time in the hallowed grounds biding your time. Then, you come out and kill a couple of undead beasties. Then, the various Necromantic Intelligences that have sprung up will direct undead soldiers to go get you, so you'll retreat back to the protected zone. Then you rinse and repeat. It's like a high fantasy post-apocalypse world. As long as you remember that you're small and furry and have to stay out of the way of the dinosaur zombies, you're capable of chipping away at the onyx gauntlet that grips your kingdom.

8.17 Defeat of the Necromancers: Resource Rush!

OK, what does a necromantic army do to the land it passes through? Well, for starters it kills everything. Everything. That means that it leaves only the inanimate stuff behind. The soil, the houses, the gold, that sort of thing. In short, if you come in there with some seeds and some dreams after the necromantic army has been

destroyed (and remember, many necromantic armies fight to the last), there is a bunch of livable land with no occupants and no monsters.

That is comedy gold right there, and every group of humanoids in the area is going to send all their second sons off to go try to colonize. That means that you have extremely mixed race settlements in the newly opened region. Gnolls live right next to Gnomes for reasons other than alphabetical assignment. But other than getting to live in the newly opened Oklahoma Territory with a bunch of radically different sapient species who don't speak the same language or get along, remember that the monsters are coming back as well. This is empty land, so the monsters going in are doing so at a rate literally infinitely faster than the rate of monsters going out. Sure, it may be a trickle, but it's completely asymmetric. When a displacer beast comes in to the region, it won't have any of its normal food sources or enemies available – so it's just going to go straight for the villages.

So while the monster presence in the area is almost insanely low by D&D standards, all of the monsters are going to immediately attack humanoid settlements as soon as they show up. That really makes it easy to DM, let me tell you.