



# MAGIC OF INCARNUM™

A New Source of Power for Your D&D Game



James Wyatt, Richard Baker,  
Frank Brunner, Stephen Schubert



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# Introduction

Lidda emerged from the bushes, startling Ragnara.

"Well?" Tordek demanded in a loud whisper. "What did you see?"

Lidda pulled some briars from her cloak as she considered her answer. Impatient, Tordek drummed his fingers on his waraxe as Ragnara leaned closer to hear. "Well," the halfling said, "it looks a bit like the asylum decided to relocate. Only there's no walls or doors and no healers. Just a bunch of crazies wandering around the ruins."

"Crazies?" Tordek spluttered.

"Are they armed?" Ragnara asked.

"I didn't see weapons, but I did see two of them fighting each other—tooth and nail, you might say." Lidda smiled sardonically, but her voice dropped to a whisper as she heard a rustle in the nearby woods. "Shh! Someone's out there!"

"Hold your fire, strangers," came a voice from the brush, stern and quiet. "I offer aid against the enemies you have chosen." A moment later, a man strode into the clearing—a man such as the three companions had never before seen.

He was clad in full plate formed of a metal none of them could name. It was rich gold in hue, and the greatsword he carried over his shoulder was the same color. It was his eyes, however, that caught their attention, glowing with a faint blue light in the gathering dark.

"Who are you, man?" Tordek demanded. "And what do you propose to do about those lunatics?"

"I am Arstor, pentifex monolith and guardian of the ancient temple that lies yonder." The man gestured in the direction of the ruins Lidda had scouted. "Those that infest the temple are not lunatics; they are the lost."

"The lost?" Ragnara's voice betrayed her keen interest.

"Their spirits have been corrupted by stray wisps of incarnum that bonded with powerful emotions of hatred, anger, or despair. They are now wholly given over to those destructive passions, and must be exterminated before their corruption spreads."

"Incarnum?" Tordek interrupted. "What in the Nine Hells is incarnum?"

This book came about as an attempt to do something brand-new, something the vast multiverse of DUNGEONS & DRAGONS had never seen before. We set out to create an entirely original idea—not just interesting twists on existing mechanics and familiar themes, but a whole new system to add new landscapes and horizons into an existing D&D game.

Like the *Expanded Psionics Handbook*, this book presents a new system that is similar to magic but different, a novel way of looking at characters who deal with the supernatural. The heart of this system is the substance called incarnum.

Chapter 4: Soulmelds presents the full rules system for the use of incarnum; this introduction is intended to introduce the core concepts used throughout the book.

## INCARNUM

*Incarnum is an amorphous magical substance made up of the soul energies of all sentient creatures—living, dead, and, it is theorized, those even not yet born.*

In its pure form, incarnum resembles a radiant mist, deep blue in color. Those trained or gifted in manipulating incarnum

can shape it into physical objects (called soulmelds) or simply use it to imbue themselves with power.

Shaping incarnum has no ill effect on the soul energy used. Incarnum is not consumed when it is manipulated by a meldshaper or other character—it is merely "borrowed" from the nigh-infinite supply in the multiverse. That said, the wielders of incarnum recognize that the substance is more than mere magic. It is, very literally, the essence of all creatures. Talented wielders of incarnum learn to harness specific qualities of incarnum (and by extension, properties of the souls tapped for this power), including particular alignments, insights, experiences, and the like. In fact, most wielders of incarnum have strong moral and ethical outlooks inextricably linked to their use of the substance.

## SOULMELDS

*A soulmeld is a semipermanent magical effect crafted from raw incarnum. Soulmelds are "worn" much like magic items. Once shaped (a daily process much like prepping spells), a soulmeld lasts as long as its creator wants it to.*

The characters who make use of the options in this book—new classes, prestige classes, feats, and other options—gain the ability to shape incarnum into magical objects called soulmelds. Characters who can shape soulmelds are called meldshapers.

A soulmeld somewhat resembles a magic item or a spell effect in physical form. It is the physical embodiment of incarnum, linked to the meldshaper's body and worn almost like a physical item. Shaping incarnum into soulmelds requires time and effort, much like a wizard preparing spells. Unlike spells, though, soulmelds generally last until the meldshaper decides to unshape them, withdrawing the incarnum for future use.

## ESSENTIA

*Essentia is a character's personal store of incarnum. Most characters can't access this pool of energy, though certain classes and feats open up this potential. Essentia can be invested into soulmelds in order to enhance their effects. Essentia can be reinvested each round to augment soulmeld and other effects as the meldshaper wishes.*

Essentia is the substance of a character's personal soul energy. Everybody has it, but only some characters learn to manipulate it to enhance magical effects. Meldshapers, for instance, can invest it into soulmelds to make them more powerful. Every soulmeld can be enhanced by investing essentia into it, in much the same way as spells improve with higher caster levels. Unlike caster level, a soulmeld's invested essentia is not a fixed number; it can shift up or down as the meldshaper desires. The more powerful the character, the more essentia he can invest into his soulmelds and thus the more powerful they can become.

In addition to its use in soulmelds, essentia can sometimes be invested into feats, class features, and other abilities. Chapter 3: Character Options presents a new type of feat, the incarnum feat, which grants abilities that scale up with

invested *essentia*. Chapter 5: Magic introduces spells and magic items that have similar scaling effects. Any character, regardless of whether he can shape soulmelds, can gain access to his personal pool of *essentia* by the selection of the proper feat or other option.

## CHAKRAS

*Chakras are the body's ten centers of power: crown, feet, hands, arms, brow, shoulders, throat, waist, heart, and soul.*

Similar to and closely linked with ten of the magic item spaces on the body described in the *Dungeon Master's Guide*, the ten chakras represent locations on the body where a meldshaper can place a soulmeld. Meldshapers have access to all their chakras for the purpose of shaping soulmelds to occupy them.

### CHAKRA BINDS

*A soulmeld can be bound to a chakra in order to gain a secondary (and often more potent) effect from it. Doing so cuts off the corresponding body slot from magic item use—binding a soulmeld to your feet chakra means you can't wear magic boots, for example.*

A skilled meldshaper can bind some of his soulmelds to chakras to gain new powers from those soulmelds. When a meldshaper binds a meld to a chakra, it becomes supernaturally tied or affixed to that body location. As a side effect of the chakra bind, the meldshaper loses the ability to benefit from a magic item occupying the body slot associated with that chakra.

A meldshaper can shape soulmelds to occupy any of his chakras even at 1st level. However, the chakras are defined by a relative level of power or difficulty for the purposes of binding soulmelds to them. As a meldshaper increases in level, he learns to bind soulmelds first to his least chakras (crown, feet, and hands), then lesser (arms, brow, and shoulders), then greater (throat and waist), and eventually to his heart and soul chakras.

A meldshaper can only bind soulmelds to a limited number of his chakras, but that number increases as he gains levels. Each soulmeld description indicates which chakra

or chakras it can be bound to, and the effects of binding it to each chakra.

In general, binding a soulmeld to a chakra produces an effect similar to that granted by a magic item worn on the corresponding body slot. For example, binding a soulmeld to the throat chakra often grants the meldshaper abilities related to protection or discernment, just as a magic amulet or scarab usually does. Other thematic ties link the powers of soulmelds to their chakra



*Arstor, a Pentifex Monolith  
(see page 209)*

*Illus. by W. Reynolds*

### SWIFT AND IMMEDIATE ACTIONS

Some of the rules and features described in *Magic of Incarnum* use two new action types: the swift action and the immediate action. A description of how each works follows.

**Swift Action:** A swift action consumes a very small amount of time, but represents a larger expenditure of effort and energy than a free action. You can perform one swift action per turn without affecting your ability to perform other actions. In that regard, a swift action is like a free action. However, you can perform only a single swift action per turn, regardless of what other actions you take. You can take a swift action any time you would normally be allowed to take a free action.

Casting a quickened spell is a swift action (instead of a free action, as stated in the Quicken Spell feat description in the *Player's Handbook*). In addition, casting any spell with a casting time of 1 swift action (such as *divest essentia*) is a swift action.

Casting a spell with a casting time of 1 swift action does not provoke attacks of opportunity.

**Immediate Action:** Much like a swift action, an immediate action consumes a very small amount of time, but represents a larger expenditure of effort and energy than a free action. However, unlike a swift action, an immediate action can be performed at any time—even if it's not your turn. Casting *feather fall* is an immediate action (instead of a free action, as stated in the spell description in the *Player's Handbook*), since the spell can be cast at any time.

Using an immediate action on your turn is the same as using a swift action, and counts as your swift action for that turn. You cannot use another immediate action or a swift action until after your next turn if you have used an immediate action when it is not currently your turn. You also cannot use an immediate action if you are currently flat-footed.

binds. A soulmeld bound to the throat chakra might also grant the meldshaper a breath weapon or some ability related to speech, since these abilities are symbolically connected to the throat. See the Behind the Curtain sidebar entitled Body Slot Affinities on page 288 of the *Dungeon Master's Guide* for more about the abilities granted by magic items that occupy different body slots.

## CAMPAIGN AND CHARACTER OPTIONS

Central to the concept behind this book is the idea that you can use as much or as little of it as you want to in your game. Through the chapters of this book, we've introduced incarnum-touched variations and options for every aspect of a character and a campaign.

A player who is very excited about incarnum might choose a new race from Chapter 1, one of the meldshaping standard classes from Chapter 2, and feats from the new feats presented in Chapter 3. His character can shape soulmelds drawn from Chapter 4 and wield magic items from Chapter 5. When he's ready, he might adopt a prestige class from Chapter 6. For such a player, this book can almost replace the *Player's Handbook*—in much the same way that the *Expanded Psionics Handbook* can for a psionic character.

Others might prefer to simply dabble in incarnum. A player can choose a race and a class from the *Player's Handbook*, then choose feats from Chapter 3 to open up incarnum-related options. If he has a spellcaster or psionic character, abundant options await in Chapter 5. He can make extensive use of the items in Chapter 5, even if he can't unlock all the potential of those items. Several of the prestige classes in Chapter 6 are available to characters with little previous exposure to incarnum, so they open up additional opportunities.

A player who wants his character to dabble in incarnum can use this book as an additional resource at the table, without having incarnum dominate the character's capabilities. If playing such a character appeals to you, consider the following feats and prestige classes from this book, based on your character's class:

**Barbarian:** Cobalt Charge, Cobalt Critical, Cobalt Power, Cobalt Rage; totem rager.

**Bard:** Incarnum Spellshaping, Midnight Metamagic, Soultouched Spellcasting; soulcaster.

**Cleric:** Azure Turning, Divine Soultouch, Incarnum Spellshaping, Midnight Metamagic, Sapphire Smite, Soultouched Spellcasting; sapphire hierarch.

**Druid:** Azure Wild Shape, Incarnum Spellshaping, Midnight Metamagic, Share Soulmeld, Soultouched Spellcasting.

**Fighter:** Cobalt Charge, Cobalt Critical, Cobalt Expertise, Cobalt Power, Cobalt Precision; incandescent champion, incarnum blade.

**Monk:** Azure Touch, Azure Toughness, Sapphire Fist; incandescent champion, umbral disciple.

**Paladin:** Azure Touch, Azure Turning, Cobalt Charge, Divine Soultouch, Incarnum Spellshaping, Midnight Metamagic, Sapphire Smite, Share Soulmeld, Soultouched Spellcasting; incandescent champion, incarnum blade.

**Ranger:** Cobalt Precision, Incarnum Spellshaping, Midnight Dodge, Midnight Metamagic, Soultouched Spellcasting; incarnum blade, umbral disciple.

**Rogue:** Azure Enmity, Cobalt Expertise, Indigo Strike, Midnight Dodge; umbral disciple.

**Sorcerer or Wizard:** Incarnum Spellshaping, Midnight Metamagic, Share Soulmeld, Soultouched Spellcasting; soulcaster.

**Psionic Character:** Azure Talent, Midnight Augmentation, Psycarnum Blade, Psycarnum Crystal, Psycarnum Infusion; incarnum blade.

**Any Character:** Azure Toughness, Bonus Essentia, Cerulean Fortitude, Cerulean Reflexes, Cerulean Will, Healing Soul, Incarnum-Fortified Body, Open Greater Chakra, Open Least Chakra, Open Lesser Chakra, Sapphire Sprint, Shape Soulmeld, Soulsight.

A campaign might introduce incarnum in tiny fragments: a single villain with a meldshaping class from Chapter 2, an encounter with members of a new race from Chapter 1 or monsters from Chapter 7, or a strange item from Chapter 5 that holds the promise of more abilities than it immediately reveals—if a character can learn to access his essentia pool. The player characters might explore an ancient ruin strangely laden with incarnum-related items and opponents, and learn new capabilities themselves as they progress through the ruins and uncover their secrets. Like Tordek, Lidda, and Ragnara in the vignette at the start of this introduction, the PCs in your campaign might stumble upon a horde of lost infesting a dolmen circle and turn to the dolmen's sole defender (an NPC or even a new PC) for aid against these unfamiliar foes. Chapter 8: Incarnum Campaigns includes a wealth of options and advice about incorporating incarnum into an ongoing or all-new campaign.

Whatever options you choose, you'll find *Magic of Incarnum* injecting a unique flavor and never-before-seen effects into your campaign. Whether you're as new to the game as incarnates and azurins or you've been playing since psionics made their first appearance, we trust that the arrival of incarnum will spark your imagination and give new life to your campaigns and adventures to come.



**I**ncarnum is a part of every living creature. On an individual level, incarnum changes those who use it. On a grander scale, it has altered or created entire races whose substance is infused with incarnum. Four of these races are detailed in this chapter. (Additional incarnum-influenced creatures appear in Chapter 7.)

Azurins are born of human parents, created when incarnum bonds with preincarnate (those not yet born) souls who are born as human infants.

Dusklings are wild extraplanar fey whose bond with incarnum exists on a more primal level than perhaps any other creature.

Rilkans and skarns are twin offshoots of a common ancestor race, the mishtai, but two siblings were never more different than these races. The rilkans are rakish, freethinking scoundrels, while the skarns are fierce warriors dedicated to a philosophical ideal of physical perfection.

Your character's race determines some of his or her qualities. Table 1–1: Racial Ability Adjustments, on the following page, shows ability score adjustments, favored class, and starting languages for each of the new races described in this chapter.

## AZURINS

*"I am human, and so much more."*

—Thiera Donassik, azurin soulborn

Azurins are incarnum-touched beings born to human parents. Every so often, the energies of incarnum bond

with a pure soul as it becomes instilled in a human form. Perhaps incarnum seeped into the place where the soul emerged, or the soul passed through an incarnum-rich area of the planes on its way to the mortal realm. Whatever the cause, the result is an azurin child, a child who is not entirely human.

The incarnum-infused spirit of an azurin ties itself closely to the physical form, but the intensity of the bonded energies causes rapid physical aging and maturation. An azurin's shorter lifespan creates a tendency to undertake risky endeavors and embrace ideals passionately.

Azurins do not always create other azurins when they reproduce. Two azurin parents have a much greater chance of conceiving an azurin child, but the child might also be human. As a result, azurins tend to be solitary, living their lives within human civilizations. Azurins have never been born to nonhuman parents.

### AZURIN RACIAL TRAITS

Azurins resemble their human parents in most respects, including the familial similarity that any human child would share with his or her parents. The one exception to this is their eyes: the sclera (whites) of azurin eyes have a sky-blue sheen. Azurins are otherwise as varied in appearance as humans.

- **Medium:** As Medium creatures, azurins have no special bonuses or penalties due to their size.
- Azurin base land speed is 30 feet.



TABLE 1-1: RACIAL ABILITY ADJUSTMENTS

Race	Ability Adjustments	Favored Class	Automatic Languages
Azurin	—	Soulborn	Common
Duskling	+2 Constitution, -2 Intelligence	Totemist	Common, Sylvan
Rilkan	+2 Dexterity, -2 Strength	Incarname	Common
Skarn	+2 Strength, -2 Dexterity	Incarname	Common

- **Humanoid (Human):** Azurins are of human descent and are affected by spells and the like as if they were purely human.
- **Humanoid (Incarname):** Azurins are humanoids with the incarnum subtype (see page 169).
- **1 extra feat at 1st level,** a human trait that azurins inherit from their parents.
- **Essentia Pool:** An azurin's essentia pool is permanently increased by 1. If he doesn't have an essentia pool, this trait grants him one with a single point of essentia.
- **Automatic Language:** Common. **Bonus Languages:** Any (other than secret languages, such as Druidic).
- **Favored Class:** Soulborn.

## AZURIN SOCIETY

Azurins live on the periphery of human society, occasionally joining radical or extremist groups that share their outlook on life. Multiple azurins in the same group might segregate themselves from humans who shun them for their dissimilarities.

**Alignment:** Azurins are never neutral, instead favoring extreme alignments. Azurins are as likely to be lawful good

as they are chaotic good, lawful evil, or chaotic evil. More so than most other mortal races, azurins strive to embody their alignment.

**Lands:** As part of human culture, azurins live in all types

of lands. They can be found among nomadic desert peoples or in the midst of a city's aristocracy. Even if cast out from a society, azurins still thrive on interaction and can usually be found near a human settlement.

**Settlements:** Azurins rarely create settlements of their own, but when they do, they find a secluded place near larger human towns or cities. These colonies might house upward of one hundred azurins. Settlements range from ornate monasteries on high mountaintops, to temporary camps in the middle of dark forests, to fortified cave complexes in the hills overlooking popular trade routes.

**Power Groups:** Azurins follow the laws and customs of the lands in which they reside, but most are too zealous in their beliefs to seek rulership over those lands. Instead, azurins are often involved in groups that follow their alignment extremes, from monastic orders to death cults. Such organizations operate along the fringes of human culture.

**Beliefs:** Azurins worship deities that embody their alignments. Numerous azurins choose careers as priests or paladins, using their profession as a platform for espousing their extremist viewpoints. They can also choose more secular philosophies instead of religious dogma, but underlying

Illus. by M. Poole



*Female azurin*

*Male azurin*

either belief is the fundamental certitude of law versus chaos and good versus evil.

**Relations:** Azurins get along best with those who similarly embrace their passion for life. Humans, half-orcs, and half-lings are the likeliest friends and companions of an azurin. They typically don't understand the eternal patience of the elves, preferring to act immediately rather than engage in unending debate, and they don't live long enough to forge strong bonds with dwarves. Azurins disdain gnomes for their playful attitude, which they see as a waste of precious time. Because of the common bond of incarnum, azurins accept the other incarnum-wielding races, including dusklings, skarns, and rilkans.

## AZURIN CHARACTERS

Azurin characters follow the core tenets of extreme alignments. Classes with alignment requirements, such as paladin, monk, or barbarian, are common choices. Azurins excel at the soulborn class and other melding classes due to their familiarity with incarnum.

**Adventuring Azurins:** Azurins strive to become examples of their alignment, an objective that pushes them out of mainstream society and into groups of like-minded individuals. These groups rally around the cause and might function as adventuring companies as they work to further their philosophies.

Azurins who do not associate with an organization or group devoted to a singular cause might position themselves as solitary paragons embodying their chosen virtues. Such azurins might join with a typical adventuring party. As long as the party's goals are in accordance with the tenets of an azurin's alignment, the azurin is a loyal ally and companion.

Azurins recognize that it takes strong individuals to achieve change in the world. Indeed, their rapid aging causes azurins to quickly realize that there is more to life than fishing, farming, or other mundane tasks. Their souls call them to become adventurers; an azurin who does not heed this call would be looked down on by others of his race, for no affront is greater than knowing you have a purpose and neglecting to fulfill it.

**Character Development:** An azurin's bonus feat at 1st level allows him to quickly specialize in a set of feats, and he can choose from the full range of options. Bonus essentia makes the various incarnum feats even more attractive to an azurin than they are to other characters.

**Character Names:** Azurin names are usually the names given to them by their human parents, with a first name derived from a relative or historical personage and a family surname. As human descendants, azurins have names as diverse as the human cultures they are born into. Some even have names drawn from other races.

As they progress through life, azurins become known more for their deeds and less for their family. Thus, Arun Cooperson might later become known as Arun, the Liberator of Geoff.

## ROLEPLAYING AN AZURIN

Azurins are closely tied to their alignment, but that doesn't mean they are constrained by it. They find a cause that they can uphold and focus their energies toward furthering it.

It could be a short-term goal that relates to the adventure at hand, or it could be a long-term effort that forms the basis for a campaign.

**Personality:** Azurins are passionate, even a little brazen and foolhardy. They act before thinking through a situation, a byproduct of their inexperience in the world. Even as they age, they remain impatient, since their early successes merely reinforce their behavior.

**Roleplaying Application:** You do or say what first comes to mind, although you usually have enough restraint to avoid actions that might needlessly endanger yourself or your comrades. You make no effort to hide your convictions from your comrades; you try to convert opponents to your way of thinking, even while striking them with your sword. You can't abide waiting around, since life is much too short to do nothing, especially for you.

**Behavior:** Azurins pace nervously if forced to wait; action is always better than inaction. Even while sleeping, azurins toss and turn. Once engaged in activity, azurins are almost single-minded in their purpose, almost to the point of ignoring peripheral activity.

Among less tolerant human societies, azurins veil their eyes to appear less conspicuous, even though the goggles or veils they wear might draw even more attention. Azurins consider it a measure of respect to meet another's gaze, which some find troubling when an azurin continues to stare uncomfortably at a speaker while engaged in conversation.

**Roleplaying Application:** You rarely wait for an enemy to come to you, and only seldom do you ready an action that is triggered by another's action. You always try to act during any combat round; even if your weapons aren't effective, you might aid another or otherwise provide a target. Acting is better than not acting, and delaying isn't part of your vocabulary.

**Language:** Azurins don't waste words on those who don't want to listen, but anyone who expresses interest in an azurin's beliefs or history had best be prepared for a long soliloquy. When engaged in menial or boring tasks, an azurin might spontaneously extol the virtues and limitations of law, chaos, good, or evil. Azurins speak Common in whatever regional dialect from which they hail.

**Roleplaying Application:** Be abrupt with those who don't seem to share your views. Provide tidbits of alignment-related expressions throughout your dialogue, both to enlighten comrades and to taunt opponents.

## AZURIN ADVENTURES

An adventure surrounding an azurin might involve uncovering the mystery of the azurin's supernatural origin, resolving problems between an azurin and his human community, or dealing with an azurin villain.

- A human couple has an azurin child whom they believe to be possessed or otherwise corrupted. The PCs are asked to help investigate the truth about this strange child.
- When people in a remote village begin to die, they quickly blame the young azurin cooper, whom they have merely tolerated up until now. The PCs are called on to find the real villain.
- A lawful evil azurin soulborn takes over a town and begins experiments intended to ensure that every child born in the town is an azurin.

## DUSKLINGS

“Use *incarnum*? I am *incarnum*.”

—Chevaril, duskling ranger

Duskings are small but savage fey native to the Outer Planes. They boast of an innate connection to *incarnum* that no other race possesses—as a dryad is one with her tree, they claim, the duskling race is one with *incarnum*.

### DUSKLING RACIAL TRAITS

Duskings stand about as tall as elves, though they are far more robust. They average about 5 feet tall and about 120 pounds. Their skin is steely blue-gray and their hair ranges from light blue to darker shades of blue, gray, and black. Their eyes are deep blue, emerald green, or purple. They have a wild, feral look about them—their hair grows long and unkempt, and their faces are long and somewhat vulpine. The men grow long, full beards.

- **+2 Constitution, –2 Intelligence:** The duskling race's innate connection to *incarnum* grants them extraordinary health. Duskings disdain strict education and learning, though no one is certain whether this is a cause or result of their slightly diminished reasoning capacity.
- **Duskling base speed is 30 feet.** However, a duskling can invest *essentia* to improve this speed. For every point of *essentia* invested in this racial trait, the duskling's speed improves by 5 feet. (See *Essentia*, page 50, for information about investing *essentia*.) This enhancement bonus only applies when the duskling is wearing light or no armor and carrying no more than a light load.
- **Fey (Extraplanar):** As fey, duskings are immune to effects that specifically target humanoids, such as the *charm person* spell. As natives of an Outer Plane, duskings have the extraplanar subtype while they are on the Material Plane (or any other plane besides the duskings' home plane). This makes them vulnerable to certain effects that might force them back to their home plane. See the Duskling Planar Heritage sidebar for more details.
- **Fey (Incarnum):** Duskings are fey with the *incarnum* subtype (see page 169).
- **Low-Light Vision:** Duskings can see twice as far as humans in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- **Essentia Pool:** A duskling's *essentia* pool is permanently increased by 1. If she doesn't have an *essentia* pool, this trait grants her one with a single point of *essentia*.
- **Automatic Languages:** Common and Sylvan. Bonus Languages: Elf, Gnoll, Gnome, Goblin, and Halfling.
- **Favored Class:** Totemist.

### DUSKLING SOCIETY

Duskings are tribal fey who dwell throughout the planes. They travel in small bands but carefully keep track of their family relations even to distant cousins.

**Alignment:** Duskings hold alignments without strong extremes. Most duskings are neutral (or within one step of neutral). They have a slight tendency toward good over evil, but their defining cultural characteristic involves avoiding extremes of morals and ethics.

**Lands:** Duskings are nomads—not because they follow herds on seasonal migrations, but simply because they seem incapable of settling in a fixed location. They favor thick forests in warm climes, but wander through plains, hills, and mountains on their endless travels. They avoid civilized or heavily populated regions, but trade with frontier settlements established by other races.

**Settlements:** Duskings set up camps for a week or perhaps a month at a time, very rarely as long as a season, before moving on to a new location. These camps might include tents built from whatever materials are at hand, but just as often the duskings sleep and conduct their daily business in the open air.

**Power Groups:** Duskings (even lawful ones) resist strong authority. Their society is based around clan groups of ten to fifty individuals who share family ties, with the oldest living ancestor governing each group. When that elder dies, the clan splits and each fragment is led by one of the former leader's children. The authority of a clan elder is far from absolute. Every duskling with a grandchild sits on a council of elders whose purpose is to advise the ruling elder. In practice, this council can overrule the ruling elder's decisions in some clans but not in others.

**Beliefs:** Duskings are not a particularly religious race. They feel a close connection with the power of nature and produce more druids than clerics.

**Relations:** Duskings get along well with almost any other race, though specific relations vary based on the duskling's alignment. They dislike anyone who is rigid, authoritarian, or dogmatic, a description that includes most skarns, many dwarves, and a fair number of humans as well.

### DUSKLING CHARACTERS

Duskings prove themselves as fast, fierce characters whose speed lets them keep out of sight—or at least out of reach. Ranger and rogue are obvious class choices. Of the melding classes, totemists are the most common, though *incarnates* are also present; both classes exemplify the ideals the race holds dear.

**Adventuring Duskings:** Duskings value family ties enormously; a duskling without family feels cut off from everything she holds dear. Such duskings—whether orphaned or exiled—often take up a life of adventuring. The close camaraderie of an adventuring party can serve as an acceptable substitute for family ties, and a duskling who adopts her adventuring companions as a surrogate family is the most loyal ally her fellow adventurers could hope for.

Other duskings manifest the racial tendency toward wanderlust in an extreme fashion and find even the loose bonds of family and clan too restrictive. These duskings become adventuresome loners, or perhaps find company with similarly independent souls. These adventurers are motivated by nothing more than the need to be on the move and free from any kind of ties, and they view even their adventuring companions as temporary allies rather than lifelong friends.

As a race, duskings are ambivalent about adventurers. On the one hand, their folklore is full of heroes who, cut off from family, perform heroic deeds and come to find a new family (usually a long-lost group of duskling relatives, in contrast to the reality of adventuring life). Duskings truly admire these heroes of legend and hold at least a grudging respect for present-day adventurers whose stories mimic theirs to some extent. On the other hand, most duskings are so terrified at

*Male duskling**Female duskling*

the very thought of losing their families that they can feel little but pity for adventurers who find themselves cut off from even the minimal social structure the race possesses.

**Character Development:** Dusklings use feats to take advantage of their speed and high hit points. Incarnum feats not only give them another place to invest their essentia, but more essentia as well. Since a duskling's Intelligence is likely low, she should decide early on whether or not skill use is important. If it isn't, she can focus on classes with few skill points, staying competent in only one or two skills. Otherwise, she should focus on high-skill-point classes, trusting to the sheer number of skill points per level to disguise this shortcoming.

**Character Names:** Duskling names are similar to those of elves—mellifluous and polysyllabic. Duskling parents name their children, choosing names that reflect some significant event around their birth. Dusklings are more proud of their family names than their given names, frequently using their

family names when dealing with other races. Like elf family names, duskling family names are combinations of Sylvan words, though dusklings are less likely than elves to use Common translations of their names among other races.

**Male Names:** Avandar, Chevaril, Estevial, Farandal, Horathiel, Javarral, Manarro, Photastial, Quarranal, Rhomian, Starronal.

**Female Names:** Athalia, Brellia, Darandia, Geveryn, Ialannah, Kavanyn, Levesha, Maneryn, Phyannah, Shavallah, Thyryn.

**Family Names:** Avarmathan, Briendarkan, Devishamaral, Fierabrazalan, Heloshartha, Lysseldevar, Merricanath, Oshavalari, Rhiannivar, Shellivathan, Touranisha.

## ROLEPLAYING A DUSKLING

Dusklings can seem paradoxical: they hate restrictions but value family ties, reject authority but hold fierce loyalties. The

### DUSKLING PLANAR HERITAGE

Dusklings are fey that hail from the Outer Planes. Exactly which Outer Plane a particular duskling is native to depends on the cosmology your campaign uses. In general, dusklings come from planes friendly to fey and wildlife.

In a campaign world using the planar cosmology detailed in the *Dungeon Master's Guide*, dusklings are native to the Wilderness of the Beastlands, the Olympian Glades of Arborea, and the Heroic Domains of Ysgard.

In the FORGOTTEN REALMS campaign setting, dusklings are typically native to Arvandor or the House of Nature.

In the EBERRON campaign setting, dusklings hail from Thelanis, the Faerie Court.

The player of a duskling PC should, with his DM's approval, select a home plane as part of character creation. Once chosen, this plane cannot be changed later.

key to roleplaying a duskling is to acknowledge only those ties and obligations that the duskling chooses to accept. They rebel against anyone who tries to make them follow and obey, but if a duskling swears to follow and defend a companion, she will give up her life to fulfill that oath if need be.

**Personality:** Dusklings are best described as wild. They feel emotion fiercely, and rarely hide their feelings—they like to make sure their loved ones feel loved and their enemies know the depth of their hatred. They dislike confinement, whether it is physical, emotional, or legal, and have a hard time staying in one place for long.

**Roleplaying Application:** Unless a situation demands tact, make it clear what you are thinking and feeling. In situations where being too forthright could jeopardize your mission, it's easiest to stay out of the conversation entirely—stand away on guard or just staring out the window. Your adventuring companions, at least, should never hold any doubt about what you think of them. Fight with feral intensity—you could even punctuate your attack rolls with growls or insults directed at your opponents. Should you find yourself captive, pace your cell or jangle your chains. Stand up to bullies and tyrants and don't take orders from anyone unless you've promised to.

**Behavior:** Dusklings are either moving or still. They move quickly and purposefully from one place to another, and stand very still when they reach where they want to go. The exception is when they feel confined—trapped dusklings pace and fidget in stark contrast to their usual stillness.

Dusklings are more comfortable with their feet than most other races are. Dusklings do not consider it rude to prop their feet up on chairs or tables, while others hide their feet away. They enjoy going barefoot when it is practical. Duskling lovers exchange anklets as tokens of their love and massage each other's feet as an expression of affection.

**Roleplaying Application:** To the extent that it's possible and practical, avoid heavy armor and items that encumber you—make the most of your speed. Don't wander, even in combat. Move to where you want to be and stay there as long as possible.

**Language:** Dusklings use few words but spit them out in a rapid-fire stream. They are not reluctant to offer opinions and contribute to debates, but speak their piece succinctly and then quietly allow others to speak theirs. Though they speak Sylvan, they make use of idioms that other Sylvan speakers do not necessarily understand and that sound even stranger when translated literally into Common. Favorite duskling idioms include "Let's cut these chains" (let's start moving, let's get out of here), "I turned it blue" (I changed my mind), and "You smelted him" (you hurt him badly, you mortally wounded him).

**Roleplaying Application:** Speak quickly and succinctly. Pepper your speech with unfamiliar idioms and aphorisms.

## DUSKLING ADVENTURES

Adventures involving dusklings might include an entire family facing some external threat, rescuing dusklings who are in captivity, or a conflict caused by humans (or some other race) settling wild territory frequented by dusklings.

- Members of a PC duskling's family have been captured by goblins or orcs and are being held as slaves. The PC drafts her adventuring companions to help her free them.

- A group of araneas have built a nest in the heart of a forest inhabited by dusklings and are preying on the fey. The dusklings seek help combating the araneas.
- A human village experiences rapid growth and begins clearing much of the surrounding forest for farmland. The dusklings who inhabit the forest begin attacking the human loggers. The humans seek protection from these attacks, while the dusklings want their territory preserved.

## RILKANS

*"What's the point of incarnum if you're not going to have a little fun with it?"*

—Tarrenta Willet, rilkan bard

Rilkans are rakish entrepreneurs and daredevils of fortune. They believe in drinking deep from the cup of life. Like skarns, they are descended from the enigmatic mishtai, displaying their heritage in the bands of semireptilian scales grace rilkan forearms and necks. For the rilkans, the skarn and mishtai goal of "perfection of form" is a false idol. They believe that perfection is to be found in the journey, not the destination, and they seek to relish every moment that they are alive. According to the skarns, it was this heterodoxy that thwarted the mishtai's efforts toward perfection, and the skarns have resented the rilkans for it ever since. In keeping with their reverence for gold and song, rilkans count numerous bards, merchants, and rogues among their number.

## RILKAN RACIAL TRAITS

Rilkans can pass for humans if they cover their pebbly, corundum-hard scales. These scales range in color from turquoise to sapphire to ruby. In males, the scales are a single solid color; in females, they are patterned and polychromatic. Rilkan men are dashing and handsome, while rilkan women dress to accentuate their femininity.

- +2 Dexterity, -2 Strength: Rilkans are naturally lithe and graceful but also physically weak.
- Medium: As Medium creatures, rilkans have no special bonuses or penalties due to their size.
- Rilkan base land speed is 30 feet.
- Humanoid (Reptilian): Rilkans are humanoids with the reptilian subtype.
- Racial Knowledge: The rilkan race is linked through the power of incarnum to the accumulated knowledge of their entire people. This manifests in two ways. First, all Knowledge checks are treated as trained skill checks for rilkans, regardless of whether they actually have ranks in the skill. Even without formal instruction, a rilkan naturally absorbs learning from the accumulated knowledge of her people.

Second, rilkans gain a competence bonus on all Knowledge checks and bardic knowledge checks. This bonus is +1, but increases by an additional +1 for every two soulmelds currently shaped by the rilkan, since each soulmeld contains a small portion of the collected souls of the rilkan race.

- +2 racial bonus on Bluff and Diplomacy checks: Rilkans are talented at saying the right word at the right time.
- Racial Aid: Because of the incarnum bond that knits together all rilkans, at any time that a rilkan succeeds in

using the aid another action to assist another rilkan, she adds +3 to the ally's roll, rather than +2.

- Automatic Language: Common. Bonus Languages: Any (other than secret languages, such as Druidic). Rilkans enjoy learning a wide range of languages, as befits their nature.
- Favored Class: Incarnate.

## RILKAN SOCIETY

Rilkans happily integrate into most other societies. Gregarious by nature, rilkans do not form isolated, all-rilkan enclaves. Their adventurous spirits often lead them to travel, but they are equally likely to settle down in a community that strikes them as especially charming.

**Alignment:** Rilkans tend toward the chaotic, since they have a strong individualistic streak. Chaotic neutral is the most likely alignment for any given rilkan.

**Lands:** Rilkan lands are beautiful. Whether they choose ragged escarpments high in snowbound mountains, a tropical bay, or a glittering city with marvels of artifice on every corner, rilkans believe in the value of the moment. None ever suffer themselves to live in an environment that they do not cherish.

**Settlements:** Rilkans are content to live in the settlements of other creatures. They enjoy elven tree villages, human cities, and even dwarven delves. Halfling burrow communities refer to the enlarged rooms in their taverns and town halls as “rilkan rooms.” As a result of their natural talents for diplomacy and peacemaking, rilkans rise to places of prominence in whatever society they choose.

In settlements where rilkans are the majority, other races are welcomed with open arms. This extends even to bugbears, orcs, gnolls, and other “monstrous” races, as long as they keep the peace. In one famous rilkan city, the head of the Sewer Workers Guild is an intelligent gelatinous cube.

**Power Groups:** Rilkan culture venerates merchants and bards. The rilkan knowledge pool awakens them to a sense of history that few other cultures share, and bardic tales of the heroes of yore fascinate them. Rilkans also believe in the power of trade as a means to enjoying the best that life has to offer. A common rilkan saying is, “Gold is the root of all good.” In rilkan-majority communities, the most powerful organizations include trading guilds, adventuring companies, and bardic colleges. Rilkan governments, which limit their activities to little other than the courts and the city watch, take a distant fourth place.

**Beliefs:** The rilkan ethos teaches members of the race to seek out and experience the best that life has to offer. It does not embrace utter hedonism, instead placing emphasis on heroic struggle, grand passion, and epic strife. Religion plays a major part in rilkan society. Deities of wealth, beauty, and love are popular among rilkans—in the core pantheon, they favor Olidammara above all others. In contrast to the stories of other races, the heroes of rilkan epics are also traders, usurers, and oligarchs who generated great wealth for themselves, their families, and their employees. It is rare to find a villainous merchant in rilkan art.

**Relations:** While skarns look down on rilkans as second-place finishers, at best, in the race to the mishtai's goal of



*Male rilkan*

*Female rilkan*

“perfection of form,” rilkans shake their heads and wonder why the skarns are still running that race. Rilkans harbor ill will toward the skarns because, according to legend, the skarns once formed half of a racial link similar to the Knowledge pool (this one supposedly consisted of war and combat skills). Rilkans blame the skarns for sundering this irreplaceable link after the skarns grew dissatisfied with the rilkans’ progress toward “perfection.” With races other than their fellow mishtai descendants, rilkans get along famously.

## RILKAN CHARACTERS

Rilkans want to gamble at a tavern, head a guild, and gallop off to adventure for the sake of true love. Bard, rogue, and ranger are excellent class choices because their high skill points complement rilkan racial bonuses. Rilkans also take enthusiastically to the incarnate and soulborn meld-shaping classes.



*Tarrenta Willet, a rilkan bard*

**Adventuring Rilkans:** More than perhaps any other culture, rilkans believe in the fundamental drama of life. Every day should have meaning, every night should bring passion. The path of the adventurer is replete with drama and thus highly respected in rilkan society. Unlike in other societies where a mother might scold her child for dreaming of swordplay, a rilkan family might actively seek out a noted duelist to tutor the young lad.

In an adventuring party, rilkans take the roles of leaders and spokespeople. Thanks to the racial aid ability, rilkans form particularly effective adventuring parties if there are two or more of their race present. Wise rilkans take care to observe fragile psyches in their company; more than one successful band of adventurers has broken up over jealousies, unrequited feelings, or broken hearts, all of which sometimes follow a dashing rilkan.

In addition to spell and sword, rilkans believe in the adventure of trade. Tense negotiations for land rights in a bulette-infested valley, the intrigue of contracts and forgeries, selling arms to the svirfneblin and delivering them past the drow’s blockade: all these (and the pile of gold glistening at the end of every good deal) are the reasons rilkans approach business with the same passion, joy, and intensity that some reserve for religion or war.

**Character Development:** Rilkans use feats and skills to take advantage of their Dexterity and racial skill bonuses. With their high Dexterity, they should be able to function without heavy armor. Charisma boosts every fourth level can help a rilkan act as a natural “mouth” or “face” for the party. The Leadership feat also allows a rilkan to take advantage of high Charisma. With a cohort and recruits, it also gives her a head start on founding the guild or business that is the true mark of a successful rilkan.

**Character Names:** Rilkan names are varied. Rilkan parents living in elf, dwarf, or human communities often adopt the naming conventions of their hosts. Equally often, because rilkans have a strong individualistic streak, rilkan parents attempt to find names that are not duplicated elsewhere.

**Male Names:** Aldwyn, Dallyster, Gorashedd, Hashlok, Men-triphiste, Merrik, Orl, Toskeyp, Tristan, Vao-rinh, Westlay.

**Female Names:** Alicine, Amaranthe, Bansebre, Cestrane, Karazele, Malisharme, Tarrenta, Tavneris, Tika, Tula, Ysati, Zaka.

**Family Names:** Arbuthian, Cerventa, Corundar, Gloran-ver, Harkedde, Klane, Lycriskan, Orbrandir, Shimboris, Themisint, Willet, Wotte.

## ROLEPLAYING A RILKAN

When roleplaying rilkans, remember that they wish to experience all that life has to offer. If someone offers a drink and there is no reason to suspect it is poison, drink; if a stranger is traveling the road at night, invite him to sit at the campfire and share his story. Rilkans pride themselves on their style and individuality. Whatever they are doing, they make sure to look good doing it. As always, remember that culture is a choice, not an automatic function of race; there are rilkans who choose to be as dour as dwarves, and dwarves who adopt the “live life to its fullest” approach of the rilkans.

**Personality:** Rilkans are calculated risk takers. They adore emotion, and they find something heroic in both transports of joy and descents of misery. The rilkans are consummate

“Nothing’s perfect. But a skarn is close.”

—Ogava Basa, skarn incarnate

seducers and seductresses. They enjoy business and creating wealth, both for the satisfaction of accomplishment and the style and pleasures that those riches afford them.

**Roleplaying Application:** If the party is facing a risky situation and there is a reasonable chance of survival, you should be the first to volunteer. You believe in being a Hero with a capital H, and heroes don’t wait for a cohort to try the rope bridge first. When you meet someone who you find attractive, make sure that he or she knows you are eligible (or, if you are spoken for, be flattering but honest). You should have “lines” prepared to use when approaching potential paramours. Above all, develop your own personal sense of style. Perhaps you always end a fight by dropping the plume from your hat onto your fallen opponent, or perhaps you are known for sinking a gold piece in every hundredth bottle of ale at the tavern you own.

**Behavior:** Rilkans are at ease almost wherever they go. The only haunts likely to spook a rilkan are cemeteries or places with a large undead presence; the utter lack of hope in such places is anathema to them.

**Roleplaying Application:** In cities, pay keen attention to the business climate. Never miss an opportunity to invest in a sure thing. Use your travels as an adventurer to learn where goods are in supply and where they are in demand. In combat, name your maneuvers, issue witty soliloquies, and add swashbuckling flair to every strike.

**Language:** Rilkans love to talk. In a culture of bards, rogues, and traders, language is a specialty. Rilkan poetry is exquisite, and even nonbards memorize a number of their favorite passages. Rilkans delight in attaching belittling epithets to their nemeses and promulgating the use of these epithets across the land.

**Roleplaying Application:** When you encounter a recurring villain, make sure that you have an insulting nickname ready for him. Spread that nickname far and wide in the courts, trading houses, and taverns of the region, so that your enemy hears laughter whenever he introduces himself.

## RILKAN ADVENTURES

Rilkan adventures can involve escapades of classic heroism such as rescuing a damsel in distress, but they can also enjoy scenarios such as investigating a forged business contract or recovering a shipping coster’s cargo from the bottom of a frigid bay.

- A skarn sage claims that he has traced the failure of the mishtai to one particular rilkan bloodline. To test his theory, skarn raiders kidnap all known female members of the bloodline. A PC rilkan must rescue the distaff side of his family before they are subjected to hideous experiments.
- A long-lost wartime contract surfaces, and a six-fingered halfling is making claims of ownership against a PC rilkan’s business. Is the contract real or a nefarious forgery? If forged, was it for simple profit or a more insidious purpose?
- An early winter storm sank the *Ocean Dove* to the bottom of the city’s deepwater harbor. Unfortunately, the *Dove* was carrying a cargo of caskets bound for ritual burial at sea. Now, the undead grow restless under the waves. They will surface soon unless the PCs—who might own a share of the *Dove*—dive to the floor of the bay and end the threat.

Skarn are strong, sophisticated warriors of intellect. Like the rilkans, they are descended from the vanished mishtai progenitor race, which long ago infused all mishtai with incarnum in an attempt to achieve “perfection of form.” Skarn appear human except for the five or six vertically aligned reptilian spines that project from the anterior of each forearm, posterior of each calf, and the upper back. Skarn society is insular and demands both mental and physical achievement. They are a proud race—some would say arrogant—and they boast soulborns, paladins, rangers, and fighters of other “hybrid” classes that exemplify perfection of both mind and body.

## SKARN RACIAL TRAITS

Skarns are about as tall as humans, but they are much more solidly built. They average 6 feet tall and 210 pounds. They appear human save for their most salient feature, their spines. These spines grow to six to twelve inches in length and range from turquoise and aquamarine in females to navy and sapphire in males. The spines are not retractable, but they can be held flush against the skin with little effort. At social occasions, the spines are layered with chiffon or gold chains. Spine jewelry and grooming are as important to a skarn as beard braiding and knotting are to a dwarf.

- +2 Strength, –2 Dexterity: The hulking skarns are extraordinarily strong, but tend to be slow.
- Medium: As Medium creatures, skarns have no special bonuses or penalties due to their size.
- Skarn base land speed is 30 feet.
- Humanoid (Reptilian): Skarns are humanoids with the reptilian subtype.
- Natural Weapon (Spines): A skarn can make one attack with his arm spines each round, either with his primary hand or with his off-hand (taking the normal penalties for fighting with an off-hand weapon). This attack deals 1d6 points of piercing damage; if it is used as an off-hand weapon, the skarn may add only one-half his Strength bonus to the damage roll. A skarn can’t attack with his spines and a weapon wielded by the same arm in the same round. If a skarn makes a spine attack with an arm carrying a shield, he loses the shield’s bonus to AC until the start of his next turn.

If the skarn has a soulmeld bound to his arms chakra, his spine attacks are treated as lawful-aligned for the purpose of overcoming damage reduction. See Chakra Binds, page 51, for details.

- +2 racial bonus on Intimidate and Climb checks: Skarns learn quickly how to use their spines to create a display of ferocity. These same spines aid skarns when they climb.
- Automatic Language: Common. Bonus Languages: Draconic, Elf, Celestial, Abyssal, and Infernal. Because skarns consider themselves slightly improved over the average mortal race, they learn the languages of those they consider to be their approximate equals.
- Favored Class: Incarnate.



## SKARN SOCIETY

Skarns prefer hierarchical societies with clearly defined social classes. They prefer cities to farms, planning to spontaneity, and cotillions to revels.

**Alignment:** Skarns are usually lawful. They count an equal number of adherents to the ethos of good and evil among their race, but chaotic skarns are rare. Chaotic skarns are nevertheless tolerated and even welcomed into skarn society, since they are still skarns as opposed to members of some lesser race. Such free-spirited skarns cannot stand to remain with their fellows, however, where they are typically treated as amusing black sheep rather than serious iconoclasts.

**Lands:** Skarns prefer artifice to the vagaries of the natural, favoring large cities over undeveloped locales. Potential sites for skarn cities include defensible positions on bluffs overlooking river junctions, deepwater ports, or fertile land reclaimed from the sea through a complicated dyke system.

**Settlements:** Skarns prize architecture dearly. It is their first and most loved art, and their cities reflect this passion. A skarn city is a celebration of styles, a harmony of building and landscape flowing from one city gate to its opposite. In general, skarns prefer powerfully built, tall buildings with skyway arches and caryatid buttresses. These buildings can rise to ten or more stories. A skarn city always includes several huge amphitheaters and public squares for speeches, elections, and spine-fighting rituals.

**Power Groups:** Governments in skarn cities vary from oligarchies to feudal monarchies to representative senates, but they all share three characteristics: they are strict, active, and powerful. Unlike in some towns, where council members might be puppets to the thieves' guild or the local temple, the skarns' penchant for social order guarantees that the lawfully invested government remains the uncontested supreme authority in the city. Outside of the government, skarn aristocrats and decorated military officials wield considerable influence.

**Beliefs:** The skarns believe that they have almost attained "perfection of form" without any help from the deities—only from incarnum. Hence, skarns honor incarnum before any god. This is not to say, though, that skarn are irreligious. Temples to Wee Jas in particular are common in skarn communities.

**Relations:** Skarns do not get along well with others. They hold that the other races are generally inferior to the races of the mishtai. It is not that skarns dislike the other races; they simply consider the other races misguided for not believing that "perfection of form" is achievable. The one exception to this indifference is the rilkan race. Skarns blame the rilkans for ruining the mishtai's racial experiment. The story goes that the mishtai were close to forming the perfect body coupled with the perfect mind when a faction within the mishtai meldshapers arose, advocating the pursuit of goals other than physical and mental perfection. These libertines, who gave rise to the rilkan race, fomented such social upheaval that the intense focus demanded by the great goal could not be maintained, and thus the mishtai fell short of their aspiration.

## SKARN CHARACTERS

Skarns are strong, noble characters whose sense of purpose is as overt and sharp as the spines on their forearms. They immerse themselves in all kinds of fights, from sword melees with necro-carnum zombies (see page 186) to verbal repartee with rilkans

and other inferior races. Skarns expect lesser folk to be awed in their magnificent presence. Incarnate, soulborn, paladin, ranger, and even monk are traditional class choices.

**Adventuring Skarns:** Skarns adventure to advance their social standing. Their sophisticated warrior culture places great value on proof of mettle. When a soulborn skarn returns to his Ward Perfect's headquarters with the tusks of the orc chieftain that had been raiding nearby farms, he is guaranteed to rise in the esteem of both the Perfect and his peers.

Other skarns might develop a chaotic bent and find life in the stratified city too restrictive. Neutral or chaotic skarns are happy to join a band of adventurers, finding solace in what is often the first community they have known that does not conform to the rigid rules of skarn society.

Still other skarns adventure as part of the skarns' great racial quest: to find what became of the progenitor race and to complete its work. Most other races, especially the rilkans, scoff at the idea that the skarns will ever achieve the venerated concept of "perfection of form." But the skarns believe perfection is possible, and many have taken up their swords and ventured in search of their forebears, their purposes, and their fate.

**Character Development:** To play to a skarn character's strengths, literally play to his Strength. Take feats that exploit his natural Strength bonus: Power Attack and Cleave are traditional favorites, but don't forget Improved Grapple, Improved Bull Rush, and Improved Trip. His Dexterity is likely not high, so look to acquire heavy armor and wade into melee. A shield can boost armor class, but a skarn might consider wielding a two-handed weapon, which allows him to take further advantage of his Strength bonus.

**Character Names:** Skarn names reflect the race's urbane belligerence. Given names are often polysyllabic while family names are generally monosyllabic. The goal of parents in selecting a child's name is to find one that implies both sophistication and strength. Reflecting the race's social awareness, titles often precede or follow a skarn's name. The high value that the skarn place on art extends to poetry, and skarns are frequently named after heroes from ancient epics.

**Male Names:** Alekk, Ikkilis, Imre, Morgalle, Mydrinn, Ogava, Rotenh, Stergan, Teruska, Trakkisin, Vinnik, Vorlance.

**Female Names:** Aci, Adra, Arethe, Chariss, Dyssilka, Mishlyrren, Myrivist, Ormykka, Shallimtan, Shyvrandil, Theliram.

**Family Names:** Arsh, Bas, Dal, Drott, Mak, Mish, Mys, Rus, Tark, Thon, Thull, Wylle.

**Common Titles:** Esh (marks a petty aristocrat), Kourin (crafter), Leshvar (merchant), Uthman (laborer), Kavval (servant).

## ROLEPLAYING A SKARN

While it might be tempting to roleplay a skarn as contemptuous of all other races, most skarns avoid such behavior. True, they view themselves as the rightful successors to the mishtai's quest for "perfection of form." But they are painfully aware that they are not perfect yet (for which they blame the rilkans), and their main attitude toward other races is one of indifference. The truth is that the skarn people don't think about the other races much at all, preferring to focus on developing their own minds, bodies, and art. In any case, they consider exceptionally rude or insulting behavior—their own or anyone else's—to be in very poor taste.



Male skarn

Female skarn

*Illus. by M. Poole*

**Personality:** Skarns are well-mannered fighters and aristocrats with fierce but tightly controlled passions. Open display of strong emotion is frowned upon at skarn courts, where a veneer of civility is considered the hallmark of urbanity. Skarns have diverse interests and are very much at ease in a one-on-one discussion. As soon as a third person is introduced, a skarn becomes conscious of the tacit social hierarchy and modifies his behavior accordingly.

**Roleplaying Application:** Always observe the rules of etiquette. Do not sink to the level of the boor by responding in kind; a gauntlet challenge is preferable to a shouting match. Your adventuring companions should be able to count on you for courageous intensity in battle and a sharp, rational mind outside of combat. You might not be your adventuring companion's closest friend, but you strive to be the most dependable.

**Behavior:** Skarn children spend equal time playing with wooden swords and testing each other at games of mental acuity. The twin ideals of mental and physical perfection carry over into adulthood. A skarn aristocrat seeks to support these goals through philanthropy; a skarn adventurer seeks to exemplify them directly.

**Roleplaying Application:** If given time to explore a city, spend the morning with the combat mannequins at the Ward Marshal's sparring hall and the afternoon with the nobility and philosophy books in the seminary library. Skarns pursue multiclass and "hybrid" class careers, since they value both mental and physical development.

**Language:** Skarns never forget to include a title when addressing a peer or noble. Their speech at social functions is always proper and might strike others as contrived or overly courteous.

**Roleplaying Application:** Upon meeting someone, always find out the proper way to address the person, including an appropriate title. In an argument, try to play the role of "the voice of reason," speaking calmly but firmly.

## SKARN ADVENTURES

A skarn metropolis is a breeding ground for intrigue and adventure. Specific plots might revolve around court politics, a quest to discover secrets of the lost mishtai, or a military campaign.

- The king's Undersecretary for Mercenary Affairs is drafting strange new writs that allow the immigration of countless armed northerners. In fact, the "new" undersecretary is an impostor put in place by an enemy nation, and the new writs are cover to allow a foreign army into the land before usurping the throne.
- A map appears purporting to show the location of "Thessaris Kremnati," one of the last mishtai enclaves. Whoever finds it might discover what happened to the progenitor race.
- The king is sending division after division to the border. When the player's division takes up its position, however, he finds that the enemy is an unknown force that strikes only at dawn and dusk, leaving its victims lacerated from neck to stomach.

## AGE, HEIGHT, AND WEIGHT

The details of your character's age, gender, height, weight, and appearance are up to you. However, if you prefer some rough guidelines in determining these details, refer to the tables below.

### CHARACTER AGE

Your character's age is determined by your choice of race and class, as summed up on Table 1–2: Random Starting Ages.

TABLE 1–2: RANDOM STARTING AGES

Race	Adulthood	Simple Classes <sup>1</sup>	Moderate Classes <sup>2</sup>	Complex Classes <sup>3</sup>
Azurin	14 years	+1d4	+1d6	+2d4
Duskling	75 years	+3d6	+4d6	+5d6
Rilkan	14 years	+1d4	+1d6	+2d6
Skarn	21 years	+1d4	+2d6	+4d6

- 1 Barbarian, rogue, and sorcerer.
- 2 Bard, fighter, paladin, ranger, and soulborn.
- 3 Cleric, druid, incarnate, monk, totemist, and wizard.

As your character ages, her physical ability scores change as described in the *Player's Handbook*.

TABLE 1–3: AGING EFFECTS

Race	Middle Age <sup>1</sup>	Old <sup>2</sup>	Venerable <sup>3</sup>	Maximum Age
Azurin	28	42	56	+2d10
Duskling	125	188	250	+3d%
Rilkan	40	60	80	+1d10
Skarn	50	75	100	+2d10

- 1 –1 to Str, Dex, and Con; +1 to Int, Wis, and Cha
- 2 –2 to Str, Dex, and Con; +2 to Int, Wis, and Cha
- 3 –3 to Str, Dex, and Con; +3 to Int, Wis, and Cha

### HEIGHT AND WEIGHT

Choose your character's height and weight from the ranges mentioned in the racial description, or roll randomly on Table 1–4: Random Height and Weight. The information given here supplements the information in Chapter 6 of the *Player's Handbook*.

TABLE 1–4: RANDOM HEIGHT AND WEIGHT

Race	Base Height	Height Modifier	Base Weight	Weight Modifier
Azurin (male)	4' 10"	+2d10	120 lb.	× (2d4) lb.
Azurin (female)	4' 5"	+2d10	85 lb.	× (2d4) lb.
Duskling (male)	4' 6"	+2d4	100 lb.	× 2d4 lb.
Duskling (female)	4' 4"	+2d4	90 lb.	× 2d4 lb.
Rilkan (male)	5' 0"	+2d8	120 lb.	× (1d8) lb.
Rilkan (female)	4' 8"	+2d8	95 lb.	× (1d8) lb.
Skarn (male)	5' 5"	+2d10	150 lb.	× (2d8) lb.
Skarn (female)	5' 3"	+2d10	130 lb.	× (2d8) lb.

## COMMON RACES AND INCARNUM

The new races described in this chapter are by no means the only ones that work with incarnum on a regular basis. Dwarves, elves, humans, and all the other races described in the *Player's Handbook* have traditions of using incarnum and their own approaches to meldshaping.

Humans strive to master the use of incarnum in the same way that they attempt to master any tool that can bring them power. Human incarnates are more often evil than good, and human soulborns likewise lean toward the evil alignments. That said, some of the noblest and purest incarnates and soulborns of good alignments are human, and humans are the backbone of nearly every organization dedicated to the use of incarnum. Humans become totemists as well, especially in primitive or remote societies.

Dwarves typically adopt a concrete and practical approach to incarnum embodied in the ironsoul forgemaster prestige class (see page 126). They think of incarnum as a material to be forged into weapons—almost as a rare alloy that makes particularly fine blades. Dwarf incarnates (particularly lawful ones) are more common than arcane spellcasters, though not as common as clerics, while dwarf soulborns rival their paladins in numbers. Dwarf soulborns have powerful links to the souls of their ancestors, reflected in the dwarf soulborn racial substitution levels presented on page 44.

Elves delight in incarnum as they do in all magic, and particularly because it is a magic of life and living things. Some wood and wild elves become totemists, while good incarnates are common among high elves. Elf incarnates particularly delight in combining meldshaping and spellcasting, making elves fine candidates for the soulcaster prestige class. Elf soulborns cultivate a strong sense of community, as though they were constantly surrounded by a great cloud of the souls of their people—an attitude reflected in the elf soulborn racial substitution levels presented on page 45.

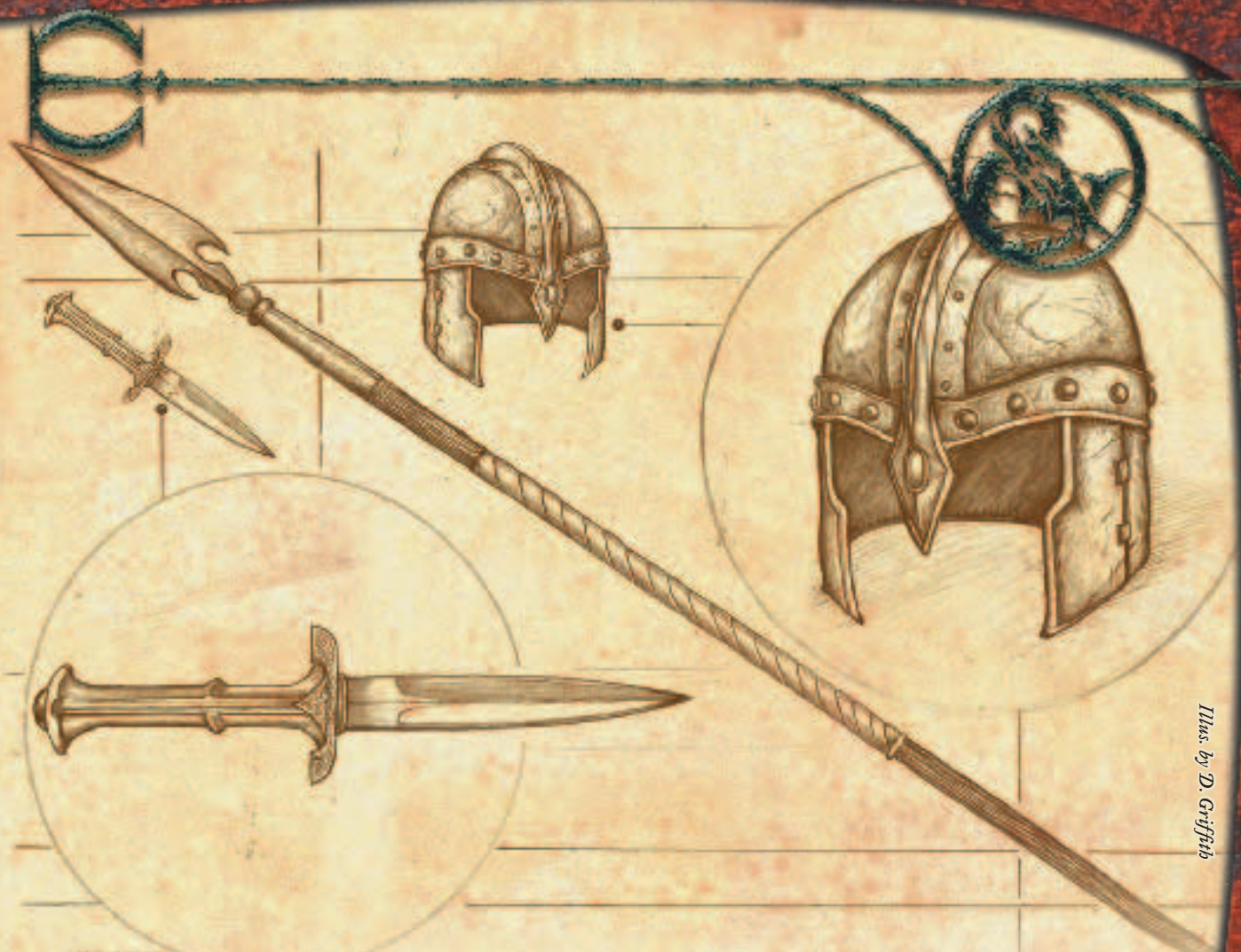
Gnomes do not have strong meldshaping traditions. Most gnome incarnates are devotees of Garl Glittergold who dedicate themselves to the protection of their communities against their traditional allies—an attitude that is reflected in the gnome incarnate racial substitution levels on page 45. A few wild communities of gnomes choose totemists as spiritual and temporal leaders.

Half-elves are similar to humans in their approach to incarnum, producing more incarnates (frequently chaotic incarnates) than soulborns or totemists. They have no unique traditions represented by racial substitution levels, but float between elf and human practitioners of meldshaping, crafting their own traditions as they go.

Half-orcs put their brawn to use as soulborns or, less often, manifest their chaotic inclinations as incarnates. Like half-elves, they float from mentor to mentor, picking and choosing the techniques and traditions that suit them best.

Halflings who wield incarnum are generally totemists, drawn more to the concrete world of beasts than the abstracts of alignments and causes. Even so, halfling totemists tend to be outsiders even in their own communities, living in some degree of solitude but emerging when their people are threatened. The halfling totemist racial substitution levels on page 46 reflect this philosophy.

The use of incarnum is also practiced among the savage humanoids, though not as commonly as other forms of magic. Incarnates (of evil alignment) are found among kobolds and orcs, while soulborns become the champions of lizardfolk, gnoll, and hobgoblin communities. Totemists sometimes serve as spiritual or war leaders for savage communities.



Illus. by D. Griffith

**C**haracters of any class can learn to use incarnum through feats, racial substitution levels, spells, and possibly other means. The true masters of incarnum, however, are those who advance in one of the new classes presented in this chapter. By taking levels in these classes, characters learn the art of meldshaping, harness their essentia to invest into soulmelds or other powers, bind soulmelds to their chakras, and gain a variety of other capabilities from their use of incarnum.

## THE CLASSES

The three meldshaping classes, in the order they are presented in this chapter, are as follows:

- Incarnate:** A powerful meldshaper who embodies the precepts of good, evil, chaos, or law.
- Soulborn:** A meldshaper and a martial character who wields incarnum in the cause of one of the four extreme alignments.
- Totemist:** A meldshaper who wields the energy of the souls of nature, revering magical beasts as totem creatures and mimicking their powers.

## THE ESSENTIA POOL

Incarnum-wielding characters, whether meldshapers or merely those with special abilities that harness incarnum, depend on their personal incarnum, called essentia, to power their abilities. A character's store of personal incarnum is his essentia pool.

Essentia is primarily derived from class levels of meldshaping classes, but can also be gained from other sources. Essentia stacks, even if gained from multiple sources such as class levels, racial traits, or feats. A 6th-level duskling incarnate with the Bonus Essentia feat has 9 points of essentia (1 for his race, 6 for his class, and 2 for the feat) in his essentia pool.

## Essentia Capacity

However large your essentia pool is, you can only invest a certain amount of essentia into any one soulmeld, feat, class feature, magic item, or other incarnum receptacle. Your character level determines this essentia capacity, as shown on the table below.

TABLE 2-1: ESSENTIA CAPACITY

Character Level	Essentia Capacity
1st–5th	1
6th–11th	2
12th–17th	3
18th–20th	4

Incarnates and totemists both have class features that expand this capacity for all or certain soulmelds. See the class descriptions later in this chapter. Certain feats, prestige classes, and magic items can increase a meldshaper's capacity as well.

## Multiclass Meldshapers

Even if you have levels in more than one meldshaping class, you have a single essentia pool consisting of all the essentia you have acquired from your class levels and other sources. Your meldshaping abilities remain completely separate. Though your character level determines your soulmeld capacity (see Table 2–1: Essentia Capacity, above), class abilities that improve your soulmeld capacity apply only to soulmelds you shape from that class's soulmeld list. Similarly, your chakra binds are limited by class—if your incarnate levels allow you to bind soulmelds to your crown chakra but your totemist levels allow you to bind soulmelds only to your totem chakra, you cannot bind totemist soulmelds to your crown chakra.

For example, if you are a 6th-level incarnate/6th-level totemist, you have a total essentia pool of 10 (6 from your incarnate levels and 4 from your totemist levels). You can shape four incarnate soulmelds and four totemist soulmelds, assuming you have at least an 18 Constitution. You can bind two of your incarnate soulmelds to crown, feet, or hands chakras. You can bind two of your totemist soulmelds to your totem, crown, feet, or hands chakras. You cannot bind two soulmelds to the same chakra. You can freely distribute your 10 points of essentia among your eight total soulmelds.

As a 12th-level character, your base soulmeld capacity is 3 points of essentia. Your incarnate soulmelds have a capacity of 4 points, and any totemist soulmeld you bind to your totem chakra also has a capacity of 4 points.

## ABILITIES AND MELDSHAPERS

The ability (or abilities) that your soulmelds depend on—your key ability score(s) as a meldshaper—is related to the meldshaping class in which you have levels. The incarnate's meldshaping is based on Wisdom and Constitution. The soulborn and totemist both base their meldshaping purely on Constitution.

For all meldshaping characters, your Constitution score determines the maximum number of soulmelds you can have shaped at any one time (up to a limit indicated by your class and level). Your maximum number of simultaneously shaped soulmelds is equal to your Constitution score –10, or the number indicated in your class table, whichever is less.

For example, a 4th-level incarnate with a Constitution score of at least 14 can have up to four soulmelds shaped simultaneously. If his Constitution were only 13, he could have only three soulmelds shaped simultaneously (even though Table 2–2: The Incarnate lists his number of soulmelds as four). If his Constitution were 15, he could still only have four soulmelds shaped (since this is the maximum allowed to a 4th-level incarnate).

## INCARNATE

*“Good and evil, law and chaos—they are as real as fire and steel, and I am proof of that.”*

—Ogava Basa, skarn law incarnate

Incarnum is a tool you can use to manipulate the physical manifestations of moral and ethical forces and wield them in righteous pursuit of an ideal. Whether you are holy and

righteous or corrupt and evil, you literally come to embody one cause or alignment, adding the distilled essence of good, evil, law, or chaos into your soulmelds.

## MAKING AN INCARNATE

As an incarnate, you can expect to serve both a melee role and a supporting role by aiding other characters with your aligned aura and your soulmelds. In certain situations you are as strong a fighter as a paladin, though you suffer more when out of your element.

**Abilities:** Constitution is perhaps your most important ability score, since it determines the maximum number of soulmelds you can shape at one time (as well as the duration of your incarnum radiance). If your soulmeld selection focuses on melee combat, a high Strength score is important; if you use your soulmelds directly against foes, a high Wisdom score increases the save DCs against those abilities.

**Races:** Races inclined to alignment extremes make the best incarnates. The heirs of the mishtai—rilkans and skarns—are by far the most common incarnates, producing mostly chaotic and lawful incarnates, respectively. Dusklings become chaotic (or occasionally evil) incarnates. Dwarves produce lawful incarnates, while elf incarnates embody their good nature. Half-orcs might grow to be chaotic incarnates. Among humans, evil incarnates are more common than good. The planetouched races produce a great number of incarnates. The most common savage humanoid incarnates are evil kobolds and evil orcs.

**Alignment:** Incarnates hold to one alignment extreme. As an incarnate, you must choose one alignment component: good, evil, law, or chaos. This alignment component defines you and serves as your guiding principle. For incarnates, though, this is more than just belief, because incarnates channel souls that contain the very essence of this alignment component. Because their devotion to one ideal is so great, an incarnate can only pick one extreme alignment component (good, evil, law, or chaos) and must be neutral in regards to the other alignment component. This means that the only possible alignments for incarnates are neutral good, neutral evil, lawful neutral, or chaotic neutral.

**Starting Gold:** 5d4×10 (125 gp).

**Starting Age:** As cleric.

## CLASS FEATURES

You embody the alignment ideal that you hold most dear (good, evil, law, or chaos): not only its principles and tenets, but also its underlying nature. Incarnates of different alignments have different methods of fighting and different strengths in combat—good incarnates emphasize protection and resistance, while chaotic incarnates use speed to best their foes. Lawful incarnates favor skill and accuracy in melee combat, while evil incarnates strive to do the most damage possible to their foes. These principles carry through your abilities, including the physical changes you undergo as you meld more and more incarnum to your soul.

**Weapon and Armor Proficiency:** You are proficient with all simple weapons, light armor, medium armor, and shields (except tower shields).

TABLE 2–2: THE INCARNATE

HIT DIE: d6

Level	Base				Special	Meldshaping		
	Attack Bonus	Fort Save	Ref Save	Will Save		Soulmelds	Essentia	Chakra Binds
1st	+0	+2	+0	+2	Aura, <i>detect opposition</i>	2	1	0
2nd	+1	+3	+0	+3	Chakra bind (crown)	3	2	1
3rd	+1	+3	+1	+3	Expanded soulmeld capacity +1, incarnum radiance 1/day	3	3	1
4th	+2	+4	+1	+4	Chakra binds (feet, hands)	4	4	1
5th	+2	+4	+1	+4	Rapid meldshaping 1/day	4	5	1
6th	+3	+5	+2	+5		4	6	2
7th	+3	+5	+2	+5	Share incarnum radiance	5	7	2
8th	+4	+6	+2	+6	Incarnum radiance 2/day	5	8	2
9th	+4	+6	+3	+6	Chakra binds (arms, brow, shoulders)	5	9	2
10th	+5	+7	+3	+7		6	10	3
11th	+5	+7	+3	+7	Rapid meldshaping 2/day	6	11	3
12th	+6/+1	+8	+4	+8		6	12	3
13th	+6/+1	+8	+4	+8	Incarnum radiance 3/day	7	13	3
14th	+7/+2	+9	+4	+9	Chakra binds (throat, waist)	7	14	4
15th	+7/+2	+9	+5	+9	Expanded soulmeld capacity +2	7	16	4
16th	+8/+3	+10	+5	+10	Chakra bind (heart)	8	18	4
17th	+8/+3	+10	+5	+10	Rapid meldshaping 3/day, share incarnum radiance (no fatigue)	8	20	4
18th	+9/+4	+11	+6	+11	Incarnum radiance 4/day	8	22	5
19th	+9/+4	+11	+6	+11	Chakra bind (soul)	9	24	5
20th	+10/+5	+12	+6	+12	Perfect meldshaper, true incarnation	9	26	5

**Class Skills (2 + Int modifier per level, x4 at 1st level):** Concentration, Craft, Knowledge (arcana), Knowledge (religion), Knowledge (the planes), Profession, Spellcraft.

**Meldshaping:** An incarnate's primary ability is shaping incarnum soulmelds, which are drawn from the incarnate soulmeld list (page 54). You know and can shape any soulmeld from this list (but see Aligned Soulmelds, below).

The Difficulty Class for a saving throw against an incarnate soulmeld is 10 + number of points of essentia invested in the soulmeld + your Wisdom modifier. Your meldshaper level is equal to your incarnate level.

An incarnate can shape only a certain number of soulmelds per day. Your base daily allotment is given on Table 2–2: The Incarnate. The maximum number of soulmelds that you can have shaped simultaneously is equal to your Constitution score minus 10 or the number of soulmelds allowed for your level, whichever is lower. At 1st level, you can shape two soulmelds at a time (assuming you have a Constitution score of at least 12). As you advance in level, you can shape an increasing number of soulmelds.

At 1st level, you also gain access to your personal pool of essentia, which can be invested into your soulmelds to increase their power. Your essentia pool's size is shown on Table 2–2: The Incarnate. Your character level, as noted on Table 2–1: Essentia Capacity, determines the maximum quantity of essentia that you can invest in any single soulmeld. As a swift action, you can reallocate your essentia investments in your soulmelds every round (see Essentia, page 50).

An incarnate does not study or prepare soulmelds in advance, but must have a good night's rest and must meditate for 1 hour to shape his soulmelds for the day (see Shaping Soulmelds, page 49).

**Aligned Soulmelds:** You cannot shape soulmelds with an alignment descriptor that does not match your own. For example, if you are a good incarnate, you cannot shape soulmelds with the chaotic, lawful, or evil descriptors.

**Chakra Binds:** Beginning at 2nd level, you can bind your soulmelds to your chakras, granting you new powers based on the soulmeld and the chakra chosen. Binding a soulmeld to a chakra closes the body slot associated with that chakra (see Chakras, page 50), so that you cannot also benefit from a magic item worn on the body slot associated with that chakra.

The number of chakra binds that you can have active at any one time depends on your level (see the Chakra Binds column on Table 2–2: The Incarnate). At 2nd level, you can bind a soulmeld to your crown chakra. Beginning at 4th level, you can bind soulmelds to your feet or hands chakras. At 9th level, you can bind soulmelds to your arms, brow, or shoulders chakras. At 14th level, you can bind soulmelds to your throat or waist chakras. At 16th level, you can bind a soulmeld to your heart chakra, and at 19th level you can bind a soulmeld to your soul chakra.

For more information on chakra binds, see page 51.

**Aura (Ex):** You have a particularly powerful aura corresponding to your alignment (see the *detect evil* spell). The power of your aura is equal to your incarnate level, just like the aura of a cleric.

Similarly, your soulmelds always radiate good, evil, law, or chaos (according to your alignment) as though they were aligned magic items with a caster level equal to your class level.

**Detect Opposition (Sp):** At will, you can attempt to detect the presence of creatures whose alignment is opposite your own. This ability works like the *detect evil* spell, except that it detects the specific alignment opposed to your own. For example, a good incarnate can detect evil, while a chaotic incarnate can detect law.

**Expanded Soulmeld Capacity (Ex):** Incarnates are especially gifted in their ability to invest essentia into soulmelds.

At 3rd level and again at 15th level, the essentia capacity of your soulmelds increases by 1, superseding the number on Table 2–1. This only applies to soulmelds, not to feats, class features, or other abilities that allow essentia investment.

**Incarnum Radiance (Su):** As an incarnate, you fuse incarnum with your very soul. You can tap into your incarnum-fused soul to activate a visible radiant aura of power, granting you an increase in a particular area of prowess. You can activate this ability as a free action once per day at 3rd level, twice per day at 8th level, and one additional time per day for every five levels gained thereafter (3/day at 13th level and 4/day at 18th). This effect lasts for a number of rounds equal to 3 + your Constitution modifier (minimum 1 round).

**Good:** Your body shines with silvery light. You gain a +1 bonus to AC; this bonus improves by 1 for every five levels gained (+2 at 5th level, +3 at 10th, +4 at 15th, and +5 at 20th level).

**Evil:** An ash-gray aura surrounds you. You gain a +2 bonus on melee damage rolls; this bonus improves by 2 for every five levels gained (+4 at 5th level, +6 at 10th, +8 at 15th, and +10 at 20th level).

**Lawful:** You glow with a blood-red corona. You gain a +1 bonus on melee attack rolls; this bonus improves by 1 for every five levels gained (+2 at 5th level, +3 at 10th, +4 at 15th, and +5 at 20th level).

**Chaotic:** A faint green nimbus surrounds your body. You gain a 10-foot increase to your base land speed. This is considered a bonus. This increase improves by 10 feet for every five levels gained (+20 at 5th level, +30 at 10th, +40 at 15th, and +50 at 20th level).

**Rapid Meldshaping (Su):** As your ability to channel incarnum into soulmelds increases, you learn to shape a small number of soulmelds instantly. Starting at 5th level, once per day you can unshape one of your existing soulmelds and immediately shape another soulmeld. This process requires a full-round action and provokes attacks of opportunity. The soulmeld that you shape cannot be bound to a chakra, even if the soulmeld that you unshape was bound to a chakra.

You can use this ability twice per day at 11th level and three times per day at 17th.

**Share Incarnum Radiance (Su):** As you gain control over your powers of incarnum, you learn to share the effect of your incarnum radiance with nearby allies who share at least some of your morals or ethics. Beginning at 7th level, when you activate your incarnum radiance (see above) you can choose for its benefit to also affect all allies within 30 feet of you. Any ally who moves more than 30 feet from you loses the benefit until he returns within range.

If you share your incarnum radiance with allies in this fashion, you become fatigued at the end of the power's duration (this fatigue fades in 10 minutes). You must make this choice at the time the radiance is activated.

Allies who do not share your alignment cause cannot gain the benefit of your incarnum radiance. For example, a good incarnate's incarnum radiance benefit cannot be shared with allies who are not good.

Beginning at 17th level, sharing your incarnum radiance with allies does not fatigue you.

**Perfect Meldshaper (Su):** At 20th level, you gain the ability to flood your body with incarnum for a brief period of time. As a free action that does not provoke attacks of

opportunity, you can increase the amount of essentia invested in each of the incarnate soulmelds that you currently have shaped to the maximum essentia capacity of that soulmeld. This total will be greater than the amount of essentia normally available to you. This ability lasts for a number of rounds equal to 3 + your Wisdom modifier. During this duration, you can't reallocate essentia from your incarnate soulmelds. You can use this ability once per day.

**True Incarnation (Su):** When you reach 20th level, the process of merging incarnum with your flesh is complete, and you are transformed into a new type of creature. You gain the outsider type, as well as the alignment subtype corresponding to your incarnate cause. Both your natural and weapon attacks are henceforth treated as having the alignment of that subtype for the purpose of overcoming damage reduction.

## Ex-Incarnates

If you change alignment, you lose most of your class abilities, unless your new alignment is compatible with the incarnate class. If it is not, you lose your aura, *detect opposition*, incarnate radiance, and meldshaping abilities. You may not progress any further in levels as an incarnate. You regain all your abilities and advancement potential if you return to your previous alignment and receive an *atonement* spell. If your alignment shift still qualifies you for the class—a fall from neutral good to neutral evil, for example—you retain your incarnate levels and your class features change to match your new alignment.

## PLAYING AN INCARNATE

As an incarnate, alignment is all-important to you. The most compelling reasons to adventure spring directly from it. Good incarnates adventure to fight evil, to protect innocents from harm, to hunt fugitives, or to right an injustice. Chaotic incarnates are drawn to oppose tyranny, champion freedom, and fight against the restrictions of law. Evil incarnates actively seek to spread destruction, seize whatever they can reach and keep, and slaughter those who are weaker than they. Lawful incarnates seek to expand their power within established frameworks, spreading the wisdom and order inherent to law.

**Religion:** A great many incarnates devote themselves to deities they consider exemplars of their alignment. Good incarnates gravitate to Pelor, evil to Nerull, lawful to St. Cuthbert, and chaotic to Olidammara. Nonhuman incarnates sometimes follow their racial deities as well. Other incarnates believe that alignment is a higher power than any deity and revere their alignment above all else. Such incarnates are friendly toward followers of deities who share their alignment, but only as long as they continue to uphold the precepts of the alignment.

**Other Classes:** Incarnates are often on very good terms with clerics of the same alignment and cooperate with them extensively. Lawful and good incarnates also frequently work with paladins. In general, you are happy to work with any character who shares your alignment, and tolerate characters whose alignment is close to yours. Lawful and chaotic incarnates find it difficult, if not impossible to work together, even if their motives are both genuinely benign, which is not always the case.

Illus. by M. Poole

**Combat:** How you engage in combat is almost directly a function of your alignment. Your soulmelds and your incarnum radiance ability emphasize certain approaches to combat that vary by your alignment. If you're good, you'll have a better Armor Class to stand up to melee attacks; if you're chaotic, you'll have more mobility to move in and out of melee range. If you're lawful, you'll hit more often in melee, and if you're evil, you'll deal more damage with each hit.

Your incarnum radiance means that your allies can benefit if they're the same alignment as you are and share a similar approach to combat. You can't always pick your adventuring companions, but you have concrete rewards to offer allies who adopt your alignment.

**Advancement:** Most incarnates were strongly inclined toward a specific alignment before their first encounter with incarnum. You might have had a fierce sense of justice and good as a child, perhaps even considered the call of a paladin until you discovered that incarnum could transform good into a tangible force that you could hold in your hands. You might have discovered incarnum by accidental experimentation, or another incarnate might have trained you. Perhaps you were admitted into an order of incarnates, or learned under the tutelage of a lone hermit, one of only a handful of incarnates in the world.

Your meldshaping ability offers myriad opportunities for customizing your particular abilities, since so many soulmelds are available to you and each one can significantly shape your capabilities. Your alignment determines which soulmelds are available; you cannot shape a soulmeld with an alignment descriptor opposed to your own. These soulmelds encourage your combat abilities in a certain direction dependant on your alignment, so you should try to select feats that complement that combat style. If you're good, Combat Expertise fits your combat idiom. If you're chaotic, Dodge and related feats fit well. For the evil incarnate, Power Attack is a natural choice, while lawful incarnates favor Weapon Focus and other feats that grant a bonus on attack rolls.



*Stergan, a skarn incarnate*

## SKARN INCARNATE STARTING PACKAGE

**Armor:** Scale mail (+4 AC, armor check penalty -4, speed 20 ft., 30 lb.).

Heavy wooden shield (+2 AC, armor check penalty -2, 10 lb.).

**Weapons:** Morningstar (1d8, crit ×2, 6 lb., one-handed, bludgeoning and piercing).

Light crossbow (1d8, crit ×2, range inc. 80 ft., 4 lb., piercing).

**Skill Selection:** Pick a number of skills equal to 2 + Int modifier.

Skill	Ranks	Ability	Armor Check Penalty
Spellcraft	4	Int	—
Knowledge (the planes)	4	Int	—
Knowledge (religion)	4	Int	—
Intimidate (cc)	2	Cha	—
Climb (cc)	2	Str	-6
Listen (cc)	2	Wis	—
Spot (cc)	2	Wis	—

**Feat:** If Strength is 13 or higher, Power Attack; if Strength is 12 or lower, Improved Initiative.

**Gear:** Backpack with waterskin, one day's trail rations, bedroll, sack, flint and steel. 3 torches. Case with 10 crossbow bolts.

**Gold:** 1d8 gp.

## INCARNATES IN THE WORLD

"He's the most rigid, inflexible person I've ever known. I'm all in favor of law, but sometimes you need to temper it with mercy. Not so for Ogava Basa."

—Alhandra, human paladin

Incarnates fill a wide variety of roles in the world, but are united by one common theme: whatever causes they adopt, they exemplify the principles of their alignment. In their actions and their capabilities, they add another concrete dimension to alignment in the D&D world.



**Daily Life:** The kinds of activities that appeal to incarnates depend largely on their alignment. Good incarnates spend their time helping others in large or small ways, while evil incarnates are interested in helping themselves—and hurting others along the way. Lawful incarnates work to promote order and gravitate toward ordered cities in lawful societies, while chaotic incarnates promote freedom and even anarchy, preferring small communities or even solitary lifestyles.

**Notables:** Incarnates of each alignment have particular exemplars and heroes they hold up as the ideals of their kind. Revered by evil incarnates and reviled by good ones (as well as a significant number of law and chaos incarnates), Murthien the Soul-Render is a legendary figure of evil, known for storming the Bastion of Unborn Souls at the head of a legion of necrocarum zombies in an attempt to steal the energy of preincarnate souls for his own wicked ends. Some accounts relate that Murthien began his career as a good incarnate, but in a spectacular fall became an evil incarnate whose wickedness was unmatched.

Davi the Trickster is a near-mythological chaos incarnate who figures prominently in rilkan romances. Phanallashtam the Lawbringer, a law incarnate of ancient times, is commonly recognized as the author of one of the first and most important early legal codes. Nidoka the North Star is a good incarnate of more recent memory, whose fame as a champion of good and a fierce opponent of evil has spread far from her remote homeland.

It is possible that incarnum is a relatively new discovery in your campaign world. In that case, these notable incarnates might be modern figures, or their stories might originate on another plane or world where incarnum is more common.

**Organizations:** The size and importance of incarnate organizations depends largely on the role incarnum itself plays in your campaign. If the use of incarnum is a recent development, there might not yet be any organizations in place to support those few individuals who experiment with its capabilities. Even if incarnum has been around for a long time, it might be a tradition passed from mentor to pupil in a small but unbroken line from the ancient past.

If incarnates do gather into organizations in your campaign, their nature—as with all things involving incarnates—depends on their alignment. Few, if any, organizations exist that draw their membership from all four alignments of incarnate. Rather, incarnates of each alignment group with others who share their outlook, avoiding or actively opposing incarnates of other alignments.

Law incarnates are the most likely to form associations. Even if their overall numbers are few in the world, scattered law incarnates find ways to join forces to contribute to the advancement of law and order. Both evil and chaos incarnates are more likely to work independently, while good incarnates lie between these two extremes.

More often than they form organizations of their own, incarnates join other organizations that share their alignment and overall goals. Incarnates affiliate themselves with churches that share their alignment; some join knightly orders, arcane colleges, and even guilds of thieves or assassins in order to advance their causes.

## NPC Reactions

People who have strong feelings about alignment have strong feelings about incarnates—being friendly or helpful toward incarnates who share their alignment and unfriendly or hostile to those who oppose it. This category includes clerics and other devoutly religious followers of deities with non-neutral alignments, paladins and blackguards, soulborns, and members of races and other creatures with well-defined alignment tendencies.

The majority of humans and halflings, at least, tend toward neutral alignments largely by virtue of simply not feeling strongly enough about alignment to take sides. These people are indifferent toward incarnates as well—although some have unfriendly feelings toward anyone who champions an alignment extreme.

## INCARNATE LORE

Characters with Knowledge (arcana) or Knowledge (the planes) can research incarnates to learn more about them. Bardic knowledge reveals the same information.

**DC 10:** Incarnates embody the principles of the four alignments—chaos, evil, good, and law. They draw magical power from a mysterious soul-energy called incarnum.

**DC 15:** Incarnates take this soul-energy and shape it into objects almost like magic items. Their strengths and powers depend on their alignment: chaos incarnates move quickly and use ranged attacks, lawful ones hit hard in melee. Evil incarnates will rip you to shreds, while good ones focus on protection.

**DC 20:** Incarnates shape incarnum into soulmelds. Though the soulmelds themselves are relatively stable and long lasting, incarnates can quickly shift power among their different soulmelds. Their soulmelds grow more powerful when bound to the power centers of the body, which they call chakras.

**DC 30:** Information about notable incarnates, drawn from the section above.

## INCARNATES IN THE GAME

The incarnate class is the backbone of the new rules system presented in *Magic of Incarnum*. Chapter 8: Incarnum Campaigns presents extensive advice about how to work incarnum into an ongoing or new campaign, and that advice applies directly to the incarnate class.

A player with an incarnate character will be happiest if the other members of the party have a similar alignment, if he has ample opportunity to use his soulmelds and incarnum radiance, and if he at least occasionally encounters NPC opponents and monsters that wield incarnum or use incarnum-related magic items. In other words, while it is certainly possible for a player to make and play an incarnate while no one else at the gaming table even owns a copy of this book, the most satisfying play experience comes from a campaign where incarnum makes a more extensive appearance.

**Adaptation:** It could be possible to create a variant meldshaping class based on the incarnate but without the incarnate's rigid focus on alignment. By deleting alignment-focused abilities (aura, *detect opposition*) and removing restrictions on shaping soulmelds that do not match the character's alignment, then replacing the incarnate radiance ability with a different class feature, you would create a more generalized meldshaper.

**Encounters:** An encounter with an NPC incarnate, friend or foe, could be an adventuring party's first brush with the magic of incarnum. If this is the case, the DM should be sure to play up the strange and mysterious nature of the power this character wields. Describe the character's soulmelds carefully, choosing evocative adjectives based on the tone you want to set for the encounter—they might seem “ghostly,” “radiant,” or “ethereal,” for example, depending on whether you want the incarnate to seem sinister, exalted, or mysterious.

## SOULBORN

*“I am strong. Incarnum makes me stronger.”*

—Thiera Donassik, azurin soulborn

As a soulborn, you use incarnum to enhance your natural combat ability. You can also share the power of incarnum with your allies, making you a valuable member of any adventuring group. You have the ability to shape soulmelds, though you have less meldshaping power than an incarnate or totemist.

### MAKING A SOULBORN

As a soulborn, you serve an adventuring party as a strong melee combatant. Your soulmelds and related abilities serve to enhance your performance in battle without distracting you from striking at an opponent just about every round of combat.

**Abilities:** Soulborns rely heavily on Strength and Constitution because of their usefulness in combat. Constitution is also crucial for the soulborn's meldshaping ability. Charisma contributes to the soulborn's smite opposition class feature.

**Races:** Any race that traditionally emphasizes combat and physical prowess could include soulborns, including dwarves, half-orcs, and especially humans. Of the new races presented in this book, azurins are drawn most strongly to the life of the soulborn, and some rilkans also find themselves suited for the class. Among savage humanoid races that have any knowledge of incarnum, soulborns are far more common than other soulmeld classes. Such groups are known to include tribes of lizardfolk, gnolls, and hobgoblins.

**Alignment:** Soulborns are polarized in their alignments, hewing to strong convictions of morality and ethics. As such, they can only be lawful good, chaotic good, lawful evil, or chaotic evil.

**Starting Gold:** 6d4×10 (150 gp).

**Starting Age:** As paladin.

### CLASS FEATURES

The soulborn combines strong combat abilities with a limited ability to manipulate incarnum. She can also enhance her allies' prowess, making her a good battlefield leader.

**Weapon and Armor Proficiency:** Soulborns are proficient with all simple and martial weapons, with light, medium, and heavy armor, and with shields (except tower shields).

**Aura (Ex):** As a soulborn, you have a particularly powerful aura corresponding to your alignment (see the *detect evil* spell for details).

**Smite Opposition (Su):** Once per day you can channel the power of your incarnum-fueled convictions to attempt to smite a foe with a melee attack. You add your Charisma bonus (if any) to your attack roll and deal 1 extra point of damage per soulborn level. These bonuses apply only against creatures whose alignment opposes at least one component

TABLE 2–3: THE SOULBORN

HIT DIE: d10

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Meldshaping		
						Soulmelds	Essentia	Chakra Binds
1st	+1	+2	+0	+0	Aura, smite opposition 1/day	0	0	0
2nd	+2	+3	+0	+0	Incarnum defense	0	0	0
3rd	+3	+3	+1	+1	Bonus feat	0	0	0
4th	+4	+4	+1	+1		1	0	0
5th	+5	+4	+1	+1	Smite opposition 2/day	1	0	0
6th	+6/+1	+5	+2	+2		1	1	0
7th	+7/+2	+5	+2	+2	Bonus feat	1	1	0
8th	+8/+3	+6	+2	+2	Chakra binds (crown, feet, hands)	2	2	1
9th	+9/+4	+6	+3	+3	Share incarnum defense 1/day	2	2	1
10th	+10/+5	+7	+3	+3	Smite opposition 3/day	2	3	1
11th	+11/+6/+1	+7	+3	+3	Bonus feat	2	3	1
12th	+12/+7/+2	+8	+4	+4		3	4	1
13th	+13/+8/+3	+8	+4	+4	Share incarnum defense 2/day	3	4	1
14th	+14/+9/+4	+9	+4	+4	Chakra binds (arms, brow, shoulders)	3	5	2
15th	+15/+10/+5	+9	+5	+5	Smite opposition 4/day	3	5	2
16th	+16/+11/+6/+1	+10	+5	+5		4	6	2
17th	+17/+12/+7/+2	+10	+5	+5	Share incarnum defense 3/day	4	7	2
18th	+18/+13/+8/+3	+11	+6	+6	Chakra binds (throat, waist)	4	8	3
19th	+19/+14/+9/+4	+11	+6	+6	Timeless body	4	9	3
20th	+20/+15/+10/+5	+12	+6	+6	Smite opposition 5/day	5	10	3

**Class Skills (2 + Int modifier per level, x4 at 1st level):** Climb, Concentration, Profession, Ride, Spellcraft, Swim.

A lawful good soulborn adds Diplomacy to the soulborn class skills listed above. A chaotic good soulborn adds Gather Information to the list. A lawful evil soulborn adds Bluff to the list, and a chaotic evil soulborn adds Intimidate to the list.

of yours—a lawful good soulborn smites chaotic and evil foes (any creature whose alignment includes either chaos or evil), while a chaotic good soulborn smites lawful and evil foes. If you accidentally smite a creature of the wrong alignment, the smite has no effect, but the ability is still used up for that day.

At 5th level and every five levels thereafter, you can smite opposition one additional time per day to a maximum of five times per day at 20th level.

**Incarnum Defense (Su):** Your incarnum-fused soul dramatically affects your body and mind. At 2nd level, this manifests as a visible change in your appearance, as well as a particular immunity. The appearance and effects of this fusion depend on your alignment:

*Lawful Good:* Your eyes become orbs of solid gold in color, with no visible pupil or iris. You gain immunity to fear.

*Chaotic Good:* Your irises turn emerald green. You gain immunity to paralysis.

*Lawful Evil:* Your pupils display an unholy red hue. You gain immunity to exhaustion (effects that would cause exhaustion render you fatigued instead).

*Chaotic Evil:* Your eyes become solid orbs of shadowy blackness, with no visible pupil or iris. You gain immunity to any penalty, damage, or drain to your Strength.

**Bonus Feat:** At 3rd, 7th, and 11th levels, you gain a bonus incarnum feat (see Chapter 3) for which you meet the prerequisites.

**Meldshaping:** Beginning at 4th level, a soulborn gains a limited ability to shape soulmelds, which are drawn from the soulborn soulmeld list (page 56). You know and can shape any soulmeld from this list (but see Aligned Soulmelds, below).

The Difficulty Class for a saving throw against a soulborn soulmeld is 10 + number of points of essentia invested in the soulmeld + your Constitution modifier. Your meldshaper level is equal to one-half your soulborn level.

A soulborn can shape only a certain number of soulmelds per day. Your base daily allotment is given on Table 2–3: The Soulborn. The maximum number of soulmelds that you can have shaped simultaneously is equal to your Constitution score minus 10 or the number of soulmelds on the table, whichever is lower. At 4th level, you can shape one soulmeld at a time (assuming you have a Constitution score of at least 11). As you advance in level, you can shape an increasing number of soulmelds.

At 6th level, you gain access to your personal pool of essentia, which can be invested into your soulmelds to increase their power. Your essentia pool's size is shown on Table 2–3: The Soulborn. Your character level, as noted on Table 2–1: Essentia Capacity, determines the maximum quantity of essentia that you can invest in any single soulmeld. As a swift action, you can reallocate your essentia investments in your soulmelds every round (see Essentia, page 50).

A soulborn does not study or prepare soulmelds in advance, but must have a good night's rest and must meditate for 1 hour to shape her soulmelds for the day (see Shaping Soulmelds, page 49).

**Aligned Soulmelds:** You cannot shape soulmelds with an alignment descriptor that does not match your own. For example, if you are a chaotic good soulborn, you cannot shape soulmelds with the lawful or evil descriptors.

**Chakra Binds:** Beginning at 8th level, you can bind your soulmelds to your chakras, granting you new powers based on the soulmeld and the chakra chosen. Binding a soulmeld to a chakra closes the body slot associated with that chakra (see Chakras, page 50), so that you cannot also benefit from a magic item worn on the body slot associated with that chakra.

The number of chakra binds that you can have active at any one time depends on your level (see the Chakra Binds column on Table 2–3: The Soulborn). At 8th level, you can bind soulmelds to your crown, feet, or hands chakras. At 14th level, you can bind soulmelds to your arms, brow, and shoulders chakras. At 18th level, you can bind soulmelds to your throat or waist chakras. You never gain the ability to bind a soulmeld to your heart or soul chakras.

For more information on chakra binds, see page 51.

**Share Incarnum Defense (Su):** Starting at 9th level, once per day you can share your incarnum defense ability with a single ally, providing that character with the same immunity that you enjoy. This requires you to touch the ally to be affected (a standard action). No component of the



Zenya, an azurin soulborn

ally's alignment may be opposed to yours; for example, a lawful good soulborn can affect creatures of lawful good, neutral good, lawful neutral, or neutral alignment, but cannot share the incarnum defense with a chaotic or evil ally. The effect lasts for a number of rounds equal to 3 + your Charisma modifier.

You can use this ability one additional time per day for every four levels gained above 9th (2/day at 13th level and 3/day at 17th). You can never use this ability on more than one ally at a time; sharing your incarnum defense with a second ally automatically ends the effect on the first.

**Timeless Body (Ex):** Upon attaining 19th level, the presence of incarnum within your body becomes so prevalent that your aging process changes dramatically. You no longer take penalties to your ability scores and cannot be magically aged. Any such penalties that you have already taken, however, remain in place. Bonuses still accrue, penalties continue to apply, and you still die of old age when your time is up.

## Ex-Soulborns

If you change alignment, you lose most of your class abilities unless your new alignment is compatible with the soulborn class. If it is not, you lose your aura, smite opposition, incarnum defense, and meldshaping abilities. You may not progress any further in levels as a soulborn. You regain all your abilities and advancement potential if you return to your previous alignment and receive an *atonement* spell. If your alignment shift still qualifies you for the class—a change from lawful evil to lawful good, for example—you retain your soulborn levels and your class features change to match your new alignment.

## PLAYING A SOULBORN

Soulborns view adventures from a military perspective and refer to them as “missions” or “assaults.” An adventure is a combat exercise, an opportunity to put your prowess to the test against new foes. You might have a variety of reasons to adventure, whether the mercenary craving for gold or a desire to protect a community from marauders.

**Religion:** Soulborns are drawn to the same deities as fighters: Heironeous, Kord, Hextor, or Erythnul. Although St. Cuthbert is popular among fighters, he is less favored by soulborns because of his lawful neutral alignment. Many soulborns have no religious ties at all, viewing their power as something from outside the realm of divine control.

**Other Classes:** Soulborns particularly enjoy the company of other martial characters, particularly fighters and barbarians. Most soulborns are concerned enough with strategy that they seek out companions whose strengths complement their own—they appreciate the contributions that characters of other classes make to the success of an adventuring party. They can work well with similarly aligned incarnates, though heated debates as to the particular ethics or morality of a situation can come about between incarnum-wielding characters of similar but not necessarily identical alignments.

**Combat:** A soulborn's place is at the front of the party, wading into melee combat with your enemies. You are most at home when engaging foes of the opposite alignment, allowing you to bring your smiting ability to bear.

At 4th level, when you start shaping soulmelds, you suddenly have a wider variety of options before you—but all

these options fundamentally serve to improve what you're already good at, which is combat. Meldshaping is just one more weapon in your arsenal for you to wield against your enemies. You might like to wade into combat girded with *armguards of disruption*, or use *thunderstep boots* to bolster your attacks. You might instead use your soulmelds for personal defense, shaping a *flame cincture* and *impulse boots*.

Every aspect of combat is receptive to improvement, so choosing your soulmelds is really a question of resource management: How can you best use the few soulmelds you can shape to maximize your strengths and minimize your weaknesses? You can use soulmelds such as *fearsome mask* and *hunter's circlet* to improve skills that are already strong, or *lucky dice* and a *crystal helm* to bolster weaker saving throws.

**Advancement:** Most soulborns come from military backgrounds. You might have been a soldier who stumbled upon incarnum by accident and uncovered its secrets by trial and error. You might be a noble warrior whose skill at arms earned you indoctrination into a royal order of soulborns, where a superior officer trained you in the use of incarnum. Perhaps you undertook a great quest to learn the ways of a soulborn from a mysterious master in some remote region. However you came to this class, you pursue it with single-minded devotion, spending most of your free time in studying the ways that incarnum can shape the world to your advantage in combat.

Though your meldshaping ability is a secondary feature, your choice of soulmelds each day has a significant impact on your character's capabilities. As a combat-oriented character, select feats that enhance your preferred style of battle, such as Power Attack or Dodge. General combat feats such as Weapon Focus and Improved Critical are also appropriate for your character. Picking up a couple of incarnum feats can improve your meldshaping ability, your combat prowess, or both.

## AZURIN SOULBORN STARTING PACKAGE

**Armor:** Scale mail (+4 AC, armor check penalty –4, speed 20 ft., 30 lb.).

Heavy wooden shield (+2 AC, armor check penalty –2, 10 lb.).

**Weapons:** Longsword (1d8, crit 19–20/x2, 4 lb., one-handed, slashing).

Shortbow (1d6, crit x3, range inc. 60 ft., 2 lb., piercing).

**Skill Selection:** Pick a number of skills equal to 2 + Int modifier.

Skill	Ranks	Ability	Armor Check Penalty
Spellcraft	4	Int	—
Knowledge (the planes)	4	Int	—
Diplomacy (if LG)	4	Cha	—
Gather Information (if CG)	4	Cha	—
Bluff (if LE)	4	Cha	—
Intimidate (if CE)	4	Cha	—
Climb	4	Str	–6
Jump	4	Str	–6
Ride	4	Dex	—
Swim	4	Str	–12
Listen (cc)	2	Wis	—

**Feat:** Weapon Focus (longsword).

**Bonus Feat:** Improved Initiative.

**Gear:** Backpack with waterskin, one day's trail rations, bedroll, sack, flint and steel. Hooded lantern, three pints of oil. Quiver with 20 arrows.

**Gold:** 6d4 gp.

## SOULBORNS IN THE WORLD

*"When it comes to smiting evil, Thiera and I understand each other. But when she starts talking about her chakra binds, I just smile and nod."*

—Alhadra, human paladin

Soulborns seem to exist to do battle, like eternal crusaders against the alignment forces that oppose their own. If incarnates exemplify the principles of their alignments, soulborns hammer principles of two alignments together and hone them into a keen-edged blade—then use that blade to smite the opposing alignments. Soulborns are the paladins and blackguards of the incarnum world, stripped of religious trappings and whittled down to the combat essentials.

**Daily Life:** Many soulborns, even those of chaotic alignment, live the rigidly disciplined lives of soldiers, honing their martial skills through regular practice and moderation in all things. Others rely on innate strength and the practice of regular action in combat, spending the intervals between battles in drinking and debauchery.

**Notables:** Odravan the Red is a legendary soulborn, a war hero who began his career as a mercenary soldier, rose to command his company, then took command of a military battalion and rose to rule a large kingdom. Soulborns of all alignments point to Odravan as an example of what can be attained through dedication to the martial way of life. In contemporary times, the well-known soulborns include Ghereff vin Callar, who held the walled city of Mordant against the hordes of the Lich Lord Angkath, and Lidyae the Occluded, who gained notoriety as a driving force behind those undead hordes.

**Organizations:** Soulborns do not form their own society, but naturally gravitate toward other organizations that welcome characters with their martial skills and inclinations. Such groups include the churches of deities of war (Heironeous, Hextor, Erythnul, and, to a lesser extent, Kord), as well as mercenary companies, military units, knightly orders, and even gladiatorial schools.

## NPC Reactions

Depending on one's perspective, a soulborn is either a heroic defender of one's community or a threat—actual or potential—to that community. A soulborn defending a city is a hero to the people of that city. A soulborn leading an army to the gates of that city is quite the opposite. A mercenary soulborn between campaigns could be either—or just another annoying drunk at the local tavern.

In general, NPCs greet soulborns with indifferent reactions unless they have reason to feel differently. As with incarnates, people who feel strongly about their own alignment greet soulborns of a similar alignment with warmer reactions and those of an opposed alignment more coldly.

## SOULBORN LORE

Characters with Knowledge (arcana) or Knowledge (the planes) can research soulborns to learn more about them.

**DC 10:** Soulborns are a bit like paladins, but they're not all lawful good. And instead of divine magic, they draw magical power from a mysterious soul-energy called incarnum.

**DC 15:** Soulborns use this soul-energy to hone their skills in combat. It gives them some protection, lets them smite their foes, and turns their eyes strange colors. Some of them can also shape incarnum into objects almost like magic items.

**DC 20:** Soulborns are dedicated to alignment extremes—lawful good, chaotic good, lawful evil, or chaotic evil—and they can smite creatures of opposing alignment. At higher levels, they can shape incarnum into soulmelds, which grow more powerful when bound to the power centers of the body. They also learn to share their protective powers with their allies.

**DC 30:** Information about notable soulborns, drawn from the section above.

## SOULBORNS IN THE GAME

If you use incarnum in your campaign, soulborns are an important part of the system—though not as central as incarnates. It is certainly possible to revise the history of your campaign world so that important paladins and blackguards have actually always been soulborns, but it is equally possible to stipulate that soulborns are a new arrival in the world. Chapter 8: Incarnum Campaigns offers more concrete suggestions for incorporating all things relating to incarnum into an ongoing campaign.

In some ways, soulborns are trickier to manage in a campaign than incarnates. A player with an incarnate character will always feel like he's using the new system presented in this book—he brings plenty of his own incarnum to the table. A player with a soulborn character could feel like he might as well have played a paladin or even a fighter, particularly at lower levels, unless the rest of the campaign has plenty of incarnum-wielding NPCs, monsters, and other elements involved.

**Adaptation:** Soulborns could be recast as amoral soldiers of incarnum, wielding their powers in the service of whatever martial cause claims their allegiance. In this model, the class's smite opposition feature would become a simple smite ability, similar to the granted power of the Destruction cleric domain; soulborns might literally become simply champions of destruction. They need not be evil, but they would certainly have a more sinister cast to them than the current class does, which might require some fundamental changes to the nature of incarnum as presented in this book.

**Encounters:** It is best to introduce NPC soulborns after an adventuring party has already had a brush with at least one incarnate—incarnates are stronger examples of the variety of powerful capabilities that incarnum makes possible. On the other hand, the PCs might encounter one or more soulborns who are simply agents of a powerful incarnate, giving them a slight taste of incarnum's powers before unleashing the more powerful soulmelds of the incarnate.

# TOTEMIST

*“Power walks the earth in many forms, but it is the great beast lords that are most willing to share their power with us.”*

—Quarranal Rhiannavar, duskling totemist

A mask representing a basilisk, a mantle of the displacer beast, boots of the landshark—these are the hallmarks of the totemist. You channel the soul energy of magical beasts to make your soulmelds and claim them as your totems to acquire a share in their power.

## Making a Totemist

As a totemist, you have close ties to nature similar to those of a druid or ranger, but your power is drawn from incarnum rather than divine magic. Your soulmelds primarily serve to give you new capabilities in combat, mostly new melee attack forms. Several soulmelds increase your defenses and a few improve your ranged attacks, but in general you belong in the front lines of combat, slashing your opponents with displacer beast tentacles before teleporting away like a blink dog.

**Abilities:** Like all meldshapers, your Constitution score determines how many soulmelds you can have shaped at once; it also sets the saving throw DC for your soulmelds that allow saves. A high Constitution score also increases your hit points, which is important in combat. Since you are likely to engage in melee frequently, a high Strength score is important to improve your attacks, while a high Dexterity increases your Armor Class.

**Races:** Within all races, the groups most likely to produce totemists are those with relatively close ties to nature, who live by hunting and gathering or slash-and-burn farming rather than extensive agriculture. Duskings are often totemists. Wood and wild elves also have a strong totemist tradition,

and some groups of humans produce totemists as well. Only the wildest groups of halflings and gnomes include totemists, and this class is virtually unknown among dwarves. Half-orcs and members of the savage humanoid races are occasionally totemists as well.

**Alignment:** Totemists can be of any alignment. Many gravitate toward neutrality like the magical beasts they revere, while others adopt more extreme alignments—the lawful good of blink dogs and lammasus, the chaotic good of pegasi and unicorns, the lawful evil of displacer beasts, or the chaotic evil of chimeras and lamias.

**Starting Gold:** 2d4×10 gp (50 gp).

**Starting Age:** As druid.

## Class Features

Like the incarnate, your primary class ability is meldshaping. You have your own distinct soulmeld list, however, and the ability to bind soulmelds to a unique chakra—your totem chakra. You gain special abilities related to your totem chakra, particularly the ability to quickly switch which soulmeld is bound to it.

**Weapon and Armor Proficiency:** You are proficient with all simple weapons, with light armor, and with shields (except tower shields).

**Meldshaping:** A totemist’s primary ability is shaping incarnum soulmelds, which are drawn from the totemist soulmeld list (page 58). You know and can shape any soulmeld from this list. Unlike the aligned forces of an incarnate’s melds, your soulmelds channel the bestial spirits of nature.

The Difficulty Class for a saving throw against a totemist soulmeld is 10 + number of points of essentia invested in the soulmeld + your Constitution modifier. Your meldshaper level is equal to your totemist level.

A totemist can shape only a certain number of soulmelds per day. Your base daily allotment is given on Table 2–4:

TABLE 2–4: THE TOTEMIST

HIT DIE: d8

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Meldshaping		
						Soulmelds	Essentia	Chakra Binds
1st	+0	+2	+2	+0	Wild empathy, illiteracy	2	1	0
2nd	+1	+3	+3	+0	Totem chakra bind (+1 capacity)	3	2	1
3rd	+2	+3	+3	+1	Totem’s protection	3	2	1
4th	+3	+4	+4	+1		4	3	1
5th	+3	+4	+4	+1	Chakra binds (crown, feet, hands)	4	3	1
6th	+4	+5	+5	+2	Totem chakra bind (+1 meldshaper level)	4	4	2
7th	+5	+5	+5	+2		5	5	2
8th	+6/+1	+6	+6	+2	Rebind totem soulmeld 1/day	5	5	2
9th	+6/+1	+6	+6	+3	Chakra binds (arms, brow, shoulders)	5	6	2
10th	+7/+2	+7	+7	+3		6	7	3
11th	+8/+3	+7	+7	+3	Totem chakra bind (double bind)	6	8	3
12th	+9/+4	+8	+8	+4	Rebind totem soulmeld 2/day	6	9	3
13th	+9/+4	+8	+8	+4		7	10	3
14th	+10/+5	+9	+9	+4	Chakra binds (throat, waist)	7	11	4
15th	+11/+6/+1	+9	+9	+5	Totem chakra bind (+2 capacity)	7	12	4
16th	+12/+7/+2	+10	+10	+5	Rebind totem soulmeld 3/day	8	13	4
17th	+12/+7/+2	+10	+10	+5	Chakra bind (heart)	8	14	4
18th	+13/+8/+3	+11	+11	+6		8	16	5
19th	+14/+9/+4	+11	+11	+6		9	18	5
20th	+15/+10/+5	+12	+12	+6	Totem embodiment, rebind totem soulmeld 4/day	9	20	5

**Class Skills (4 + Int modifier per level, ×4 at 1st level):** Concentration, Craft, Handle Animal, Knowledge (arcana), Knowledge (nature), Knowledge (the planes), Listen, Profession, Ride, Spellcraft, Spot, Survival, Swim.

The Totemist. The maximum number of soulmelds that you can have shaped simultaneously is equal to your Constitution score minus 10 or the number of soulmelds on the table, whichever is lower. At 1st level, you can shape two soulmelds at a time (assuming you have a Constitution score of at least 12). As you advance in level, you can shape an increasing number of soulmelds.

At 1st level, you also gain access to your personal pool of *essentia*, which can be invested into your soulmelds to increase their power. Your *essentia* pool's size is shown on Table 2-4: The Totemist. Your character level, as noted on Table 2-1: *Essentia Capacity*, determines the maximum quantity of *essentia* that you can invest in any single soulmeld. As a swift action, you can reallocate your *essentia* investments in your soulmelds every round (see *Essentia*, page 50).

A totemist does not study or prepare soulmelds in advance, but must have a good night's rest and must meditate for 1 hour to shape his soulmelds for the day (see *Shaping Soulmelds*, page 49).

**Chakra Binds:** Beginning at 2nd level, you can bind your soulmelds to your chakras, granting you new powers based on the soulmeld and the chakra chosen. Binding a soulmeld to a chakra closes the body slot associated with that chakra (see *Chakras*, page 50), so that you cannot also benefit from a magic item worn on the body slot associated with that chakra.

The number of chakra binds that you can have active at any one time depends on your level (see the *Chakra Binds* column on Table 2-4: The Totemist). At 2nd level, you can bind a soulmeld to your totem chakra (see below). Beginning at 5th level, you can bind soulmelds to your crown, feet, or hands chakras. At 9th level, you can bind soulmelds to your arms, brow, or shoulders chakras. At 14th level, you can bind soulmelds to your throat or waist chakras. At 17th level, you can bind a soulmeld to your heart chakra. You never gain the ability to bind a soulmeld to your soul chakra.

For more information on chakra binds, see page 51.

**Totem Chakra Bind:** At 2nd level, you gain access to a unique chakra: the totem chakra. This chakra is not associated with any location on the body, but rather represents your connection to the wild soul energy of nature, embodied in the magical beasts of the world. When you bind a soulmeld to your totem chakra, you take on characteristics of the creature represented by the meld—usually involving a limited physical transformation. Since the totem chakra doesn't match a body location, binding a soulmeld to this chakra doesn't restrict your use of magic items that take up a body location.

Any soulmeld bound to your totem chakra has an *essentia* capacity 1 higher than the normal capacity for your soulmelds. For example, a 2nd-level totemist can invest up to 2 points of *essentia* in any soulmeld bound to his totem chakra bind (rather than the normal limit of 1 points of *essentia*). At 15th level, the capacity of any soulmeld bound to your totem chakra increases by an additional point (meaning that a 15th-level totemist could invest up to 5 points of *essentia* in that soulmeld).

At 6th level, the effective meldshaper level of a soulmeld you have bound to your totem chakra is equal to your actual meldshaper level +1. The primary effect of this benefit is to make that soulmeld harder to unshape.

At 11th level, you gain the ability to bind a single soulmeld to your totem chakra and to another chakra at the same time. You gain the special benefits of both chakra binds.

**Wild Empathy (Ex):** As the druid class ability; see page 35 of the *Player's Handbook*. You gain a +4 bonus on wild empathy checks made to influence the reactions of magical beasts of the same kind as the beast associated with the soulmeld bound to your totem chakra. Thus, if you have a *basilisk mask* bound to your totem chakra, you gain the bonus on checks made to influence basilisks.

**Illiteracy:** Like barbarians, totemists do not begin the game knowing how to read and write. You can spend 2 skill points to gain the ability to read and write all languages you are able to speak.

If you gain a level in any other class (except barbarian), you automatically gain literacy. A barbarian who gains a totemist level remains illiterate. Any other character who gains a totemist level does not lose the literacy he or she already had.

**Totem's Protection (Ex):** At 3rd level, you gain a +4 bonus on saving throws against the supernatural abilities of magical beasts.

**Rebind Totem Soulmeld (Su):** As your link to your totem chakra strengthens, you learn to shift the ties that bind your soulmelds. Starting at 8th level, once per day you can unbind a soulmeld from your totem chakra and bind a different meld to that chakra, as long as the new meld is one you already have shaped. This requires a full-round action and provokes attacks of opportunity.

You can use this ability one additional time for every four levels gained above 8th (2/day at 12th level, 3/day at 16th, and 4/day at 20th).

**Totem Embodiment (Su):** At 20th level, you gain the ability to temporarily link your body and soul to your totem chakra. This greatly enhances the power of *essentia* invested in soulmelds bound to that chakra. For the duration of this ability, your normal *essentia* capacity of any soulmeld bound to your totem chakra is doubled. Every point of *essentia* invested in a soulmeld bound to your totem chakra counts as 2 points of *essentia*.

Activating this ability is a free action that does not provoke attacks of opportunity. It can be used once per day and lasts for a number of minutes equal to your Constitution bonus (minimum 1).

## PLAYING A TOTEMIST

As a totemist, you most likely come from a culture that might be considered primitive by other peoples. You spent at least the early years of your life far more concerned with finding food and shelter than with formal education. You probably still think of the most basic needs before less essential desires, such as gaining treasure or taking revenge. Those are luxuries. It might be a personal goal of yours to reach a position in your life where you can afford luxuries, but in the meantime you function at a more basic level.

What are you doing in the towns and cities of civilized society? What has brought you from your home in the wilderness regions of the world? Why have you chosen to keep company with adventurers, and why these particular companions? Answering these questions will give an important handle on your character. Perhaps you have been

banished from your people and taken up a life of adventure because it is the only way you can come close to fitting in to civilized society. Perhaps your elders sent you on a quest and you hope your adventuring companions can help you accomplish it.

**Religion:** Most totemists worship the spirits of magical beasts, invoking them through prayers even as they bind their power into their soulmelds. A few have adopted the worship of Obad-Hai or a similar nature deity, believing that he has authority over all nature spirits. A handful of others worship Kord or Erythnul because their people revere these gods.

**Other Classes:** Totemists relate well to barbarians and, to a somewhat lesser extent, to druids. In general, they gladly accept the company of any character who accepts them, rarely making quick judgments of any individual based on class. Incarnates and soulborns recognize that the techniques of totemists are related to their own, but vary in their responses to totemists. Incarnates in particular look down on totemists as savages who don't understand the correct use of incarnum, but most other meldshapers are intrigued by the uses to which totemists put incarnum and eagerly discuss their different thoughts and techniques.

**Combat:** Standing strictly on the basics (Hit Die, attack bonus, weapon and armor proficiency), you're a fair melee combatant comparable to a cleric. Your soulmelds expand your combat capabilities, however, making a position in the front lines of battle even more viable. You have a good mix of attack-enhancing soulmelds and those more focused on defense. With the right soulmelds in place, you can attack effectively without a weapon and stand up in melee without armor.

You also have a wide variety of special abilities to choose from. Do you want to roar like a dragonne, spit acid like an ankheg, trill like a frost worm, scare your enemies like a krenshar, petrify them like a basilisk, or grapple them like a girallon? Do you want to blink like a blink dog, be displaced like a displacer beast, phase like a phase spider, or fly like a pegasus? The special attacks and defenses you choose should give you plenty to do in any combat while ideally complementing the capabilities of your allies.

**Advancement:** Most totemists declare that they did not choose their career—it chose them. You might have had a momentous encounter with a magical beast in the wild in your youth, one that left you close to death or simply feeling called. It might have been your community that recognized something in you and thrust the role of a totemist on you. Your initial training in the class probably consisted of a long period spent alone in the wilderness, fasting and communing with nature spirits to learn their secrets and invoke their blessings. After emerging from that retreat, you learned to form incarnum into your soulmelds.

Like the incarnate, you have a large variety of options available to you in your soulmelds. You have access to a long list of soulmelds from the start of your career. Some totemists identify strongly with a specific magical beast and prefer to bind a related soulmeld to their soul chakra, or they focus on a small number of soulmelds they frequently bind to that chakra. Others prefer to remain completely flexible in their soulmeld choices, using the rapid rebinding ability to quickly bind different soulmelds to their totem chakras.



*Quarranal Rhiannavar, a dusklings totemist*

## DUSKLING TOTEMIST STARTING PACKAGE

**Armor:** Studded leather (+3 AC, armor check penalty -1, speed 30 ft., 20 lb.).

Heavy wooden shield (+2 AC, armor check penalty -2, 10 lb.).

**Weapons:** Shortspear (1d6, crit x2, range inc. 20 ft., 3 lb., one-handed, piercing).

Light crossbow (1d8, crit 19-20/x2, range inc. 80 ft., 4 lb., piercing).

**Skill Selection:** Pick a number of skills equal to 4 + Int modifier.

Skill	Ranks	Ability	Armor Check Penalty
Spellcraft	4	Int	—
Survival	4	Wis	—
Spot	4	Wis	—
Listen	4	Wis	—
Knowledge (nature)	4	Int	—
Knowledge (the planes)	4	Int	—
Swim	4	Str	-6
Ride	4	Dex	—



**Feat:** Alertness.

**Gear:** Backpack with waterskin, one day's trail rations, bedroll, sack, flint and steel. 3 torches. Case with 10 crossbow bolts.

**Gold:** 1d6 gp.

## TOTEMISTS IN THE WORLD

*"Quarranal has the fury of a worg and the cunning of a blink dog."*  
—Vadania, half-elf druid

In the real world, people of different cultures esteem animals as exemplars of qualities that they seek to emulate. The totemist is an extension of this principle into the D&D universe: similar to animals but more powerful, magical beasts are a natural choice for totems. Totemists use incarnum to channel the power they see embodied in magical beasts and claim it for their own.

**Daily Life:** In their native lands, totemists serve as spiritual leaders for their people, mediating between the mundane world and the spirit world of totem beasts. They are also war leaders, embodying the strength and power of magical beasts in the forefront of raiding parties and armies. They are part of two worlds, the material world and the spirit realm, and fully belong to neither. They live as outsiders even in the midst of their communities.

**Notables:** Totemists appear here and there in the legends of different peoples as folk heroes. The legendary duskling Tavannath Durimarrasha is sometimes called the Totem Bringer, for he is said to be the first totemist. Areil Woodwarden is a wild elf totemist of modern times, known for mobilizing the magical beasts of her forest home to repel a gnoll invasion. Gayadari the Dreamer is a human totemist from a remote land, known as a great hunter of dragons.

**Organizations:** Totemists as a rule do not form organizations. Many totemists are part of tight tribal structures in their native lands, and totemists who leave those lands are such anomalies that they rarely find compatriots to form guilds or schools. Some totemists have been known to join organizations that support druids, while others claim membership in societies that cater to foreigners in civilized lands. In general, however, totemists are loners at heart, rejecting any organization larger than an adventuring company.

## NPC Reactions

Totemists claim positions of respect (even if it is mingled with fear) among their own people and members of other societies that are familiar with their ways. A member of a culture that includes totemists has at least a friendly reaction to any totemist, even one native to a different culture. Even though they are friendly, however, such people are more likely to give concrete aid and escape the totemist's presence quickly rather than engage in casual conversation.

People whose native cultures do not have a place for totemists range from indifferent to unfriendly toward totemists, depending on their feelings about foreigners in general and

a specific totemist's own culture specifically. A lizardfolk or orc totemist is unlikely to find a warm reception in human lands, though he might be well received by wild elves who recognize his totemist status.

## TOTEMIST LORE

Characters with Knowledge (the planes) or Knowledge (nature) can research totemists to learn more about them.

**DC 10:** Totemists worship magical beasts and have some ability to mimic their powers.

**DC 15:** Totemists wield a soul-energy called incarnum, which they draw from magical beasts and shape into objects almost like magic items. They have some limited ability to change their shape to gain properties of the magical beasts they revere.

**DC 20:** Totemists shape incarnum into soulmelds that are related to various magical beasts. By claiming different soulmelds as a totem, a totemist can take on physical characteristics of different magical beasts. They can also bind soulmelds to the power centers of the body to gain different abilities.

**DC 30:** Information about notable totemists, drawn from the section above.

## TOTEMISTS IN THE GAME

Like the soulborn, the totemist is an important but not central part of the incarnum system. They are an example of how to model an existing fantasy and mythological archetype, similar to the druid and the spirit shaman (from *Complete Divine*), using incarnum rather than divine magic. You might consider revising your campaign history so that certain existing druids or spirit shamans are actually totemists instead, or you can posit that totemists are either a new arrival in the world or part of a distant culture that is only now arriving on the world stage. See Chapter 8: Incarnum Campaigns for more advice about incorporating incarnum into your campaign.

Totemists have close ties to an existing fixture of almost all D&D worlds—the magical beasts that make up common encounters in most games. For this reason, a player with a totemist can easily feel an important and meaningful part even of a campaign that otherwise makes little use of incarnum. Even if a totemist character never sees another character or creature that uses incarnum and never acquires an incarnum-based magic item, he still has a place in the world and a unique relationship to the magical beasts all around him. As a result, running a game that includes a totemist character requires little special attention.

**Adaptation:** With significant modifications or expansions, the totemist could be recast with ties to different creature types. By renaming and tweaking their melds, totemists could invoke aberrations, fey, or dragons instead of magical beasts.

**Encounters:** NPC totemists might be encountered as leaders of small bands of savage humanoids in the wilderness, serving as opponents with unusual powers to challenge the PCs.



Illustration by D. Griffith

**C**haracters who wield incarnum rely on the same fundamental skills as other D&D characters. A few skills gain new applications in association with incarnum and meldshaping.

The bulk of this chapter is devoted to new feats that characters of any class can take to gain or improve their abilities relating to incarnum and meldshaping.

The chapter finishes with racial substitution level options for the new races introduced in Chapter 1, along with racial substitution levels for existing races who wish to pursue the new classes from Chapter 2.

### SKILLS

This section covers new applications of existing skills that relate to incarnum.

Table 3–1: Skill Points per Level summarizes the skill points gained by the classes described in Chapter 2 of this book. Table 3–2: Skills, on the following page, provides a

TABLE 3–1: SKILL POINTS PER LEVEL

Class	1st-Level Skill Points <sup>1</sup>	Higher-Level Skill Points <sup>2</sup>
Incarnate	(2 + Int modifier) × 4	2 + Int modifier
Soulborn	(2 + Int modifier) × 4	2 + Int modifier
Totemist	(4 + Int modifier) × 4	4 + Int modifier

<sup>1</sup> Humans add +4 to this total at 1st level.  
<sup>2</sup> Humans add +1 each level.

complete list of all skills described in the *Player's Handbook* and indicates which skills are class skills for the classes described in Chapter 2 of this book.

### CONCENTRATION (CON)

Use this skill to avoid being distracted, such as by taking damage, while engaged in the use of incarnum-based abilities.

**Check:** You must make a Concentration check whenever you might potentially be distracted (by taking damage, by harsh weather, and so on) while engaged in some action that requires your full attention. Such actions include shaping a soulmeld or binding a soulmeld or magic item to a chakra (but not investing or reallocating essentia or activating a soulmeld's effect).

If the Concentration check succeeds, you can continue with the action as normal. If the check fails, the action automatically fails and is wasted (leaving you with soulmelds shaped and chakras bound as before the action was attempted).

See the Concentration skill description on page 70 in the *Player's Handbook* for a table that lists the various distractions that might occur.

### KNOWLEDGE (INT; TRAINED ONLY)

Questions about incarnum and soulmelds can be answered by Knowledge (arcana) or by Knowledge

TABLE 3–2: SKILLS

Skill	Incarn.	Soul.	Totem.	Untr.	Key Ability
Appraise	cc	cc	cc	Yes	Int
Balance	cc	cc	cc	Yes	Dex <sup>2</sup>
Bluff	cc	cc <sup>4</sup>	cc	Yes	Cha
Climb	cc	C	cc	Yes	Str <sup>2</sup>
Concentration <sup>1</sup>	C	C	C	Yes	Con
Craft	C	C	C	Yes	Int
Decipher Script	cc	cc	cc	No	Int
Diplomacy	cc	cc <sup>4</sup>	cc	Yes	Cha
Disable Device	cc	cc	cc	No	Int
Disguise	cc	cc	cc	Yes	Cha
Escape Artist	cc	cc	cc	Yes	Dex <sup>2</sup>
Forgery	cc	cc	cc	Yes	Int
Gather Information	cc	cc <sup>4</sup>	cc	Yes	Cha
Handle Animal	cc	C	C	No	Cha
Heal	cc	C	cc	Yes	Wis
Hide	cc	cc	cc	Yes	Dex <sup>2</sup>
Intimidate	cc	cc <sup>4</sup>	cc	Yes	Cha
Jump	cc	C	cc	Yes	Str <sup>2</sup>
Know. (arcana) <sup>1</sup>	C	C	C	No	Int
Know. (architecture)	cc	cc	cc	No	Int
Know. (dungeoneering)	cc	cc	cc	No	Int
Know. (geography)	cc	cc	cc	No	Int
Know. (history)	cc	cc	cc	No	Int
Know. (local)	cc	cc	cc	No	Int
Know. (nature)	cc	cc	C	No	Int
Know. (nobility)	cc	cc	cc	No	Int
Know. (the planes) <sup>1</sup>	C	C	C	No	Int
Know. (religion)	C	cc	cc	No	Int
Listen	cc	cc	C	Yes	Wis
Move Silently	cc	cc	cc	Yes	Dex <sup>2</sup>
Open Lock	cc	cc	cc	No	Dex
Perform	cc	cc	cc	Yes	Cha
Profession	C	C	C	No	Wis
Ride	cc	C	C	Yes	Dex
Search	cc	cc	cc	Yes	Int
Sense Motive	cc	cc	cc	Yes	Wis
Sleight of Hand	cc	cc	cc	No	Dex <sup>2</sup>
Speak Language	cc	cc	cc	No	None
Spellcraft <sup>1</sup>	C	C	C	No	Int
Spot	cc	cc	C	Yes	Wis
Survival	cc	cc	C	Yes	Wis
Swim	cc	C	C	Yes	Str <sup>2</sup>
Tumble	cc	cc	cc	No	Dex <sup>2</sup>
Use Magic Device	cc	cc	cc	No	Cha
Use Rope	cc	cc	cc	Yes	Dex

<sup>1</sup> Skill discussed in this chapter (all other skills are described in the *Player's Handbook*).

<sup>2</sup> Armor check penalty applies to checks.

<sup>3</sup> Double the normal armor check penalty applies to checks.

<sup>4</sup> Skill is a class skill for some soulborns, depending on alignment.

(the planes). Both skills cover this field of study, and thus are equally capable of answering questions regarding the mysteries of incarnum.

## SPELLCRAFT (INT; TRAINED ONLY)

You can use this skill to identify soulmelds.

Spellcraft DC	Task
20	Identify a shaped soulmeld. (You must be able to see the character wearing the soulmeld to be identified.) No action required. No retry.

## FEATS

Feats in this chapter fall into five categories: general feats, divine feats, incarnum feats, monstrous feats, and psionic feats. In addition, epic feats appear in the Appendix.

General feats appear in the *Player's Handbook* and follow the general rules for feats in that book. Divine feats, as discussed in *Complete Divine*, require an expenditure of a character's ability to turn undead to activate the feat. Monstrous feats require a creature to have a monstrous form or special abilities. Psionic feats are only available to creatures with the ability to manifest psionic powers. Incarnum feats are a new category introduced in this book.

## INCARNUM FEATS

Incarnum feats are similar to soulmelds in that they allow you to invest essentia into them, increasing their power. Unlike most other incarnum-based abilities, a character can invest essentia into each incarnum feat only once per day. Once invested, the essentia is unavailable for other purposes until 24 hours have passed.

However large your essentia pool is, you can only invest a certain amount of essentia into any one soulmeld, feat, class feature, magic item, or other incarnum receptacle. Your character level determines this essentia capacity, as shown on Table 2–1.

Incarnum feats display visual manifestations of their effect, such as a faint radiance or glow. Unless noted otherwise, these effects do not provide any actual illumination and do not affect a character's ability to hide (nor do they give away an invisible character's location).

## AZURE ENMITY [INCARNUM]

You can channel incarnum to enhance your ability to deal damage to your favored enemies. Whenever you strike a favored enemy while essentia is invested in this feat, a gleam of faint blue radiance shines forth from your eyes.

**Prerequisites:** Con 13, favored enemy class feature.

**Benefit:** Once per day, you can invest essentia into this feat. You gain an insight bonus equal to the invested essentia on Bluff, Listen, Sense Motive, Spot, and Survival checks made against all of your favored enemies. You also gain an insight bonus equal to the invested essentia on weapon damage rolls against such creatures. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of essentia.

## AZURE TALENT [INCARNUM, PSIONIC]

The soul energy of incarnum increases your mental capacity.

**Prerequisites:** Con 13, a power point reserve.

**Benefit:** Once per day, you can invest essentia into this feat. You gain bonus power points equal to twice the invested essentia. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

If you have the ability to bind a soulmeld to your crown chakra (even if you don't have one currently bound), you gain an additional 2 bonus power points as long as at least 1 point of essentia is invested in this feat.

You gain 1 point of essentia.

## AZURE TOUCH [INCARNUM]

You can channel incarnum to enhance your ability to heal. When you use your incarnum-infused healing class feature, your hands glow bright blue.

**Prerequisites:** Con 13, lay on hands or wholeness of body class feature.

**Benefit:** Once per day, you can invest essentia into this feat. Add the invested essentia to your class level to determine the amount of healing available to you from your lay on hands or wholeness of body class features. If you have both class features, the benefit applies to both. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of essentia.

## AZURE TOUGHNESS [INCARNUM]

You can use incarnum to boost your physical vigor.

**Prerequisite:** Con 13.

**Benefit:** Once per day, you can invest essentia into this feat. You gain three temporary hit points per point of invested essentia. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours, even if the temporary hit points are lost.

You gain 1 point of essentia.

**Special:** Azure Toughness can be used in place of the Toughness feat to qualify for a feat, prestige class, or other special ability.

## AZURE TURNING [INCARNUM]

You can blast undead with incarnum-purified positive energy. When you use this feat, your brow is enveloped in a brilliant blue corona.

**Prerequisites:** Con 13, turn undead class feature.

**Benefit:** Once per day, you can invest essentia into this feat. When you make turning checks, any undead whose HD are low enough to be potentially turned or destroyed by your checks are also dealt 1d8 points of damage per point of essentia invested. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of essentia.

## AZURE WILD SHAPE [INCARNUM]

You can channel incarnum to enhance your combat prowess while wild shaped. Whenever you deal damage with a natural weapon while this feat is active, a flash of blue light bursts from the natural weapon that delivered the strike.

**Prerequisites:** Con 13, wild shape class feature.

**Benefit:** Once per day, you can invest essentia into this feat. While wild shaped, you gain an insight bonus on damage rolls made with natural weapons equal to the invested essentia. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of essentia.

## BONUS ESSENTIA

You are better able to harness your personal store of incarnum.

**Prerequisites:** Con 13, character level 6th.

**Benefit:** You gain 1 point of essentia. If you are capable of shaping soulmelds, you instead gain 2 points of essentia.

## CERULEAN FORTITUDE [INCARNUM]

You can use incarnum to boost your ability to resist effects that would adversely affect your health.

**Prerequisite:** Con 13.

**Benefit:** Once per day, you can invest essentia into this feat. You gain an insight bonus on Fortitude saves equal to the invested essentia. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of essentia.

## CERULEAN REFLEXES [INCARNUM]

You can use incarnum to boost your ability to avoid harm.

**Prerequisite:** Con 13.

**Benefit:** Once per day, you can invest essentia into this feat. You gain an insight bonus on Reflex saves equal to the invested essentia. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of essentia.

## CERULEAN WILL [INCARNUM]

You can use incarnum to boost your willpower.

**Prerequisite:** Con 13.

**Benefit:** Once per day, you can invest essentia into this feat. You gain an insight bonus on Will saves equal to the invested essentia. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of essentia.

## COBALT CHARGE [INCARNUM]

You can channel incarnum to deal devastating strikes when charging. When you make a charge attack while this feat is active, your weapon momentarily turns deep blue.

**Prerequisite:** Con 13.

**Benefit:** Once per day, you can invest essentia into this feat. You gain an insight bonus on attack rolls and damage rolls equal to the invested essentia on all charge attacks. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of essentia.

## COBALT CRITICAL [INCARNUM]

You can focus your spirit into your melee weapon attacks, dealing more damage with successful critical strikes.

**Prerequisite:** Con 13.

**Benefit:** Once per day, you can invest essentia into this feat. You gain an insight bonus equal to the invested essentia on melee attack rolls made to confirm a critical threat. You also gain an insight bonus equal to the invested essentia on melee damage rolls made as part of a critical hit. (This extra damage is added before damage is multiplied for the critical hit.) Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of essentia.

## COBALT EXPERTISE [INCARNUM]

By channeling the soul energy of weapon masters past, present, and future, you become more adept at maneuvers of skill and expertise.

TABLE 3–3: FEATS

General Feats	Prerequisites	Benefit
Bonus Essentia	Con 13, character level 6th	Gain 1 or 2 points of essentia
Double Chakra	Meldshaper level 9th	Two soulmelds can occupy and be bound to the same chakra
Expanded Soulmeld Capacity	Con 15, meldshaper level 1st	+1 essentia capacity for one soulmeld
Heart of Incarnum	Ability to bind a soulmeld to heart chakra	Gain hp equal to your essentia pool
Improved Essentia Capacity	Con 15, essentia pool 2	+1 essentia capacity for incarnum feats
Incarnum-Fortified Body	—	Gain 2 hp per incarnum feat
Incarnum Resistance	No essentia pool	+2 on saves against soulmelds and effects
Necrocarnum Acolyte	Ability to shape soulmelds, nongood alignment	+1 profane bonus on necrocarnum soulmelds
Open Greater Chakra	Con 17, character level 18th	Bind a soulmeld or magic item to a greater chakra
Open Least Chakra	Con 13, character level 6th	Bind a soulmeld or magic item to a least chakra
Open Lesser Chakra	Con 15, character level 12th	Bind a soulmeld or magic item to a lesser chakra
Shape Soulmeld	Con 13	You can shape a single soulmeld
Share Soulmeld	Ability to shape soulmelds, share spells class feature	Share soulmelds with familiar, animal companion, or special mount
Split Chakra	—	Magic item and soulmeld can share a chakra
Divine Feat	Prerequisites	Benefit
Divine Soultouch	Con 13, ability to turn or rebuke undead	Gain 1 essentia, increase essentia capacity for 1 round
Incarnum Feats	Prerequisites	Benefit
Azure Enmity	Con 13, favored enemy class feature	Add invested essentia to favored enemy checks and damage
Azure Talent	Con 13, a power point reserve	Gain 2 bonus power points per point of invested essentia
Azure Touch	Con 13, lay on hands or wholeness of body class feature	Add invested essentia to class level to enhance healing
Azure Toughness	Con 13	Gain 3 temporary hp per point of invested essentia
Azure Turning	Con 13, turn undead class feature	Deal damage to undead with turn check
Azure Wild Shape	Con 13, wild shape class feature	Add invested essentia to natural weapon damage
Cerulean Fortitude	Con 13	Add invested essentia to Fortitude saves
Cerulean Reflexes	Con 13	Add invested essentia to Reflex saves
Cerulean Will	Con 13	Add invested essentia to Will saves
Cobalt Charge	Con 13	Add invested essentia to charge attack and damage
Cobalt Critical	Con 13	Add invested essentia to melee critical threat confirmation rolls and critical damage
Cobalt Expertise	Con 13, Int 13, Combat Expertise	Add invested essentia to AC and disarm, feint, and trip rolls
Cobalt Power	Con 13, Str 13, Power Attack	Add invested essentia to damage and bull rush, overrun, and sunder rolls
Cobalt Precision	Con 13, Point Blank Shot	Add invested essentia to ranged critical threat confirmation rolls and critical damage within 30 ft.
Cobalt Rage	Con 13, rage class feature	Add invested essentia to melee damage and Will saves
Healing Soul	Con 13, Heal 1 rank	Heal your own wounds as swift action
Incarnum Spellshaping	Con 13, ability to cast 1st-level spells	You can use incarnum spells
Indigo Strike	Con 13 and skirmish, sneak attack, or sudden strike class feature	Add invested essentia to skirmish, sneak attack, or sudden strike damage
Midnight Augmentation	Con 13, ability to manifest 2nd-level psionic powers	Use invested essentia to augment a psionic power
Midnight Dodge	Con 13, Dex 13	Add invested essentia to AC against selected target
Midnight Metamagic	Con 13, ability to prepare and cast 1st-level spells, any metamagic feat	Invest essentia into spell to add metamagic effect
Psycarnum Blade	Con 13, ability to form a mind blade	Add +1d6 per point of invested essentia to mind blade attack
Sapphire Fist	Con 13, Stunning Fist	Add invested essentia to stunning attack damage, save DC
Sapphire Smite	Con 13, ability to smite	Add invested essentia to smite damage and smites per day
Sapphire Sprint	Con 13	Add 5 ft. per point of invested essentia to run speed
Soulsight	Con 13, Wis 13, Concentration 4 ranks	Gain limited blindsense
Soultouched Spellcasting	Con 13	Add invested essentia to dispel checks, caster level checks made to defeat spell resistance

Monstrous Feat	Prerequisites	Benefit
Undead Meldshaper	Int 3, undead type	Use Wisdom instead of Constitution to shape soulmelds
Psionic Feats	Prerequisites	Benefit
Azure Talent	Con 13, a power point reserve	Gain 2 bonus power points per point of invested essentia
Midnight Augmentation	Con 13, ability to manifest 2nd-level psionic powers	Use invested essentia to augment a psionic power
Psycarnum Blade	Con 13, ability to form a mind blade	Add +1d6 per point of invested essentia to mind blade attack
Psycarnum Crystal	Con 13, Psycrystal Affinity, essentia pool	Gain 1 point of essentia while psionically focused
Psycarnum Infusion	Con 13, Concentration 4 ranks	Expend psionic focus to fill incarnum receptacle for 1 round

**Prerequisites:** Con 13, Int 13, Combat Expertise.

**Benefit:** Once per day, you can invest essentia into this feat. You gain an insight bonus on attack rolls, skill checks, or ability checks made to succeed on a disarm attack, a feint in combat, or a trip attack equal to the invested essentia. You also gain an insight bonus equal to the invested essentia to AC when using Combat Expertise (up to a maximum value equal to the penalty accepted on the attack roll). Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of essentia.

### COBALT POWER [INCARNUM]

By channeling the soul energy of brutal warriors past, present, and future, you become more capable of overcoming your enemies through sheer strength.

**Prerequisites:** Con 13, Str 13, Power Attack.

**Benefit:** Once per day, you can invest essentia into this feat. You gain an insight bonus on attack rolls or ability checks made to succeed on a bull rush, overrun, or sunder attack equal to the invested essentia. You also gain an insight bonus equal to the invested essentia on damage rolls made when using Power Attack (up to a maximum value equal to the penalty accepted on the attack roll). Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of essentia.

### COBALT PRECISION [INCARNUM]

You can focus your soul energy into your ranged attacks, dealing more damage with successful critical hits.

**Prerequisites:** Con 13, Point Blank Shot.

**Benefit:** Once per day, you can invest essentia into this feat. You gain an insight bonus equal to the invested essentia on ranged attack rolls made to confirm a critical threat. You gain an insight bonus equal to the invested essentia on ranged damage rolls made as part of a critical hit. (This extra damage is added before damage is multiplied for the critical hit.) Both of these bonuses apply only against targets within 30 feet. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of essentia.

### COBALT RAGE [INCARNUM]

You can channel incarnum to enhance your rage. When you do so, your eyes turn deep blue in color.

**Prerequisites:** Con 13, rage class feature.

**Benefit:** Once per day, you can invest essentia into this feat. While raging, you gain an insight bonus on melee damage rolls and on Will saves equal to the invested essentia. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of essentia.

### DIVINE SOULTOUCH [DIVINE]

You can channel positive or negative energy to imbue yourself with incarnum.

**Prerequisites:** Con 13, ability to turn or rebuke undead.



*A duskling barbarian about to enter cobalt rage*

Illus. by C. Frank

**Benefit:** You can spend a turn or rebuke undead attempt as a free action to add 1 point of essentia to your essentia pool for 1 round. For the duration of this effect, your essentia capacity in all soulmelds, incarnum feats, and other essentia-powered abilities is increased by 1. You can use this ability once per round.

## DOUBLE CHAKRA

One of your chakras becomes capable of holding more incarnum than it is normally capable of containing.

**Prerequisite:** Meldshaper level 9th.

**Benefit:** When this feat is selected, choose a chakra to which you can bind soulmelds. Two of your shaped soulmelds can occupy (and be bound to) that chakra simultaneously. This counts as two chakra binds.

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

**Normal:** Without this feat, each chakra can only be occupied or bound by a single soulmeld.

## EXPANDED SOULMELD CAPACITY

Your soul's tie to incarnum allows you to maintain more essentia in a single soulmeld.

**Prerequisites:** Con 15, meldshaper level 1st.

**Benefit:** When you shape your soulmelds, choose one soulmeld. Your essentia capacity for that soulmeld is increased by 1 (up to a maximum of your Constitution bonus).

Each time you shape your soulmelds, you can change the soulmeld that benefits from this feat.

**Special:** You can take this feat multiple times. For each time you take this feat, you can apply its effects to one additional soulmeld while shaping. You can't apply this feat's effects more than once to the same soulmeld.

## HEALING SOUL [INCARNUM]

You can draw upon the soul energy of incarnum to heal your wounds.

**Prerequisites:** Con 13, Heal 1 rank.

**Benefit:** Once per day, you can invest essentia in this feat. As a swift action, you can heal your own wounds. Each use of this ability heals 2 hp per point of essentia invested in the feat, and you can use the feat a number of times per day equal to the invested essentia. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

If you have the ability to bind a soulmeld to your soul chakra, each use of this ability instead heals 4 hp per point of essentia invested in the feat.

You gain 1 point of essentia.

## HEART OF INCARNUM

You tap into the power of your heart chakra to gain resilience.

**Prerequisite:** Ability to bind a soulmeld to your heart chakra.

**Benefit:** You gain hit points equal to your essentia pool. If the size of your essentia pool changes, the number of hit points granted by this feat change to match the new total.

## IMPROVED ESSENTIA CAPACITY

Your capability of investing essentia improves.

**Prerequisites:** Con 15, essentia pool 2.

**Benefit:** The essentia capacity of your incarnum feats improves by 1, up to a maximum value equal to your Constitution bonus.

## INCARNUM-FORTIFIED BODY

The incarnum within you strengthens your body's toughness, enabling you to withstand greater injury.

**Benefit:** When you take this feat, you gain 2 hit points for each incarnum feat you have. Whenever you take a new incarnum feat, you gain 2 more hit points.

You gain a +4 bonus on Fortitude saves made to avoid death from massive damage.

## INCARNUM RESISTANCE

Your body, untainted by incarnum, is not easily affected by the power of soul energy.

**Prerequisite:** No essentia pool.

**Benefit:** You gain a +2 bonus on saving throws against effects generated by soulmelds.

**Special:** You lose the benefit of this feat if you gain any essentia.

## INCARNUM SPELLSHAPING [INCARNUM]

You gain the ability to invest incarnum into your spellcasting.

**Prerequisites:** Con 13, ability to cast 1st-level spells.

**Benefit:** You can learn, prepare, and/or cast spells with the incarnum descriptor (see page 98) as appropriate for your class's spellcasting ability.

You gain 1 point of essentia.

## INDIGO STRIKE [INCARNUM]

You can channel incarnum to enhance your ability to deal damage with your skirmish attack, sneak attack, or sudden strike. When you do so, your eyes turn dark blue.

**Prerequisites:** Con 13 and skirmish, sneak attack, or sudden strike class feature.

**Benefit:** Once per day, you can invest essentia into this feat. You gain an insight bonus on damage rolls made when delivering attacks with the skirmish, sneak attack, or sudden strike class feature equal to twice the invested essentia. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

If you have more than one of the listed class features, the bonus applies only once on any given attack.

You gain 1 point of essentia.

## MIDNIGHT AUGMENTATION [INCARNUM, PSIONIC]

You can augment a psionic power with your personal soul energy rather than mental energy. When you manifest the augmented power, a circle of blue-black energy momentarily coruscates around your brow.

**Prerequisites:** Con 13, ability to manifest 2nd-level psionic powers.

**Benefit:** Once per day, you can invest essentia into this feat and choose a particular psionic power that you know. If you expend your psionic focus when manifesting that power, the power point cost to augment that power is

reduced by a value equal to the invested essentia. This can't reduce the augmentation cost to less than 1. You can't invest more essentia in this feat than the chosen power's level, even if the maximum essentia capacity of this feat would normally be higher than that value. Once the amount of essentia invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of essentia.

## MIDNIGHT DODGE [INCARNUM]

You can channel incarnum to enhance your ability to avoid attacks against you. As long as you have at least 1 point of essentia invested in this feat, your legs and feet turn blue-black in color.

**Prerequisites:** Con 13, Dex 13.

**Benefit:** Once per day, you can invest essentia in this feat. During your turn, you designate an opponent and receive a dodge bonus to Armor Class equal to the invested essentia against attacks from that opponent. You can select a new opponent on each of your turns.

You gain 1 point of essentia.

**Special:** Midnight Dodge can be used in place of the Dodge feat to qualify for a feat, prestige class, or other special ability.

## MIDNIGHT METAMAGIC [INCARNUM]

You can channel incarnum to alter your prepared spells. When you cast such a spell, your hands gleam with a dark blue radiance.

**Prerequisites:** Con 13, ability to cast 1st-level spells, any metamagic feat.

**Benefit:** Once per day, you can invest essentia into this feat and choose one or more spells that you know (and have prepared, if you prepare spells) to apply the effect of a metamagic feat that you know. Each spell to be affected requires the investment of a number of essentia equal to the normal spell level adjustment required by the metamagic feat (minimum 1 point of essentia). The next time you cast that spell, the spell gains the effect of that metamagic feat without any change to its level (or casting time, if you cast spells spontaneously).

You can apply the effect of this feat to as many spells as you can afford to invest with essentia. You can apply the effect of different metamagic feats to different spells, as long as you know all metamagic feats applied and you have sufficient essentia capacity to do so. For example, you



*Lidda delivers an indigo strike*

could invest 1 point of essentia to enlarge a spell (as Enlarge Spell) and 2 points of essentia to empower a spell (as Empower Spell), as long as you had at least 3 points of essentia to invest, had an essentia capacity (see Table 2-1: Essentia Capacity) of 3 or greater, and knew both the Empower Spell and Enlarge Spell feats.

Once essentia is invested in a spell, it remains invested until the spell is cast, at which point the essentia returns to your essentia pool.

You gain 1 point of essentia.

## NECROCARNUM ACOLYTE

You have experienced the power of necrocarnum, a dark and twisted form of incarnum (see the necrocarnate prestige class on page 132). The power gained from this source can be great, but many decry its origins as evil.

**Prerequisites:** Ability to shape soulmelds, nongood alignment.

**Benefits:** You can shape soulmelds with the necrocarnum descriptor regardless of your alignment.

You gain a +1 profane bonus on the save DCs of your necrocarnum soulmelds.

**Normal:** Nonevil incarnates and nonevil soulborns can't shape necrocarnum soulmelds, since those soulmelds have the evil descriptor.

## OPEN GREATER CHAKRA

You open up one of your body's centers of power, allowing you to bind a soulmeld or a magic item to that chakra.

**Prerequisites:** Con 17, character level 18th.

**Benefit:** When this feat is selected, choose one of the following chakras: throat or waist. You can now bind a soulmeld or a magic item to that chakra.

In addition, you gain a minor benefit from this newfound chakra, depending on the chakra chosen:

**Throat:** +1 insight bonus on Bluff and Diplomacy checks.

**Waist:** +1 insight bonus on Fortitude saves.

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

## OPEN LEAST CHAKRA

You open up one of your body's centers of power, allowing you to bind a soulmeld or a magic item to that chakra.

**Prerequisites:** Con 13, character level 6th.

**Benefit:** When this feat is selected, choose one of the following chakras: crown, feet, or hands. You can now bind a soulmeld or a magic item to that chakra.

In addition, you gain a minor benefit from this newfound chakra, depending on the chakra chosen:



*Crown:* +1 insight bonus on Will saves.

*Feet:* +1 insight bonus on Balance and Move Silently checks.

*Hands:* +1 insight bonus on Climb and Swim checks.

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

## OPEN LESSER CHAKRA

You open up one of your body's centers of power, allowing you to bind a soulmeld or a magic item to that chakra.

**Prerequisites:** Con 15, character level 12th.

**Benefit:** When this feat is selected, choose one of the following chakras: arms, brow, or shoulders. You can now bind a soulmeld or a magic item to that chakra.

In addition, you gain a minor benefit from this newfound chakra, depending on the chakra chosen:

*Arms:* +2 insight bonus on grapple checks.

*Brow:* +1 insight bonus on Search and Spot checks.

*Shoulders:* +1 insight bonus on Reflex saves.

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

## PSYCARNUM BLADE [INCARNUM, PSIONIC]

You can forge your mind blade from a mixture of mental and soul energy, enabling you to deal devastating strikes with the weapon.

**Prerequisites:** Con 13, ability to form a mind blade.

**Benefit:** Once per day, you can invest *essentia* into this feat. You can expend your psionic focus when making an attack with your mind blade to gain an insight bonus on the damage roll equal to 1d6 per point of invested *essentia*. You must decide whether or not to use this feat prior to making the attack roll. If your attack misses, you still expend your psionic focus. Once the amount of *essentia* invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of *essentia*.

## PSYCARNUM CRYSTAL [PSIONIC]

Your psicrystal taps into the natural ebb and flow of *incarnum*, turning it into a small reservoir of soul energy.

**Prerequisites:** Con 13, Psicrystal Affinity\*, *essentia* pool.

**Benefit:** As long as your psicrystal is within arm's reach, you gain 1 bonus point of *essentia*.

\* See the *Expanded Psionics Handbook*.

## PSYCARNUM INFUSION [PSIONIC]

You transform your mental focus into a brief burst of soul energy.

**Prerequisites:** Con 13, Concentration 4 ranks.

**Benefit:** To use this feat, you must expend your psionic focus. Until the start of your next turn, one of your soulmelds, *incarnum* feats, class features, or other *incarnum* receptacles is treated as if it had *essentia* invested in it equal to its maximum *essentia* capacity. You don't gain any bonus *essentia* from this effect.

## SAPPHIRE FIST [INCARNUM]

You can channel *incarnum* to enhance your ability to deliver stunning attacks. When you deliver a stunning attack while *essentia* is invested in this feat, your hands burn with a faint blue flamelike radiance.

**Prerequisites:** Con 13, Stunning Fist.

**Benefit:** Once per day, you can invest *essentia* into this feat. Add the invested *essentia* as an insight bonus on the damage roll for any attack made with Stunning Fist, as well as to the save DC for the stunning attack. Once the amount of *essentia* invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of *essentia*.

## SAPPHIRE SMITE [INCARNUM]

You can channel *incarnum* to enhance your ability to deliver mighty blows. When you do so, your eyes glisten as if they had become brilliant blue gemstones.

**Prerequisites:** Con 13, ability to smite (smite evil class feature, smite domain power, or similar ability)

**Benefit:** At the beginning of the day, you can invest *essentia* into this feat. You gain additional uses of your smite ability for the day equal to the invested *essentia*. In addition, you gain a +1 bonus on damage dealt by your smite for every point of *essentia* invested. Once the amount of *essentia* invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of *essentia*.

## SAPPHIRE SPRINT [INCARNUM]

Drawing on the soul energy of great runners of history, you infuse your body with *incarnum* to speed your steps. Whenever you run, your feet shine with a bright blue gleam.

**Prerequisite:** Con 13.

**Benefit:** Once per day, you can invest *essentia* into this feat. When you use the run action, you gain an insight bonus to your speed equal to 5 feet per point of invested *essentia*. This applies regardless of the form of movement used to run. You also gain an insight bonus equal to the invested *essentia* on Constitution checks made to continue running (see the run action on page 144 of the *Player's Handbook* for details). Once the amount of *essentia* invested is chosen, it cannot be altered and remains invested for 24 hours.

If you have the ability to bind a soulmeld to your feet chakra, you also keep your Dexterity bonus when running and gain an insight bonus to AC equal to the invested *essentia* against any attacks of opportunity you provoke when moving out of a threatened square during a run.

You gain 1 point of *essentia*.

## SHAPE SOULMELD

You gain the ability to shape a single soulmeld.

**Prerequisite:** Con 13.

**Benefit:** When this feat is selected, choose a soulmeld from any class's soulmeld list. You can shape that soulmeld using the normal meldshaping rules (see page 49). Once chosen, the soulmeld granted by this feat can never be changed. Your meldshaper level for this soulmeld is equal to one-half your character level.

If you have *essentia*, you can invest *essentia* in the soulmeld as normal. See Table 2–1: *Essentia Capacity* on page 19 to determine the soulmeld's *essentia* capacity.

If you have the ability to bind a soulmeld to a *chakra*, you can bind this soulmeld to any *chakra* available to you (as long as the soulmeld can be bound to that *chakra*).

**Special:** You can gain this feat multiple times. Its effects do not stack. Each time you take the feat, choose a new soulmeld.

## SHARE SOULMELD

You can share a soulmeld with an ally with which you have a special bond.

**Prerequisite:** Ability to shape soulmelds and a familiar, animal companion, or mount with whom you can share spells.

**Benefit:** At your option, any soulmeld shaped by you and currently affecting you can also affect your familiar, animal companion, or mount. The creature in question must remain within 5 feet of you to receive the benefit. If the creature leaves this radius of effect, it loses the benefits of the soulmeld until such time as it returns within 5 feet.

## SOULSIGHT [INCARNUM]

You can attune your soul to sense living creatures near you. When you use this feat, your eyes glow with a blue luminescence.

**Prerequisites:** Con 13, Wis 13, Concentration 4 ranks.

**Benefit:** Once per day, you can invest *essentia* into this feat. While *essentia* is invested in this feat you can activate a limited form of blindsense, capable of pinpointing living creatures only, as a move action. This blindsense has a range equal to 5 feet per point of invested *essentia*. The blindsense lasts until the start of your next turn. Once the amount of *essentia* invested is chosen, it cannot be altered and remains invested for 24 hours.

If you have the ability to bind a soulmeld to your brow *chakra*, the blindsense granted by this feat is capable of detecting both living and nonliving creatures.

You gain 1 point of *essentia*.

## SOULTOUCHEDED SPELLCASTING [INCARNUM]

By fusing your spells with *incarnum*, they become more capable of overcoming enemy magic and spell resistance.

**Prerequisite:** Con 13.

**Benefit:** Once per day, you can invest *essentia* into this feat. You gain an insight bonus on dispel checks and on caster level checks made to defeat spell resistance equal to the invested *essentia*. Once the amount of *essentia* invested is chosen, it cannot be altered and remains invested for 24 hours.

You gain 1 point of *essentia*.

## SPLIT CHAKRA

One of your *chakras* becomes capable of holding both a bound soulmeld and a magic item.

**Benefit:** When this feat is selected, choose a *chakra*, such as hands. You can gain the benefit of a magic item that occupies the body space equivalent of that *chakra* even while a soulmeld is bound to that *chakra*. You can also bind a magic item to the *chakra*.

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

**Normal:** Without this feat, a soulmeld bound to a *chakra* closes the equivalent body space off from gaining the benefit of a magic item.

## UNDEAD MELDSHAPER [MONSTROUS]

Despite having no soul of your own, you maintain the ability to channel *incarnum* through force of will alone.

**Prerequisites:** Int 3, undead type.

**Benefits:** Use your Wisdom score to determine the maximum number of soulmelds you can shape. If you would use your Constitution score to determine a soulmeld's save DC, use your Wisdom score instead.

## RACIAL SUBSTITUTION LEVELS

A substitution level is a level of a given class that you take instead of the level described for the standard class. Selecting a substitution level is not the same as multiclassing—you remain within the class for which the substitution level is taken. The class features of the substitution level simply replace those of the standard level.

To qualify for a racial substitution level, you must be of the proper race. For instance, to select a racial substitution level of *azurin cleric*, you must be an *azurin*.

The four races featured in this book—*azurin*, *duskling*, *rilkian*, and *skarn*—each have racial substitution levels for one class from the *Player's Handbook*. Added to these are racial substitution levels for a variety of existing races who can choose to become *meldshapers*. Essentially, each set of substitution levels presents a racially flavored variant standard class for your game. The DM can add more racial substitution level options (such as for *azurin paladins* or *duskling druids*) as desired, using the ones presented here as guidelines.

For each class with racial substitution levels, you can select each substitution level only at a specified class level. When you take a substitution level for your class at a given level, you give up the benefits gained at that level for the standard class, and you get the substitution level benefits instead. You can't go back and gain the benefits for the level you swapped out—when you take your next level in the standard class, you gain the next higher level as if you had gained the previous level normally.

For instance, if you are a 6th-level *barbarian* and take the *duskling barbarian* substitution level for 7th level, you forever lose the benefits normally provided to a standard 7th-level *barbarian* (gaining instead the racial substitution benefits for an 7th-level *duskling barbarian*). When you gain another level in *barbarian*, you gain the 8th-level benefits of the standard *barbarian* class.

Unless otherwise noted in the description of a racial substitution level benefit, a character who takes a racial substitution level gains spellcasting ability (increases in spells per day and spells known, if applicable) as if he had taken this level in the standard class. A *meldshaping* character likewise gains *meldshaping* ability (soulmelds,

essentia, and chakra binds) as if he had taken this level in the standard class.

A character need not take all the substitution levels provided for a class. For instance, a duskling barbarian might decide to take only the racial substitution level at 7th level, ignoring the previous substitution level.

The description of each substitution level benefit explains what occurs to the standard class ability not gained, if that ability would normally increase at a specific rate (such as the rilkan rogue's sneak attack).

When a substitution level changes the standard class's Hit Die or class skill list, the change applies only to the specific substitution level, not to any other class levels. A duskling who takes the duskling barbarian substitution level as a beginning character gains 10 hit points (from the substitution level's d10 Hit Die), and gains an additional 1d10 hit points for each additional duskling barbarian substitution level she takes later in her career, but she gains the normal d12 Hit Die for all standard barbarian levels.

## AASIMAR INCARNATE

An aasimar incarnate sees himself as a representative of his celestial forebears and a defender of his mortal kin. More martially minded than most incarnates, an aasimar who takes up this mantle is a stalwart champion of the weak and downtrodden. He embodies good as much as any creature (short of an angel) can, which manifests itself in his method of shaping and wielding incarnum.

An aasimar incarnate's number of soulmelds, total essentia, and chakra binds are as detailed on Table 2–2: The Incarnate.

**Hit Die:** d8.

### Requirements

To take an aasimar incarnate substitution level, a character must be a neutral good aasimar about to take his 1st, 3rd, or 7th level of incarnate.

### Class Skills

Aasimar incarnate substitution levels grant the same class skills as the standard incarnate class, plus Diplomacy.

**Skill Points at Each Level:** 2 + Int modifier (or four times this number as a beginning character).

### Class Features

All of the following are features of the aasimar incarnate racial substitution levels.

**Martial Weapon:** An aasimar incarnate trains for combat more rigorously than a traditional incarnate. At 1st level, he can select any martial melee weapon and gain the Martial Weapon Proficiency and Weapon Focus feats with that weapon. Aasimar incarnates tend to select the

warhammer (since this is the weapon created by the good *incarnum weapon* soulmeld).

This benefit does not replace any incarnate class feature.

**Incarnum Radiance (Su):** An aasimar incarnate recognizes that strong defense is not the only tool required against the forces of evil—one must be able to strike true against the foes of good. In addition to the normal effect of the incarnum radiance, while it is active the incarnate's natural and weapon attacks are treated as good-aligned for the purpose of overcoming damage reduction. If he has the *incarnate weapon* soulmeld shaped (see page 72), that weapon deals an extra 1d6 points of damage to creatures with the evil subtype while the incarnum radiance is active.

An aasimar incarnate cannot grant his allies this additional benefit with the share incarnum radiance class feature.

This benefit augments, but does not replace, the standard incarnate's incarnum radiance class feature.

**Share Incarnum Radiance (Su):** An aasimar incarnate, despite his strong dedication to good, recognizes that not all creatures have the moral fortitude to stand strongly against evil. Whenever he chooses to share the effect of his incarnum radiance with nearby allies, he can grant its benefit to any nonevil ally (rather than just any good ally). He must make this choice at the time the radiance is activated.

An aasimar incarnate cannot share the good alignment of his attacks (see Incarnum Radiance, above) with allies.

This benefit augments, but does not replace, the standard incarnate's share incarnum radiance class feature.

## AZURIN CLERIC

An azurin cleric dedicates herself not only to a deity or pantheon, but also to the power of incarnum. Just as most azurins cleave to polarized alignments, azurin clerics take extreme positions on morals and ethics. Azurin clerics prefer to battle foes opposed to their alignment, and work best with other incarnum-wielding characters.

**Hit Die:** d8.

### Requirements

To take an azurin cleric substitution level, a character must be an azurin about to take her 1st, 4th, or 9th level of cleric.

### Class Skills

Azurin cleric substitution levels grant the same class skills as the standard cleric class, plus Knowledge (the planes).

**Skill Points at Each Level:** 2 + Int modifier (or four times this number as a beginning character).

### Class Features

All of the following are features of the azurin cleric racial substitution levels.

TABLE 3–4: AASIMAR INCARNATE RACIAL SUBSTITUTION LEVELS

Level	Base				Special	Meldshaping
	Attack Bonus	Fort Save	Ref Save	Will Save		
1st	+0	+2	+0	+2	Aura, detect opposition, martial weapon	As standard incarnate
3rd	+1	+3	+1	+3	Expanded soulmeld capacity +1, incarnum radiance 1/day	As standard incarnate
7th	+3	+5	+2	+5	Share incarnum radiance	As standard incarnate

TABLE 3–5: AZURIN CLERIC RACIAL SUBSTITUTION LEVELS

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spellcasting
1st	+0	+2	+0	+2	Channel incarnum	As standard cleric
4th	+3	+4	+1	+4	Soultouched weapon	See text
9th	+6/+1	+6	+3	+6	Distribute incarnum	As standard cleric

**Chaotic, Evil, Good, and Lawful Spells:** An azurin cleric who selects any azurin cleric substitution level loses the ability to cast any spells of an alignment that doesn't match her own. For example, a chaotic good azurin cleric can't cast evil or lawful spells.

This restriction replaces the standard cleric restriction regarding what alignment of spells the cleric can cast.

**Channel Incarnum (Su):** An azurin cleric channels incarnum rather than mere positive or negative energy. Once per round as a free action, an azurin cleric can grant herself bonus *essentia* equal to her Charisma bonus or one-half her cleric level (whichever is lower), minimum 1. This *essentia* lasts for 1 round.

The character can use this ability a number of times per day equal to 3 + her Charisma modifier.

This benefit replaces a standard cleric's ability to turn or rebuke undead gained at 1st level. An azurin cleric can use this ability in place of turn or rebuke undead to qualify for any divine feat, and can spend daily uses of this feat to power divine feats as if they were daily uses of turn or rebuke undead (though doing so requires a standard action rather than a free action unless the feat states otherwise).

**Soultouched Weapon (Su):** Beginning at 4th level, an azurin cleric can use *incarnum* to imbue her weapon with the power of her soul's convictions. This requires a move action and grants a single held melee weapon an alignment for the purpose of overcoming damage reduction. The alignment chosen must be part of the azurin cleric's alignment; for example, a chaotic good azurin cleric could choose to make her weapon chaotic or good, but not lawful or evil. A neutral azurin cleric gains no benefit from this class feature.

While this ability is in effect, an azurin cleric can also invest *essentia* in the affected weapon. The weapon gains an insight bonus equal to the

invested *essentia* on damage rolls against creatures whose alignment includes a component opposed to the chosen alignment. For example, a good weapon would deal an extra 1 point of damage per point of invested *essentia* against evil creatures (whether lawful evil, neutral evil, or chaotic evil).

The effects of this ability last for a number of rounds equal to 3 + one-half her class level. An azurin cleric can use this ability a number of times per day equal to 3 + her Charisma modifier.

This benefit replaces the 2nd-level spell slot gained by a standard cleric at 4th level. From this point forward, the number of 2nd-level spell slots possessed by an azurin cleric is reduced by one.

**Distribute Incarnum (Su):** A 9th-level azurin cleric can enhance the *essentia* pools of nearby allies by distributing free-flowing *incarnum* in the environment. This requires the cleric to sacrifice a cleric spell of 5th level or higher (a standard action that does not provoke attacks of opportunity) and grants all allies (including herself) within 30 feet bonus *essentia* equal to the spell's level. All affected characters can immediately invest this *essentia* without spending an action (though currently invested *essentia* may not be shifted). The *essentia* lasts until the end of the cleric's next turn.

If an ally has no *essentia* pool, she can instead choose to heal 1 hp of damage per point of *essentia* that would be granted. This applies equally to all living and undead creatures, regardless of whether the cleric would normally spontaneously cast *cure* or *inflict* spells.

This benefit replaces a standard cleric's ability to spontaneously cast *cure* or *inflict* spells of 5th level and above.

## DUSKLING BARBARIAN

The duskling's savage nature lends itself well to life as a barbarian. She channels *incarnum* to enhance her speed and defense, relying on her race's natural link to this mystical energy rather than pure physical prowess. Though not quite as tough as a typical barbarian, she makes



Azurin cleric

**TABLE 3-6: DUSKLING BARBARIAN RACIAL SUBSTITUTION LEVELS**

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+0	+0	Illiteracy, rage 1/day, incarnum speed
7th	+7/+2	+5	+2	+2	Incarnum defense
11th	+11/+6/+1	+7	+3	+3	Incarnum rage

up for this with her ferocious determination and powers of incarnum.

**Hit Die:** d10.

### Requirements

To take a duskling barbarian substitution level, a character must be a duskling about to take her 1st, 7th, or 11th level of barbarian.

### Class Skills

Duskling barbarian substitution levels grant the same class skills as the standard barbarian class, plus Knowledge (the planes).

**Skill Points at Each Level:** 4 + Int modifier (or four times this number as a beginning character).

### Class Features

All of the following are features of the duskling barbarian racial substitution levels.

**Incarnum Speed (Su):** A duskling barbarian can channel incarnum to dramatically improve her land speed and her ability to react to danger. Every point of *essentia* invested in this class feature increases the character's base land speed by 10 feet, but only while wearing medium, light, or no armor and not carrying a heavy load. This is an enhancement bonus, and thus does not stack with a duskling's racial ability to increase her speed. A duskling barbarian also gains an insight bonus on initiative checks equal to twice the invested *essentia*.

This benefit replaces a standard barbarian's fast movement class feature gained at 1st level.

**Incarnum Defense (Su):** At 7th level, a duskling barbarian gains the ability to use incarnum to protect herself against damage. Investing a point of *essentia* in this class feature grants damage reduction 1/— and 1 point of resistance to all types of energy (acid, cold, electricity, fire, and sonic); every additional point of *essentia* invested increases this damage reduction and resistance to energy by 1.

This benefit replaces a standard barbarian's damage reduction class feature gained at 7th level. A duskling barbarian who selects this substitution level never gains damage reduction from her barbarian class levels.

**Incarnum Rage (Su):** Beginning at 11th level, when a duskling barbarian enters a rage, she gains 2 points of *essentia*. This *essentia* disappears when the rage ends.

This benefit replaces a standard barbarian's greater rage class feature gained at 11th level. If a duskling barbarian would later gain the mighty rage class feature, she instead gains greater rage.

## DWARF SOULBORN

A dwarf soulborn has a strong link to the souls of his ancestors and gains special benefits from their knowledge. Unlike most soulborns, the dwarf soulborn pays particular homage to a deity—in this case, Moradin Soulforger, the god of the dwarves. Believing that incarnum is a precious gift from Moradin, a dwarf soulborn prefers to wield the same weapon as his deity and is rewarded for this choice.

A dwarf soulborn's number of soulmelds, total *essentia*, and *chakra* binds are as detailed on Table 2-3: The Soulborn.

**Hit Die:** d12.

### Requirements

To take a dwarf soulborn substitution level, a character must be a lawful good dwarf about to take his 1st, 3rd, or 9th level of soulborn.

### Class Skills

Dwarf soulborn substitution levels grant the same class skills as the standard soulborn class, plus Knowledge (dungeoneering). Dwarf soulborns display an uncanny ability to recognize and identify the denizens and hazards encountered below the surface of the world.

**Skill Points at Each Level:** 2 + Int modifier (or four times this number as a beginning character).

### Class Features

All of the following are features of the dwarf soulborn racial substitution levels.

**Smite Opposition (Su):** A dwarf soulborn can deliver smite attacks just as a normal soulborn. However, if he delivers the smite with a warhammer, he can increase the bonus on the attack roll by 1 (as if his Charisma were 2 points higher). This ability reflects his innate link to the Hammer of Souls wielded by Moradin.

This effect augments, but does not replace, a standard soulborn's ability to smite opposition.

**Stoneborn Insight:** A dwarf soulborn's channeling of incarnum invests him with the insights of his ancestors, both in matters of stoneworking and combat. This ability takes the form of an insight bonus equal to the number of soulmelds he has shaped on the following checks and rolls.

- Appraise and Craft checks regarding stone or metal.

**TABLE 3-7: DWARF SOULBORN RACIAL SUBSTITUTION LEVELS**

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Meldshaping
1st	+1	+2	+0	+0	Aura, smite opposition 1/day	As standard soulborn
3rd	+3	+3	+1	+1	Stoneborn insight	As standard soulborn
9th	+9/+4	+6	+3	+3	Share incarnum defense 1/day	As standard soulborn

TABLE 3–8: ELF SOULBORN RACIAL SUBSTITUTION LEVELS

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Meldshaping
1st	+1	+2	+0	+0	Aura, smite opposition 1/day	As standard soulborn
2nd	+2	+3	+0	+0	Incarnum defense	As standard soulborn
7th	+7/+2	+5	+2	+2	Vigilance of the ancestors	As standard soulborn

- Search checks related to his stonecunning racial trait (see page 15 of the *Player's Handbook*).
- Damage rolls made against orcs, goblinoids, or giants.

This benefit replaces the standard soulborn's bonus feat gained at 3rd level.

**Share Incarnum Defense (Su):** Moradin recognizes that a dwarf soulborn is one of the god's champions in the world and a faithful servant of the dwarf people. As such, he is rewarded with greater ability to bolster his dwarf allies. A dwarf soulborn can share his incarnum defense with any dwarf within 30 feet that he can see as a free action (rather than by touch as a standard action).

This benefit augments, but does not replace, the standard soulborn's share incarnum defense class feature.

## ELF SOULBORN

To those who do not recognize her special gift, an elf soulborn might appear unnaturally tranquil and patient. Her special contact with the souls of her people perpetually reminds her of the value of a long-term outlook. Even if she fails in her tasks, she knows that her soul will inform those who come after her of what has come before. As befits their heritage, they tend to be keen-eyed archers.

An elf soulborn's number of soulmelds, total essentia, and chakra binds are as detailed on Table 2–3: The Soulborn.

**Hit Die:** d10.

### Requirements

To take an elf soulborn substitution level, a character must be a chaotic good elf about to take her 1st, 2nd, or 7th level of soulborn.

### Class Skills

Elf soulborn substitution levels grant the same class skills as the standard soulborn class, plus Search and Spot. Regardless of her other talents, an elf soulborn tends to keep her powers of vision strong as a measure of respect for her ancestors.

**Skill Points at Each Level:** 2 + Int modifier (or four times this number as a beginning character).

### Class Features

All of the following are features of the elf soulborn racial substitution levels.

**Smite Opposition (Su):** An elf soulborn's link to the master archers of her race allows her to charge her bow attacks with the power of incarnum. She can deliver smite attacks just as a normal soulborn. However, she can deliver this smite attack with either an arrow fired from a bow or with a melee attack (unlike the normal smite opposition attack, which can only be delivered with a melee attack). The foe to be smited must be within 30 feet of her to deliver the smite attack by an arrow.

This effect augments, but does not replace, the standard soulborn's ability to smite opposition.

**Incarnum Defense (Su):** The incarnum that fuses to an elf soulborn's being changes her mind and body as well. This manifests at 2nd level, when her eyes become solid orbs of deep forest green, with no visible pupil or iris. She gains immunity to enchantment (charm) effects.

This benefit augments, but does not replace, the standard soulborn's incarnum defense class feature.

**Vigilance of the Ancestors (Ex):** As a side effect of channeling incarnum, an elf soulborn benefits from the inherent vigilance of her people. The range of her low-light vision improves to triple normal human sight.

Whenever a soulmeld occupies an elf soulborn's brow chakra, she gains improved visual acuity. She gains an insight bonus on Search and Spot checks equal to twice the invested essentia.

If a soulmeld is actually bound to her brow chakra, the range increment of any bow she uses increases by one-half.

This benefit replaces the standard soulborn's bonus feat gained at 7th level.

## GNOME INCARNATE

A gnome incarnate is a righteous and cunning servant of the cause of good. Often dedicated to Garl Glittergold, the god of gnomes, a gnome incarnate is a living testament to the traditions of the race. His link to the souls of gnomes past, present, and future gives the gnome incarnate a special place of honor among their people, which he holds quite sacred.

A gnome incarnate's number of soulmelds, total essentia, and chakra binds are as detailed on Table 2–2: The Incarnate.

**Hit Die:** d6.

### Requirements

To take a gnome incarnate substitution level, a character must be a neutral good gnome about to take his 1st, 2nd, or 7th level of incarnate.

### Class Skills

Gnome incarnate substitution levels grant the same class skills as the standard incarnate class, plus Hide. Gnome incarnates recognize the value in not being seen, whether as part of an ambush or simply to evade an enemy's detection.

**Skill Points at Each Level:** 4 + Int modifier (or four times this number as a beginning character).

### Class Features

All of the following are features of the gnome incarnate racial substitution levels.

TABLE 3–9: GNOME INCARNATE RACIAL SUBSTITUTION LEVELS

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Meldshaping
1st	+0	+2	+0	+2	Aura, racial defense	As standard incarnate
2nd	+1	+3	+0	+3	Chakra bind (crown), <i>detect thoughts</i>	As standard incarnate
7th	+3	+5	+2	+5	Share incarnum radiance	As standard incarnate

**Racial Defense (Su):** A gnome incarnate serves on the front line of defense for his village or town. He relies on the knowledge of the souls within him to guide him in battling his people's most dangerous foes. A gnome incarnate gains an insight bonus on damage rolls made against kobolds, goblinoids, and giants equal to one-half the number of soulmelds he has shaped. If at least one other gnome ally is within 30 feet and visible to the incarnate, this insight bonus instead equals the number of soulmelds shaped.

This benefit replaces the standard incarnate's detect opposition class feature gained at 1st level.

**Detect Thoughts (Sp):** A gnome incarnate recognizes that foreknowledge of an enemy's plans makes the best tool for battle. As long as a soulmeld is bound to his crown chakra, he can use *detect thoughts* once per day. The save DC is equal to 12 + his Cha modifier, and his caster level is equal to his meldshaper level.

This benefit does not replace any class feature.

**Share Incarnum Radiance (Su):** A gnome incarnate can share some of his race's natural talents with his allies. Whenever he shares his incarnum radiance with allies, his allies gain a +4 dodge bonus to AC against giants, in addition to the normal benefit of the incarnum radiance. If the creature already has a racial trait that grants a dodge bonus to AC against giants (such as a dwarf or gnome), this bonus does not stack with that benefit—only the better bonus applies.

This benefit augments, but does not replace, the standard incarnate's share incarnum radiance class feature.

## HALFLING TOTEMIST

A halfling totemist is a bit of an outsider, even among her own people. She tends to avoid social interaction with other people, preferring instead the quiet solitude of her spiritual link with the souls of the beast world. When she or her people are threatened, however, she becomes a fierce defender. Though not as physically tough as a typical totemist, the halfling is more athletic and agile than others of her class.

A halfling totemist's number of soulmelds, total essentia, and chakra binds are as detailed on Table 2–4: The Totemist.

**Hit Die:** d6.

## Requirements

To take a halfling totemist substitution level, a character must be a halfling about to take her 1st, 3rd, or 8th level of totemist.

## Class Skills

Halfling totemist substitution levels grant the same class skills as the standard totemist class, plus Climb, Hide, Jump, and Move Silently. A typical halfling totemist is athletic and stealthy, much like the beasts whose powers she shares.

**Skill Points at Each Level:** 4 + Int modifier (or four times this number as a beginning character).

## Class Features

All of the following are features of the halfling totemist racial substitution levels.

**Low-Light Vision (Su):** A halfling totemist manifests some of the physical nature of the wild beasts whose souls she channels. As long as any soulmeld occupies her brow chakra, she gains low-light vision, enabling her to see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of shadowy illumination.

This benefit does not replace any class feature.

**Wild Vigor (Su):** A halfling totemist draws on the power of nature to gain minor physical benefits, depending on the soulmelds that she has shaped. If she has a soulmeld occupying her arms chakra, she gains a +2 competence bonus on Swim checks. If she has a soulmeld occupying her feet chakra, she gains a +2 competence bonus on Jump checks. If she has a soulmeld occupying her hands chakra, she gains a +2 competence bonus on Climb checks.

This benefit replaces the standard totemist's totem's protection class feature gained at 3rd level.

**Fast Movement (Ex):** Like the beasts of the world, a halfling totemist can dart quickly across the battlefield. Her land speed is faster than the normal for her race by 10 feet. This benefit applies only when she is wearing no armor or light armor and carrying no more than a light load. This is otherwise identical to the barbarian's fast movement class feature (see page 25 of the *Player's Handbook*).

This benefit replaces a standard totemist's ability to rebind a totem soulmeld gained at 8th level. A halfling totemist instead gains that class feature at 12th level, and thereafter

TABLE 3–10: HALFLING TOTEMIST RACIAL SUBSTITUTION LEVELS

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Meldshaping
1st	+0	+2	+2	+0	Wild empathy, illiteracy, low-light vision	As standard totemist
3rd	+2	+3	+3	+1	Wild vigor	As standard totemist
8th	+6/+1	+6	+6	+2	Fast movement	As standard totemist

the number of times per day she can use that ability is reduced by one.

## RILKAN ROGUE

A rilkan rogue is typically a silver-tongued trickster or charlatan, or perhaps simply a charismatic daredevil. She relies on personality and passion for adventure to win the day. Despite her considerable talents of interaction and deception, though, she is quite capable of holding her own in a fight—all the better to survive the anger of a deceived merchant or a spurned suitor.

**Hit Die:** d6.

### Requirements

To take a rilkan rogue substitution level, a character must be a rilkan about to take her 1st, 3rd, or 10th level of rogue.

### Class Skills

Rilkan rogue substitution levels grant the same class skills as the standard rogue class, plus Speak Language.

#### Skill Points at Each

**Level:** 8 + Int modifier (or four times this number as a beginning character).

### Class Features

All of the following are features of the rilkan rogue racial substitution levels.

#### Improved Flanking (Ex):

A rilkan rogue who is flanking an opponent gains a +4 bonus on attacks instead of a +2 bonus on attacks. Any other rilkans flanking the same opponent also benefit from this improved bonus. Other, nonrilkan characters flanking with the rilkan rogue don't gain this increased bonus.

This benefit replaces a standard rogue's sneak attack ability gained at 1st level. Instead, a rilkan

rogue gains sneak attack at 3rd level and reduces the extra damage dice indicated by 1d6.

**Bardic Knowledge (Ex):** A rilkan rogue picks up a lot of stray knowledge while interacting with others. Starting at 3rd level, she can make a special bardic knowledge check with a bonus equal to her rogue level plus her Intelligence modifier to see whether she knows some relevant information about local notable people, legendary items, or significant places. This is otherwise identical to the bard's class feature of the same name (see page 28 of the *Player's Handbook*).

This benefit replaces the standard rogue's trap sense class feature gained at 3rd level. A rilkan rogue who selects this substitution feature never gains trap sense from her rogue levels.

**Bonus Feat:** At 3rd level, a rilkan rogue selects one of the following feats as a bonus feat: Deceitful, Diligent, Investigator, Negotiator, or Persuasive.

**Fortunate Reflexes (Ex):** A rilkan rogue enjoys living life on the edge, taking risks that other rogues might avoid. Beginning at 10th level, a rilkan rogue can choose to reroll any failed Reflex save. The rogue must take the result of the reroll, even if it's worse than the original roll. If the original roll is a natural 1, the rilkan rogue can't use this ability.

This benefit replaces the standard rogue's special ability gained at 10th level. Furthermore, a rilkan rogue forever forfeits the ability to gain improved evasion as a rogue class feature. (She can still gain improved evasion from some other source.)

## SKARN MONK

A skarn monk takes his race's dedication to "perfection of form" to great extremes, tuning his body, mind, and soul to extraordinary purity. As part of this perfection, he learns to channel incarnum to achieve various effects and also gains the ability to use his arm spines with tremendous effectiveness.

**Hit Die:** d8.

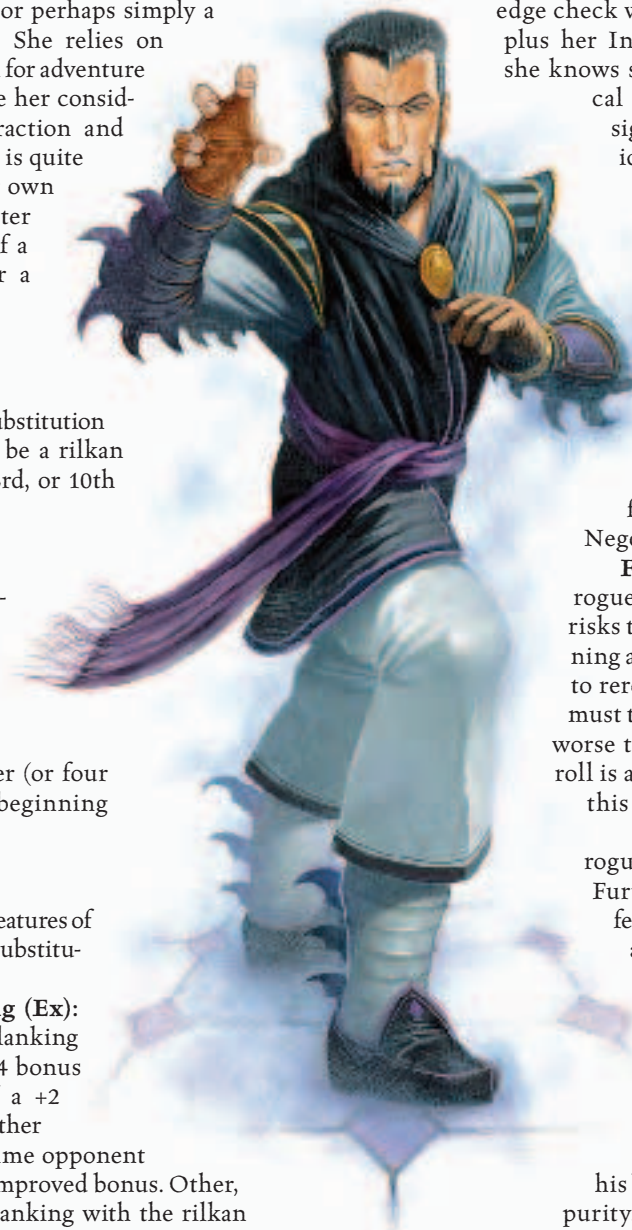
### Requirements

To take a skarn monk substitution level, a character must be a skarn about to take his 1st, 5th, or 10th level of monk.

### Class Skills

Skarn monk substitution levels grant the same class skills as the standard monk class, plus Intimidate.

**Skill Points at Each Level:** 4 + Int modifier (or four times this number as a beginning character).



Skarn monk

TABLE 3–11: RILKAN ROGUE RACIAL SUBSTITUTION LEVELS

Level	Base	Fort Save	Ref Save	Will Save	Special
	Attack Bonus				
1st	+0	+0	+2	+0	Trapfinding, improved flanking
3rd	+2	+1	+3	+1	Sneak attack +1d6, bardic knowledge, bonus feat
10th	+7+2	+3	+7	+3	Fortunate reflexes



## Class Features

All of the following are features of the skarn monk racial substitution levels.

**Spine Strike (Ex):** For all purposes related to monk class features, a skarn monk can treat his arm-spine attack as if it were an unarmed strike. This includes using it as part of a flurry of blows, *ki* strike, and the increased damage dealt by arm spines as the skarn monk gains levels (1d8 at 4th level, 1d10 at 8th level, and so forth).

This benefit replaces a standard monk's unarmed strike class feature gained at 1st level.

**Defensive Insight (Su):** As a skarn monk becomes more in tune with the soul energy flowing through his body, he learns to rely on this insight to aid his defense. Beginning at 5th level, a skarn monk gains a +1 insight bonus to AC for every point of *essentia* invested in this class feature. Insight bonuses to AC apply at all times, even against touch attacks or when a skarn monk is flat-footed, immobilized, or helpless. Wearing armor, carrying a shield, or carrying a medium or heavy load has no effect on this AC bonus.

A skarn monk gains 1 point of *essentia* at 5th level.

This benefit replaces a standard monk's AC bonus gained at 5th level and improved every five levels thereafter. (A skarn monk still adds his Wisdom bonus to his AC.)

**Shape Soulmeld (Su):** A skarn monk's perfection of body and soul is so strong that at 10th level, he gains the ability to shape a single soulmeld (as long as he has a Constitution score of 11 or higher). A skarn monk can shape this soulmeld each day, following the normal rules for meldshaping (see page 49). This soulmeld must be chosen from the soulborn class list. A skarn monk's meldshaper level is equal to one-half his monk level. The save DC (if any) for the soulmeld is equal to 10 + invested *essentia* + his Wis modifier.

This benefit replaces a standard monk's *ki* strike (lawful) class feature gained at 10th level.

**Chakra Bind (Arms):** A skarn monk can bind a soulmeld (see above) to his arms chakra, following the normal rules for chakra binds (see page 51).

TABLE 3–12: SKARN MONK RACIAL SUBSTITUTION LEVELS

Level	Base				Special
	Attack Bonus	Fort Save	Ref Save	Will Save	
1st	+0	+2	+2	+2	Bonus feat, flurry of blows, spine strike
5th	+3	+4	+4	+4	Purity of body, defensive insight
10th	+7/+2	+7	+7	+7	Slow fall 50 ft., shape soulmeld, chakra bind (arms)

TABLE 3–13: TIEFLING INCARNATE RACIAL SUBSTITUTION LEVELS

Level	Base				Special	Meldshaping
	Attack Bonus	Fort Save	Ref Save	Will Save		
1st	+0	+2	+0	+2	Aura, detect opposition, see in darkness	As standard incarnate
3rd	+1	+3	+1	+3	Expanded soulmeld capacity +1, incarnum radiance 1/day	As standard incarnate
7th	+3	+5	+2	+5	Telepathy	As standard incarnate

## TIEFLING INCARNATE

Whereas most tieflings feel trapped between their mortal and fiendish heritages, the tiefling incarnate has no problem in balancing these two parts of herself. Indeed, she embraces both her mortal soul and her infernal blood. Despite being a native outsider, she forges a strong bond with her mortal heritage, as represented by her use of *incarnum*. At the same time, her fiendish nature is well displayed by her *incarnum*-fueled abilities.

A tiefling incarnate's number of soulmelds, total *essentia*, and chakra binds are as detailed on Table 2–2: The Incarnate.

**Hit Die:** d6.

### Requirements

To take a tiefling incarnate substitution level, a character must be a neutral evil tiefling about to take her 1st, 3rd, or 7th level of incarnate.

### Class Skills

Tiefling incarnate substitution levels grant the same class skills as the standard incarnate class, plus Bluff and Hide.

**Skill Points at Each Level:** 4 + Int modifier (or four times this number as a beginning character).

### Class Features

All of the following are features of the tiefling incarnate racial substitution levels.

**See in Darkness (Su):** A tiefling incarnate's natural tendency toward living in shadow manifests itself as an uncanny ability to see through such gloom. If she has a shaped soulmeld that occupies her brow chakra, she can see normally in magical darkness, such as that created by a *darkness* spell.

This benefit does not replace any incarnate class feature.

**Incarnum Radiance (Su):** A tiefling incarnate's *incarnum* radiance class feature functions normally, with one addition. As long as the tiefling is not within an area of bright illumination (that is, as long as she is in darkness or shadowy illumination), she gains concealment (20% miss chance), even against creatures able to see normally in such conditions.

This benefit augments, but does not replace, a standard incarnate's *incarnum* radiance class feature.

**Telepathy (Su):** A tiefling incarnate can mingle the soul energy of mortals with her fiendish mind to grant her the ability to communicate telepathically with any other creature within 100 feet that has a language (see page 316 of the *Monster Manual*). This ability only functions as long as a tiefling incarnate has a soulmeld bound to her crown chakra.

This benefit replaces a standard incarnate's share *incarnum* radiance class feature gained at 7th level.



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**R**eaching deep within his soul, the incarnate Jefir draws forth an azure wisp of incarnum. The unstable soulstuff coats his hands, pervading his flesh. Opening his eyes, he looks down at the blue lightning crackling between his fingers and smiles.

Soulmelds are persistent magical constructions shaped from pure incarnum—the power of souls living, dead, and yet unborn—fused with the meldshaper’s own essence. They resemble both long-lasting spells and magic items in many ways, but truly are neither.

Once shaped, a soulmeld takes on a solid physical form in the shape specified for that particular meld. A shaped soulmeld acts as a normal object that might be worn, such as boots, armor, or a robe except for the following: they cannot be removed from the individual wearing them, they cannot be damaged except as specifically noted and they don’t have a weight (though they can restrict movement, thus giving an armor check penalty if applicable).

A meldshaping character does not choose from a long list of options during combat in the way a spellcaster or psionic character does. Instead, he shapes a limited number of soulmelds at the start of each day. These soulmelds enhance the meldshaper’s attributes—often in the form of bonuses on various rolls and checks—and grant him special abilities that might resemble class features and spell-like abilities. Once shaped, a soulmeld remains in effect until the character chooses to unshape it (typically to shape a new soulmeld in

its place). A soulmeld can remain shaped for a day, a month, a year, or even a character’s entire life.

It is not true, however, that all of a meldshaper’s decisions are made before the adventure begins. On the contrary, the meldshaper manages a unique resource known as *essentia*, shifting it between his soulmelds to adjust their power level as needed. This round-by-round tweaking of powers makes the meldshaper unlike any other character in his ability to adapt to the threats he faces.

### SHAPING SOULMELDS

To shape a soulmeld, a meldshaper must have a clear mind, just like a wizard who wishes to prepare spells (see page 177 of the *Player’s Handbook*). Achieving this clear mind requires 8 hours of sleep (or a like amount of restful calm, if the character does not sleep).

After resting, a meldshaper must meditate for 1 hour. During this time, he selects and shapes all his soulmelds for the day, simultaneously unshaping any current soulmelds that he does not choose to retain. Any soulmelds previously shaped that he chooses to retain do not need to be reshaped. The time required remains the same regardless of the number of soulmelds shaped. At the end of this hour, the effects of any unshaped soulmelds end and the effects of shaped soulmelds take effect.

While shaping soulmelds, a meldshaper must have enough peace, quiet, and comfort to allow for proper

concentration, just like a wizard preparing spells (see page 177 of the *Player's Handbook*).

## MELD SELECTION

A meldshaper chooses which soulmelds to shape from his class list (see later in this chapter). He can choose any meld on this list, barring alignment restrictions (if an incarnate or soulborn). A meldshaper's level limits the number of soulmelds he can have shaped at any given time. He can't shape the same soulmeld more than once. Also, two soulmelds can't occupy the same chakra (with some exceptions).

At the same time that the meldshaper chooses which soulmelds to shape, he must also choose which soulmelds (if any) to bind to his chakras. The specific chakras and the number of chakra binds available to the meldshaper depends on his level. Two soulmelds can't be bound to the same chakra.

Once he has shaped a soulmeld (and bound it to a chakra), he can't change these decisions until he unshapes it and shapes a new soulmeld.

A meldshaper must shape all his chosen soulmelds at the same time. He cannot leave a soulmeld slot unfilled in order to shape it later.

A meldshaper need not invest *essentia* into a soulmeld at the time of shaping. The amount of *essentia* invested in each soulmeld can be changed each round (see *Essentia*, below).

Meldshapers cannot give a meld to someone else, or shape one on anyone other than themselves. Shaped soulmelds cannot be removed from the meldshapers body.

## Unshaping a Meld

Generally speaking, a soulmeld remains shaped until the meldshaper chooses to unshape it in favor of another soulmeld. Sometimes, however, a soulmeld is designed to unshape as part of its function. The arms chakra bind of the *bloodwar gauntlets*, for example, allows you to unshape the soulmeld to deliver damage to nearby creatures.

## MELDSHAPER LEVEL

While most of a soulmeld's variables depend on other aspects (such as *essentia*), a soulmeld also has a meldshaper level, which functions effectively like a spell's caster level. For incarnates and totemists, your meldshaper level is equal to your class level in a meldshaping class. A soulborn's meldshaper level equals one-half his soulborn levels. If you have two meldshaping classes, such as totemist and incarnate, your meldshaper levels are distinct for the soulmelds you shape from each class—you use your totemist level for your totemist soulmelds and your incarnate level for your incarnate melds, in much the same way as a cleric/wizard has discrete spellcasting levels.

## ESSENTIA

Each meldshaper has a pool of *essentia*: the substance of the character's spirit that is unlocked by the power of *incarnum*. The size of this pool is determined by the character's level, as noted on Table 2-1.

As a swift action on your turn, you can invest *essentia* into any number of soulmelds that you have shaped. It remains invested in those soulmelds until you reallocate your *essentia* investment on a later turn. Each soulmeld has a maximum *essentia* capacity based on the character's level. Invested

*essentia* applies to a both the soulmeld and its chakra bind effects, if appropriate.

In addition to soulmelds, you might have the ability to invest *essentia* into other receptacles, such as class and race abilities (a duskling's speed bonus or an incandescent champion's incandescent strike, for example) as well as certain spells and magic items. These receptacles are treated as soulmelds for the purpose of investing *essentia* into them, with one notable exception: Several feats described in Chapter 3 allow you to invest *essentia* into them. It is a particular quality of these feats that you must invest *essentia* into them at the start of the day, and that *essentia* remains invested in those feats for the entire day.

If a character loses *essentia*, this loss is deducted first from any noninvested *essentia* in the character's pool. If this does not cover the entire loss, remove the invested *essentia* from a randomly determined soulmeld or other *essentia* investment. Continue until the entire loss has been accounted for.

## Healing Essentia Damage

*Essentia* damage (such as from *rend essentia*) is temporary, and returns at the same rate as ability damage (1 point for a night of rest or 2 points for a full day of rest). *Essentia* damage can also be healed by spells or other effects as if it were ability damage. For example, the *lesser restoration* spell can cure 1d4 points of *essentia* damage, while the *restoration* spell cures all *essentia* damage.

## CHAKRAS

Every soulmeld occupies a chakra, even if it is not bound to it. When a soulmeld occupies a chakra, the meldshaper can still wear and gain benefit from a magic item that occupies the corresponding body slot. The soulmeld appears floating in the air around that part of the body or simply superimposed over it and any other gear the character might wear on that part of the body. You cannot shape two soulmelds that occupy the same chakra. For example, if you have a *crystal helm* occupying your crown chakra, the *crystal helm* appears floating over your head, encompassing your head as well as any helmet (even a magic helmet) you might wear. You cannot also shape an *enigma helm* soulmeld, because it would also occupy your crown chakra.

Some soulmelds can occupy one of two or more different chakras. For example, the *mauling gauntlets* soulmeld can occupy your hands or your arms chakra. You choose when you shape a meld which chakra you want it to occupy.

The chakras correspond to body slots as follows, using the body locations described on page 214 in the *Dungeon Master's Guide*:

*Crown*: Headband, hat, helmet, or phylactery.

*Feet*: Boots or shoes.

*Hands*: Gloves or gauntlets. The hands chakra does not include the ring body locations.

*Arms*: Bracers or bracelets.

*Brow*: Eye lenses or goggles.

*Shoulders*: Cloak, cape, or mantle.

*Throat*: Amulet, brooch, medallion, necklace, periapt, or scarab.

*Waist*: Belt.

*Heart*: Vest, vestment, or shirt.

*Soul*: Robe or suit of armor.

## CHAKRA BINDS

Chakras are divided into categories for ease of reference: least chakras (crown, feet, hands), lesser chakras (arms, brow, shoulders), greater chakras (throat and waist), and the powerful heart and soul chakras. These classifications only come into play when determining a meldshaper's choice of chakra binds; the higher in the hierarchy the chakra is, the more potent its chakra bind effect.

When you bind a soulmeld to a chakra, it usually fuses to your body in the location corresponding to that chakra. It prevents you from gaining any benefit from a magic item that occupies the corresponding body slot. (In many cases, it also prevents you from physically wearing such a magic item, as dictated by common sense and the description of the soulmeld in question.) For example, if you bind a *crystal helm* to your crown chakra, the helm settles snugly around your head. It physically prevents you from also wearing another helm (magic or mundane), as well as magically preventing you from gaining the benefit of a magic helm. Any visual differences between bound and unbound soulmelds are given in the description of a specific soulmeld.

In general, you can only bind a soulmeld to the chakra it occupies. Since only one soulmeld can occupy any given chakra, you can usually only bind one soulmeld to any chakra. The Double Chakra feat allows you to break this rule: with that feat, you can have two soulmelds occupying or bound to the same chakra.

The totemist's totem chakra is unusual in several respects. It does not correspond to any body slot, so soulmelds cannot occupy the totem chakra. For this reason, the totem chakra appears in parentheses at the end of this entry for totemist melds. When a totemist wishes to bind a soulmeld to her totem chakra, she must choose a different chakra for that soulmeld to occupy. Regardless of the chakra occupied by the soulmeld, however, the totemist can bind it to her totem chakra. This is an exception to the normal rule that a soulmeld can only be bound to the chakra it occupies. At higher levels, totemists gain the ability to change which of their soulmelds are bound to their totem chakras. Although this might entail a significant change in the totemist's appearance and abilities, no soulmelds actually change location on her body when she rebinds her melds.

## PUTTING IT ALL TOGETHER

Quarranal Rhiannavar is a 3rd-level duskling totemist. As a 3rd-level totemist, he has the ability to shape three soulmelds at a time (and his Constitution is 17, easily high enough to allow this). At the start of this day, he spends an hour selecting his soulmelds; he decides to shape *sphinx claws*, *totem avatar*, and *blink shirt*.

His *sphinx claws* occupy his hands chakra and his *blink shirt* occupies his heart chakra. The *totem avatar* soulmeld can occupy the arms, feet, heart, or shoulders chakra. His *blink shirt* already occupies his heart chakra, so Quarranal chooses to place his *totem avatar* on his arms chakra.

Quarranal has access to and can bind soulmelds to his totem chakra. When he shapes his soulmelds, he can choose to bind any one of them to his totem chakra. (None of them can occupy his totem chakra, however.) Since he has no



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interest in carrying a weapon, he chooses to bind his *sphinx claws* to his totem chakra, which turns his hands into vicious claws he can use in melee.

Because he is a duskling, Quarranal has one additional receptacle for essentia besides his three soulmelds: his racial speed ability. Each of his receptacles has an essentia capacity of 1 (determined by his character level), except for his *sphinx claws*. Because he has bound that soulmeld to his totem chakra, its capacity is increased by 1, to 2.

As a 3rd-level totemist, Quarranal would normally have an essentia pool of 2. However, his duskling race gives him 1 bonus essentia, so his essentia pool is 3. Every round on his turn, Quarranal can distribute those 3 points of essentia however he likes among his three soulmelds and his racial speed ability.

While he is exploring a dungeon with his companions, Quarranal keeps 1 point of essentia in his racial speed ability, 1 point in his *totem avatar* (increasing his AC in case of surprise attacks), and 1 point in his *blink shirt* (so he can teleport up to 20 feet if he needs to). Once he enters combat, he shifts 2 points to his *sphinx claws* (increasing his attack rolls and damage rolls) and keeps 1 point in his *totem avatar* for the AC bonus, and doesn't shift things around too much from round to round. Should he suddenly need a burst of speed or a short *dimension door*, however, he can instantly reallocate his essentia into his racial speed ability or his *blink shirt*.

## INCARNUM AND SPELLS

While meldshaping does not resemble spellcasting, the default rule for the interaction of soulmelds and magic is simple: Soulmelds interact with spells and spells interact with soulmelds in the same way that a spell or a normal spell-like ability interacts with another spell or spell-like ability (with a limited number of exceptions, as noted below). This is known as soulmeld–magic transparency.

**Soulmeld–Magic Transparency:** Spells, spell-like abilities, and magic items that could potentially affect soulmelds do affect soulmelds. When the rule about soulmeld–magic transparency is in effect, it has the following ramifications.

Spell resistance is effective against any soulmeld used to affect a creature other than the meldshaper. A meldshaper's spell resistance (if any) is automatically overcome by his own soulmelds.

*Dispel magic* and spells of that nature interact with a soulmeld as if the soulmeld were a magic item. If a *dispel magic* spell is targeted on a specific soulmeld, the caster makes a dispel check against a DC of 11 + the soulmeld's meldshaper level. If successful, the soulmeld's magical properties are suppressed for 1d4 rounds.

### INCARNUM AND NEGATIVE LEVELS

When a meldshaping character gains a negative level, he suffers the following effects, in addition to the normal effects felt by any character:

- His meldshaper level is reduced by 1.
- He loses the ability to shape one soulmeld. If he currently has the maximum number of soulmelds shaped, one of his soulmelds (determined randomly) unshapes. Any essentia invested

Any spell or effect that detects magic (such as *detect magic*) also detects soulmelds, their number, strength (based on meldshaper level), and location within 3 rounds. Soulmelds have no school, so a Spellcraft check grants no additional knowledge.

Dead magic areas are also dead soulmeld areas. A character who enters a dead magic area with soulmelds active loses the benefit of those soulmelds while in the area, though they return as soon as he leaves. You cannot reallocate essentia while in a dead magic area—any essentia invested remains invested until you leave the dead magic area.

**Stacking Effects:** Two bonuses of the same type don't stack even if they come from different soulmelds, or one from a soulmeld and one from a spell. For example, *ankheg breastplate* and *mage armor* both provide an armor bonus to AC, so the two armor bonuses don't stack; only the higher bonus applies.

**Different Bonus Types:** The bonuses or penalties from two different soulmelds, or a soulmeld and a spell, stack if the effects are of different types. For example, the *shield* spell provides a +4 shield bonus to AC. A character under the influence of a *shield* spell and with the *ankheg breastplate* soulmeld shaped, which provides a +2 armor bonus to AC (not including invested essentia), has a total bonus to AC of +6, because the two different bonus types stack.

A bonus that isn't named (just a "+2 bonus" rather than a "+2 enhancement bonus") stacks with any bonus.

**Same Effect More than Once in Different Strengths:** In cases where two or more similar or identical spell, power, or soulmeld effects are operating on the same character, but at different strengths, only the best one applies. For example, the *fly* spell and the *airstep sandals* soulmeld both provide a fly speed; a character with both effects active would use only the higher speed (and all other effects that come with that speed, such as maneuverability). If two soulmelds both apply the same effect and one of these soulmelds is unshaped or otherwise negated, the other soulmeld remains in effect (assuming it is still active). Regardless, two of the same soulmeld can't be shaped on the same character simultaneously.

## MELD DESCRIPTIONS

The soulmelds available to characters are described below. The description of each soulmeld is presented in a standard format. Each category of information is explained and defined below.

### NAME

The first line of every soulmeld description gives the name by which the soulmeld is generally known.

in that soulmeld become uninvested (but can be invested again normally on the character's next turn).

- He loses 2 points of essentia (to a minimum of 0).

Negative levels have no effect on a character's essentia capacity (whether in soulmelds or elsewhere) or his chakra binds, though if a chakra-bound soulmeld unshapes any special benefit granted by that chakra bind also disappears.



*An incarnate shapes his soulmelds around his own body*

## DESCRIPTORS

Unlike spells or psionic powers, soulmelds have no schools, subschools, or disciplines. A descriptor, when it appears, is the only way to group or categorize soulmelds by their effect.

The descriptors for soulmelds are acid, air, chaotic, cold, darkness, death, earth, electricity, evil, fear, fire, force, good, lawful, light, mind-affecting, necrocarnum, sonic, and water. Not all of these descriptors are necessarily used by soulmelds in this book.

The necrocarnum descriptor indicates a soulmeld that draws on a vile and corrupted form of incarnum. Such soulmelds also carry the evil descriptor.

Most of these descriptors have no game effect by themselves, but they govern how the soulmeld interacts with other soulmelds, with spells and psionic powers, with special abilities, with unusual creatures, with alignment, and so on.

A mind-affecting soulmeld works only against creatures with an Intelligence score of 1 or higher.

## CLASSES

This line indicates which meldshaping classes can shape the soulmeld. Melding classes include the incarnate, the soulborn, and the totemist. A meldshaper can shape any soulmeld of his class, barring alignment restrictions.

## CHAKRA

This line indicates which chakra the soulmeld can occupy when shaped and bound. Multiple entries indicate the meldshaper has a choice of where he wants to place the meld.

## SAVING THROW

Only a few soulmelds allow saving throws. The saving throw DC for a soulmeld equals 10 + the essentia invested into the soulmeld + the meldshaper's relevant ability score modifier (Wisdom for incarnates or Constitution for soulborns and totemists).

## DESCRIPTIVE TEXT

This portion of a soulmeld description details what the soulmeld does and how it works in its most basic form. The effect can be enhanced or modified by investing essentia into the meld or binding it to a chakra.

**Essentia:** If you invest essentia into a soulmeld, you can usually improve its effects. You have a limited amount of essentia you can invest into all of your active soulmelds (determined by your level).

## Chakra Bind (Chakra)

Binding a soulmeld to one of your chakras can significantly increase its effect. This entry describes the additional power or powers granted by a soulmeld that is bound to the indicated chakra.

A chakra bind entry might also have an essentia effect, as described above. If so, any essentia invested in the soulmeld provides the listed benefit in addition to any other essentia effects.

## OTHER MELD INFORMATION

A soulmeld's description lacks many of the details common to spell descriptions, including casting time, range, effect, area, targets, and duration. For the most part, such entries would simply be redundant; where needed, they are described in the main text of the soulmeld itself.

A soulmeld has no "casting time," since it is not cast like a spell. In such cases where a soulmeld's power can be activated, the text indicates what kind of action is required to activate it.

All soulmelds affect the meldshaper first and foremost, meaning that entries for range, effect, area, and targets are largely meaningless. Again, in those cases where a soulmeld's effect can be targeted on another character, the relevant information is included in the text.

All soulmelds by definition have a duration of "until unshaped." For soulmelds that can create temporary effects, the duration of those effects is noted in the text.

The rest of this chapter contains tables that summarize the soulmelds of the meldshaping classes and soulmeld descriptions in alphabetical order by soulmeld name.

**Meldshaper Level:** A soulmeld's power occasionally depends on meldshaper level, which is defined as the meldshaper's

TABLE 4–1: INCARNATE SOULMELDS

Chakra	Soulmeld	Basic Effect*
Crown	Crystal Helm	+2 resistance bonus on Will saves against charm and compulsion
	Diadem of Puritylight	Create a constant source of light
	Enigma Helm	Protection from divinations
	Necrocarum Circlet	Detect undead within 30 feet
	Soulspark Familiar	Create soulspark creature
Feet	Acrobat Boots	+2 bonus on Balance, Escape Artist, Jump, and Tumble checks
	Airstep Sandals	Fly up to 10 feet as a move action
	Cerulean Sandals	Walk on water
	Impulse Boots	Uncanny dodge (retain Dex bonus to AC when flat-footed)
Hands	Bloodwar Gauntlets	+1 bonus on melee attacks
	Lightning Gauntlets	1d6 electricity damage with melee touch attack
	Lucky Dice	+1 luck bonus on chosen rolls
	Necrocarum Weapon	Chosen weapon bypasses DR as if evil-aligned
	Sighting Gloves	+1 bonus on ranged damage rolls
	Theft Gloves	+2 bonus on Disable Device, Open Lock, and Sleight of Hand checks
Arms	Armguards of Disruption	1d6 points of damage to undead with melee touch attack
	Bloodwar Gauntlets	+1 bonus on melee attacks
	Bluesteel Bracers	+2 bonus on initiative checks
	Incarnate Weapon	Create an aligned weapon
	Lammasu Mantle	+2 deflection bonus to AC against evil creatures
	Lifebond Vestments	Heal another by taking damage
	Necrocarum Touch	+4 bonus on Sleight of Hand checks and on Bluff checks to feint in combat
	Riding Bracers	+4 bonus on Handle Animal and Ride checks
	Sailor's Bracers	+4 bonus on Swim, Profession (sailor), and Use Rope checks
	Brow	Illusion Veil
Keeneye Lenses		+4 bonus on Spot checks
Mage's Spectacles		+4 bonus on Decipher Script, Spellcraft, and Use Magic Device checks
Planar Chasuble		Gain alignment subtype, resistance to energy based on alignment
Silvertongue Mask		+2 bonus on Bluff and Diplomacy checks
Soulspark Familiar		Create soulspark creature
Truthseeker Goggles		+2 bonus on Gather Information, Search, and Sense Motive checks

class level (or half class levels for soulborns) for the purpose of shaping a particular soulmeld. A creature with no classes has a meldshaper level equal to its Hit Dice unless otherwise specified.

**Soulmeld Effects and Conditions:** If a soulmeld causes its subject or subjects to be affected by one or more conditions (such as blindness or fatigue), refer to Condition Summary, page 300 of the *Dungeon Master's Guide*, for details.

**Creatures and Characters:** The words “creature” and “character” are used synonymously in the soulmeld descriptions.

**Damage Values:** The damage values given for soulmelds that grant natural weapons are for Medium characters. Meldshapers larger or smaller than Medium should adjust these damage values as normal for weapons of sizes other than Medium (see page 114 of the *Player's Handbook*).

*You form incarnum into a pair of light, supple boots that fit over your feet and any other boots you might wear. Small ruffs of blue-white fur crown each boot. While you wear them, you feel light on your feet. It is difficult to resist the temptation to bounce on the balls of your feet when you're standing still.*

Channeling energy from the most agile and nimble of souls, you claim some measure of that agility for yourself.

While wearing *acrobat boots*, you gain a +2 insight bonus on Balance, Escape Artist, Jump, and Tumble checks. (This soulmeld does not let you attempt Tumble checks untrained.)

**Essentia:** Every point of essentia invested in the *acrobat boots* increases the bonus by 2.

### Chakra Bind (Feet)

*Your acrobat boots join fast to your feet and help to slow you whenever you fall.*

You can reduce falling damage by 1d6 points per point of essentia invested in the *acrobat boots*. For example, if you fall 30 feet while 2 points of essentia are invested, you would take only 1d6 points of damage (rather than 3d6 points).

## SOULMELDS

The soulmelds herein are presented in alphabetical order.

### ACROBAT BOOTS

**Descriptors:** None

**Classes:** Incarnate

**Chakra:** Feet

**Saving Throw:** None

### ADAMANT PAULDRONS

**Descriptors:** None

**Classes:** Incarnate

Chakra	Soulmeld	Basic Effect*
Shoulders	Adamant Pauldrons	25% protection against critical hits and sneak attacks
	Lammasu Mantle	+2 deflection bonus to AC against evil creatures
	Mantle of Flame	Creatures attacking you take 1d6 fire damage
	Pauldrons of Health	Immunity to disease and to being sickened or nauseated
	Therapeutic Mantle	Enhances the effect of healing spells
Throat	Wind Cloak	Damage reduction 2/magic against ranged attacks
	Apparition Ribbon	Reroll miss chance against incorporeal foes
	Arcane Focus	+1 bonus on spell damage
	Dissolving Spittle	1d6 acid damage with ranged touch attack
	Necrocarnum Mantle	Immunity to disease
	Planar Ward	Protection from mental control
	Silvertongue Mask	+2 bonus on Bluff and Diplomacy checks
Soulspark Familiar	Create soulspark creature	
Waist	Flame Cincture	Resistance to fire 10
	Necrocarnum Shroud	+1 bonus on attack and damage rolls when adjacent creature takes damage
	Necrocarnum Vestments	Resistance to cold 5
	Strongheart Vest	Reduce ability damage by 1 point
	Vitality Belt	+4 bonus on Constitution checks and Constitution-based skill checks
Heart	Lifebond Vestments	Heal another by taking damage
	Necrocarnum Vestments	Resistance to cold 5
	Spellward Shirt	Spell resistance 5
	Strongheart Vest	Reduce ability damage by 1 point
Soul	Fellmist Robe	Concealment from nonadjacent attackers
	Incarname Avatar	Take on appearance and aspects of outsider
	Keeneye Lenses	+4 bonus on Spot checks
	Necrocarnum Shroud	+1 bonus on attack and damage rolls when adjacent creature takes damage
	Planar Chasuble	Gain alignment subtype, resistance to energy based on alignment

\* See full soulmeld descriptions for effects of essentia investment and chakra binds.

### Chakra: Shoulders

**Saving Throw:** None

You shape incarnum into blue crystalline plates of shoulder armor. They float slightly above your shoulders, leaving room for clothing and other armor. In battle, these pauldrons seem to draw attacks toward them, steering blows away from your most vital areas.

The use of *adamant pauldrons* carries a stigma in some incarnate circles because of the example of Murthien the Soul-Render. The infamous incarnate is said to have worn *adamant pauldrons* on which the tormented visages of imprisoned souls were clearly visible, wracked with pain from the necrocarnum energies Murthien wielded. Wise incarnates refuse to allow the corrupted practice of one notable individual to prevent them from employing a highly useful soulmeld, however.

Your *adamant pauldrons* grant you protection from physical attacks. Whenever a critical hit or sneak attack is scored on you, there is a 25% chance that the critical hit or sneak attack is negated and damage is instead rolled normally.

**Essentia:** You gain damage reduction equal to the number of points of essentia invested in this soulmeld. This damage reduction is bypassed only by attacks of an alignment opposed to that of your incarnate cause (good, evil, chaos, or law). Thus, if you invest 3 points of essentia in your *adamant pauldrons* and you are a good incarnate, you gain damage reduction 3/evil.

### Chakra Bind (Shoulders)

Your incarnate pauldrons settle over your shoulders, and they seem to be joined by a crystalline lattice of blue energy across your back. Their power to deflect blows away from vital areas is increased.

The chance that your *adamant pauldrons* negate a critical hit or sneak attack against you increases to 50%.

### AIRSTEP SANDALS

**Descriptors:** None

**Classes:** Incarnate

**Chakra:** Feet

**Saving Throw:** None

You shape incarnum into a pair of sky-blue sandals. They surround your feet without quite touching them, fitting over any boots or shoes you wear. When you use the flight ability of the sandals, you leave a faint trail of blue vapor behind you, which disperses after a few seconds.

Many creatures have the gift of flight, and with this soulmeld, you channel soul energy derived from such creatures to borrow that gift. The rilkan incarnate Davi the Trickster was rarely seen without this soulmeld shaped, and she claimed that she could communicate with the djinn whose soul energy she borrowed to form it.

While worn, the *airstep sandals* allow you to fly up to 10 feet (good maneuverability) as a move action once per round. You must end the flight solidly supported or you fall.



TABLE 4-2: SOULBORN SOULMELDS

Chakra	Soulmeld	Basic Effect*
Crown	Crystal Helm	+2 resistance bonus on Will saves against charm and compulsion
	Diadem of Purelight	Create a constant source of light
	Enigma Helm	Protection from divinations
	Hunter's Circlet	+2 bonus on Heal and Survival checks
	Necrocarum Circlet	Detect undead within 30 feet
	Soulspark Familiar	Create soulspark creature
Feet	Soulspeaker Circlet	Understand a spoken language
	Cerulean Sandals	Walk on water
	Impulse Boots	Uncanny dodge (retain Dex bonus to AC when flat-footed)
Hands	Thunderstep Boots	Deal 1d4 sonic damage as part of charge attack
	Gloves of the Poisoned Soul	Touch poisons target
	Lucky Dice	+1 luck bonus on chosen rolls
	Mauling Gauntlets	+2 bonus on Strength checks
Arms	Necrocarum Weapon	Chosen weapon bypasses DR as if evil-aligned
	Sighting Gloves	+1 bonus on ranged damage rolls
	Armguards of Disruption	1d6 points of damage to undead with melee touch attack
	Bluesteel Bracers	+2 bonus on initiative checks
	Mauling Gauntlets	+2 bonus on Strength checks
Brow	Necrocarum Touch	+4 bonus on Sleight of Hand checks and on Bluff checks to feint in combat
	Riding Bracers	+4 bonus on Handle Animal and Ride checks
	Sailor's Bracers	+4 bonus on Swim, Profession (sailor), and Use Rope checks
	Fearsome Mask	+2 bonus on Intimidate checks
	Illusion Veil	+1 bonus on illusion spell DCs
	Silvertongue Mask	+2 bonus on Bluff and Diplomacy checks
Shoulders	Soulspark Familiar	Create soulspark creature
	Truthseeker Goggles	+2 bonus on Gather Information, Search, and Sense Motive checks
	Pauldrons of Health	Immunity to disease and to being sickened or nauseated
Throat	Therapeutic Mantle	Enhances the effect of healing spells
	Wind Cloak	Damage reduction 2/magic against ranged attacks
	Arcane Focus	+1 bonus on spell damage
	Necrocarum Mantle	Immunity to disease
Waist	Silvertongue Mask	+2 bonus on Bluff and Diplomacy checks
	Soulspark Familiar	Create soulspark creature
	Soulspeaker Circlet	Understand a spoken language
	Flame Cincture	Resistance to fire 10
	Necrocarum Shroud	+1 bonus on attack and damage rolls when adjacent creature takes damage
Heart†	Necrocarum Vestments	Resistance to cold 5
	Spellward Shirt	Spell Resistance 5
	Strongheart Vest	Reduce ability damage by 1 point
Soul†	Necrocarum Shroud	+1 bonus on attack and damage rolls when adjacent creature takes damage

\* See full soulmeld descriptions for effects of essentia investment and chakra binds.

† Chakra binds for these soulmelds accessible to soulborns with the Open Heart Chakra and Open Soul Chakra epic feats.

**Essentia:** Every point of essentia you invest in your *airstep sandals* increases the distance you can fly by 10 feet.

### Chakra Bind (Feet)

Your *airstep sandals* merge into your feet, turning your legs sky blue from your knees down to your toes. You become capable of aerial acrobatics, turning on a dime in midair with a soft burst of pale blue mist.

You fly with perfect maneuverability. In practical terms, this means that you can reverse direction without paying a movement cost, you can turn freely without spending any extra movement, and you can ascend at full speed.

### ANKHEG BREASTPLATE

**Descriptors:** Acid

**Classes:** Totemist

**Chakra:** Throat (totem)

**Saving Throw:** See text

*A thick, chitinous breastplate forms around your torso. The green plates of the armor glisten like the thorax of a living insect. Soft tissue and living muscle bind the plates together, rather than the chain and leather of conventional armor.*

Ankhegs are burrowing predators protected by thick plates of chitin. The totemist tradition reveres them as protectors, but it also seeks to claim the destructive power of their mandibles and their acidic spittle.

Your *ankheg breastplate* grants you a +2 armor bonus to your Armor Class. As always, this bonus does not stack with an armor bonus from a different source (such as actual armor you might be wearing). If you have another armor bonus, the higher bonus applies. This soulmeld has no maximum Dexterity bonus, armor check penalty, or arcane spell failure. It is treated as light armor for the purpose of determining your speed and adjudicating class features dependent on armor.

**Essentia:** For every point of essentia you invest in your *ankheg breastplate*, the armor bonus granted by the soulmeld improves by 1.

### Chakra Bind (Throat)

*Green chitin spreads from your breastplate up your neck, blending into your skin there. This thickened skin seems to pulse slowly, in a rhythm unrelated to the beat of your heart or the movement of your breath.*

You gain the ability to spit a line of acid as a standard action. Once per minute, you can emit a line of acid that is 5 feet long plus 5 feet per point of invested essentia. Targets in the line take 2d6 points of acid damage plus 1d6 points for every point of invested essentia. They can reduce this damage by half with a successful Reflex save.

### Chakra Bind (Totem)

*Green-brown chitin spreads from your breastplate up your neck to your face, and you sprout serrated mandibles like those of a giant insect. Outside of combat, they slowly open and close without any conscious direction. In battle, you can use these terrible clenching jaws to tear the flesh of your foes. When you shift essentia to this soulmeld, the mandibles sizzle with acid.*

You gain a bite attack that deals 1d8 points of damage. You can use this bite either as a primary attack (in which case it uses your full base attack bonus and adds your Strength bonus on damage rolls) or as a secondary attack (with a –5 penalty on the attack roll and applying only half your Strength bonus on your damage roll). Every point of essentia invested in this soulmeld adds 1d4 points of acid damage to your bite damage.

## APPARITION RIBBON

**Descriptors:** None

**Classes:** Incarnate

**Chakra:** Throat

**Saving Throw:** None

*A diaphanous scarf wraps around your neck, its ends trailing off into wispy tendrils that seem to follow or mimic the movement of your arms.*

You form incarnum into a bridge of energy between yourself and the incorporeal world of spirits and other ghostly creatures. In melee, every time you miss an incorporeal foe because of its incorporeality, you can reroll your miss chance percentile roll one time to see if you actually hit.

**Essentia:** Every point of essentia invested in *apparition ribbon* grants you a +2 insight bonus on damage rolls against incorporeal creatures.

### Chakra Bind (Throat)

*The wispy tendrils of the scarf lengthen and surround you as you appear to become incorporeal.*

When you bind *apparition ribbon* to your throat chakra, you gain the ability to become incorporeal for brief periods of time. You gain all the benefits of the incorporeal subtype (see page 310 of the *Monster Manual*), including a deflection bonus equal to your Charisma bonus (minimum +1).

Activating this ability is a standard action, and your incorporeality lasts for 1 round plus 1 round per point of essentia invested in the soulmeld at the time it was activated. After you activate this ability, you can't voluntarily change the soulmeld's essentia investment until the duration of incorporeality ends. If the essentia investment is decreased involuntarily to the point where the number of consecutive rounds spent incorporeal equals or exceeds the essentia invested, you immediately become corporeal.

If you are within a solid object when the duration of incorporeality ends, you are shunted off to the nearest open space and take 1d6 points of damage per 5 feet that you so travel.

Each day, you can spend a total number of rounds incorporeal equal to your meldshaper level.

## ARCANE FOCUS

**Descriptors:** None

**Classes:** Incarnate, soulborn

**Chakra:** Throat

**Saving Throw:** See text

*A necklace of blue crystals fits around your neck. The crystals shed a faint glow that increases in brightness when you cast a damaging spell.*

Drawing upon the soul energy of spellcasters and war-mages, meldshapers who also cast arcane spells can use the incarnum energy to intensify spells that cause harm to others.

You shape incarnum into a periapt or other trinket, known as an *arcane focus*, which you then wear about your neck. When you cast an arcane spell that deals damage, your spell's damage is increased by 1 point. Spells that divide their damage among multiple targets, such as *magic missile*, deal the extra damage once to each affected target.

This soulmeld does not affect spells that do not deal damage.

**Essentia:** Every point of essentia you invest in your *arcane focus* increases the extra damage by 1 point.

TABLE 4-3: TOTEMIST SOULMELDS

Chakra**	Soulmeld	Basic Effect**
Crown	Beast Tamer Circlet	+2 bonus on Handle Animal and wild empathy checks
	Frost Helm	Exist comfortably between -50 and 90° Fahrenheit
	Hunter's Circlet	+2 bonus on Heal and Survival checks
	Shedu Crown	Immune to bull rush
	Threefold Mask of the Chimera	Can't be flanked
Feet	Dread Carapace	+2 bonus on damage with bite attack, -1 penalty on attack rolls
	Landshark Boots	+4 bonus on Jump checks
	Totem Avatar	Bonus hit points equal to meldshaper level
	Urskan Greaves	Move through ice and snow at normal speed, +5 bonus on Balance checks on ice
	Worg Pelt	+2 bonus on Hide and Move Silently checks
Hands	Bloodtalons	Continue fighting when disabled or dying
	Kruthik Claws	+4 bonus on Hide and Move Silently checks
	Rageclaws	Continue fighting when disabled or dying
	Sphinx Claws	+1 bonus on Strength checks and Strength-based skill checks
	Worg Pelt	+2 bonus on Hide and Move Silently checks
Arms	Dread Carapace	+2 bonus on damage with bite attack, -1 penalty on attack rolls
	Girallon Arms	+2 bonus on Climb and grapple checks
	Kraken Mantle	+8 on Swim checks
	Lammasu Mantle	+2 deflection bonus to AC against evil creatures
	Riding Bracers	+4 bonus on Handle Animal and Ride checks
	Totem Avatar	Bonus hit points equal to meldshaper level
Brow	Basilisk Mask	Low-light vision
	Disenchanter Mask	Detect magic within 10 feet
	Great Raptor Mask	+2 bonus on Spot checks
	Krenshar Mask	+4 bonus on Jump and Move Silently checks
	Unicorn Horn	+2 bonus on wild empathy and Move Silently checks
	Yrthak Mask	+4 bonus on Listen checks
Shoulders	Displacer Mantle	+4 bonus on Hide checks
	Kruthik Claws	+4 bonus on Hide and Move Silently checks
	Lammasu Mantle	+2 deflection bonus to AC against evil creatures
	Pegasus Cloak	Constant <i>feather fall</i> and +2 bonus on Jump checks
	Phase Cloak	+4 bonus on Climb checks, can always take 10 on Climb
	Shadow Mantle	+4 bonus on Listen checks
	Totem Avatar	Bonus hit points equal to meldshaper level
Throat	Ankheg Breastplate	+2 armor bonus to AC
	Behir Gorget	+4 bonus to resist bull rush or trip
	Brass Mane	+4 bonus on Intimidate checks
	Gorgon Mask	+1 bonus on Fort saves and +2 to resist bull rush, trip, overrun, or trample
	Winter Mask	Touch fatigues opponents
Waist	Heart of Fire	+1 bonus on attack and damage against cold creatures
	Lamia Belt	+4 bonus on Bluff and Hide checks
	Manticore Belt	+2 bonus on Jump and Spot checks
	Phoenix Belt	Exist comfortably between 40 and 140° Fahrenheit
	Wormtail Belt	+2 bonus to natural armor
Heart	Blink Shirt	Teleport 10 feet
	Dread Carapace	+2 bonus on damage with bite attack, -1 penalty on attack rolls
	Shedu Crown	Immune to bull rush
	Totem Avatar	Bonus hit points equal to meldshaper level
Soul†	Threefold Mask of the Chimera	Can't be flanked

\* All totemist soulmelds can be bound to the totem chakra, but the soulmelds must occupy a different chakra, so they are not listed by totem chakra on the table.

\*\* See full soulmeld descriptions for effects of essentia investment and chakra binds.

† Chakra bind for this meld accessible to totemists with the Open Soul Chakra epic feat.

## Chakra Bind (Throat)

*Barely visible wisps of incarnum writhe from your arcane focus, tendrils of soul energy that twist into arcane symbols as you cast arcane spells. When you cast a damaging spell, the spell is accompanied by a blue-white burst of raw incarnum energy.*

The energy and power behind your offensive spells can temporarily overcome your opponents. Whenever you cast a spell that deals damage to a single living creature, that creature must succeed on a Fortitude save (using the soulmeld's save DC, not the spell's) or be dazed for 1 round. If the spell deals damage to more than one creature, or if the target creature takes no damage from the spell (whether because of a successful saving throw, spell resistance, or resistance to the damage dealt by the spell), this has no effect.

## ARMGUARDS OF DISRUPTION

**Descriptors:** Good

**Classes:** Incarnate, soulborn

**Chakra:** Arms

**Saving Throw:** None

*Blue-sheened silver bracers form around your forearms. Blue-white sparks leap from your hand to undead creatures you touch.*



*Incarnum crackles from the fingertips of Zenya's armguards of disruption*

The energy of incarnum and the soulless bodies of undead creatures are on opposite ends of a spectrum. When properly shaped, incarnum can become an anathema to undead creatures, crumbling corporeal forms and disrupting undead spirits.

Your touch is harmful to undead. While wearing *armguards of disruption*, you deal 1d6 points of damage to an undead creature with a successful melee touch attack. You can use *armguards of disruption* only once per round, and you must announce that you are using them before making the attack; if you miss, the charge for that round is wasted.

**Essentia:** Every point of essentia invested increases the damage dealt by your *armguards of disruption* by 1d6 points.

## Chakra Bind (Arms)

*Incarnum flows from the bracers to envelop you and then fades into invisibility. A corona of blue-white energy erupts when an undead creature attacks you, blocking its blows and suppressing its powers.*

You gain an insight bonus to your AC and on your saving throws equal to the number of points of essentia invested in your *armguards of disruption*. These bonuses apply only against attacks made by undead creatures.

## BASILISK MASK

**Descriptors:** None

**Classes:** Totemist

**Chakra:** Brow (totem)

**Saving Throw:** See text

*A hideous mask with red-brown scales forms around and over your face, actually floating about an inch in front of your nose. The visage is reptilian, with a protruding lower jaw and teeth jutting upward. Bony spines stick up from the top of the mask, completing the portrait of a basilisk.*

While the basilisk is feared primarily for its petrifying gaze, totemists also revere it as a patron of vision.

Your *basilisk mask* grants you low-light vision.

**Essentia:** The *basilisk mask* grants you darkvision with a range of 30 feet per point of essentia invested in the soulmeld.

## Chakra Bind (Brow)

*Your basilisk mask merges into your forehead, and your eyes are now clearly visible in the face of the basilisk. The visual effect is a little unsettling, but the improvement to your perception is dramatic.*

You gain the benefit of the Blind-Fight feat.

## Chakra Bind (Totem)

*Behind the mask, your eyes glow with a pale green radiance that is clearly visible through the eyes of the basilisk. There is a sense of weight in your forehead, but it is not entirely unpleasant—more like a power anxious to be exercised.*

By directing your gaze on a creature within 30 feet who can see you, you can temporarily turn that creature to stone (as the *flesh to stone* spell, except that the duration is only 1 round).

A successful Fortitude save negates this effect. Using this ability is a full-round action.

## BEAST TAMER CIRCLET

**Descriptors:** None  
**Classes:** Totemist  
**Chakra:** Crown (totem)  
**Saving Throw:** None

*You channel undifferentiated soul energy into a gleaming silver band that encircles your forehead at a distance of about an inch. If you concentrate, you can hear a very quiet murmur of growls, shrieks, and other animal noises—the cacophony of the beast world.*

Rather than channeling the specific soul energy of a particular kind of magical beast to emulate that beast, totemists sometimes prefer to use incarnum in a more general way to improve their interactions with all beasts.

You gain a +2 insight bonus on Handle Animal and wild empathy checks.

**Essentia:** Every point of essentia you invest in your *beast tamer circlet* increases the insight bonus by 2.

## Chakra Bind (Crown)

*Your silver circlet fuses to your head, sending silver-blue tendrils like tiny veins under your skin. The endless clamor of beast noises becomes intelligible to you—you understand the range of needs and emotions that drives these utterances—but you are still able to ignore it with a modicum of concentration.*

You gain the ability to *speak with animals*, as the spell. You can also use this ability to communicate with magical beasts that have an Intelligence score of 1 or 2. You can use this ability in any round during which you invest essentia in your *beast tamer circlet*.

## Chakra Bind (Totem)

*Instead of a gleaming silver band around your head, your beast tamer circlet manifests as a ring of silver hair, while all the hair on your head becomes long and coarse like a beast's mane.*

You gain the ability to use *animal trance*, as the spell. You can use this ability once per minute, and it lasts as long as you maintain concentration and have any amount of essentia invested in your *beast tamer circlet*, to a maximum of 1 minute per meldshaper level.

## BEHIR GORGET

**Descriptors:** Electricity  
**Classes:** Totemist  
**Chakra:** Throat (totem)  
**Saving Throw:** See text

*Incarnum forms a large, deep blue collar around your neck, like part of a suit of plate armor. The color is darker on the back and fades to pale blue in the front, and bands of gray-brown line the top and bottom. The gorget tapers to a sharp point above your breastbone.*

Powerful beasts that resemble dragons, behirs are revered for their dangerous electrical breath weapon. Their dozen legs

grant them stability, a quality totemists seek to appropriate through this soulmeld. Their hatred of dragons makes this a popular soulmeld for totemists planning to slay a dragon—particularly a blue or bronze dragon.

Your *behir gorget* gives you a +4 bonus to resist being bull rushed or tripped.

**Essentia:** If you invest essentia in your *behir gorget*, it protects you from electricity damage. You gain resistance to electricity equal to 5 times the number of points of essentia you invest in this soulmeld.

## Chakra Bind (Throat)

*Your armored collar merges into your throat, and your neck lengthens very slightly. You can feel a constant tingling in the sides of your neck, and tiny sparks occasionally spit from your mouth when you speak—particularly when you get excited or angry.*

You gain the ability to project a line of lightning similar to a behir's breath weapon. Once per minute, you can emit a line of lightning that is 5 feet long plus 5 feet per point of invested essentia. Targets in the line take 2d6 points of electricity damage plus 1d6 per point of invested essentia, and they can reduce this damage by half with a successful Reflex save.

## Chakra Bind (Totem)

*As you bind your behir gorget to your totem chakra, its hard blue plating spreads up your neck to incorporate your entire head. Your face lengthens, and your jaw grows monstrous. Sharp teeth fill your mouth, allowing you to bite your foes savagely in combat. Sparks crackle in your mouth whenever you open it to bite—even to speak.*

You gain a bite attack that deals 1d8 points of damage. You can use this bite either as a primary attack (in which case it uses your full base attack bonus and adds your Strength bonus on damage rolls) or as a secondary attack (with a –5 penalty on the attack roll and applying only half your Strength bonus on your damage roll). Every point of essentia invested in this soulmeld adds 1d4 points of electricity damage to your bite damage.

## BLINK SHIRT

**Descriptors:** None  
**Classes:** Totemist  
**Chakra:** Heart (totem)  
**Saving Throw:** None

*This rough-looking garment fits over armor and other clothing and looks like it has been made of coarse brown fur, but it displays obviously magical features. The shirt seems to shift and move on its own, and it fades into a barely corporeal mist near your waist. Most disconcerting of all, patches of the garment seem transparent, as if they have temporarily shifted to some strange elsewhere. Because different parts of the garment appear phased out at different times, these patches of incorporeality seem to roam over the surface of the shirt.*

Blink dogs have two closely related abilities that define their hunting tactics. Totemists emulate both their short-range teleportation and the blinking that gives them

their name. Good-aligned totemists and those planning to fight displacer beasts shape this meld, invoking the blink dog's natural good alignment and their hatred for those creatures.

By shaping *incarnum* into a shirt resembling blink dog fur, you gain the ability to teleport (as *dimension door*) up to 10 feet at will. Using this ability is a standard action. After using this ability, you can't take any other actions until your next turn. You cannot bring along other creatures; you affect only yourself.

**Essentia:** Investing *essentia* in this soulmeld increases the distance you can teleport. For every point of *essentia* invested, you can teleport an additional 10 feet.

### Chakra Bind (Heart)

*The appearance of your blink shirt changes little, except that now wherever it seems transparent, you do as well. Strange patches of incorporeality float over your entire body.*

You can use *blink* as the spell (with a caster level equal to your meldshaper level). Activating or dismissing the effect is a standard action.

### Chakra Bind (Totem)

*Your posture becomes slightly hunched, giving you the merest hint of a canine appearance. Your ears also take on sharp points.*

You can use the *dimension door* ability of this soulmeld as a move action.

## BLOODTALONS

**Descriptors:** None

**Classes:** Totemist

**Chakra:** Hands (totem)

**Saving Throw:** None

*Incarnum forms a pair of eagle talons around your hands. They are ghostly and insubstantial, almost like a violet mist surrounding your hands, but the three-toed shape is as clear as the sharp claws in their outline.*

Blood hawks (described in the *Fiend Folio*) are fierce birds of prey noted for their blood lust. They are similar to sharks in their frenzy while feeding—in fact, they fight beyond the threshold of death. Totemists who shape *bloodtalons* hope to emulate the ferocious tenacity, keen eyesight, and sheer savagery of these creatures.

You can continue to fight without penalty if you are disabled or dying. When reduced to 0 hit points, you can act as if you weren't disabled (that is, you ignore the normal restriction to only a single move or standard action per turn). You do not lose 1 hit point for performing a standard or otherwise strenuous action while at 0 hit points.

When reduced to -1 to -9 hit points, you do not fall unconscious. You do not automatically lose 1 hit point each round when at -1 to -9 hit points.

When your current hit points drop to -10 or lower, you immediately die.

**Essentia:** You gain a +2 bonus on Spot checks per point of *essentia* you invest in your *bloodtalons*.

### Chakra Bind (Hands)

*Rather than being surrounded by violet mist, your hands themselves turn a deep shade of violet, like the blue of *incarnum* mixed with rich blood red. Somehow, your hands feel eager to grasp and tear, to speed past your opponents' defenses and tear at their eyes.*

You gain the benefit of the Weapon Finesse feat when attacking with natural weapons.

### Chakra Bind (Totem)

*The skin of your hands becomes red-orange and scaly like the talons of a blood hawk, your fingers grow knobby and strong, and your nails lengthen into fierce talons with sharp points and edges.*

You can use your *bloodtalons* as natural weapons. You can make two claw attacks that each deal 1d4 points of damage plus your Strength modifier. On the round after you hit with a claw attack, the wounds bleed for an additional 1 point of damage per point of *essentia* you had invested in your *bloodtalons* when you made the attack. Nonliving creatures are immune to this blood loss effect.

Every point of *essentia* invested in the *bloodtalons* grants a +1 enhancement bonus on attack rolls made with the claw attacks.

While the claws are shaped, you can still use your hands as normal (to hold items, cast spells, and so on), although you cannot hold an item in your hand and attack with the claws at the same time.

## BLOODWAR GAUNTLETS

**Descriptors:** Evil, mind-affecting

**Classes:** Incarnate

**Chakra:** Arms or hands

**Saving Throw:** See text

*Incarnum forms into black gauntlets that encase your hands and extend in heavy iron bands up your forearms to your elbows, where they end in vicious-looking spikes. They seem large for your hands and actually cover any gloves or gauntlets you might already be wearing, but they move in perfect unison with your fingers and hands. When it is very quiet, you can sometimes hear the sounds of battle coming from the night-black metal of the gauntlets.*

The Lower Planes are consumed in an unending battle between demons and devils, though this so-called Blood War rarely has much impact on the Material Plane. When you shape this soulmeld, you channel some of the raw, savage ferocity of that eternal conflict, using it to increase your own power in combat.

While you wear your *bloodwar gauntlets*, you gain a +1 morale bonus on melee attack rolls.

**Essentia:** For every point of *essentia* you invest in your *bloodwar gauntlets*, you gain a +1 morale bonus on melee damage rolls.

### Chakra Bind (Arms)

*Your bloodwar gauntlets bind themselves to your wrists and forearms. Instead of separate rings of metal extending up your arms, they now form a solid sheath of completely unreflective metal in which fiendish visages manifest and subside, always contorted with rage and pain.*

You can use a standard action to release the soulmeld's violent energy in a tumultuous blast, unshaping the soulmeld in the process. The blast deals 3d6 points of damage for every point of essentia invested to all creatures within a 20-foot-radius burst, excluding you. A successful Fortitude save halves this damage.

### Chakra Bind (Hands)

Your bloodwar gauntlets bind themselves to your hands, shrinking to better fit them. The metal fingertips of the gauntlets are long and sharply pointed. They sometimes seem to drip blood, though the liquid that falls from them vanishes almost as soon as it touches the ground.

You gain a +4 bonus on rolls made to confirm critical threats.

### BLUESTEEL BRACERS

**Descriptors:** None  
**Classes:** Incarnate, soul-born  
**Chakra:** Arms  
**Saving Throw:** None

You harness the soul energy of mighty warriors past, present, and future, shaping that incarnum into bands of bright blue steel that surround your wrists and lower arms. You feel a soft tingling in your wrists that grows stronger when danger is near.

Because war has always been a part of mortal history, warrior souls are plentiful. Meldshapers can readily tap into this font of martial knowledge to improve their own prowess on the field of battle, in particular honing the sense of approaching danger that allows skilled warriors to get the drop on their foes.

Your *bluesteel bracers* enhance your reactions and keep your mind in a state of constant battle readiness, granting you a +2 insight bonus on initiative checks.

**Essentia:** Investing essentia in your *bluesteel bracers* enhances your ability to deal damage in combat. The bracers provide an insight bonus on weapon damage rolls equal to the number of points of essentia that you invest in the soulmeld.

### Chakra Bind (Arms)

Your *bluesteel bracers* affix themselves to your arms, extending swirling patterns of bright metallic blue up your biceps. When

danger is near, your nearby allies share your sense of it and find themselves more ready for battle.

All allies within 30 feet of you when initiative is rolled gain the +2 bonus on initiative granted by this soulmeld.

### BRASS MANE

**Descriptors:** Sonic  
**Classes:** Totemist  
**Chakra:** Throat (totem)  
**Saving Throw:** See text



The pegasus cloak soulmeld (see page 81) allows this totemist to drop safely to the ground

This feral mask has leonine qualities, including a coarse mane of thick, brass-colored hair. Onlookers familiar with the mighty dragonnes recognize the similarities between those fearsome desert predators and the features of the mask.

Dragonnes are vicious and deadly hunters. Because of their terrible roar, totemists associate them with fear and don *brass manes* to strike terror into enemy hearts.

While you wear your *brass mane*, you gain a +4 competence bonus on Intimidate checks.

**Essentia:** Every point of essentia invested in this soulmeld increases the competence bonus it grants on Intimidate checks by 2.

### Chakra Bind (Throat)

The hair of your *brass mane* extends down your neck, forming brassy scales that cover your throat and reach down to your breastbone. Your voice gets louder unless you make a conscious effort to keep it quiet.

Once per minute, you can loose a devastating roar. All creatures except dragonnes within 10 feet must succeed on a Will save or become fatigued. The range of this effect is extended by 10 feet for every point of essentia invested in the soulmeld.

### Chakra Bind (Totem)

Your face blends into the mask, your jaws growing long and sprouting huge fangs. You can make powerful bite attacks to tear the flesh of your foes.

You gain a bite attack that deals 1d8 points of damage. You can use this bite either as a primary attack (in which case it uses your full base attack bonus and adds your Strength bonus on damage rolls) or as a secondary attack (with a -5 penalty on

the attack roll and applying only half your Strength bonus on your damage roll). Every point of *essentia* invested in this soulmeld grants a +1 enhancement bonus on attack rolls and damage rolls made with the bite attack.

## CERULEAN SANDALS

**Descriptors:** None  
**Classes:** Incarnate, soulborn  
**Chakra:** Feet  
**Saving Throw:** None

*Incarnum* forms into a pair of sandals that surround your feet and any other footwear you might have on. The sandals resemble blue crystal ice, but just beneath the surface, they seem to flow like water.

To shape *cerulean sandals*, you draw on soul energy with ties to the Astral Plane, channeling qualities of weightlessness to enhance your movement abilities.

Your *cerulean sandals* allow you to walk on water (as if under the effect of a *water walk* spell).

**Essentia:** You can invest *essentia* to increase your base speed with *cerulean sandals*. Every point of *essentia* invested in this soulmeld grants an enhancement bonus of +5 feet to your base land speed. This bonus applies only to land speed and does not improve any other forms of movement, such as climb or fly speeds.

## Chakra Bind (Feet)

*Your feet and lower legs are encased in a sheath of blue-gray energy. This substance resembles ice, but motes of light like tiny stars drift through it as well.*

You can use *dimension door* as the spell, up to a total distance of 10 feet per meldshaper level. You can use this ability (in increments of 10 feet) any number of times, until the total distance has been traversed, at which point the soulmeld unshapes. This requires a standard action to activate.

## CRYSTAL HELM

**Descriptors:** Force  
**Classes:** Incarnate, soulborn  
**Chakra:** Crown  
**Saving Throw:** None

*You shape incarnum into a light helm that surrounds your head and anything you might be wearing on it, including another helm. The substance of this helm is transparent crystal with a faceted appearance. As it rests over your head, you can almost feel a barrier erected behind your eyes, barring the way to those who would intrude into your mind.*

Crystal in its many forms is frequently associated with mental powers, hence its widespread use by characters with psionic powers. With this soulmeld, you shape *incarnum* into a crystalline form to draw on its protective qualities.

The soulmeld provides protection against mental effects, granting you a +2 resistance bonus on Will saving throws against charm and compulsion.

**Essentia:** You can increase the protective properties granted by a *crystal helm* by investing *essentia* in the soulmeld.

You gain a deflection bonus to your Armor Class equal to the number of points of *essentia* that you invest in the *crystal helm*.

## Chakra Bind (Crown)

*Your crystal helm settles snugly around your head, and tendrils of cold power work their way through your body. If you close your eyes, you can almost see your own hands glowing like a mystic crystal suffused with unearthly radiance. Like the invisible power of magical force, your attacks slice through the boundaries between worlds.*

Your melee attacks gain the force descriptor, making them useful against incorporeal foes.

## DIADEM OF PURELIGHT

**Descriptors:** Light  
**Classes:** Incarnate, soulborn  
**Chakra:** Crown  
**Saving Throw:** None

*A shimmering ring of incarnum energy wreathes your head, shedding a pure blue-white light. The light clearly outlines the shapes of creatures and objects it illuminates, enhancing your visual acuity.*

The light of souls is pure, highlighting the nuances of physical forms. This soulmeld draws upon that power to shed light on the meldshaper's surroundings.

You shape *incarnum* into a circlet that illuminates the area around you. Your *diadem of purelight* sheds light as a torch, illuminating a 20-foot radius with bright illumination (and out to a 40-foot radius of shadowy illumination). Creatures gain a +2 insight bonus on Spot checks when attempting to see anything within the radius of illumination (including within the shadowy illumination).

For the purpose of interacting with *darkness* spells, the *diadem of purelight* is treated as a *light* spell of a level equal to its invested *essentia*.

**Essentia:** Every point of *essentia* you invest in your *diadem of purelight* increases the radius of illumination by 10 feet. The radius of shadowy illumination is always double the radius of bright illumination. For example, a *diadem of purelight* with 2 points of invested *essentia* sheds bright light to a radius of 40 feet, and shadowy illumination to a radius of 80 feet.

## Chakra Bind (Crown)

*The light from the headband becomes steady and constant, amplifying the contrast between different creatures and objects.*

The *diadem of purelight* negates any concealment less than total concealment within the radius of its bright light. This has no effect on invisibility or other forms of total concealment, but creatures protected by fog, *blur* spells, and the like gain no concealment from such effects.

## DISENCHANTER MASK

**Descriptors:** None  
**Classes:** Totemist  
**Chakra:** Brow (totem)  
**Saving Throw:** None



*You shape incarnum into a silvery mask with a long snout, clubbed protrusions at the crown, and a long, forked tongue. The silver scales of the mask glint and gleam in the light, and the tongue seems to sway of its own accord.*

Disenchanters (described in the *Fiend Folio*) are huge, surly beasts that feed on magical energy. By shaping this soulmeld, totemists hope to gain the power to combat magic—particularly against foes armed with large numbers of magic items.

You can use a *detect magic* effect as the spell, with a range of 10 feet. You can use this ability as often as desired, but no more than once per round (as a standard action).

**Essentia:** For every point of essentia you invest in your *disenchanter mask*, the range of its *detect magic* effect increases by 10 feet.

### Chakra Bind (Brow)

*Your disenchanter mask binds to your forehead, and your eyes replace the glassy black eyes in the mask's sockets. Colors seem somehow more alive to your sight—particularly the colors of spell effects and items that you know to be magical.*

When using this soulmeld's *detect magic* ability, you can instantly determine the number, strength, and location of each magical aura present as if you had been concentrating for 3 rounds. You must still make Spellcraft checks as normal to determine the school of magic involved in each aura.

### Chakra Bind (Totem)

*Your face lengthens and shapes into the mask you wear, and the dangling tongue of the mask becomes your own tongue. As you extend it, you can practically taste magic in the air, and when you use the tongue to drain magic, it tastes strong and sweet, almost like a liqueur.*

You can use the long tongue of your *disenchanter mask* to make a melee touch attack as a standard action. (You cannot use the tongue as a natural secondary weapon, nor can you make any other attacks in the same round as you make a tongue attack.) The tongue has a reach 5 feet longer than your natural reach, but you cannot use it to make attacks of opportunity. It uses your normal base attack bonus.

If you hit with the tongue attack, you deal no damage but have a chance to temporarily suppress a magic item that the target might have. Unless you choose a specific item held or worn by the target (such as “the sword he holds” or “his bracers”), you affect magic items in the following order: shield, armor, helmet, item in hand, cloak, stowed or sheathed weapon, bracers, clothing, jewelry (including rings), and anything remaining.

To suppress the item, you must succeed on a meldshaper level check (1d20 + your meldshaper level) against a DC of 11 + the magic item's caster level. Success means that the item's magical properties are suppressed for 10 minutes.

You can also use this ability to temporarily suppress the magic of a specific soulmeld, but you must specify the soulmeld to be affected; otherwise you affect a magic item instead. Use the soulmeld's meldshaper level as its caster level.

## DISPLACER MANTLE

**Descriptors:** None

**Classes:** Totemist

**Chakra:** Shoulders (totem)

**Saving Throw:** None

*This cloak of blue-black fur wraps around your shoulders and hangs down your back to the waist. The fur bends and catches light strangely, actually creating a slight blurring effect around your entire body.*

Displacer beasts are vicious predators, but to the totemist they symbolize stealth and deception. With this soulmeld, you hope to claim the displacer beast's light-bending deception to conceal and protect yourself.

The *displacer mantle* slightly blurs your outline, providing a +4 competence bonus on Hide checks.

**Essentia:** The competence bonus on Hide checks increases by 2 for every point of essentia invested in this soulmeld.

### Chakra Bind (Shoulders)

*As you bind the mantle to your shoulders, its midnight hue spreads into the skin of your shoulders and upper arms. A light-bending glamer surrounds you, shifting and wavering your outline.*

Your *displacer mantle* surrounds you with a glamer similar to a *blur* spell, granting you concealment (20% miss chance). A *true seeing* effect allows the user to see your position, but *see invisibility* has no effect.

### Chakra Bind (Totem)

*A pair of tentacles extends from your shoulder blades. They end in pads ridged with sharp horn, allowing you to lash out even at distant foes to batter and tear them.*

As a full-round action, you can make two tentacle attacks using your full base attack bonus. Each tentacle deals 1d4 points of damage plus your Strength modifier. The tentacles have reach equal to your normal natural reach plus 5 feet; however, you do not have sufficient control over the tentacles to make attacks of opportunity with them.

Every point of essentia invested in the *displacer mantle* grants you a +1 enhancement bonus on damage rolls made with the tentacle attacks.

## DISSOLVING SPITTLE

**Descriptors:** Acid

**Classes:** Incarnate

**Chakra:** Throat

**Saving Throw:** None

*Incarnum forms a metallic blue-green torc around your neck. The ends of the torc resemble black or copper dragons facing each other in front of your throat. A constant bitter taste floods your mouth, but it seems to make the flavor of certain foods more enjoyable—particularly well-cooked meat.*

The infamous incarnate Murthien the Soul-Render, for all his forays into the abomination that is necrocarum, also used *dissolving spittle* almost as a calling card. While this meld is favored by chaotic and evil incarnates because of acid's association with both suffering and dissolution, incarnates

of all alignments find acidic spittle a useful weapon against a variety of opponents.

As a standard action, you can spit a glob of acid at a target within 30 feet. This requires a ranged touch attack to hit and deals 1d6 points of acid damage. Using *dissolving spittle* provokes attacks of opportunity.

**Essentia:** Every point of essentia you invest in your *dissolving spittle* increases the damage dealt by 1d6 points.

### Chakra Bind (Throat)

*Instead of a torc around your neck, the writhing shape of a two-headed dragon arcs around your throat in blue-green scales. Tendrils of midnight blue extend up your neck and down into your shoulders like diseased veins.*

When you use your ability to spit acid at an opponent, the target takes normal damage in the round you spit acid. You also roll again for damage 1 round later.

## DREAD CARAPACE

**Descriptors:** None

**Classes:** Totemist

**Chakra:** Arms, feet, or heart (totem)

**Saving Throw:** See text

*Incarnum forms into a heavy, caramel-brown carapace covering your back. Short spines protrude from this shell, and light gleams from its surface. Though it has no actual protective value (unless you bind it to your heart chakra), the carapace fills you with the destructive power of the tarrasque.*

Possibly the most dreaded of all magical beasts, the tarrasque is also the only magical beast whose power is channeled and embodied in two different soulmelds—*dread carapace* and *totem avatar*. Totemists who shape *dread carapace* can emulate a variety of the tarrasque's many aspects—primary among them its sheer power in melee combat.

While your *dread carapace* is shaped, you gain a +2 bonus on damage rolls when you are using a bite attack, or a +1 bonus when you are using a claw or other natural attack. In exchange, you take a –1 penalty on attack rolls with natural weapons.

**Essentia:** Every point of essentia you invest in your *dread carapace* increases your attack penalty by 1 and your damage bonus by 2 (for bite attacks) or 1 (for other natural weapons). Thus, if you invest 5 points of essentia in this soulmeld, you take a –6 penalty on attack rolls and gain a +12 bonus on damage rolls with a bite, or +6 with a different natural weapon.

### Chakra Bind (Arms)

*While the appearance of your dread carapace is unchanged, your upper arms manifest scaly plates, while spikes emerge from your elbows. At the same time, any natural weapons you possess become more deadly—sharper, longer, better able to slice through skin and armor to tear at vulnerable flesh.*

The threat range of any natural attacks you possess (either naturally or as a result of another soulmeld) is doubled. This doesn't stack with any other effect that increases the threat range of your natural weapon.



*This halfling incarnate wears airstep sandals and bluesteel bracers*

### Chakra Bind (Feet)

*While the appearance of your dread carapace is unchanged, your legs become increasingly muscular, and their shape alters slightly so that you more naturally move on just your toes and the balls of your feet.*

Once per minute, you can add an enhancement bonus of +60 feet to your speed for 1 round. This enhancement bonus is increased by 10 feet for every point of essentia invested in your *dread carapace*.

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## Chakra Bind (Heart)

Your dread carapace takes on a highly reflective sheen, suggesting the tarasque's ability to reflect spells back on their casters. Spells have a hard time reaching through your carapace to affect you.

You gain spell resistance equal to 5 + 4 per point of *essentia* you invest in your dread carapace.

## Chakra Bind (Totem)

Two mighty horns jut from your head. Though they are useless in combat, they alter your appearance, making your countenance quite fearsome. When you charge, your visage suggests something utterly inhuman, striking fear into the hearts of your foes.

When you charge, all enemies within 60 feet who can see you become shaken for 1 round (Will negates).

## ENIGMA HELM

**Descriptors:** None

**Classes:** Incarnate, soulborn

**Chakra:** Crown

**Saving Throw:** None

You form *incarnum* into a shadowy helm floating above and around your head. Shadows swirl like rising smoke beneath its surface. The helm wraps itself like a cloak around your mind, protecting your secrets and shielding your will.

Meldshapers favor this soulmeld to ward their minds from divination and mind-affecting spells. They speak of the *incarnum* involved as the essence of secrets or the soul of mystery.

Your *enigma helm* protects you from divinations. While wearing this soulmeld, you become difficult to detect by divination spells (as the

*nondetection* spell). If a divination is attempted against you, the caster of the divination must succeed on a caster level check against a DC of 11 + your meldshaper level.

**Essentia:** You gain an enhancement bonus on Will saves equal to the number of points of *essentia* invested.

## Chakra Bind (Crown)

Your *enigma helm* rests solidly on your head. In the center of your forehead, a dusky gem holds swirling shadowstuff—and it's not clear whether the gem is part of the helm or part of your own head.

Any attempt to charm you is redirected to the gem in your forehead. As a result, you gain complete immunity to enchantment (charm) effects.

## FEARSOME MASK

**Descriptors:** Mind-affecting

**Classes:** Soulborn

**Chakra:** Brow

**Saving Throw:** See text

You shape *incarnum* into a ferocious-looking mask that covers your face. It resembles a powerful outsider of your alignment, either majestic in splendor or terrible in its evil. Somewhere deep in your mind is a quivering knot of fear, but you find that you can channel that fear and use it to intimidate others.

Fear, some would argue, is among the most powerful forces in the multiverse. The lives of many are dominated by it—some avoid all danger and conflict because of their fear, while others ride to power by inspiring fear in others. In shaping this soulmeld, you draw on the primordial power of fear, acknowledging the fear that lives in your own heart even as you direct it outward to inspire fear in those around you.

While wearing the *fearsome mask*, you gain a +2 insight bonus on Intimidate checks.

**Essentia:** Every point of *essentia* you invest in your *fearsome mask* increases the insight bonus by 2.

## Chakra Bind (Brow)

Your eyes, clearly visible through your *fearsome mask*, blaze with fiery wrath that strikes terror into the hearts of those that meet your gaze.

Your gaze causes enemy creatures (but not allies) to become shaken for 1 minute (Will negates). This otherwise functions as normal for a gaze attack. This is a mind-affecting effect.

## FELLMIST ROBE

**Descriptors:** None

**Classes:** Incarnate

**Chakra:** Soul

**Saving Throw:** None

*Incarnum* coalesces around your body into a sheath of gray mist. It hangs about you like a thick fog that moves with you, creating the illusion that you are drifting over the ground rather than walking. This robe of mist masks your true location, protecting you from ranged attacks.

*His fellmist robe helps protect an incarnate from attacks*



Some incarnates imagine they are channeling soul energy from swamp-dwelling creatures, while others imagine their *fellmist robes* are shaped from the ghostly spirits of the dead.

Your *fellmist robe* provides you with minor concealment (10% miss chance) against any attacker more than 5 feet from you. You do not suffer the same drawback—your attacks against nonadjacent targets are unaffected. A strong wind (21 mph or greater) disperses the *fellmist robe*, though it reforms 1 round after the wind stops.

**Essentia:** Every point of essentia invested in your *fellmist robe* improves the concealment slightly, increasing the miss chance by 5% (up to a maximum of 50%).

### Chakra Bind (Soul)

Your *fellmist robe* draws closer to your body, at the same time growing denser and shrouding your form more effectively—even against adjacent foes.

Your *fellmist robe* provides its concealment against even adjacent attackers. It resists winds up to 50 mph, though stronger winds still temporarily disperse the robe.

### FLAME CINCTURE

**Descriptors:** None  
**Classes:** Incarnate, soulborn  
**Chakra:** Waist  
**Saving Throw:** See text

*Incarnum* forms into a cord of blue fire, which you wear tied around your waist. Its flames are cool to the touch. The loose ends dance around your legs like tongues of flame with wills of their own. When you are exposed to fire, the flames of your belt flare brightly, as if feeding on the fire around you.

The soulborn Cecylla the Puresoul was renowned as a model of monastic piety who favored a clerical appearance. She always wore vestments over her armor, and a *flame cincture* gathered her alb around her waist. When she slew the mighty dragon Garragauth the Red, it is certain that her *flame cincture* saved her life.

When you shape *flame cincture*, you gain resistance to fire 10.

**Essentia:** Every point of essentia invested in your *flame cincture* increases your resistance to fire by 5.

### Chakra Bind (Waist)

Energy attacks are not simply absorbed and dispersed, but instead the energy is bound within the belt, eagerly awaiting release.

You can release a blast of fire from your *flame cincture*. Whenever your *flame cincture* prevents damage, the energy remains latent within the cord for 1 round. On your next turn, you can release the stored energy as a swift action to blast any target within 60 feet. The energy blast deals fire damage equal to the amount of damage prevented by the *flame cincture* in the previous round. A successful Reflex save reduces the damage by half.



*This totemist's frost helm and girallon arms provide significant benefits in combat*

### FROST HELM

**Descriptors:** Cold, sonic  
**Classes:** Totemist  
**Chakra:** Crown (totem)  
**Saving Throw:** See text

*Incarnum* forms into a blue-white helm resembling the bizarre head of a frost worm. It floats above the top of your head, its strange lumpy shape rising to a tall nodule at the front and top.

Frost worms are terrible arctic predators known for the weird stunning trill they produce from the nodules atop their heads.

Totemists in cold lands favor this soulmeld, claiming the frost worm's power to protect themselves from the cold environment. They also use *frost helm* to mimic the frost worm's trill and its frigid breath weapon. Because of the frost worm's legendary hatred for the remorhaz, totemists don this meld when leading remorhaz hunting parties.

While wearing a *frost helm*, you can exist comfortably in conditions between  $-50$  and  $90^{\circ}$  Fahrenheit without having to make Fortitude saves. Your equipment is likewise protected.

**Essentia:** If you invest essentia in your *frost helm*, it also protects you from cold damage. You gain resistance to cold equal to 5 times the number of points of essentia you invest in this soulmeld.

### Chakra Bind (Crown)

Your *frost helm* fuses to the top of your head, actually opening a breathing channel in the strange nodule at the helm's crown.

As a standard action, you can project a ray of cold energy from your forehead, reminiscent of a frost worm's breath weapon. You must make a ranged touch attack to hit a creature with this ray. If you hit, the ray deals 1d6 points of cold damage plus an additional 1d6 points for every point of essentia you invest in your *frost helm*.

### Chakra Bind (Totem)

Your *frost helm* fuses to your head and seems to spread downward, changing the appearance of your upper face to resemble the head

of a frost worm. Your eyes meld into the helm's strange nodule, your cheeks twist into lumpy protrusions, and the skin of your face grows thick and blue-white.

As a standard action, you can produce a trilling sound that stuns opponents within 20 feet. You can target one creature plus one additional creature per point of *essentia* you invest in your *frost helm*. Targets must succeed on a Will save or be stunned for 1d4 rounds. If attacked or violently shaken (a full-round action), a victim is allowed another saving throw. Once a creature has resisted or broken the effect, it cannot be affected by your *frost helm's* trill for 24 hours. Frost worms are immune to this effect.

## GIRALLON ARMS

**Descriptors:** None  
**Classes:** Totemist  
**Chakra:** Arms (totem)  
**Saving Throw:** None

*Incarnum coalesces around your arms and upper torso, forming blue-white fur that seems to enhance your arm and chest muscles. It also extends from your fingers to form ghostly claws that, despite their insubstantial appearance, help you gain purchase while climbing or grappling.*

Totemists hope to claim the savage ferocity of the girallon as their own by shaping this meld. Known for its great strength and fierce claws, the girallon is a totem of power and aggression.

Your *girallon arms* grant you a +2 competence bonus on Climb checks and grapple checks.

**Essentia:** Every point of *essentia* invested in your *girallon arms* increases the bonus on Climb checks and grapple checks by 2.

## Chakra Bind (Arms)

*The blue-white fur of your girallon arms grows longer at your forearms, forming tufts of hair near your elbows.*

If you hit a single target with at least two claw attacks, whether these attacks come from your *girallon arms*, a different soulmeld, your own innate abilities, or some other source, you can latch onto the opponent's body and tear the flesh. This attack automatically deals double claw damage, including double your Strength bonus.

## Chakra Bind (Totem)

*Incarnum forms two additional, powerful arms that spring out from your ribs. These spirit arms mirror the movements of your real arms. All four of your arms are tipped with long claws that no longer seem ghostly, but quite real—and quite sharp.*

You gain four claws that you can use as natural weapons, dealing 1d4 points of damage with each claw. You can make a single claw attack as a primary attack, using your full attack bonus and adding your Strength bonus on your damage roll. You can make up to three additional claw attacks as secondary attacks, following either a primary claw attack or an attack with a weapon. These secondary attacks have a -5 penalty on the attack rolls and apply half your Strength bonus on

damage. If you have a shield in your off hand, you cannot make any secondary claw attacks.

Every point of *essentia* you invest in your *girallon arms* grants you a +1 enhancement bonus on attack rolls and damage rolls with your claw attacks.

## GLOVES OF THE POISONED SOUL

**Descriptors:** Evil  
**Classes:** Soulborn  
**Chakra:** Hands  
**Saving Throw:** Fortitude negates

*Slick green gloves slide over your hands. They appear moist but are dry to the touch.*

By focusing the energy of souls damned for eternity, you form green gloves of *incarnum* that writhe with evil power. When you touch a foe, the condemned souls poison the target, forcing their hopeless will against it.

Once per round, you can attempt to inflict a terrible, mind-wracking poison on a foe with a melee touch attack. The poison deals 1 point of Wisdom damage immediately and another 1 point of Wisdom damage 1 minute later. Each instance of damage can be negated by a Fortitude save. No creature can be affected by the gloves more than once in a 24-hour period.

**Essentia:** Every point of *essentia* you invest in your gloves increases the Wisdom damage dealt (both primary and secondary damage) by 1 point.

## Chakra Bind (Hands)

*The gloves merge with your hands, giving your hands a green cast. Your fingertips drip with viscous slime.*

When *gloves of the poisoned soul* are bound to your hands chakra, the poison also deals Strength damage equal to the amount of Wisdom damage dealt (one save resists both effects).

## GORGON MASK

**Descriptors:** None  
**Classes:** Totemist  
**Chakra:** Throat (totem)  
**Saving Throw:** See text

*Incarnum forms a mask resembling the head of a steel-plated bull, complete with long, arcing silver horns. The mask's eyes are empty black pits.*

Totemists revere the gorgon as an icon of passive strength and endurance. Its steel-plated hide and great fortitude, as well as its association with petrification, signify the unyielding strength of a cliff wall standing against the sea. At the same time, its aggressive nature leads totemists to emulate the gorgon's ability to crush its foes beneath its hooves.

While wearing a *gorgon mask*, you gain a +1 resistance bonus on Fortitude saves and a +2 resistance bonus on any check or saving throw to resist being bull rushed, tripped, overrun, or trampled.

**Essentia:** Every point of *essentia* you invest in your *gorgon mask* increases your resistance bonuses by 1.

### Chakra Bind (Throat)

The dusky, metallic scales of your gorgon mask extend down your neck, forming a sharp ridge along your upper spine. Wisps of green smoke escape from your mouth.

You gain the ability to breathe a cloud of petrifying gas on an adjacent foe. If the target fails a Fortitude save, it turns to stone, as the *flesh to stone* spell. You can use this ability once per day.

### Chakra Bind (Totem)

The metallic scales of your gorgon mask extend down over your shoulders, lending bulk and solidity to your frame. You feel strength coursing through your legs in particular, giving you the ability to run down your foes and crush them beneath your feet.

You gain the ability to make a trample attack. As a full-round action, you can move up to twice your speed and literally run over any creature equal to your own size or smaller. You merely have to move over the opponents in your path; any creature whose space is completely covered by your space is subject to the trample attack. If a target's space is larger than 5 feet, it is considered trampled only if you move over all the squares it occupies.

Your trample attack deals 1d8 points of bludgeoning damage (or 1d6 points if you are Small) plus 1-1/2 times your Strength modifier. If you are larger than Medium or smaller than Small, the damage scales up or down accordingly (see page 114 of the *Player's Handbook*).

Trampled opponents can attempt attacks of opportunity, but these take a -4 penalty. (Opponents whose space is larger than 5 feet and whom you do not trample can also make attacks of opportunity at the same penalty.) An opponent can give up its attack of opportunity and instead attempt a Reflex save to take half damage from your trample. You can deal trampling damage to each target only once per round, no matter how many times your movement takes you over a target creature.

## GREAT RAPTOR MASK

**Descriptors:** None

**Classes:** Totemist

**Chakra:** Brow (totem)

**Saving Throw:** None

You shape *incarnum* into a large mask that surrounds your whole head, resembling the head of a giant eagle or a giant owl. The feathered plumage is brown and white with the faintest tinge of purple-blue, and the mask's large, glassy eyes gleam sky blue.



*A totemist breathes a gout of petrifying gas from her gorgon mask*

Illus. by W. Reynolds

Giant eagles and giant owls are revered for their exceptional eyesight. Totemists lay claim to the power of these intelligent birds to see distant objects more clearly and, more broadly, to escape from danger through quick reflexes and quicker thinking.

You gain a +2 competence bonus on Spot checks.

**Essentia:** Every point of essentia you invest in your *great raptor mask* increases the competence bonus by 2.

### Chakra Bind (Brow)

*Your great raptor mask has large eyes that gather every scrap of light and reflect it as a pale, blue-green glow. The mask is fused to your forehead, and your eyes are melded into the eyes of the mask—which no longer look glassy, but very much alive.*

You gain the superior low-light vision of a giant owl, allowing you to see five times as far as a human can in dim light.

### Chakra Bind (Totem)

*Your head transforms to take on the appearance of a giant eagle, becoming one with your great raptor mask. While still enhancing your vision, this soulmeld also heightens your reflexive reaction to danger, allowing you to dodge entirely out of the way of dangerous effects.*

You gain evasion. With a successful Reflex save against an attack that allows a Reflex save for half damage, you take no damage.

## HEART OF FIRE

**Descriptors:** Fire

**Classes:** Totemist

**Chakra:** Waist (totem)

**Saving Throw:** None

*A rough stone of blazing red hangs at the center of a loose belt around your waist. You feel warmth spreading from the stone into your body, though it is not enough to ward off extreme cold. At the sight of a frost giant or some other creature of cold, however, that warmth surges through your body like consuming fire, eager to sear your opponents' flesh.*

The remorhaz is one of the most fearsome predators of arctic regions. Unlike many creatures native to those realms, it is not immune to cold damage; it endures the extremes of winter temperatures by generating huge amounts of heat. Totemists shape this soulmeld when fighting frost giants (since the remorhaz considers frost giants to be prey) and when they hunt large game in cold climes.

You gain a +1 insight bonus on attack rolls and damage rolls against creatures with the cold subtype.

**Essentia:** Every point of essentia you invest in your *heart of fire* increases your insight bonus on attack rolls and damage rolls against cold creatures by 1.

### Chakra Bind (Waist)

*A red glow suffuses your body, concentrated in your abdomen. Rather than a blazing red stone at your waist, your heart of fire is subsumed into your flesh, filling your body with its fiery fury.*

Any creature striking you with a natural weapon or unarmed strike takes 1d6 points of fire damage per point of essentia you invest in your *heart of fire*. Weapons striking you take the same damage, but most objects take only half damage from fire (divide the damage dealt by 2 before applying the weapon's hardness). Creatures grappling you take this damage every round at the end of your turn, regardless of whether you succeed or fail on a grapple check to deal damage to them.

This damage does not stack with the fire damage provided by the *heart of fire's* totem chakra bind.

### Chakra Bind (Totem)

*The heat of the blazing stone at your waist spreads through your body, lashing out through your attacks at any opponent you face. When you enter combat, your skin glows red with the fiery power coursing through your veins.*

Your natural weapons or unarmed strikes deal an additional 1d4 points of fire damage per point of essentia you invest in your *heart of fire*. Creatures grappling you take this damage every round at the end of your turn, regardless of whether you succeed or fail on a grapple check to deal damage to them.

## HUNTER'S CIRCLET

**Descriptors:** None

**Classes:** Soulborn, totemist

**Chakra:** Crown (totem)

**Saving Throw:** None

*You shape incarnum into a sky-blue headband that resembles a wreath of twining ivy.*

Hunting is one of the primordial activities of the humanoid races, a sport of survival. By calling upon the soul energy of mighty hunters past, present, and future, meldshapers hope to gain insight into their talents.

Your *hunter's circlet* grants you a +2 insight bonus on Heal and Survival checks.

**Essentia:** Every point of essentia you invest in your *hunter's circlet* increases the insight bonus by 2.

### Chakra Bind (Crown)

*The sky-blue ivy of your hunter's circlet weaves into your hair, winding down to your shoulders.*

You gain the benefit of the Track feat.

### Chakra Bind (Totem)

*There is no change to your own appearance or that of the circlet, but from your perspective, the world around you changes enormously. It is suddenly alive with smells—from obvious, overpowering odors you noticed before but not in such richness of detail, to subtle scents unlike anything in your experience.*

You channel beast energy to gain a limited version of the scent special quality. You can detect opponents by sense of smell, noting their presence if they are within 15 feet (assuming you cannot discern their presence by other means). You can note the direction of a creature's scent by taking a full-round action to sniff the air.

You also gain a +4 competence bonus on Survival checks to track a creature when you can bring your sense of smell to bear on the task.

## ILLUSION VEIL

**Descriptors:** None  
**Classes:** Incarnate, soulborn  
**Chakra:** Brow  
**Saving Throw:** None

*You shape incarnum into a wispy veil, which fades into invisibility when you wear it. When you cast an illusion spell, tendrils of incarnum surround and merge with the illusory effect, making it more vibrant and believable.*

A meldshaper can pull soul energy into his illusion spells, reinforcing the illusion with the memories of that which was once real. Primarily used to increase the effectiveness of *silent image* and similar spells, some meldshaper/spellcasters use *illusion veil* to weave incarnum into shadow magic, such as *shadow evocation*.

While wearing the *illusion veil*, you can focus the energy of incarnum into visible and nearly tangible shapes. These wisps of energy enhance your illusion spells, making them seem more real. You gain a +1 insight bonus to the save DCs of your illusion spells and spell-like abilities.

**Essentia:** Whenever you cast an illusion spell or use an illusion-based spell-like ability, you add 1 round to the duration for every point of essentia invested in this soulmeld at the time of casting. This has no effect on a spell with an instantaneous duration, such as a *shadow evocation* used to duplicate *fireball*.

## Chakra Bind (Brow)

*A dim blue glow emanates from your eyes. A brief flash, visible only to you, scans across your field of vision periodically, outlining creatures and objects while heightening your awareness.*

When your *illusion veil* is bound to your brow chakra, you can more easily perceive false reality. You can *see invisibility*, as the spell. You also gain an insight bonus on Spot checks and on saves against illusion spells equal to the number of points of essentia invested in your *illusion veil*.

## IMPULSE BOOTS

**Descriptors:** None  
**Classes:** Incarnate, soulborn  
**Chakra:** Feet  
**Saving Throw:** None

*You shape incarnum into boots that surround your feet (as well as any other footwear you might have) and reach up almost to your knees. Midnight blue in color, the impulse boots seem to be made of smooth, supple leather.*

You channel the spirits of rogues and scoundrels, barbarians, and all who think quickly on their feet, forming that elemental quality into boots that help you do the same.

Your *impulse boots* grant you the ability to avoid dangerous effects. While wearing this soulmeld, you gain the uncanny dodge ability (see page 50 of the *Player's Handbook*).

**Essentia:** You gain an enhancement bonus on Reflex saves equal to the number of points of essentia invested.

## Chakra Bind (Feet)

*Your impulse boots merge with your feet, and extend their midnight-blue color in tendrils reaching up your legs to your waist, like snaking veins just under your skin.*

You gain the evasion ability (see page 50 of the *Player's Handbook*).

## INCARNATE AVATAR

**Descriptors:** Chaotic, evil, good, or lawful  
**Classes:** Incarnate  
**Chakra:** Soul  
**Saving Throw:** None

*You gather incarnum around you to form a second body encasing your own, a physical form superimposed over your body, clothing, and armor. In form, it resembles one of the most powerful champions of your alignment: a slaad, inevitable, angel, or yugoloth. Its movements—even its facial expressions—are in perfect synchronization with your own, so that in every way you appear to be the imposing avatar of your alignment's ideals.*

Incarnates channel soul energy that conforms to the ideals of their alignment, so in some ways this soulmeld exemplifies the nature of the incarnate class. The incarnum used to shape an *incarnate avatar* comes from the outer-planar embodiments of the incarnate's alignment and takes their form. In shaping this meld, incarnates hope to transcend their own mortal frames and attain the perfect embodiment of their alignment ideals represented by the avatar.

The appearance of your *incarnate avatar* depends on your alignment.

**Chaos:** Your *incarnate avatar* resembles a blue slaad. The slaad form is hulking and brutish, with enormous claws and a toothy maw.

**Evil:** Your *incarnate avatar* has the form of a nycaloth: a four-armed, gargoylelike humanoid with green skin and (nonfunctional) batlike wings.

**Good:** Your *incarnate avatar* takes the form of an astral deva, with pearl-white skin and (nonfunctional) white-feathered wings.

**Law:** Your *incarnate avatar* resembles a marut, a powerful humanoid form with golden armor over an onyx body.

Unlike other soulmelds, the *incarnate avatar* provides no benefit without the investment of essentia.

*Incarnate avatar* is treated as a chaotic, evil, good, or lawful effect, based on your alignment.

**Essentia:** Investing essentia in your *incarnate avatar* gives you a specific benefit depending on your alignment.

**Chaos:** You gain a +1 insight bonus on ranged attack rolls for every point of essentia that you invest in this soulmeld.

**Evil:** You gain a +2 insight bonus on melee damage rolls for every point of essentia that you invest in this soulmeld.

**Good:** You gain a +1 insight bonus to your Armor Class for every point of essentia that you invest in this soulmeld.

**Law:** You gain a +1 insight bonus on melee attack rolls for every point of essentia that you invest in this soulmeld.





*An incarnate channels good souls  
to form her incarnate avatar*

## Chakra Bind (Soul)

Your body transforms into the appearance of your incarnate avatar. There is no longer any distinction between its hands and yours, its feet and yours, its heart and yours. You are imbued with the purest essence of your alignment—it fills your soul and spurs you to action. At the same time, it grants you greater power to help you live out your convictions.

You gain an ability based on your alignment.

**Chaos:** You gain an enhancement bonus of +30 feet to your base land speed.

**Evil:** You can fly at a speed of 30 feet (good maneuverability).

**Good:** You can fly at a speed of 30 feet (good maneuverability).

**Law:** You gain immunity to daze, paralysis, petrification, and stun, as well as to any magical effect that would slow you.

## INCARNATE WEAPON

**Descriptors:** Chaotic, evil, good, or lawful

**Classes:** Incarnate

**Chakra:** Arms

**Saving Throw:** See text

*Incarnum forms into a one-handed melee weapon that embodies your alignment. The weapon seems large for your hand, but it is balanced perfectly for you to wield it. Clutching it in your hand, you feel it resonate with your deepest convictions and firmest beliefs, and it hums with power.*

In the hands of an incarnate, alignment is literally a weapon. The incarnate Phanallashtam the Lawbringer is remembered

almost as much for the Sword of Law he used to smite the Chaos Dragon as for the legal code he introduced to the world at the birth of civilization. Phanallashtam claimed that the two were one and the same: The Sword of Law was all law in metallic form, slicing through disorder with a sharp, clean cut.

You shape incarnum into a melee weapon (sized normally for you despite its overlarge appearance) that is particularly harmful to creatures of the opposing alignment. Damage you deal with the weapon gains the alignment descriptor matching your devoted cause and penetrates damage reduction accordingly.

Chaotic incarnates create a battleaxe, evil incarnates create a flail, good incarnates create a warhammer, and lawful incarnates create a longsword. Nonproficiency penalties never apply to the use of an *incarnate weapon*, though any feats with effects that apply to a particular kind of weapon (such as Weapon Focus) function normally.

Your *incarnate weapon* cannot be sundered or otherwise destroyed (except by effects that unshape soulmelds). If your *incarnate weapon* leaves your hand for any reason, it returns to your grasp at the beginning of your next turn. If that is impossible, it falls at your feet (but attempts to return again on your next turn). Any other creature attempting to wield your *incarnate weapon* gains none of its special benefits (but can wield it as a normal weapon of that kind).

*Incarnate weapon* is treated as a chaotic, evil, good, or lawful effect, based on your alignment.

**Essentia:** The *incarnate weapon* gains an enhancement bonus on attack rolls and damage rolls equal to the number of points of essentia you invest in it.

## Chakra Bind (Arms)

*Bands of steel form around your forearms. When you hold your incarnate weapon, a chain of nearly invisible blue incarnum connects it to the steel bracer on your weapon hand, channeling the force of your conviction directly to your weapon.*

As a move action, you can charge the *incarnate weapon* with the stunning power of pure conviction. If the next melee attack that you make is successful, the target (as long as at least one component of its alignment is opposed to your devoted alignment) must succeed on a Fortitude saving throw or be stunned until the beginning of your next turn. If the attack is unsuccessful, the charge is lost with no effect. As long as you have the *incarnate weapon* soulmeld shaped, you can continue to charge the weapon with this stunning force, but the weapon can only ever hold one charge of this power at a time.

## KEENEYE LENSES

**Descriptors:** None

**Classes:** Incarnate

**Chakra:** Brow or soul

**Saving Throw:** None

*Incarnum forms a pair of transparent blue lenses that hover in front of your eyes. As you peer through them, the world does not take on their blue color, but you find yourself more easily able to notice small details, even at long distances.*

By shaping this soulmeld, you channel the soul energy of sharp-witted scouts and spies to improve your eyesight. The contemporary incarnate N!doka the North Star is never seen without *incarnate lenses* shaped due to the number of attempts made on her life by doppelgangers and other shapechangers.

While you have *keeneye lenses* shaped, you gain a +4 insight bonus on Spot checks.

**Essentia:** Every point of essentia you invest in your *keeneye lenses* increases the insight bonus by 2.

## Chakra Bind (Brow)

*Instead of blue lenses hovering before you, the actual lenses of your eyes gain the blue tinge of incarnum. To an outside observer, your eyes look like solid blue orbs, although some distinction between the blue “white,” the iris, and the pupil of your eyes is still noticeable. To you, the world simply seems sharp and clear—even things that are invisible to unaided sight.*

You gain the ability to see invisible creatures and objects normally (as if under the effect of a *see invisibility* spell).

## Chakra Bind (Soul)

*Neither your appearance nor that of your keeneye lenses changes at all, but the way you see the world changes dramatically. It is as though you are seeing into a different layer of reality, piercing some veil of obscurity to see beyond mere appearances.*

You see all things as they truly are, as if you were constantly under the effect of a *true seeing* spell.

## KRAKEN MANTLE

**Descriptors:** None

**Classes:** Totemist

**Chakra:** Arms (totem)

**Saving Throw:** None

*Incarnum forms into a mantle around your shoulders and torso, resembling the triangular mantle around a kraken’s body. It is smooth and sleek to the touch, and it lets you glide through water as if you were born to it.*

An evil ruler of the aquatic depths, the kraken is, above all, a fast and competent swimmer. Totemists revere the creature and claim its abilities to swim and breathe water, as well as the power of its many arms for grabbing and grappling.

A *kraken mantle* greatly enhances your ability to swim, giving you a +8 competence bonus on Swim checks. With a successful Swim check, you can move at up to your speed (as a full-round action) or at one-half your speed (as a move action).

**Essentia:** Every point of essentia you invest in your *kraken mantle* increases your effective speed for the purposes of swimming by 5 feet. For example, if you have a base land speed of 30 feet and invest 4 points of essentia in your *kraken mantle*, you can swim 50 feet (30 + [4 × 5 feet]) as a full-round action or 25 feet as a move action.

## Chakra Bind (Arms)

*The smooth, sleek substance of your mantle spreads down to your upper arms, becoming one with your flesh. Your arms themselves grow slightly more flexible, helping you gain purchase on a grappled foe. They also gain a measure of constricting strength, helping you squeeze the life from your enemies just as the kraken does.*

You gain a bonus on grapple checks equal to the number of points of essentia you invest in your *kraken mantle*. In addition, with a successful grapple check, you deal 1d8 points of bludgeoning damage plus your Strength modifier (or 1d6 points if you are Small) to your opponent.

## Chakra Bind (Totem)

*Your eyes grow large, with enormous pupils ringed with red, resembling the staring eyes of a kraken.*

You can breathe water or air equally well, as if you were constantly under the effect of a *water breathing* spell.

## KRENSHAR MASK

**Descriptors:** Fear, mind-affecting, sonic

**Classes:** Totemist

**Chakra:** Brow (totem)

**Saving Throw:** See text

*You form incarnum into a snarling, bestial mask of exposed bone and muscle. Its basic form is somewhere between that of a large cat and a wolf, but it lacks skin, showing sharp teeth, white bone, and pink-red muscles.*

The krenshar is an embodiment of nightmare. Totemists revere it as an agile hunter capable of making great leaps, stalking with stealth, and inspiring fear.

While wearing your *krenshar mask*, you gain a +4 competence bonus on Jump and Move Silently checks.

**Essentia:** Every point of essentia you invest in your *krenshar mask* increases your competence bonus on Jump and Move Silently checks by 2.

### Chakra Bind (Brow)

Your eyes stare forth from your *krenshar mask*, taking on a green-blue color. The jaws of the mask move as you speak, its muscles flexing weirdly in full view—an intimidating effect, to say the least.

As a result of the mask's frightful appearance, you gain a competence bonus on Intimidate checks equal to the bonus the mask gives on Jump and Move Silently checks.

### Chakra Bind (Totem)

Your face becomes one with your *krenshar mask*, so all its muscles move to match your expressions. A ridge of skin around the edge of the mask quivers when you grow angry or enter combat, and a growling edge creeps into your voice.

You gain the ability to produce a loud screech (as a standard action) similar to that of a *krenshar*. In combination with the frightening aspect of the mask, this shriek causes one creature within 30 feet of you to become frightened for 1 round if it fails a Will save. (The creature must also be able to see you.) This is a sonic, mind-affecting fear effect.

## KRUTHIK CLAWS

**Descriptors:** Acid

**Classes:** Totemist

**Chakra:** Hands or shoulders (totem)

**Saving Throw:** None

*Incarnum* forms chitinous plates that hover over your shoulders and down your arms to your hands. At the backs of your hands, these plates take on long, triangular shapes like the scythe-claws of a *kruthik*, though these blades extend only barely beyond your fingertips.

*Kruthiks* (described in the *Miniatures Handbook*) are vicious predators distinguished by their incredible agility. Totemists shape this soulmeld to claim a portion of that agility, as well as the acidic secretions and acid resistance possessed by fully mature *kruthiks*.

With *kruthik claws* shaped, you gain a +4 competence bonus on Hide and Move Silently checks.

**Essentia:** For every point of essentia you invest in your *kruthik claws*, your competence bonus on Hide and Move Silently checks increases by 2.

### Chakra Bind (Hands)

The chitinous blades merge into the backs of your hands and sprout numerous sharp spines near your wrists. A sense of quickness dances in your fingers.

You gain the benefit of the Weapon Finesse feat when attacking with natural weapons.

### Chakra Bind (Shoulders)

Chitin plates fuse to your shoulders and grow thick and hard. Additional plates spread across your back, rising in a crest over your shoulders.

You gain resistance to acid 10. Every point of essentia invested in your *kruthik claws* increases this resistance by 5 points.

### Chakra Bind (Totem)

Enormous, serrated, scythelike claws extend from your wrists to cover your hands. Vicious spikes emerge from the base of these blades, and a bright blue acidic secretion lines the cutting edge.

You can use your two claws as natural weapons that deal 1d6 points of damage plus your Strength modifier. For every point of essentia you invest in your *kruthik claws*, you deal an additional 1d4 points of acid damage with each claw attack.

While the claws are shaped, you can still use your hands as normal (to hold items, cast spells, and so on), although you cannot hold an item in your hand and attack with the claws at the same time.

## LAMIA BELT

**Descriptors:** Evil

**Classes:** Totemist

**Chakra:** Waist (totem)

**Saving Throw:** None

You form *incarnum* into a belt of golden-brown fur at your waist. If you touch it with your bare skin, you sometimes catch mental echoes of cruelty and anger. When you enter combat, some part of your mind is less interested in defeating your opponents than in causing them pain.

Lamias are among the most humanlike of magical beasts, more similar to monstrous humanoids such as centaurs than to ankhegs or yrthaks. They are also evil and cruel, and it is hard to shape a *lamia belt* without being tainted by that evil. Totemists willing to take the risk hope to gain a *lamia's* gift for deception, as well as mimicking its four-legged form or its speed and agility in combat.

While you wear your *lamia belt*, you gain a +4 competence bonus on Bluff and Hide checks.

**Essentia:** For every point of essentia you invest in your *lamia belt*, your competence bonus on Bluff and Hide checks increases by 2.

### Chakra Bind (Waist)

Instead of a physical belt of fur, your *lamia belt* manifests as fur sprouting from your skin, from your waist down to your knees. Your legs also become slightly more muscular.

You gain an enhancement bonus of +10 feet to your land speed, and you gain the benefit of the Spring Attack feat.

### Chakra Bind (Totem)

The lower part of your body below your *lamia belt* takes on the shape of a lion, with four legs ending in sharp claws, a long, tufted tail, and coarse golden-brown fur. The upper portion of your body is unchanged, though perhaps a spark of evil grows stronger in your heart.

Your leonine lower half is equipped with claws you can use as natural weapons. You can make two claw attacks as natural secondary attacks after attacking with a weapon or another natural attack (such as a bite). These attacks take a –5 penalty from your full base attack bonus and deal 1d4 points of damage.

## LAMMASU MANTLE

**Descriptors:** Good

**Classes:** Incarnate, totemist

**Chakra:** Arms or shoulders (totem)

**Saving Throw:** See text

*You form incarnum into a mantle of fur and feathers, shining golden brown around your shoulders and back. The cloak hangs down to your knees in back and wraps comfortably around your body to close in the front, if you wish. It is quite warm in cold weather, but not too hot in warmer temperatures. Wearing it makes you feel noble and righteous.*

Lammasus are noble creatures, sometimes called the archons of the natural world. Totemists of lawful good alignment hold them up as the ideal of perfection for magical beasts, to be emulated in every way possible. By shaping this soulmeld,



*A lammasu mantle takes the form of a golden cloak of wings*

totemists hope to claim their righteous protection from the touch of evil creatures.

Your *lammasu mantle* protects you against the attacks of evil creatures. You gain a +2 deflection bonus to your Armor Class against attacks made or effects created by evil creatures.

**Essentia:** For every point of essentia you invest in your *lammasu mantle*, you gain a +1 resistance bonus on saving throws against the spells and effects used by evil creatures.

### Chakra Bind (Arms)

*The golden-brown fur of your mantle spreads down to your upper arms. At the same time, a palpable aura of goodness and power extends around you, cloaking your allies in the same protection the mantle gives you.*

The deflection and resistance bonuses granted by the *lammasu mantle* apply to all allies within 10 feet of you.

### Chakra Bind (Shoulders)

*Your lammasu mantle becomes one with your shoulders, and its feathers separate from its fur to form small, nonfunctional wings that spread behind you as if to ward off attackers.*

No summoned creatures except those of good alignment can approach within 10 feet of you (as the *magic circle against evil spell*).

### Chakra Bind (Totem)

*The golden-brown fur around your shoulders extends upward into an impressive mane around your head. There is a sensation in your mouth as if you were savoring a warm, sweet drink.*

You can breathe a 15-foot cone of fire as a standard action. Creatures within the area take 1d4 points of fire damage, plus 1d4 points of fire damage per point of invested essentia (Reflex half).

## LANDSHARK BOOTS

**Descriptors:** None

**Classes:** Totemist

**Chakra:** Feet (totem)

**Saving Throw:** None

*You shape incarnum into a pair of boots that resemble the heavy clawed feet of a bulette. Leathery skin encases your legs up to your knees, and enormous claws extend from the front of your feet.*

The bulette, also called the landshark, is closely associated with the earth in totemist traditions. Totemists channel the spirit energy of the bulette to attain connection with the earth—borrowing a measure of its tremorsense or its ability to burrow through the earth—as well as to mimic its fearsome qualities as a voracious predator.

While wearing the *landshark boots*, you gain a +4 competence bonus on Jump checks.

**Essentia:** Every point of essentia you invest in the *landshark boots* increases the competence bonus on Jump checks by 2.

### Chakra Bind (Feet)

*The leathery skin of your landshark boots extends up to the middle of your thighs, and your legs thicken and grow stronger. The boots*

transmit vibrations from the earth into your feet, allowing you to sense the movement of nearby creatures.

As long as you are touching the ground, you can take a move action to sense the number of creatures within 10 feet that are also touching the ground and the direction to each one. You cannot pinpoint the location of any creature with this ability.

Every point of essentia you invest in your *landshark boots* extends the range of your limited tremorsense by 5 feet.

### Chakra Bind (Totem)

Your hands as well as your feet gain the heavy claws of a bulette, including one prominent central claw and two smaller claws on the sides. These massive claws emerge from the backs of your hands so you can bring them to bear while making a fist.

You can use the claws on your hands as natural weapons that deal 1d6 points of damage. You cannot use a shield while these claws are in place.

For every point of essentia you invest in your *landshark boots*, you gain a +1 enhancement bonus on attack rolls and damage rolls with these claws.

If, as part of a move, you achieve a Jump check result good enough to make a 5-foot high jump while within reach of an opponent, you can attack that opponent with all four claws as a standard action. You use the same attack bonus for all four attacks. You cannot make any other attacks in the same round, whether from natural weapons or manufactured weapons.

The claws do not prevent you from using your hands normally or even binding another soulmeld to your hands chakra. However, you cannot hold an item in your hand and attack with your claws at the same time.

## LIFEBOND VESTMENTS

**Descriptors:** None

**Classes:** Incarnate

**Chakra:** Arms or heart

**Saving Throw:** None

You shape *incarnum* into a fine, long-sleeved robe. It is a solid color—silver if you are good, gray if you are evil, red if you are lawful, or green if you are chaotic—but raw *incarnum* dances like elegant embroidery at the ends of the sleeves and the hem by your feet.

If the soul is the animating force of a living creature, then *incarnum* might be seen as the essence of life itself. Incarnates who shape *lifebond vestments* embrace that concept of *incarnum* and wield it as a healing power, similar to positive energy.

While wearing the *lifebond vestments*, you can channel your own life force to heal others. By laying your hands upon a living creature (a standard action), you heal a chosen amount of damage in the touched creature up to a maximum of 1 hit point per meldshaper level. At the same time, you take damage equal to one-half the amount healed (round fractions up). You may not use this ability on any creature more than once per hour.



*Zenya wields a soulbound morningstar (see page 111) against an orc warrior*

**Essentia:** Every point of essentia you invest in your *lifebond vestments* adds 5 hit points to the limit of healing you can bestow when using the vestments.

### Chakra Bind (Arms)

The sleeves of your *lifebond vestments* clasp tightly around your wrists, bound there by glowing rings of blue *incarnum*. Every wave of your hands sends shimmering blue sparks into the air.

You can bestow healing upon a creature up to 30 feet away, instead of by touch.

### Chakra Bind (Heart)

Additional embroidered designs, formed not of thread but of *incarnum*, appear down the front of your *lifebond vestments*, glowing brightly when you use the powers of the vestments but otherwise appearing simply decorative.

You can bestow healing at will on any given creature.

## LIGHTNING GAUNTLETS

**Descriptors:** Electricity

**Classes:** Incarnate

**Chakra:** Hands

**Saving Throw:** None

*Incarnum* forms into a pair of metallic gloves that hover around your hands and any other gloves or gauntlets you wear. Blue arcs of electricity crackle between the fingers and spark between the gloves when you bring your hands close to each other.

N!doka the North Star, a good incarnate of recent times, is said to have earned her sobriquet through the use of this

soulmeld, creating such a bright flare of electrical power in a battle with a beholder that her allies were able to locate her by following the glow on the horizon.

While wearing *lightning gauntlets*, you can deal 1d6 points of electricity damage with a successful melee touch attack (a standard action).

**Essentia:** Every point of essentia you invest in your *lightning gauntlets* increases the damage dealt by 1d6 points.

### Chakra Bind (Hands)

Your *lightning gauntlets* settle firmly around your hands. When you grip a weapon, electricity courses up its length and crackles at its tip. A lingering scent of ozone clings to you.

You can add the electricity damage dealt by *lightning gauntlets* to one attack per round made with a handheld weapon, unarmed strike, or any natural attack using your hands (such as a slam or claw), but this requires a normal melee attack rather than a touch attack. You must announce that you are using the *lightning gauntlets* before making the attack; if you miss, you can't use them again until your next turn.

### LUCKY DICE

**Descriptors:** None

**Classes:** Incarnate, soulborn

**Chakra:** Hands

**Saving Throw:** None

With a flick of your wrist, you send two cubes spinning out of your open palm. With a flash, the dice disappear a moment after they stop rolling, and you sense that your luck is changing.

The dice are a metaphor, a physical representation of the forces of luck—good luck, in this case. They draw upon favorable spirit energy to grant you a small boon.

You can use your *lucky dice* as a swift action, choosing an aspect of yourself to which to apply extra luck. You gain a +1 luck bonus on one of the following, at your option: attack rolls and damage rolls, saving throws, or skill and ability checks. This bonus lasts until the start of your next turn.

When using this meld, roll 2d6. If the result is any combination of numbers that add up to 7, the luck bonus applies to all of the listed types of rolls.

**Essentia:** Every point of essentia invested in the *lucky dice* at the time you activate its special ability increases the duration of the luck bonus by 1 round. Because *lucky dice* can be rolled every round, it's possible for the soulmeld to provide bonuses to more than one type of check during a given round.

### Chakra Bind (Hands)

Your comrades fight better when luck is on their side.

Your *lucky dice* provide their bonus to all allies who are within 30 feet of you when you gain the bonus.

### MAGE'S SPECTACLES

**Descriptors:** None

**Classes:** Incarnate

**Chakra:** Brow

**Saving Throw:** None

You shape *incarnum* into pair of blue-lensed spectacles. While perched on your nose, these spectacles give you a peculiar visual acuity, heightening your sensitivity to arcane details while granting you insight into the meaning and significance behind those details.

With this soulmeld, you summon forth soul energy from generations of wizards to grant you powers of acuity and magical aptitude.

While you wear the *mage's spectacles*, you gain a +4 insight bonus on Decipher Script, Spellcraft, and Use Magic Device checks. The *mage's spectacles* also allow you to make these checks untrained.

**Essentia:** Every point of essentia you invest in your *mage's spectacles* increases the insight bonus granted to the listed skill checks by 2.

### Chakra Bind (Brow)

Instead of spectacles perched on your nose, your *mage's spectacles* manifest as a third eye embedded in your forehead, its iris a rich azure. Through this eye, magical inscriptions open their secrets.

You can decipher magical inscriptions as if you were constantly under the effect of a *read magic* spell.

### MANTICORE BELT

**Descriptors:** None

**Classes:** Totemist

**Chakra:** Waist (totem)

**Saving Throw:** None

*Incarnum* forms a belt of spotted fur around your waist. At your back, short spines emerge from the belt. You note a marked increase in your appetite while you wear the belt.

Manticores are fierce hunters that possess a unique ranged attack. Even totemists who do not share the manticore's evil bent shape this meld to gain a reliable way of attacking foes from a distance, not to mention the power of flight.

While wearing your *manticore belt*, you gain a +2 enhancement bonus on Jump and Spot checks.

**Essentia:** For every point of essentia you invest in your *manticore belt*, your enhancement bonus on Jump and Spot checks increases by 2.

### Chakra Bind (Waist)

Your *manticore belt* sprouts a pair of large, draconic wings. Though they are perched at your waist and flap awkwardly, these wings give you a reasonable ability of flight.

You can fly with clumsy maneuverability at a speed of 10 feet per point of essentia invested in your *manticore belt*. You gain the Flyby Attack feat (see page 303 of the *Monster Manual*).

### Chakra Bind (Totem)

A long, thick tail emerges from the back of your *manticore belt*, writhing and lashing at your command. At its tip is a cluster of spikes. Like a manticore, you can propel those spikes at your foes.

As a standard action, you can snap your tail to loose a volley of spikes equal to the number of points of essentia you invest in your *manticore belt*. This attack has a range increment of 30 feet

and a maximum range of 150 feet. All targets must be within 30 feet of each other. Make a ranged attack roll for each spike using your full base attack bonus. A successful hit deals 1d6 points of damage plus one-half your Strength modifier.

## MANTLE OF FLAME

**Descriptors:** Fire  
**Classes:** Incarnate  
**Chakra:** Shoulders  
**Saving Throw:** See text

*You shape incarnum into a cloak of wispy blue flame. The cloak covers your arms and almost closes in front of you, where a band of fire crosses over your heart to connect the cloak's two edges. The fire does not harm you, though it keeps you as warm and dry as any heavy cloak in cold or rainy weather.*

A thirst for vengeance burns like fire in many souls, and a mantle of flame gives that metaphor literal truth: vengeance turned to flame.

While you wear your mantle of flame, any creature that strikes you with its body or a hand-held weapon deals normal damage, but at the same time, the attacker takes 1d6 points of fire damage. Creatures wielding weapons with exceptional reach, such as longspears, are not subject to this damage if they attack you.

The mantle of flame grants shadowy illumination in your space, but provides no further lighting.

**Essentia:** Every point of essentia you invest in your mantle of flame increases the damage dealt by 1d6 points.

## Chakra Bind (Shoulders)

*Your mantle of flame burns particularly brightly around your shoulders, forming a high collar behind your head and neck.*

As a standard action, you can briefly expand the mantle of flame to encompass all adjacent squares. Any creatures in those squares take damage as if they had attacked you with a handheld weapon (Reflex half). The mantle of flame then returns to its normal effect.

## MAULING GAUNTLETS

**Descriptors:** None  
**Classes:** Soulborn  
**Chakra:** Arms or hands  
**Saving Throw:** None

*Incarnum forms gauntlets that surround your hands (including any gloves or gauntlets you already wear) and extend up your arms to your elbows. The metal gleams a burnished blue. Spikes and blades*

*jut out in various places from these gauntlets, each one whispering an ancient battle cry in your mind.*

Mauling gauntlets are said to channel the fierce power of warriors throughout history. While wearing *mauling gauntlets*, you gain a +2 morale bonus on Strength checks (but not on Strength-based skill checks), such as those to break down doors or to bull rush an opponent.

**Essentia:** Every point of essentia you invest in your *mauling gauntlets* increases the morale bonus by 2.

## Chakra Bind (Arms)

*Your mauling gauntlets extend winding bands of blue steel up past your elbows, almost to your shoulders. In places, these bands of metal seem fused with your skin.*

Your mauling gauntlets double the critical threat range of any melee weapon you wield. This does not stack with any other effect that increases a weapon's threat range, such as the Improved Critical feat or the keen weapon special quality.

## Chakra Bind (Hands)

*Rather than actual gauntlets, this soulmeld transforms your hands into hard blue metal. Whenever you bend your fingers, echoes of the battlefield flit through your mind, until they form a constant undertone of war chants and battle cries inspiring you to greater accomplishments in battle.*

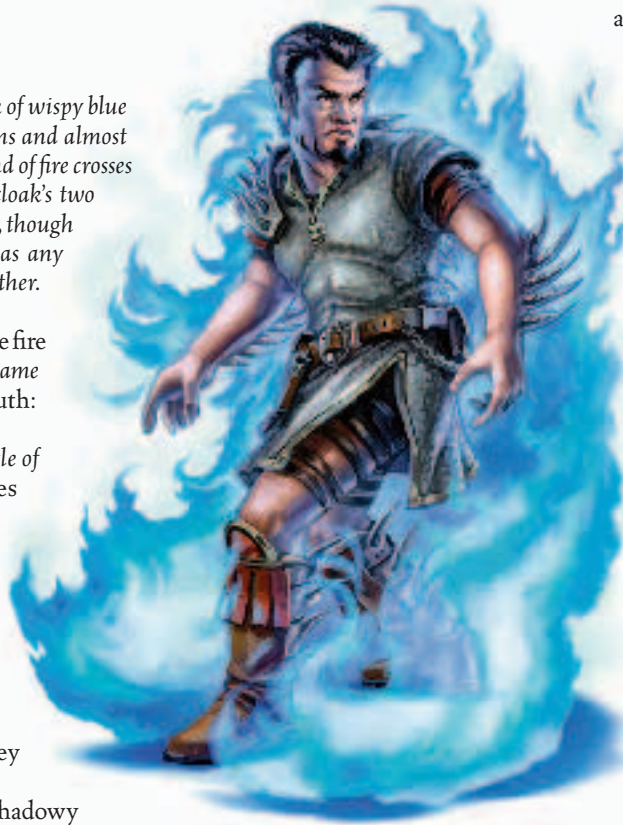
You gain a morale bonus on unarmed strike damage equal to the morale bonus on Strength checks granted by the *mauling gauntlets*. You also gain the benefit of the Improved Unarmed Strike feat.

## NECROCARNUM CIRCLET

**Descriptors:** Evil, necrocarnum  
**Classes:** Incarnate, soulborn  
**Chakra:** Crown  
**Saving Throw:** None

*Necrocarnum bends itself into a matte black crown that seems to consume light. The fractured remnants of souls broken by the power of necrocarnum float within this soulmeld. These forms barely surface in this dark and foreboding crown, yet even the faintest glimpse is unsettling.*

You form necrocarnum into a dark circlet that rests on your head like a crown. The circlet allows you to detect nearby undead, bolster their turn resistance, and even animate a necrocarnum zombie.



*Mantle of flame*

While this soulmeld is shaped, you unerringly detect the presence and position of undead creatures within 30 feet. This ability functions like the blindsight ability, except that it detects only undead creatures.

**Essentia:** Undead within a 30-foot radius gain turn resistance equal to the number of points of essentia that you invest in the soulmeld. If you animated the undead, the turn resistance is equal to double the number of points of invested essentia.

### Chakra Bind (Crown)

*A matching coil of necrocarnum forms around the head of a corpse. Filled with the dark power of necrocarnum, the corpse shambles to its feet, its flesh and mind overtaken by the curse of undeath.*

*A necrocarnum zombie resembles a shambling corpse with black motes of light slowly swimming under its rotting skin.*

When you shape this soulmeld and bind it to your crown chakra, you can cause it to animate a corpse within 30 feet as a necrocarnum zombie (see page 186). The affected creature's Hit Dice cannot exceed your meldshaper level. This requires a full-round action and provokes attacks of opportunity; in addition, you take damage equal to the necrocarnum zombie's Hit Dice, which may not be healed as long as the zombie remains animated. As long as you have essentia invested in the soulmeld, the necrocarnum zombie's essentia pool is increased by the same quantity.

The animated zombie can act immediately on your turn. You have complete control over the zombie as long as you maintain line of effect. Should this line of effect be broken, the zombie acts on its own accord to carry out your last instructions. You reestablish control as soon as you reestablish line of effect.

You can have only one necrocarnum zombie animated at any given time. Animating a second turns the original into an inert corpse. If this soulmeld is unshaped, any necrocarnum zombie created by it returns to an inert corpse. No creature can be affected by the *necrocarnum circlet* more than once.

### NECROCARNUM MANTLE

**Descriptors:** Evil, necrocarnum

**Classes:** Incarnate, soulborn

**Chakra:** Throat

**Saving Throw:** None

*A long cloak of shifting shadow drapes from your shoulders and down your back. Faint forms seem to swim in the depths of this shadow, tortured and twisted shapes that once might have been human. These apparitions writhe and buckle, wracked by incomprehensible agony. Their tortured, elongated faces hold their gaping mouths open in soundless eternal screams.*

You form a cloak of necrocarnum that surrounds you with necromantic energy. Meldshapers who take the time to explain their use of such evil energies declare that the cloak's protective qualities suggest that necrocarnum is not a source of evil as others suggest, ignoring the fact that these protective qualities resemble and exemplify the traits of unlife.

While you have a *necrocarnum mantle* shaped, you gain immunity to disease. Shaping the mantle does not affect any disease that you might already have.

**Essentia:** As you invest essentia in the *necrocarnum mantle*, necrocarnum floods through your mind, granting you the ability to shake off mental effects. For every point of essentia you invest in your *necrocarnum mantle*, you gain a +1 profane bonus on saving throws against mind-affecting effects.

### Chakra Bind (Throat)

*The shadowy mantle clings tightly to your throat, drawing your features further into darkness. At the same time, the shadows of the cloak seem longer, spreading over a wider area and shifting at the touch of some foul, unseen breeze.*

As long as the *necrocarnum mantle* is bound to your throat chakra, you gain immunity to poison.

### NECROCARNUM SHROUD

**Descriptors:** Evil, necrocarnum

**Classes:** Incarnate, soulborn

**Chakra:** Soul or waist

**Saving Throw:** See text

*A deadening field of necrocarnum radiates from you, filling the air around you with faint, shadowy tendrils.*

You force necrocarnum to shape a life-draining field around you.

While you have the *necrocarnum shroud* shaped, you gain a +1 profane bonus on attack rolls and damage rolls any time a living creature takes damage while adjacent to you. This bonus lasts for 1 round. If a living creature dies while adjacent to you, the bonus instead lasts for a number of rounds equal to the creature's Hit Dice.

**Essentia:** If you invest essentia in the *necrocarnum shroud*, the area encompassed by the life-draining field expands.



*Mauling gauntlets*



Any living creature who takes damage (or dies) within 5 feet plus 5 feet per point of essentia invested triggers the bonus. (For example, if you've invested 2 points of essentia, you would gain the bonus for any living creature taking damage or dying within 15 feet of you.)

### Chakra Bind (Soul)

*Necrocarnum laces through your very being, turning your skin a light-eating matte black. Even more unsettling than your skin color, your eyes turn a deep and lusterless black as well, devoid of iris, pupil, or white.*

While you have *necrocarnum shroud* bound to your soul chakra, you can take a standard action to strike a living foe with the raw evil of necrocarnum. When you use this ability, you must make a successful melee touch attack against the intended victim. If successful, your touch bestows 1d4 negative levels on the target (Fortitude half). For each negative level bestowed, you gain 1 temporary point of essentia and 5 temporary hit points. The temporary essentia lasts until the end of your next turn. The temporary hit points fade after 1 hour.

### Chakra Bind (Waist)

*The shadowy tendrils of necrocarnum that surround you seem to reach out toward nearby creatures. These faint touches of necrocarnum instill terror into many creatures, affecting their ability to fight.*

At the beginning of your turn, any creature within the area of your life-draining field becomes shaken for 1 round (Will negates).

## NECROCARNUM TOUCH

**Descriptors:** Evil, necrocarnum

**Classes:** Incarnate, soulborn

**Chakra:** Arms

**Saving Throw:** See text

*Jet black shadows wreath your hands and forearms, coiling and twisting with a life of their own. These insubstantial coils of energy hint at evil and agony, seeming to draw light and hope out of the surrounding area.*

You call upon dark powers to twist and torture the soul energy that is incarnum. The result, a cloying, sickly energy of great evil, twines itself around your hands and arms, allowing you to disguise some of your movements, draw the life force directly from living creatures, or even fill the air with bolts of pure necrocarnum.

The coiling energy makes the movements of your hands and arms hard to follow. While you have *necrocarnum touch* shaped, you gain a +4 profane bonus on Sleight of Hand checks (as well as the ability to use the skill untrained) and on Bluff checks made to feint in combat.

**Essentia:** Whenever you invest essentia in *necrocarnum touch*, you can use the dark energy to inflict damage on living creatures. You can make a melee touch attack as a standard action. This attack deals 1d8 points of damage for every point of essentia that you invest in the soulmeld, but only on living creatures (Fortitude half).

### Chakra Bind (Arms)

*The shadowy strands of evil that twine about your hands and arms elongate, trailing tendrils of shadow into the area immediately around you. When you clench your fists, this shadow gathers, and you can release this energy in dark bolts of necrocarnum.*

While *necrocarnum touch* is bound to your arms chakra, you can fire a ray of pure necrocarnum as a standard action. This ray requires a ranged touch attack to hit and has a range of 30 feet. If it strikes a living creature, it deals 1d8 points of damage for every point of essentia that you invest in the soulmeld (Fortitude half).

## NECROCARNUM VESTMENTS

**Descriptors:** Evil, necrocarnum

**Classes:** Incarnate, soulborn

**Chakra:** Heart or waist

**Saving Throw:** See text

*Necrocarnum twists and writhes into the shape of long, flowing vestments. These vestments cling tightly to your shoulders, but drape loosely over the rest of your body, obscuring other garments behind an ever-shifting screen of terror. As with all necrocarnum melds, faint forms seem to swim in the depths of this shadowy vestment. These tortured apparitions seem wracked by incomprehensible agony, their elongated faces wrenched open in eternal screams.*

*Necrocarnum vestments* bind necrocarnum into a shadowy robe. This strange soulmeld deadens both flesh and spirit, granting you a resistance to cold as well as an unholy ability to withstand physical blows. When bound closer to your spirit, the vestments can shed a radius of killing frost or even shield you from deadly necromantic effects.

When you have *necrocarnum vestments* shaped, you gain resistance to cold 5 as the energies of necrocarnum deaden your flesh to the effects of cold.

**Essentia:** For every point of essentia invested in the *necrocarnum vestments*, you gain 3 bonus hit points. These are not temporary hit points and are not depleted first as are temporary hit points. You can render yourself staggered, unconscious, or even dead by changing the quantity of essentia invested in this soulmeld.

### Chakra Bind (Heart)

*Black necrocarnum energy coalesces around your heart. This effect is usually covered by clothing or armor, but anyone viewing the skin of your chest sees coils of dark energy swirling beneath the surface, as if your skin were a portal to a forgotten maelstrom of evil.*

When you have *necrocarnum vestments* bound to your heart chakra, you are immune to stunning and death effects.

### Chakra Bind (Waist)

*Necrocarnum binds to your flesh, sheathing you in a sinister web of energy. The necrocarnum pulses with the chill touch of pure evil, spreading a deadening cold to nearby creatures.*

When you have *necrocarnum vestments* bound to your waist chakra, any living creature adjacent to you at the end of your turn takes 1d6 points of cold damage (Fortitude negates).

## NECROCARNUM WEAPON

**Descriptors:** Evil, necrocarnum

**Classes:** Incarnate, soulborn

**Chakra:** Hands

**Saving Throw:** None

*Shadowy threads of necrocarnum bind to your melee weapon. This dark energy seems to ripple beneath the surface of the weapon, pulsing irregularly from your hands to the tip of the weapon and back again.*

You bind the taint of necrocarnum to a melee weapon. The energies enable you to penetrate the damage of some good-aligned creatures, deal extra damage with the weapon, and even strike directly at the soul energy of those you hit.

When you shape this soulmeld, choose a melee weapon that you hold. As long as the soulmeld is shaped, the weapon bypasses damage reduction as if it were evil-aligned. The soulmeld remains shaped if you put the weapon down or if another creature wields it, but other creatures do not benefit from any of the soulmeld's effects, including the benefits of *essentia* investment or binding it to a *chakra*. The weapon suffers no ill effects from shaping or unshaping the soulmeld.

**Essentia:** For every point of *essentia* you invest in your *necrocarnum weapon*, you gain a +1 profane bonus on damage rolls and on attack rolls made to confirm a critical threat. Both of these bonuses apply only when the weapon is used against a living creature.

## Chakra Bind (Hands)

*When you strike a living creature in a particularly vulnerable area, necrocarnum floods from your weapon into the victim. At the same time, pure blue soul energy, incarnum unsullied by the taint of necrocarnum, flows into you, granting you a temporary increase in power.*

When you have a *necrocarnum weapon* soulmeld bound to your hands *chakra* and you successfully make a critical hit with the weapon on a living creature, you gain temporary *essentia* equal to the number of points of *essentia* invested in this soulmeld. You can use this *essentia* normally, but it fades after 10 rounds. (Multiple uses of this ability don't stack.) This ability works normally for critical hits delivered when making a *coup de grace* attack.

## PAULDRONS OF HEALTH

**Descriptors:** None

**Classes:** Incarnate, soulborn

**Chakra:** Shoulders

**Saving Throw:** None

*Incarnum shapes heavy plates of armor that hover above your shoulders. They seem formed of pearly white alabaster except for a thin band of runic carvings etched in midnight blue.*

The essential nature of *incarnum* is to provide life and health to mortal bodies, since it is made of the energy of souls. *Pauldrons of health* distill that quality to ward you against effects targeting your vitality or health.

While wearing *pauldrons of health*, you are immune to disease, as well as being sickened or nauseated (as the conditions in the *Dungeon Master's Guide*).

**Essentia:** You gain an enhancement bonus on *Fortitude* saves equal to the number of points of *essentia* you invest in your *pauldrons of health*.

## Chakra Bind (Shoulders)

*Settled directly on your shoulders, your incarnate pauldrons glow with a faint but vibrant silver-blue energy. In the immediate presence of the undead, they glow a little brighter, and if you are subjected to an energy drain attack, they momentarily flare to brilliant intensity as the attack dissipates.*

You gain immunity to energy drain.

## PEGASUS CLOAK

**Descriptors:** None

**Classes:** Totemist

**Chakra:** Shoulders (totem)

**Saving Throw:** None

*You shape an elegant cloak, seemingly made of feathers and pure radiance. A thing of great beauty and delicacy, it evokes thoughts of a pair of beautiful white wings.*

Majestic horses of the skies, pegasi are naturally associated with the air and with flight. Totemists shape this soulmeld to claim their mastery of the air, and eventually to gain true flight.

While wearing the *pegasus cloak*, you gain the effect of a *feather fall* spell at all times. You also gain a +2 enhancement bonus on *Jump* checks, since the winglike cloak provides a slight boost to your leaps.

**Essentia:** Your enhancement bonus on *Jump* checks increases by 2 for every point of *essentia* you invest in your *pegasus cloak*.

## Chakra Bind (Shoulders)

*Even as your shoulders take on the cloudy white color of a pegasus' coat, your pegasus cloak forms into two distinct wings that you can use to achieve true flight.*

You can extend the feathers of the cloak to form a great pair of birdlike wings. This allows you to fly (average maneuverability) at a speed of 10 feet per point of *essentia* you invest in your *pegasus cloak*.

## Chakra Bind (Totem)

*Even as the feathers of your pegasus cloak extend up the back of your neck and head to suggest a white, feathery mane, the cloak itself forms into two distinct wings that you can use to achieve limited flight.*

You can extend the feathers of the cloak to form a great pair of birdlike wings, allowing limited flight capability. This grants you the ability to fly (average maneuverability) a short distance as a move action. You can fly up to 10 feet per point of *essentia* you invest in your *pegasus cloak*, though you must begin and end each such move on a solid surface or you'll fall.

## PHASE CLOAK

**Descriptors:** None

**Classes:** Totemist

**Chakra:** Shoulders (totem)

**Saving Throw:** See text

*You form incarcum into a gray and white cloak with mottled blue markings that seems to shift and flow over your back like liquid.*

Phase spiders are magical beasts that resemble spiders, and they represent all of spiderkind in totemist thinking. They are associated with mobility of all sorts, from their ability to climb walls to their ethereal phasing power.

You gain a +4 competence bonus on Climb checks. In addition, you can always choose to take 10 on a Climb check, even if rushed or threatened, and you retain your Dexterity bonus to Armor Class while climbing.

**Essentia:** For every point of essentia you invest in your *phase cloak*, your competence bonus on Climb checks increases by 2.

### Chakra Bind (Shoulders)

*Your phase cloak becomes even more like a silvery gray liquid, seeming to flow like a gentle stream even when completely motionless. Its mottled blue markings also extend to the skin of your shoulders and upper torso.*

When you use a move action to move at least 5 feet, you can become ethereal during the movement. Among other effects, this means that you can cross difficult terrain without penalty and even pass through walls. While moving, you are not subject to attacks of opportunity except from creatures that can see into the Ethereal Plane and affect ethereal creatures. However, you become material after each move. Thus, if you perform a double move, you must end your first move in a space where you can return to the Material Plane before becoming ethereal again for the second part of your move. If you are within a solid object when your etherealness ends, you are immediately shunted to the nearest open space, taking 1d6 points of damage per 5 feet that you so travel.

While using this ability, you are subject to possible attack by creatures on the Ethereal Plane. As a general guideline, the DM should roll once on the Ethereal Plane Encounters table (page 152 of the *Dungeon Master's Guide*) for each encounter during which you use this ability, with a result of 01–80 indicating that no danger lurks on the Ethereal Plane in that location.

### Chakra Bind (Totem)

*A terrible spidery head extends like a hood from your phase cloak, covering your face. Eight silver-white eyes set in dark blue chitin cover your own eyes, and a huge pair of fangs dripping poison covers your mouth.*

You gain a bite attack that deals 1d4 points of damage and injects a mild poison (Fortitude negates, initial damage 1d3 Con, secondary damage none). You can use this bite either as a primary attack (in which case it uses your full base attack bonus and adds your Strength bonus on damage rolls) or as a secondary attack (with a –5 penalty on the attack roll and applying only half your Strength bonus on your damage roll).

Every point of essentia invested in this soulmeld grants a +1 enhancement bonus on attack rolls made with the bite attack.

## PHOENIX BELT

**Descriptors:** Fire

**Classes:** Totemist

**Chakra:** Waist (totem)

**Saving Throw:** See text

*You shape a belt made of feathers the color of flame—various reds, oranges, and yellows. The feathers seem to shift in color, pulsing softly, like the embers of a dying fire.*

Totemists revere phoenixes as divine creatures or at least the messengers of the gods, and in channeling their power for soulmelds they hope to lay claim to power that is nearly divine. Phoenixes are primarily associated with fire, but their effective immortality gives them associations with protection and rebirth as well. This soulmeld is most popular among totemists native to hot desert and jungle lands.

Your *phoenix belt* protects you from harm in hot environments. You can exist comfortably in conditions between 40 and 140° Fahrenheit without having to make Fortitude saves. Your equipment is likewise protected.

The phoenix is a magical beast detailed in *Monster Manual II*.

**Essentia:** If you invest essentia in your *phoenix belt*, it also protects you from fire damage. You gain resistance to fire equal to 5 times the number of points of essentia you invest in this soulmeld.

### Chakra Bind (Waist)

*You have a very palpable sense of fire burning within you, but in a pleasant, comforting way, much like a heated stone warming a cold bed at night. When subjected to fire damage, the feathers of your phoenix belt flare up briefly, as coals fanned by a breeze.*

You can turn fire damage into fast healing. Whenever your resistance to fire (whether from this soulmeld or another source) reduces the damage dealt to you by a fire-based attack, you gain fast healing 1 for a number of rounds equal to the amount of damage negated by your resistance. For example, if you were hit with a *fireball* for 22 points of damage and had resistance to fire 10, you would gain fast healing 1 for 10 rounds (since your resistance negated 10 points of damage). If instead you were hit with *burning hands* for 6 points of damage, you would gain fast healing 1 for only 6 rounds (since your resistance negated only 6 points of damage).

The fast healing granted by this chakra bind doesn't stack with itself (or with any other kind of fast healing). If this chakra bind would grant you fast healing from a second source of fire damage, use only the longer remaining duration.

### Chakra Bind (Totem)

*Now it is no longer just the feathers in your phoenix belt that seem to glow like hot coals, but your eyes and, to an extent, your skin as well. Your eyes burn red, and your skin gives off a soft heat like a warm hearth. With a moment's concentrated effort, however, that fire can be made real around you, and quite painful to those who threaten you.*

As a standard action, you can create a momentary ring of fire that surrounds you. Creatures adjacent to you take 1d6 points of fire damage per point of *essentia* you invest in your *phoenix belt*. A successful Reflex save reduces this damage by half.

## PLANAR CHASUBLE

**Descriptors:** None  
**Classes:** Incarnate  
**Chakra:** Brow or soul  
**Saving Throw:** None

*Incarnum forms an ornate vestment draped over your shoulders, covering any other clothing, armor, or vestments you are wearing. The chasuble is little more than a large circle with a hole in the center for your head, but raw incarnum is woven like blue thread into intricate patterns down its front.*

The *planar chasuble* binds the raw material of another plane to the garment and infuses it with power.

When you wear the chasuble, you are considered a native on any plane with an alignment trait matching your chosen alignment (and gain the extraplanar subtype while on the Material Plane). While on such a plane, you ignore the effect of any alignment traits of the plane (see page 149 of the *Dungeon Master's Guide*).

For example, a lawful incarnate who shapes this soulmeld would be considered native to any plane with the lawful trait, including the Seven Mounting Heavens of Celestia and the Nine Hells of Baator.

You also gain resistance 10 to a specific energy type, based on your alignment. Chaotic incarnates gain resistance to electricity 10, evil incarnates gain resistance to acid 10, good incarnates gain resistance to cold 10, and lawful incarnates gain resistance to fire 10.

**Essentia:** Every point of *essentia* invested in your *planar chasuble* increases the resistance to the specified energy type by 5 points.

### Chakra Bind (Brow)

*When you activate your incarnum radiance, the glow surrounding you also courses through the incarnum threads in your planar chasuble.*

The bonus granted by your incarnum radiance class feature increases by 1.

### Chakra Bind (Soul)

*The embroidered patterns formed by raw incarnum in the front of your planar chasuble constantly shift and seem to depict living scenes from planes beyond the material world.*

Once per week you can open a *gate*, as the spell, to any plane with an alignment trait matching your chosen alignment. Each *gate* you open costs 1,000 XP if you use the “calling creatures” function.

## PLANAR WARD

**Descriptors:** None  
**Classes:** Incarnate  
**Chakra:** Throat  
**Saving Throw:** See text

*You shape incarnum into an amulet bound tight to your throat by a slender blue chain. The amulet itself resembles a large blue sapphire carved into the shape of a scarab beetle holding a solar disk between its front legs.*

The *planar ward* soulmeld duplicates some of the effects of spells such as *protection from evil* and *dismissal*, but incarnates through the ages have argued that the soulmeld is actually the earlier form of this warding magic. In fact, some have argued that *planar ward* was the first soulmeld ever shaped, long before the principles of incarnum were fully understood, as the ancestors of the humanoid races sought protection from forces greater than themselves.

Your *planar ward* protects you from mental control. It blocks any attempt to possess you (by a *magic jar* attack, for example) or exercise mental control over you, including enchantment (charm) effects and enchantment (compulsion) effects that grant the caster ongoing control over you. The protection does not prevent such effects from targeting you, but it suppresses the effect for the duration of the *planar ward's* effect. If you were to unshape your *planar ward* while the effect granting mental control continued, the would-be controller would then be able to mentally command you. Likewise, the *planar ward* keeps out a possessing life force but does not expel one if it is in place before the soulmeld is shaped.

**Essentia:** The *planar ward* provides a morale bonus on saves made to resist the supernatural or spell-like abilities of extraplanar creatures. The bonus is equal to the number of points of *essentia* invested in the soulmeld.

### Chakra Bind (Throat)

*Your planar ward takes the form of a glowing blue orb embedded in the base of your throat. When an extraplanar creature strikes you, the orb flares with blue light, enveloping the attacker for an instant.*

You can drive an extraplanar creature back to its home plane. Whenever you are struck by an extraplanar creature, the attacking creature must succeed on a Will save or be driven back to its home plane. The creature adds its Hit Dice as a bonus on its saving throw, and you add your meldshaper level to the *planar ward's* save DC. A successful save renders the creature immune to this effect for 24 hours.

## RAGECLAWS

**Descriptors:** Mind-affecting  
**Classes:** Totemist  
**Chakra:** Hands (totem)  
**Saving Throw:** None

*You form incarnum into a pair of furred gloves tipped with short claws. These gloves fit over your hands as well as any other gloves or gauntlets you might wear. When you clench your hands into fists, you can feel a surge of anger and determination well up inside you.*

The *rageclaws* soulmeld makes no attempt to channel soul energy from any particular kind of magical beast. Rather, it taps into the primal rage and survival instinct shared by all creatures of that type, a powerful will to survive and prevail. Totemists typically shape this meld when they expect to face overwhelming odds, but some totemists shape it simply to gain courage and fury in battle.

While you wear your *rageclaws*, you can continue to fight without penalty if you are disabled or dying. When reduced to 0 hit points, you can act as if you weren't disabled (that is, you ignore the normal restriction to only a single move or standard action per turn). You do not lose 1 hit point for performing a standard or otherwise strenuous action while at 0 hit points.

When reduced to -1 to -9 hit points, you do not fall unconscious. You do not automatically lose 1 hit point each round when at -1 to -9 hit points.

When your current hit points drop to -10 or lower, you immediately die.

**Essentia:** Investing essentia in *rageclaws* increases the range of negative hit points at which you can continue functioning. Every point of essentia invested effectively reduces the point at which you die by 3 (such as from -10 to -13). You can continue to fight without penalty until you reach that hit point total.

If your essentia investment in this soulmeld is reduced (whether voluntarily or involuntarily) and your current hit point total is at or below the point at which you would die, you immediately die. For example, if you are currently at -16 hit points and reduce your essentia investment from 3 points to 2 points, you would die (since your new point of death would be -16).

### Chakra Bind (Hands)

*The fur of your rageclaws merges into your hands, and your fingers become tipped with small, dark claws instead of nails. Each blow that lands on your body causes a blood rage to swell up in you, building until you are near death and then erupting in desperate fury.*

While your hit point total is below 0, you gain a +2 morale bonus on melee attack rolls, melee weapon damage rolls, and Fortitude saves. Though similar in some ways to a barbarian's rage, this state applies no restriction on what actions you can take.

### Chakra Bind (Totem)

*The fur of your rageclaws merges into your hands, and your fingers become tipped with long, sharp claws you can use to tear the flesh of your foes.*

You can use your *rageclaws* as a pair of natural weapons that deal 1d6 points of damage plus your Strength modifier.

When you grapple an opponent, you can attack with both claws; these attacks are not subject to the usual -4 penalty for attacking with a natural weapon in a grapple.

While the *rageclaws* are shaped, you can still use your hands as normal (to hold items, cast spells, and so on), although you cannot hold an item in your hand and attack with the claws at the same time.

You gain a +1 enhancement bonus on attack rolls and damage rolls with your claws for every point of essentia invested in this soulmeld.

### RIDING BRACERS

**Descriptors:** None

**Classes:** Incarnate, soulborn, totemist

**Chakra:** Arms (totem)

**Saving Throw:** None

*You form incarnum into a pair of hard leather bracers that encircle your wrists. They smell noticeably of horse and hay.*

Humanoids have ridden horses into battle for ages, and by channeling the soul energy of these mounted warriors—and their steeds—you increase your own skill at mounted combat.

Wearing the *riding bracers* grants you a +4 insight bonus on Handle Animal and Ride checks.

**Essentia:** Every point of essentia invested in the *riding bracers* increases the insight bonus on Handle Animal and Ride checks by 2.

### Chakra Bind (Arms)

*Your riding bracers clench tight around your wrists. When you mount a steed, your bracers almost seem to guide your hands on the reins. When you draw a weapon while mounted, you, your mount, and your weapon all seem to move in a coordinated, deadly dance.*

When mounted, you gain a +2 insight bonus on melee damage rolls and a +2 dodge bonus to Armor Class.

### Chakra Bind (Totem)

*There is no change in the appearance of your riding bracers, but when you mount a steed, you feel a close connection with the animal. It almost seems to respond to your mental commands as much as to your hands on the reins.*

If you are riding an animal, or a magical beast with an Intelligence score of 1 or 2, you can handle the creature as a free action or push it as a move action, even if you don't have any ranks in the Handle Animal skill. In addition, your mount gains evasion, as the rogue class feature described on page 50 of the *Player's Handbook*.

### SAILOR'S BRACERS

**Descriptors:** None

**Classes:** Incarnate, soulborn

**Chakra:** Arms

**Saving Throw:** None

*Incarnum forms a pair of leather bands surrounding your wrists (and any other bracers or bracelets you might wear). When you are still and your eyes are closed, you feel a gentle rocking as if you were aboard a ship on a calm sea.*

You call upon the talents of generations of seafaring men and women to increase your proficiency at the work of sailing. Shaping *sailor's bracers* makes the sea your home.

While you wear your *sailor's bracers*, you gain a +4 insight bonus on Swim, Profession (sailor), and Use Rope checks. This soulmeld also lets you make Profession (sailor) checks untrained.

**Essentia:** Every point of essentia you invest in your *sailor's bracers* increases the insight bonus by 2.

### Chakra Bind (Arms)

*Instead of plain leather, your sailor's bracers seem formed of fish scales—and indeed, large fins sprout from their sides to help you swim.*

You can swim at up to your speed (as a full-round action) or up to half your speed (as a move action). You take no penalty on attack rolls made underwater (as if you had *freedom of movement*).

## SHADOW MANTLE

**Descriptors:** Darkness  
**Classes:** Totemist  
**Chakra:** Shoulders (totem)  
**Saving Throw:** None

*Incarnum forms a rough cloak of stony gray around your shoulders and back. As you move, the cloak writhes behind you, suggesting the movement of tentacles. It seems to collect shadow, always appearing darker than the surrounding area.*

The darkmantle is hardly the most fearsome of magical beasts, but its association with darkness and perception makes the soulmeld that channels its energy a powerful one. Totemists in subterranean cultures are particularly partial to the *shadow mantle* soulmeld.

Channeling the merest suggestion of a darkmantle's powerful blindsight, you gain a +4 competence bonus on Listen checks.

**Essentia:** Every point of essentia you invest in your *shadow mantle* increases the competence bonus on Listen checks by 2.

## Chakra Bind (Shoulders)

*The shadows of your mantle deepen, and its coloration grows darker. Blackness seems to cling in every fold and sometimes trail off in wisps from the mantle's substance. You start to hear sounds too high for most humans to detect, and occasionally sounds too low, as well.*

As a swift action, you can surround yourself with a globe of magical darkness to a radius of 5 feet per point of invested essentia. You also gain blindsight with the same radius. Thus, you are completely aware of all creatures within the radius of darkness, but you are invisible to them unless they have some way of piercing magical darkness. On the other hand, creatures beyond the radius of your darkness are invisible to you, but they can guess your location within the darkness.

If you enter a zone of magical silence, your blindsight no longer functions. You can end the darkness effect as a swift action; ending the darkness effect also ends your blindsight.

## Chakra Bind (Totem)

*Your shadow mantle literally draws shadows to itself, and it changes color to match your surroundings. You find it much easier to hide from view by drawing the cloak around your body and ducking your head into its membranous collar.*

You gain a competence bonus on Hide checks equal to the bonus the soulmeld grants on Listen checks (+4 plus an additional +2 per point of invested essentia).

## SHEDU CROWN

**Descriptors:** Good, mind-affecting  
**Classes:** Totemist

**Chakra:** Crown or heart (totem)  
**Saving Throw:** See text

*Glowing argent incarnum forms a shining crown that hovers slightly above your head. Its presence lends a regal air to your bearing, and you feel yourself become more calm, more dignified, and more stable—emotionally and even physically grounded.*

A shedu (described in the *Fiend Folio*) is a noble beast related to the lammasu, distinguished by the crown it wears. With a human head atop the body of a five-legged bull, a shedu possesses a physical stability that reflects its moral purity and mental stamina as well.

You are immune to being pushed back as the result of a bull rush, including the effects of spells such as Bigby's *forceful hand* and *telekinesis* (when used to perform a bull rush).

**Essentia:** You gain a competence bonus on saving throws against mind-affecting spells and effects equal to the number of points of essentia you invest in your *shedu crown*.

## Chakra Bind (Crown)

*Your shedu crown settles firmly on your head, but its appearance is otherwise unchanged.*

You can communicate telepathically with any creature within 100 feet that has a language. It is possible to address multiple creatures at once telepathically, although maintaining a telepathic conversation with more than one creature at a time is just as difficult as simultaneously speaking and listening to multiple people at the same time.

This is a mind-affecting effect.

## Chakra Bind (Heart)

*The appearance of your shedu crown is unchanged, but when you use the power of this chakra bind, it briefly flares with brilliant silver light.*

You can shift from the Material Plane to the Ethereal Plane as a standard action and return to the Material Plane as a free action. Each day, you can spend a total number of rounds on the Ethereal Plane equal to your meldshaper level (each use counts as a minimum of 1 round). This ability otherwise functions as the *ethereal jaunt* spell.

## Chakra Bind (Totem)

*Your hair grows into a bushy mane beneath your crown. If you are male, your beard likewise grows. Your body looks and feels more solid and strong.*

You gain the ability to make a trample attack. As a full-round action, you can move up to twice your speed and literally run over any creature equal to your own size or smaller. You merely have to move over the opponents in your path; any creature whose space is completely covered by your space is subject to the trample attack. If a target's space is larger than 5 feet, it is considered trampled only if you move over all the squares it occupies.

Your trample attack deals 1d8 points of bludgeoning damage (or 1d6 points if you are Small) plus 1-1/2 times your Strength modifier. If you are larger than Medium or smaller than Small, the damage scales up or down accordingly (see page 114 of the *Player's Handbook*).

Trampled opponents can attempt attacks of opportunity, but these take a -4 penalty. (Opponents whose space is larger than 5 feet and whom you do not trample can also take attacks of opportunity at the same penalty.) An opponent can also give up its attack of opportunity and instead attempt a Reflex save to take half damage from your trample. You can deal trampling damage to each target only once per round, no matter how many times your movement takes you over a target creature.

## SIGHTING GLOVES

**Descriptors:** None

**Classes:** Incarnate, soulborn

**Chakra:** Hands

**Saving Throw:** None

*Turquoise incarnum energy briefly forms a sheath around your hands before merging with your flesh. The energy steadies your hands so that when you launch an arrow or throw a weapon, it flies true, leaving blue-green sparks in its wake.*

You form incarnum into gloves of energy, which are absorbed into your skin after you fit them around your hands. The soulmeld draws upon the soul energy of legendary archers, improving your aim while giving you insightful hints regarding the best time to release an arrow, fire a bolt, or throw an axe.

You gain a +1 insight bonus on damage rolls made with ranged weapons.

**Essentia:** Every point of essentia invested in *sighting gloves* increases the insight bonus by 1.

## Chakra Bind (Hands)

*Your grip on your ranged weapon is as light as can be, requiring only the slightest motion to release your arrow, pull the trigger of your crossbow, or deliver your throw.*

When you bind *sighting gloves* to your hands chakra, you can shoot or throw at an opponent engaged in melee without taking the standard -4 penalty on your attack roll, as if you had the Precise Shot feat.

## SILVERTONGUE MASK

**Descriptors:** None

**Classes:** Incarnate, soulborn

**Chakra:** Brow or throat

**Saving Throw:** See text

*A plain silver mask conceals your lower face while exposing your eyes. The mask is initially featureless, with a simple horizontal slot at your mouth, but subtle images shift across its surface as you interact with others.*

*Silvertongue masks* were used by some of the first incarnates to gain the favor of neighboring tribes and nations by providing familiar and comforting images to accompany diplomatic pleas. The soulmeld draws on the souls of quick-witted and slick-tongued heroes, helping to guide the meldshaper in beguilement or negotiation.

You shape incarnum into a silver-blue mask that you wear over your face. Your *silvertongue mask* grants you a +2 insight bonus on Bluff and Diplomacy checks.

**Essentia:** Every point of essentia you invest in your *silvertongue mask* increases the insight bonus by 2.

## Chakra Bind (Brow)

*Blue crystalline lenses grow out from the mask, covering your eyes. These lenses enhance your sensitivity to body language and mannerisms.*

You gain an insight bonus on Sense Motive checks equal to the bonus granted on Bluff and Diplomacy checks by the mask.

## Chakra Bind (Throat)

*The silver mask melds into your face and neck, from your cheekbones down to your collar, as if your skin were turned to silver. When you attempt to compel a creature, that creature sees a face that is recognizable, but not quite familiar.*

When bound to the throat chakra, the *silvertongue mask* allows you to make a *suggestion* (as the spell) to any creature as a standard action. A successful Will save negates this effect. A creature targeted by this ability, regardless of whether or not it succeeds on its save, can't be targeted again by the same ability for 24 hours. This is a mind-affecting, language-dependent effect.

## SOULSPARK FAMILIAR

**Descriptors:** Alignment

**Classes:** Incarnate, soulborn

**Chakra:** Brow, crown, or throat

**Saving Throw:** None

*A spark of light hovers over your shoulder. While featureless, it seems to emote using its own brilliance, ranging from an angry burn to a contented glow.*

Soulspark familiars are nearly constant companions of some meldshapers, filling the role of a loyal defender, a confidant, a guard, or sometimes simply a light to show the way.

You shape a small mote of soul energy called a least soulspark, which accompanies you and can attack your foes at your direction. The presence of the soulspark grants you the Alertness feat.

The soulspark follows you, typically hovering near your shoulder. If the soulspark is more than 10 feet from you at the end of its turn, it unshapes. You can communicate empathically with the soulspark, and directing it to attack a creature is a free action. A soulspark familiar whose creator is incapable of issuing new directions follows its last command as long as it is able, after which it returns to hover over its creator.

If the soulspark is reduced to 0 or fewer hit points, the meld unshapes.

The least soulspark is a new creature detailed on page 197. A soulspark formed by this soulmeld does not have the incarnum shroud ability normally possessed by such creatures, nor does it have an essentia pool.

**Essentia:** When you allocate essentia to your *soulspark familiar*, you can select one of the following effects. All essentia invested must be put toward the same effect.

**Align Attack:** The first point of essentia invested makes the soulspark's attack good, evil, lawful, or chaotic, as you choose, allowing it to bypass the damage reduction of certain creatures, usually outsiders of the opposite alignment. Every

point beyond the first grants the soulspark a +1 bonus on damage against any creature of the opposing alignment.

**Attack Bonus:** Every point of essentia grants the soulspark a +1 bonus on its attack rolls and damage rolls.

**Deflection Bonus:** Every point of essentia grants the soulspark a +1 deflection bonus to Armor Class.

**Healing:** Every point of essentia invested grants the soulspark a certain amount of fast healing. A least soulspark gains fast healing equal to 1 × the points of essentia invested, a lesser soulspark gains fast healing equal to 2 × the points of essentia invested, a standard soulspark gains fast healing equal to 3 × the points of essentia invested, and a greater soulspark gains fast healing equal to 4 × the points of essentia invested.

**Saving Throw Bonus:** Every point of essentia grants the soulspark a +1 resistance bonus on all saving throws.

### Chakra Bind (Brow)

*Your soulspark shimmers like the desert sky.*

If you bind soulspark familiar to your brow chakra, you create a standard soulspark.

### Chakra Bind (Crown)

*Your soulspark glows sapphire blue, like a brilliant gemstone.*

If you bind soulspark familiar to your crown chakra, you create a lesser soulspark.

### Chakra Bind (Throat)

*Your soulspark burns with a fierce blue-white light.*

If you bind soulspark familiar to your throat chakra, you create a greater soulspark.

## SOULSPEAKER CIRCLET

**Descriptors:** None

**Classes:** Soulborn

**Chakra:** Crown or throat

**Saving Throw:** None

*A light blue circlet sits atop your head, with serrated points above each of your ears. A faint voice whispers in your mind, translating the words that you hear.*

This soulmeld draws on the linguistic talents of creatures living and dead to translate an unfamiliar language.

Choose a language when you shape your *soulspeaker circlet*. While the soulmeld is shaped, you can understand the spoken forms of that language. This does not provide you the ability to speak, read, or write that language.

**Essentia:** For every point of essentia invested in *soulspeaker circlet*, you can select an additional language that you understand.

### Chakra Bind (Crown)

*The circlet merges with your flesh, remaining visible as a band of blue across your forehead, similar to a tattoo. The whispers in your mind now translate your own thoughts, telling you the words you must speak to be understood.*

The *soulspeaker circlet* grants you the ability to speak those languages for which it grants understanding. You still cannot read or write these languages.

### Chakra Bind (Throat)

*The circlet extends tendrils that reach down your head to wrap around your neck. Your words can now be translated directly into thought. As you communicate telepathically with others, those creatures perceive a slight pulsing radiance emanating from the soulmeld.*

You can communicate telepathically with any creature within a range of 20 feet per point of invested essentia, as long as that creature has a language. It is possible to address multiple creatures at once telepathically, although maintaining a telepathic conversation with more than one creature at a time is just as difficult as simultaneously speaking and listening to multiple people at the same time.

This is a mind-affecting effect.



*Zenya's spellward shirt protects her from a drider's lightning bolt*



## SPELLWARD SHIRT

**Descriptors:** None

**Classes:** Incarnate, soulborn

**Chakra:** Heart

**Saving Throw:** None

*Incarnum forms into a cerulean tunic that covers your torso, fitting comfortably over any other clothing or armor you wear. Except for its unusual color, it seems like a relatively mundane garment—until you are subjected to any spell effect. When that happens, the color of the shirt comes alive, forming intricate patterns of swirls, bursts, and spirals as the shirt attempts to deflect the magical energy.*

Meldshapers have long sought ways to use their own unique magic to protect them from the arcane and divine effects that are so common in the world, and the spellward shirt is one of the simplest such means.

While worn, the spellward shirt grants you spell resistance 5.

**Essentia:** Every point of essentia you invest in your spellward shirt increases the spell resistance granted by the soulmeld by 4.

### Chakra Bind (Heart)

*The soul energy of your spellward shirt is bound into your flesh, its cerulean color tinting your skin all over your body.*

When you shape this soulmeld, choose four spells of 6th level or less. You gain complete immunity to the effects of these spells, as if you were under the effect of a spell immunity spell.

## SPHINX CLAWS

**Descriptors:** None

**Classes:** Totemist

**Chakra:** Hands (totem)

**Saving Throw:** None

*A powerful set of retractable, catlike claws forms over your hands. These magical claws seem almost alive, and they perfectly follow every move of your own hands and fingers.*

Sphinxes are among the most powerful and majestic of all magical beasts. In the view of some totemists, they embody

what it is to be a magical beast. Totemists hold up different varieties of sphinx as the pinnacle of sphinxkind: the gruff and noble androsphinx, the clever and enigmatic gynosphinx, the avaricious and powerful criosphinx, or the detestable hieracosphinx. Whichever variety a totemist seeks to emulate, the effects of *sphinx claws* are the same—they make the totemist a clawing, pouncing terror to behold.

While wearing *sphinx claws*, you gain a +1 competence bonus on Strength checks and Strength-based skill checks, such as Climb and Jump checks and checks made to break down doors or to bull rush an opponent.

**Essentia:** Every point of essentia you invest in your *sphinx claws* increases the competence bonus by 1.



*The sphinx claws soulmeld makes this a fair fight*

### Chakra Bind (Hands)

*Your hands become one with the claws that surround them, overlarge for your size. The most profound change, however, is in your proficiency in combat—a powerful urge grows within you to leap at your foes, tearing with claws and teeth until your prey lies motionless in your savage grip.*

When you use the charge action, at the end of your charge you can make a full attack using any natural weapons you possess. You can use natural weapons that you have by virtue of your race or kind, or natural weapons derived from soulmelds you have shaped.

If you elect to use this ability, you cannot make any attacks with manufactured weapons at the end of the same charge.

### Chakra Bind (Totem)

*Your hands become one with the claws that surround them, overlarge for your size. You find you can use them to tear at your foes, and with that ability comes a powerful desire to put these tools to use. Will you temper that bloodlust with the wisdom of the gynosphinx or the nobility of the androsphinx? Or will you give in to it completely, rampaging like a hieracosphinx?*

You can use your *sphinx claws* as natural weapons that deal 1d8 points of damage plus your Strength modifier.

For every point of essentia you invest in your *sphinx claws*, you gain a +1 enhancement bonus on your attack rolls and damage rolls with the claws.

While the claws are shaped, you can retain the normal use of your hands at any time, although you cannot hold an item in your hand and attack with the claws at the same time.

## STRONGHEART VEST

**Descriptors:** None  
**Classes:** Incarnate, soulborn  
**Chakra:** Heart or waist  
**Saving Throw:** None

*A heavy web belt of cyan energy wraps around your torso. When you wear it, you feel energized and revitalized. When you are struck by an attack that would damage your ability scores, a wave of incarnum energy passes through you, blunting the effectiveness of the attack.*

The *strongheart vest* protects you from attacks that would reduce your ability scores. Any time you would take ability damage, such as Constitution damage or Strength damage, the amount of the damage is reduced by 1 point, to a minimum of 0.

For example, if you fail a saving throw against the poison of a monstrous centipede and would normally take 2 points of Dexterity damage from its poison, you take 1 point instead. Ten rounds later, if you fail a second saving throw against the poison and would normally take 1 point of Dexterity damage, you take no Dexterity damage instead.

**Essentia:** Every point of essentia you invest in your *strongheart vest* further reduces ability damage by an additional point. For example, if you have 3 points of essentia invested in this soulmeld, you will subtract 4 points from any ability damage dealt to you.

### Chakra Bind (Heart)

*Tendrils of blue-black webbing snake out from the vest, merging with your flesh. When you are struck by an attack that would drain your life force, you feel the energy of the strongheart vest surge through you, and you suffer no ill effect from the attack.*

You gain immunity to energy drain attacks and death effects.

### Chakra Bind (Waist)

*The energy of the vest extends down into your legs, becoming more solid as it spreads.*

Your *strongheart vest* also reduces ability drain, such as that from a lamia or wraith. It reduces ability drain at the same rate that it reduces ability damage—1 point plus 1 additional point for every point of essentia invested—each time you would take ability drain.

## THEFT GLOVES

**Descriptors:** None  
**Classes:** Incarnate  
**Chakra:** Hands  
**Saving Throw:** None

*You shape incarnum into a pair of supple black leather gloves that fit over your hands as well as any other gloves or gauntlets you might wear. Despite the material covering your fingertips, the gloves grant you exacting precision in certain tasks—those that typically relate to thievery.*

You borrow the talents of burglars throughout history to grant yourself a semblance of their ability.

While you have *theft gloves* shaped, you gain a +2 insight bonus on Disable Device, Open Lock, and Sleight of Hand checks. This soulmeld also lets you make Disable Device, Open Lock, and Sleight of Hand checks untrained.

**Essentia:** Every point of essentia you invest in your *theft gloves* increases the insight bonus by 2.

### Chakra Bind (Hands)

*Instead of physical gloves, your theft gloves manifest as a dusky blue color over the skin of your hands. In addition to great precision, you also find your fingertips tremendously sensitive, and they seem to tingle when you run them over something that carries a trap.*

You gain the trapfinding ability (see page 50 of the *Player's Handbook*).

## THERAPEUTIC MANTLE

**Descriptors:** None  
**Classes:** Incarnate, soulborn  
**Chakra:** Shoulders  
**Saving Throw:** None

*A sheath of incarnum energy surrounds your body and is slowly absorbed into your skin. As healing magic is applied to you, the affected area sparkles with tiny blue motes.*

The spirit energy of incarnum resonates with life energy. This soulmeld amplifies spells and effects that repair the physical form.

You shape incarnum into a sheath of energy that sinks into your skin and helps to focus healing magic that targets you. Whenever you are the target of a spell or effect that heals hit point damage, the spell heals additional damage equal to its spell level. For example, if you are targeted by a *cure serious wounds* spell cast by a 7th-level cleric, you would be healed of 3d8+10 points of damage (7 points for the cleric's caster level and 3 points for the spell's level).

**Essentia:** Every point of essentia invested increases the additional healing by 2 more hit points.

### Chakra Bind (Shoulders)

*Focused outward, incarnum from the mantle bonds with the healing magic you conjure. Healing spells you cast are accompanied by blue-white motes of incarnum energy.*

When bound to your shoulders chakra, *therapeutic mantle* increases the potency of healing spells that you cast. You gain an insight bonus (equal to the number of points of essentia invested in the soulmeld) to your caster level when casting spells of the healing subschool.

## THREEFOLD MASK OF THE CHIMERA

**Descriptors:** None  
**Classes:** Totemist  
**Chakra:** Crown or soul (totem)  
**Saving Throw:** None

*You form incarnum into a three-sided mask that hovers in front of your face. As you turn your head, the mask does not turn with you, so you can look out three different sets of eyes—and somehow each*

face of the mask seems to color your view of the world through it. The mask depicts the three heads of a chimera—a savage dragon, a fierce lion, and a demonic goat.

Totemists look to chimeras as a representation of multiplicity united. In a certain sense, they are the patrons of meldshaping itself—uniting disparate elements of beast souls and humanoid bodies to create powerful effects.

At the simplest level, the *threefold mask of the chimera* grants you the ability to focus your attention in multiple directions simultaneously. You can't be flanked while this soulmeld is shaped.

**Essentia:** Every point of essentia invested in your *threefold mask* grants you a +1 competence bonus on Search and Spot checks.

### Chakra Bind (Crown)

*Your threefold mask attaches to your forehead and now moves with your head as you turn. By focusing your concentration, you can tap into the mask's multiple perspectives to act more quickly, though at a cost.*

At the end of your turn, you can take one extra move action at no cost. If you choose to take this extra move action, you take a –5 penalty on attack rolls and to Armor Class until the end of your next turn. Furthermore, on your next turn, you can take only a single standard action or a move action (but not both, and not a full-round action).

Every point of essentia you invest in your *threefold mask* reduces by 1 the penalty applied on attack rolls and to Armor Class during the round following your extra move action. Thus, if you invest 1 point of essentia in your *threefold mask* and take an extra move action, your attack rolls and AC for the next round take only a –4 penalty (instead of –5). If you invest 5 or more points of essentia, you take no penalty on attack rolls and to AC made in the round following your extra move action (but are still restricted to taking only a single standard action or move action during that turn).

### Chakra Bind (Soul)

*You experience a profound quickness of mind, almost as if three minds were thinking your thoughts and directing your actions, though this multiplicity of views can be confusing as well.*

This chakra bind functions as the crown chakra bind, except that instead of an extra move action, you can take an extra standard action at the end of your turn. However, on your next turn, you can take no actions. The same penalties as described above also apply in the following round, and they can be reduced by essentia investment as listed above.

### Chakra Bind (Totem)

*Your threefold mask is no longer just a mask—your head branches into the three monstrous heads of a chimera. Three pairs of eyes look out on the world at once, three heads direct your actions, and three sets of savage jaws slaver for prey.*

You can use the heads of your *threefold mask* to make natural attacks. The dragon head bites for 1d8 points of damage,

the lion head bites for 1d6 points of damage, and the goat head gores for 1d6 points of damage. As a standard action, you can attack with any one of these heads, applying your full Strength modifier as a bonus on your damage roll. As a full attack action, you can attack with all three heads, applying your full Strength modifier on all three damage rolls. Alternatively, as part of a full attack, you can make a secondary attack with one head at a –5 penalty, applying only one-half your Strength modifier as a bonus on your damage roll.

## THUNDERSTEP BOOTS

**Descriptors:** Sonic

**Classes:** Soulborn

**Chakra:** Feet

**Saving Throw:** See text

*You shape incarcum into a pair of heavy boots that fit over your feet and any other boots you might wear. Cobalt steel forms rings around your calves and reinforces the toes of the boots.*

The legendary soulborn Odravan the Red was known for charging into battle wearing *thunderstep boots* at the head of a well-trained mercenary unit. Foes who survived Odravan's charge were usually stunned and quickly fell to his allies' swords.

When you charge, your *thunderstep boots* channel sonic energy into your attack. If you hit with a melee attack at the end of a charge, the target takes an additional 1d4 points of sonic damage.

**Essentia:** Every point of essentia you invest in your *thunderstep boots* increases the damage dealt by 1d4 points.

### Chakra Bind (Feet)

*Your thunderstep boots bind themselves to your feet.*

Any creature taking damage from your *thunderstep boots* is also stunned for 1 round. A successful Fortitude save negates this effect.

## TOTEM AVATAR

**Descriptors:** None

**Classes:** Totemist

**Chakra:** Arms, feet, heart, or shoulders (totem)

**Saving Throw:** None

*You shape incarcum into an imposing avatar of bestial power. This corporeal shape fits over your clothing and armor, but it makes you seem like a hulking gray render in outline and features. Your actual body is only barely visible within the gray, hairless form. The render's broad shoulders and sinewy arms encompass yours and extend beyond them to translucent clawed hands scraping the ground.*

To some totemists, the greatest of the magical beasts are those that walk upright like humanoids but embody raw physical power—gray renders, owlbears, rampagers (described in *Monster Manual II*), blood apes (described in *Monster Manual II*), and the dreaded tarrasque. All of these creatures are totems of body strength, with the various abilities that come with physical might.

By default, the avatar resembles a gray render in its outline and features, but it changes to resemble different magical beasts if you bind it to a chakra. The *totem avatar* grants you bonus hit points equal to your meldshaper level. These hit points don't go away first the way temporary hit points do; if this soulmeld is unshaped or suppressed, you lose the hit points granted by it.

**Essentia:** You gain an enhancement bonus to your natural armor bonus equal to the number of points of essentia you invest in your *totem avatar*.

### Chakra Bind (Arms)

Your *totem avatar* resembles an owlbear—no less hulking and stooped than the gray render form, but covered in a shaggy coat of feathers and fur.

You gain the benefit of the Improved Grapple feat.

### Chakra Bind (Feet)

Your *totem avatar* resembles a rampager, with four elephantine legs, two muscular arms with hooked claws, a headless body with a gaping maw planted on the forward part of the torso, and a thick tail dragging behind.

You gain stability as if you were a four-legged creature, giving you a +4 bonus on checks to resist a bull rush, overrun, or trip attack.

You are also treated as if you were one size category larger than normal when making a check to resist a bull rush, grapple, overrun, or trip attack (effectively granting you an additional +4 on such checks).

### Chakra Bind (Heart)

Your *totem avatar* resembles the legendary tarrasque, though on a much smaller scale. Its hulking form leans forward of your own, its back covered with a thick, spiny carapace. Two mighty horns sprout from its head, and its jaw opens wide to reveal dozens of knifelike teeth.

You gain damage reduction 5/magic. The amount of this damage reduction increases by 1 for every point of essentia you invest in the soulmeld.

### Chakra Bind (Shoulders)

Your *totem avatar* resembles a blood ape, taking on the appearance of a red-furred gorilla.

Your natural weapons (whether from soulmelds or other sources) deal damage as if you were one size category larger.

### Chakra Bind (Totem)

When you bind your *totem avatar* to your *totem chakra*, you become a little more like the gray render it represents. In particular, your body alters to better fill the musculature of the mighty beast avatar, lending you strength to smite your foes.

Your *totem avatar* grants you a morale bonus on damage rolls made with natural weapons (whether from soulmelds or other natural sources) equal to the number of points of essentia you invest in it.

## TRUTHSEEKER GOGGLES

**Descriptors:** None

**Classes:** Incarnate, soulborn

**Chakra:** Brow

**Saving Throw:** None

*Incarnum* forms blue-lensed goggles that hover in front of your eyes. The world does not seem blue to you; rather, small details become apparent, whether they are in something you search or in someone's facial expression and posture.

Calling upon the soul energy of investigators living and dead, you grant yourself keen powers of detection.

While you wear your truthseeker goggles, you gain a +2 insight bonus on Gather Information, Search, and Sense Motive checks.

**Essentia:** Every point of essentia you invest in your truthseeker goggles increases the insight bonus by 2.

### Chakra Bind (Brow)

Your truthseeker goggles rest firmly before your eyes, granting you sight even in darkness.

You gain darkvision out to 60 feet.

## UNICORN HORN

**Descriptors:** None

**Classes:** Totemist

**Chakra:** Brow (totem)

**Saving Throw:** None

You shape the pure soul energy of a unicorn into an ivory-colored horn that seems to sprout from your forehead. Its color is an unblemished white, and it seems to glow with a soft blue-white radiance. Its purity flows into you, and it is difficult to conceive of an evil thought with the horn so close to your mind.

Unicorns are like lammasus in their devotion to goodness and even surpass them in purity. Good totemists revere them as embodiments of all that is good in nature, and shape *unicorn horns* when they prepare to do battle with evil—particularly undead.

You gain a +2 competence bonus on wild empathy and Move Silently checks.

**Essentia:** Your bonus on wild empathy and Move Silently checks increases by 2 for every point of invested essentia.

### Chakra Bind (Brow)

A streak of white appears in your hair near the unicorn horn, and your eyes change color—becoming deep sea-blue, violet, or fiery gold.

You gain the ability to detect evil once per round as a standard action.

### Chakra Bind (Totem)

A tuft of white hair hangs down from your forehead around your unicorn horn, while your forehead itself thickens somewhat to support the horn it bears. All of your hair transforms into a cascading white mane, and if you are male a white beard sprouts from your chin. You can feel purity and energy flowing into your body through your horn.

You can gore with the *unicorn horn* as a natural weapon that deals 1d6 points of damage. You gain an enhancement bonus on attack rolls and damage rolls with your horn equal to the number of points of *essentia* you invest in it.

If you hit an undead creature with your horn attack, you deal an extra 1d6 points of damage.

## URSKAN GREAVES

**Descriptors:** None  
**Classes:** Totemist  
**Chakra:** Feet (totem)  
**Saving Throw:** None

*Incarnum forms steel plates backed with white fur that fit over your shins, covering any clothing, boots, or armor you might wear. When you walk through ice and snow, your feet find solid purchase.*

Urskans (magical beasts described in *Frostburn: Mastering the Perils of Ice and Snow*) are arctic-dwelling creatures much like intelligent polar bears. The other races of the north know and fear them for the heavy plate armor they wear, for their strength and ferocity, and for the fierce power of their charging attacks. It is precisely these qualities that totemists seek to emulate by shaping *urskan greaves*.

You can move across ice and through snow at your normal speed, and you gain a +5 bonus on Balance checks made on ice.

**Essentia:** If you invest *essentia* in your *urskan greaves*, they protect you from cold damage. You gain resistance to cold equal to 5 times the number of points of *essentia* you invest in this soulmeld.

## Chakra Bind (Feet)

*White fur covers your lower legs and your urskan greaves merge into your flesh. Strength seems to radiate up from your greaves through your whole frame, lending power to your attacks when you can build up a good running start.*

You gain the ability to make a powerful charge. When you charge, if your melee attack hits, you deal an additional +1d4 points of damage per point of *essentia* you invest in your *urskan greaves*.

## Chakra Bind (Totem)

*White fur covers your legs and strength pours through you. No foe can stand in your way when you put all your strength into your charge.*

When you attempt to overrun an opponent, the target cannot choose to avoid you. You also gain a +2 bonus on your Strength check to knock down your opponent, with an additional +1 for every point of *essentia* you invest in your *urskan greaves*.

## VITALITY BELT

**Descriptors:** None  
**Classes:** Incarnate  
**Chakra:** Waist  
**Saving Throw:** None

*Incarnum forms a stout metallic belt that girds your waist. The metal gleams silver-blue; links of azure chain bind the plates together. Life and health well up from this belt into your body.*

Like other soulmelds that draw on *incarnum* as a source of vitality (including *pauldrons of health*, *lifebond vestments*, and *therapeutic mantle*), the *vitality belt* translates the soul energy of *incarnum* directly into physical energy to empower your body.

While wearing your *vitality belt*, you gain a +4 morale bonus on Constitution checks and Constitution-based skill checks (but not on Fortitude saves).

**Essentia:** For every point of *essentia* you invest in your *vitality belt*, you gain bonus hit points equal to your meld-shaper level. These are not temporary hit points and are not depleted first as are temporary hit points. You can render yourself staggered, unconscious, or even dead by changing the quantity of *essentia* invested in this soulmeld.

## Chakra Bind (Waist)

*A large star sapphire adorns the center of your vitality belt, gleaming vibrantly in any light. Any time you are subjected to an attack that would drain your vitality, the star at the heart of the sapphire dims momentarily, but your health does not suffer.*

You are immune to Constitution damage and Constitution drain.

## WIND CLOAK

**Descriptors:** None  
**Classes:** Incarnate, soulborn  
**Chakra:** Shoulders  
**Saving Throw:** See text

*A gauzy cloak of incarnum settles over you, swirling about you as a gentle breeze blows through your hair. A stirring of air at your feet disturbs nearby dust.*

The *wind cloak* coaxes the spirit energy of *incarnum* to swirl around your body, creating a wind that might deflect small objects or even larger airborne projectiles.

The swirling soul energy around you protects you from ranged attacks, absorbing some of the momentum of projectiles and other ranged weapons. You gain damage reduction 2/magic against ranged weapons. (This soulmeld doesn't grant you the ability to damage creatures with similar damage reduction.) The damage reduction granted by *wind cloak* applies against all ranged weapons regardless of their size.

Tiny and smaller flying creatures that attempt to enter your space must succeed on a Fortitude save to do so. Failure means their movement stops adjacent to your space, and any remaining movement left in their action is lost.

**Essentia:** Every point of *essentia* invested increases the damage reduction by 2. For example, a *wind cloak* with 2 points of invested *essentia* would provide damage reduction 6/magic against ranged weapons.

## Chakra Bind (Shoulders)

*As arrows fly in, the wind of your soulmeld swirls around, deflecting them away, perhaps even back at your attackers.*

Bound to the shoulders chakra, *wind cloak* deflects ranged attacks as if you had the Deflect Arrows feat. You don't need a free hand to use the feat—the *wind cloak* itself deflects the incoming arrows (or bolts, spears, and so on). This effect functions even if you are caught flat-footed. Every point of essentia you invest in your *wind cloak* increases by one the number of arrows you can deflect in a round.

## WINTER MASK

**Descriptors:** Cold  
**Classes:** Totemist  
**Chakra:** Throat (totem)  
**Saving Throw:** See text

*You shape incarnum into a snow-white mask resembling the head of a wolf. A snarling muzzle filled with sharp teeth protrudes from the front of the mask, and eyes like blue ice crystals stare out in defiance.*

Evil tribes of arctic dwellers particularly revere the winter wolf. It is the embodiment of winter itself—deadly, fierce, cunning, and unrelenting in its assault on life and warmth. Totemists shape *winter masks* to claim the destructive power of winter as their own.

Your touch takes on the bitter cold of winter; you can choose to inflict a chilling fatigue on an opponent you touch in combat. You must make a successful melee touch attack. The target is fatigued unless it succeeds on a Fortitude save. Creatures resistant or immune to cold are immune to this effect.

**Essentia:** Your touch attack also deals 1d4 points of nonlethal cold damage for every point of essentia you invest in your *winter mask*.

### Chakra Bind (Throat)

*White fur spreads down from your winter mask to cover your throat. Your mouth is filled with a pleasant cold, like sucking a piece of ice on a hot day.*

You gain the ability to breathe a cone of cold. Once every 1d4 rounds, you can emit a 15-foot-long cone of cold. Targets in the cone take 2d6 points of cold damage plus 2d6 additional points of damage for every point of invested essentia (Reflex half).

### Chakra Bind (Totem)

*Your face blends into that of your winter mask, merging with its lupine features. Your eyes appear in the mask's eye sockets, and they become the pale ice-blue of a winter wolf's eyes. Your jaws become the powerful maw of a winter wolf as well, and frost clings to the white fur around your muzzle as you breathe.*

You gain a bite attack that deals 1d6 points of damage. You can use this bite either as a primary attack (in which case it uses your full base attack bonus and adds your Strength bonus on damage rolls) or as a secondary attack (with a –5 penalty on the attack roll and applying only half your Strength bonus on your damage roll).

Every point of essentia invested in this soulmeld adds 1d4 points of cold damage to your bite damage.

## WORG PELT

**Descriptors:** None  
**Classes:** Totemist  
**Chakra:** Feet or hands (totem)  
**Saving Throw:** None

*You gather worg spirits around you to form a cloaklike garment. It strongly resembles the pelt of a worg, from the top of the beast's head perched atop your own to forelegs extending down your arms and rear legs hanging behind you. The fur is dark and thick, and glassy red eyes smolder in its face.*

Worgs are quintessential hunters—stalking predators, quick runners, and fierce combatants. Totemists who shape *worg pelt* soulmelds hope to emulate some or all of these qualities, and sometimes the worg's malicious evil as well.

Your *worg pelt* grants you a +2 competence bonus on Hide and Move Silently checks.

**Essentia:** Every point of essentia that you invest in your *worg pelt* increases the competence bonus on Hide and Move Silently checks by 2.

### Chakra Bind (Feet)

*The hind legs of your worg pelt fuse into your own legs, lengthening your feet and shins while shortening your thighs, enabling you to run on your toes like a predatory animal. Your legs are totally covered in the dark gray fur of a worg.*

Your base land speed increases by 5 feet, plus an additional 5 feet for every point of essentia you invest in your *worg pelt*.

### Chakra Bind (Hands)

*The forelegs of your worg pelt fuse into your own arms, adding weight and bulk to your hands. Your arms and hands are completely covered in the dark gray fur of a worg.*

When you hit with a bite attack—whether it is a bite attack you naturally possess, one granted by binding this soulmeld to your totem chakra, or one granted by another soulmeld, spell, or special effect—you can attempt to trip the opponent as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip you.

### Chakra Bind (Totem)

*The head of your worg pelt becomes one with your own head. Your eyes begin to glow red and replace the glassy eyes of the pelt, while your lower jaw extends to join the upper muzzle of the pelt, granting you a fierce bite attack.*

You gain a bite attack that deals 1d6 points of damage. You can use this bite either as a primary attack (in which case it uses your full base attack bonus and adds your Strength bonus on damage rolls) or as a secondary attack (with a –5 penalty on the attack roll and applying only half your Strength bonus on your damage roll).

Every point of essentia invested in this soulmeld grants you a +1 enhancement bonus on attack rolls and damage rolls with your bite attack.

## WORMTAIL BELT

**Descriptors:** None  
**Classes:** Totemist  
**Chakra:** Waist (totem)  
**Saving Throw:** See text

*Incarnum forms a wide belt of thick purple scales around your waist. Though the belt does not serve as armor (and easily fits around any armor you might wear), it thickens your skin and tints it a faint purple color.*

The purple worm is one of the most feared magical beasts, particularly by those who live or adventure far beneath the surface of the earth. Many have despaired of ever penetrating its thick hide before dying in its gullet or being poisoned by the stinger at the tip of its tail. This soulmeld, particularly common among totemists in underground communities, is an attempt to emulate the awesome protection and the dangerous power of the purple worm.

You gain a +2 enhancement bonus to your existing natural armor bonus. (If you do not have natural armor, you have an effective natural armor bonus of +0.)

**Essentia:** The enhancement bonus to your natural armor bonus increases by 1 for every point of essentia you invest in your wormtail belt.

### Chakra Bind (Waist)

*Rather than forming a belt of purple scales at your waist, the soulmeld shapes plating on the skin of your torso and legs. Dark purple on the back and lighter in front, these scales seem to add to your bulk, and definitely increase your power in melee combat.*

You gain the Awesome Blow feat (see page 303 of the *Monster Manual*) and are treated as one size category larger than usual when using it (up to a maximum of Colossal). The save DC to resist your awesome blow is calculated as normal for your soulmelds, rather than being based on the damage you deal.

### Chakra Bind (Totem)

*A thick, purple-scaled tail emerges from the back of your wormtail belt. It is long enough that you can reach it around you to attack your foes with the stinger at its end, which drips with poison.*

You can use your wormtail belt's stinger to make natural attacks. You cannot use the stinger as a natural secondary weapon—using the stinger is the only attack you can make in a given round. You use your full base attack bonus for the attack roll, and the stinger deals 1d6 points of damage. In addition, the stinger delivers a weakening poison that deals initial damage of 1d4 Strength (no secondary damage). A successful Fortitude save negates the poison damage.

Every point of essentia you invest in your wormtail belt gives you a +1 enhancement bonus on your attack rolls with the stinger, as well as increasing the poison's save DC as normal.

## YRTHAK MASK

**Descriptors:** Sonic  
**Classes:** Totemist  
**Chakra:** Brow (totem)  
**Saving Throw:** None

*You shape incarnum into a bizarre mask, basically crocodilian in form. It lacks eyes entirely, and a weird hornlike protrusion juts from the top and front—resembling the strange yrthak in its overall appearance.*

Yrthaks inhabit desolate mountainous regions and are not widely revered by totemists. Even so, their association with sound, sonic energy, and hearing makes the yrthak mask a powerful soulmeld.

You gain a +4 competence bonus on Listen checks.

**Essentia:** Every point of essentia that you invest in your yrthak mask increases the competence bonus on Listen checks by 2.

### Chakra Bind (Brow)

*Your yrthak mask fuses to your forehead, though your mouth still speaks inside the mouth of the mask. Your vision dims somewhat, but you find yourself alive to the world of sounds around you—including some you had never heard before. You find that you can discern a creature's location with great accuracy simply by listening to the sounds it makes.*

You gain a limited form of blindsense. You can take a move action to pinpoint the location of every creature within 10 feet of you to which you have line of effect. The range of this ability increases by 10 feet for every point of essentia you invest in your yrthak mask. Any creature you cannot see still has total concealment against you, and you still have the normal miss chance when attacking foes with concealment. Visibility still affects your movement. You are still denied your Dexterity bonus to Armor Class against attacks from creatures you cannot see.

Even as your other senses are heightened, your visual acuity diminishes. You take a -4 penalty on Spot checks. To your benefit, you gain a +4 bonus on saving throws against gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

### Chakra Bind (Totem)

*Your yrthak mask becomes your actual face, and your jaws lengthen into the crocodilian maw of a yrthak. The mask is too awkward to allow you to make bite attacks, but you can focus sonic energy through the hornlike protrusion on the front of the mask, using it to stab your foes with rays of pure sound.*

Once every 2 rounds, you can focus sonic energy into a ray up to 60 feet long. This is a ranged touch attack that deals 1d6 points of sonic damage to a single target for every point of invested essentia.

Illustration by D. Griffith



**M**eldshapers are not the only characters who can harness the power of incarnum. Both traditional spellcasters and psionic characters can use their existing abilities in conjunction with incarnum to weave potent effects. Incarnum can also be invested in specially crafted magic items. This chapter presents arcane and divine spells and psionic powers for each spellcasting and psionic class in the *Player's Handbook*, *Dungeon Master's Guide*, and *Expanded Psionics Handbook*, as well as options for character classes from other books. The format and order of presentation are the same as in those books.

The hexblade appears in *Complete Warrior*. The warlock appears in *Complete Arcane*.

In the following lists, a superscript E denotes a spell or power in which the caster can invest essentia. A superscript I denotes a spell with the incarnum descriptor; only characters who have the Incarnum Spellshaping feat (see page 38) can cast them.

## ASSASSIN SPELLS

### 2ND-LEVEL ASSASSIN SPELLS

**Divest Essentia:** Target's essentia becomes uninvested.

**Soul Blight:** Deal 1d4 + 1 per three caster levels essentia damage to foe.

### 3RD-LEVEL ASSASSIN SPELLS

**Rend Essentia**<sup>I</sup>: Deal Charisma damage or essentia damage to foe; gain essentia.

**Unbind Chakra**<sup>E</sup>: Sever one chakra bind per four caster levels; deal 1d6 + 1d6/essentia damage per bind severed.

### 4TH-LEVEL ASSASSIN SPELL

**Soulbleed**<sup>I</sup>: Melee weapon drains 1 point of essentia per hit.

## BARD SPELLS

### 1ST-LEVEL BARD SPELL

**Detect Incarnum:** Detect soulmelds and essentia within 60 feet.

### 4TH-LEVEL BARD SPELL

**Valiant Spirit**<sup>IE</sup>: Subject can activate bonus on attack, damage, Fort saves, and Str-based checks for 1 minute.



## BLACKGUARD SPELLS

### 1ST-LEVEL BLACKGUARD SPELLS

**Detect Incarnum:** Detect soulmelds and essentia within 60 ft.

**Protection from Incarnum:** Ward a target from attacks by soulmelds and incarnum creatures.

### 4TH-LEVEL BLACKGUARD SPELL

**Soulbleed**<sup>1</sup>: Melee weapon drains 1 point of essentia per hit.

## CLERIC SPELLS

### 1ST-LEVEL CLERIC SPELLS

**Detect Incarnum:** Detect soulmelds and essentia within 60 ft.

**Protection from Incarnum:** Ward a target from attacks by soulmelds and incarnum creatures.

### 2ND-LEVEL CLERIC SPELLS

**Adept Spirit**<sup>1E</sup>: Subject can activate bonus on caster level checks, Will saves, Concentration checks, and Int-based checks for 1 minute.

**Soulmeld Blessing**<sup>1</sup>: Allies can reallocate essentia for free.

**Suppress Magic**<sup>E</sup>: Magic item or soulmeld is suppressed for 1 round/level.

### 3RD-LEVEL CLERIC SPELLS

**Guardian Spirit**<sup>1E</sup>: Subject can activate bonus on AC, Reflex saves, and Dex-based checks for 1 minute.

**Soul Boon**<sup>1</sup>: Grant 1 point of essentia per three caster levels to subject.

### 4TH-LEVEL CLERIC SPELLS

**Essentia Lock:** Target can't reallocate essentia.

**Open Least Chakra:** Allow target to bind to its crown, feet, or hands chakra.

**Unshape Soulmeld:** One of target's soulmelds is destroyed.

**Valiant Spirit**<sup>1E</sup>: Subject can activate bonus on attack, damage, Fort saves, and Str-based checks for 1 minute.

### 5TH-LEVEL CLERIC SPELL

**Incarnum Weapon**<sup>1E</sup>: Weapon shaped of incarnum attacks foe.

### 6TH-LEVEL CLERIC SPELLS

**Adept Spirit, Mass**<sup>1E</sup>: One subject/caster level can activate bonus on caster level checks, Will saves, Concentration checks, and Int-based checks for 1 minute.

**Incarnum Vigor**<sup>1E</sup>: Subject gains fast healing; his healing spells cure extra damage.

### 7TH-LEVEL CLERIC SPELLS

**Guardian Spirit, Mass**<sup>1E</sup>: One subject/caster level can activate bonus on AC, Reflex saves, and Dex-based checks for 1 minute.

**Open Lesser Chakra:** Allow target to bind to its arms, brow, crown, feet, hands, or shoulders chakra.

### 8TH-LEVEL CLERIC SPELL

**Valiant Spirit, Mass**<sup>1E</sup>: One subject/caster level can activate bonus on attack, damage, Fort saves, and Str-based checks for 1 minute.

### 9TH-LEVEL CLERIC SPELL

**Open Greater Chakra:** Allow target to bind to its arms, brow, crown, feet, hands, shoulders, throat, or waist chakra.

## CLERIC DOMAIN

### INCARNUM DOMAIN

**Deities:** None. Clerics of any deity can select this domain, as well as clerics who venerate a pantheon or no deity at all.

**Granted Power:** You gain Incarnum Spellshaping (see page 38) as a bonus feat.

**Special:** Neutral clerics—those without an alignment component of chaotic, evil, good, or lawful—may not choose this domain.

### Incarnum Domain Spells

1 **Detect Incarnum:** Detect soulmelds and essentia within 60 ft.

2 **Soul Boon**<sup>1</sup>: Grant 1 point of essentia per three caster levels to subject.

3 **Wall of Incarnum**<sup>1E</sup>: Creates wall of incarnum that deals essentia or Wis damage to those attempting to pass through.

4 **Essentia Lock:** Target can't reallocate essentia.

5 **Incarnum Weapon**<sup>1E</sup>: Weapon shaped of incarnum attacks foe.

6 **Incarnum Vigor**<sup>1E</sup>: Subject gains fast healing; his healing spells cure extra damage.

7 **Incarnum Bladestorm**<sup>1E</sup>: Storm of blades deals Wisdom damage to living creatures within.

8 **Incarnum Apotheosis**<sup>1E</sup>: Target's incarnum receptacles are treated as if invested with maximum essentia; target is immune to effects that reduce his essentia pool or unshape his soulmelds.

9 **Soulmeld Disjunction:** One or more of target's soulmelds are destroyed.

## DRUID SPELLS

### 2ND-LEVEL DRUID SPELL

**Animal Spirit**<sup>1E</sup>: Subject can activate scent, low-light vision, and bonus on Wis-based checks for 1 minute.

### 6TH-LEVEL DRUID SPELL

**Animal Spirit, Mass**<sup>1E</sup>: One subject/caster level can activate scent, low-light vision, and bonus on Wis-based checks for 1 minute.

### 7TH-LEVEL DRUID SPELL

**Incarnum Vigor**<sup>1E</sup>: Subject gains fast healing; his healing spells cure extra damage.

## HEXBLADE SPELLS

### 2ND-LEVEL HEXBLADE SPELLS

- Divest Essentia:** Target's essentia becomes uninvested.  
**Soul Blight:** Deal 1d4 + 1 per three caster levels essentia damage to foe.  
**Suppress Magic<sup>IE</sup>:** Magic item or soulmeld is suppressed for 1 round/level.

### 3RD-LEVEL HEXBLADE SPELLS

- Rend Essentia<sup>I</sup>:** Deal Charisma damage or essentia damage to foe; gain essentia.  
**Unbind Chakra<sup>E</sup>:** Sever one chakra bind per four caster levels; deal 1d6 + 1d6/essentia damage per bind severed.

## PALADIN SPELLS

### 1ST-LEVEL PALADIN SPELLS

- Detect Incarnum:** Detect soulmelds and essentia within 60 feet.  
**Protection from Incarnum:** Ward a target from attacks by soulmelds and incarnum creatures.

### 4TH-LEVEL PALADIN SPELL

- Valiant Spirit<sup>IE</sup>:** Subject can activate bonus on attack, damage, Fort saves, and Str-based checks for 1 minute.

## RANGER SPELLS

### 2ND-LEVEL RANGER SPELL

- Animal Spirit<sup>IE</sup>:** Subject can activate scent, low-light vision, and bonus on Wis-based checks for 1 minute.

### 3RD-LEVEL RANGER SPELL

- Guardian Spirit<sup>IE</sup>:** Subject can activate bonus on AC, Reflex saves, and Dex-based checks for 1 minute.

## SORCERER/ WIZARD SPELLS

### 1ST-LEVEL SORCERER/WIZARD SPELLS

- Detect Incarnum:** Detect soulmelds and essentia within 60 ft.  
**Protection from Incarnum:** Ward a target from attacks by soulmelds and incarnum creatures.

### 2ND-LEVEL SORCERER/WIZARD SPELLS

- Channel the Mishtai<sup>IE</sup>:** Draw a random mishtai's soul into a target creature's body.  
**Divest Essentia:** Target's essentia becomes uninvested.  
**Incarnum Arc<sup>IE</sup>:** Movable line deals 1d6 damage +1d6/essentia.  
**Soul Blight:** Deal 1d4 + 1 per three caster levels essentia damage to foe.

**Soul Boon<sup>I</sup>:** Grant 1 point of essentia per three caster levels to subject.

**Suppress Magic<sup>E</sup>:** Magic item or soulmeld is suppressed for 1 round/level.

### 3RD-LEVEL SORCERER/WIZARD SPELLS

- Adept Spirit<sup>IE</sup>:** Subject can activate bonus on caster level checks, Will saves, Concentration checks, and Int-based checks for 1 minute.  
**Wall of Incarnum<sup>IE</sup>:** Creates wall of incarnum that deals essentia or Wis damage to those attempting to pass through.

### 4TH-LEVEL SORCERER/WIZARD SPELLS

- Conjure Lesser Midnight Construct<sup>IE</sup>:** Shape a construct from incarnum to fight for you.  
**Essentia Lock:** Target can't reallocate essentia.  
**Guardian Spirit<sup>IE</sup>:** Subject can activate bonus on AC, Reflex saves, and Dex-based checks for 1 minute.  
**Open Least Chakra:** Allow target to bind to its crown, feet, or hands chakra.  
**Rend Essentia<sup>I</sup>:** Deal Charisma damage or essentia damage to foe; gain essentia.  
**Unbind Chakra<sup>E</sup>:** Sever one chakra bind per four caster levels; deal 1d6 + 1d6/essentia damage per bind severed.  
**Unshape Soulmeld:** One of target's soulmelds is destroyed.

### 6TH-LEVEL SORCERER/WIZARD SPELLS

- Conjure Midnight Construct<sup>IE</sup>:** Shape a construct from incarnum to fight for you.  
**Greater Channel the Mishtai<sup>IE</sup>:** Draw a chosen mishtai's soul into a target creature's body.  
**Wrathful Doom<sup>I</sup>:** Target is dazed and takes damage each round equal to his essentia pool.

### 7TH-LEVEL SORCERER/WIZARD SPELLS

- Adept Spirit, Mass<sup>IE</sup>:** One subject/caster level can activate bonus on caster level checks, Will saves, Concentration checks, and Int-based checks for 1 minute.  
**Incarnum Bladestorm<sup>IE</sup>:** Storm of blades deals Wis damage to living creatures within.  
**Open Lesser Chakra:** Allow target to bind to its arms, brow, crown, feet, hands, or shoulders chakra.

### 8TH-LEVEL SORCERER/WIZARD SPELLS

- Conjure Greater Midnight Construct<sup>IE</sup>:** Shape a construct from incarnum to fight for you.  
**Guardian Spirit, Mass<sup>IE</sup>:** One subject/caster level can activate bonus on AC, Reflex saves, and Dex-based checks for 1 minute.  
**Soulbanned Zone:** Create an immobile area that blocks all incarnum effects for 10 min./level.

### 9TH-LEVEL SORCERER/WIZARD SPELLS

- Open Greater Chakra:** Allow target to bind to its arms, brow, crown, feet, hands, shoulders, throat, or waist chakra.  
**Soulmeld Disjunction:** One or more of target's soulmelds are destroyed.

## WARLOCK INVOCATIONS

### LEAST INVOCATION

**Drain Incarnum:** Drain 1 point of *essentia* or Wisdom from target.

### LESSER INVOCATION

**Steal Incarnum:** Temporarily steal *essentia* from touched opponent.

### GREATER INVOCATION

**Incarnum Blast:** Daze and drain 1 point of *essentia* from target with opposite alignment component.

### DARK INVOCATION

**Incarnum Shroud:** Gain concealment and 1 point of *essentia*.

## PSION/WILDER POWERS

### 4TH-LEVEL PSION/WILDER POWER

**Open Chakra, Psionic:** Allow target to bind to its crown, feet, or hands chakra.

### 7TH-LEVEL PSION/WILDER POWER

**Soul Crystal:** Imbue a crystal with psionic power for use by another.

## PSION DISCIPLINE POWERS

### SHAPER (METACREATIVITY) DISCIPLINE POWER

**Incarnum Fusion<sup>E</sup>:** Gain DR 2/adamantine; your claws overcome DR as if weapons of your alignment.

## PSYCHIC WARRIOR POWERS

### 3RD-LEVEL PSYCHIC WARRIOR POWER

**Incarnum Fusion<sup>E</sup>:** Gain DR 2/adamantine; your claws overcome DR as if weapons of your alignment.

### 4th-Level Psychic Warrior Power

**Open Chakra, Psionic:** Allow target to bind to its crown, feet, or hands chakra.

This section contains descriptions of new spells appropriate for games that use the *incarnum* rules presented in this book. Some spells are immediately available to the appropriate casters, while others require a special feat to gain access (see *Incarnum Spells*, below).

*Essentia:* If a spell has an (E) entry in its components line, you can invest *essentia* in the spell as part of its casting. The caster decides how much to invest upon the completion of the casting. Once invested in a spell, *essentia* remains invested until the spell's duration ends (at which point it returns to the caster's *essentia* pool).

### INCARNUM SPELLS

Spells marked with the *incarnum* descriptor use or manipulate *incarnum* as part of their effect. Only casters who have selected the *Incarnum Spellshaping* feat can cast these spells. Characters without that feat cannot cast such spells, even as part of spell completion or spell trigger items (such as scrolls or wands).

*Incarnum* spells often, but do not always, have an optional *essentia* investment.

### ADEPT SPIRIT

Divination [Incarnum]

**Level:** Cleric 2, sorcerer/wizard 3

**Components:** V, S, DF (E)

**Casting Time:** 1 standard action

**Range:** Touch

**Target:** Creature touched

**Duration:** 1 hour/level or until discharged

**Saving Throw:** Will negates (harmless)

**Spell Resistance:** Yes (harmless)

You bestow the soul of a great ancient spellcaster on the creature touched, giving him great skill with magic. As an immediate action, the target creature can activate the *adept spirit*. While active, the spirit's wisdom and learning provide the recipient of the spell with a +1 insight bonus to caster level and a +2 insight bonus on Will saves, Concentration checks, Intelligence checks, and Intelligence-based skill checks. The *adept spirit* remains active for 1 minute, and then its power is expended and the spell ends.

No creature can be the target of more than one *adept spirit* spell simultaneously. If a second is cast before the first has been discharged, the second spell dissipates to no effect.

## NEW SPELLS

*Essentia:* For every point of *essentia* you invest in this spell, the bonus on Will saves, Concentration checks, Intelligence checks, and Intelligence-based skill checks provided by the spirit improves by 1. (The bonus to caster level is not improved by *essentia* investment.)

### ADEPT SPIRIT, MASS

Divination [Incarnum]

**Level:** Cleric 6, sorcerer/wizard 7

**Range:** Close (25 ft. + 5 ft./2 levels)

**Target:** Up to one creature/level

As *adept spirit*, except as noted above. Each target must activate his own *adept spirit* separately.

### ANIMAL SPIRIT

Divination [Incarnum]

**Level:** Druid 2, ranger 2

**Components:** V, S (E)

**Casting Time:** 1 standard action

**Range:** Touch

**Target:** Creature touched

**Duration:** 1 hour/level or until discharged

**Saving Throw:** Will negates (harmless)

**Spell Resistance:** Yes (harmless)

You bestow a small portion of the soul-energy of the animal kingdom

Illus. by F. Robinson

## CHANNEL THE MISHTAI

Necromancy [Incarnum]  
**Level:** Sorcerer/wizard 2  
**Components:** V, S (E)  
**Casting Time:** 1 round  
**Range:** Touch  
**Target:** One living creature  
**Duration:** 1 minute  
**Saving Throw:** Will negates  
**Spell Resistance:** Yes

You invite the soul-energy of a long-departed mishtai (see the rilkan and skarn race descriptions in Chapter 1) to share a living body. The would-be host must have an Intelligence, Wisdom, and Charisma of at least 5. The mishtai that you channel is drawn from one particular era of the millennia of ancient mishtai history, and it possesses a particular station in the highly ordered mishtai society. The mishtai helps or hinders but does not control the subject. Roll 1d6 and consult the table below to determine the nature of the mishtai that shares the subject's body and its effects upon him (if the subject is a skarn or rilkan, roll 1d10 instead).

*Essentia:* Every point of *essentia* invested in this spell extends the duration by 1 minute.

## CHANNEL THE MISHTAI, GREATER

Necromancy [Incarnum]  
**Level:** Sorcerer/wizard 6



*Soveliss benefits from an animal spirit spell*

on the creature touched, granting him some of an animal's sensory capabilities. As an immediate action, the target creature can activate the *animal spirit*. While active, the spirit's keen senses provide the recipient of the spell with low-light vision and scent, as well as a +2 insight bonus on Wisdom checks and Wisdom-based skill checks. The *animal spirit* remains active for 1 minute, and then its power is expended and the spell ends.

No creature can be the target of more than one *animal spirit* spell simultaneously. If a second is cast before the first has been discharged, the second spell dissipates to no effect.

*Essentia:* For every point of *essentia* you invest in this spell, the bonus on Wisdom checks and Wisdom-based skill checks provided by the spirit improves by 2.

## ANIMAL SPIRIT, MASS

Divination [Incarnum]  
**Level:** Druid 6  
**Range:** Close (25 ft. + 5 ft./2 levels)  
**Target:** Up to one creature/level

As *animal spirit*, except as noted above. Each target must activate his own *animal spirit* separately.

### Roll Mishtai Spirit (Time Period): Effect

- 1 Inbred moron of the late decadent period (Segorn Period): Take -2 penalty on all skill checks; subject must succeed on a Will save (using the spell's normal save DC) or be dazed for 1 round.
- 2 Hearty mishtai serf of the early period just after the discovery of *incarnum* (Tal Period): Gain +2 insight bonus on Str- and Con-based ability and skill checks; lose ability to read and write.
- 3 Mishtai noblewoman of the Golden Age of Mishtai (Sudarn Period): Gain +2 insight bonus on Cha-based ability and skill checks; take -2 penalty on Fortitude saves.
- 4 Sage of Ur-Mishtai from the postcollapse remnants of mishtai society (Geryn Period): Gain +2 insight bonus on Int-based ability and skill checks; take -1 penalty on attack rolls.
- 5 Royal scout of the Landwalker's League (Sudarn Period): Gain +2 insight bonus on Dex- and Wis-based ability and skill checks; take -2 penalty on Will saves.
- 6 Bonded wizard of the Perfect Circle guild (Sudarn Period): Gain +1 insight bonus to arcane caster level; lose 1 hit point per Hit Die.
- 7 Sarkros, mishtai knight of the Defenders of Ril (Tal Period): Gain +1 insight bonus on melee attack rolls and damage rolls; proficiency with all martial weapons.
- 8 "The Pillow Spider," famed female rogue (Sudarn Period): Gain +4 insight bonus on Hide and Move Silently checks; sneak attack +1d6.
- 9 Dallyster Harkedde, Curator of the Incarnate Fane (Segorn Period): Gain 1 point of *essentia*.
- 10 Mentriphiste Carre, "The Argent Paladin," Champion of the Mishtai and Martyr of the Frozen Pyre (Sudarn Period): Gain +2 insight bonus on attack rolls and damage rolls against evil creatures; immunity to fear effects.

**Duration:** 1 hour  
**Range:** Touch

As *channel the mishtai*, except as noted above and as follows. Instead of rolling randomly, you can choose which mishtai spirit to channel with this spell. If the subject is a rilkan or skarn, you can choose any of the ten spirits; otherwise, you can choose only one of the first six listed. You cannot attempt to channel the same spirit more than once per week.

**Essentia:** Every point of essentia invested in this spell extends the duration by 1 hour.

## CONJURE GREATER MIDNIGHT CONSTRUCT

Conjuration (Creation) [Incarnum]  
**Level:** Sorcerer/wizard 8

As *conjure lesser midnight construct*, except as noted above and as follows. You conjure a greater midnight construct instead of a lesser midnight construct.

**Essentia:** In addition to the options listed for *conjure lesser midnight construct* and *conjure midnight construct*, you gain two new options for modifying your midnight construct by investing essentia:

- **Teleportation:** Bestow the ability to teleport as a move action, with a range of 20 feet per point of essentia invested (40 feet for 2 points of essentia, 60 feet for 3 points, and so on).
- **Soulburning Aura:** Bestow a damaging aura of dark soul-energy. The aura deals 1 point of Strength damage per point of essentia invested (Will negates, DC 10 + 1/2 construct's HD + essentia invested) to all creatures adjacent to the construct at the end of the construct's turn.

## CONJURE LESSER MIDNIGHT CONSTRUCT

Conjuration (Creation) [Incarnum]  
**Level:** Sorcerer/wizard 4  
**Components:** V, S, M (E)  
**Casting Time:** 1 round  
**Range:** Close (25 ft. + 5 ft./2 levels)  
**Effect:** One conjured midnight construct  
**Duration:** 1 round/level (D)  
**Saving Throw:** None  
**Spell Resistance:** No

You create a single lesser midnight construct (see page 184). The creature appears where you designate and acts immediately, on your turn. It attacks your opponents to the best of its ability. As a free action, you can mentally direct it not to attack, to attack particular enemies, or to perform other actions. The midnight construct acts normally on the last round of the spell's duration and dissipates at the end of its turn.

Midnight constructs are not summoned; they are created on the plane you inhabit, using *incarnum* you coalesce. Thus, they are not subject to effects that hedge out or otherwise affect outsiders or summoned creatures.

**Essentia:** You can invest essentia in a midnight construct when you create it to gain one or more of the following modifications to the construct. Every point of essentia can be invested in any one modification.

- **Combat Power:** +1 enhancement bonus on attack rolls and damage rolls per point of essentia invested.
- **Damage Reduction:** Increase the construct's DR by 2 points per point of essentia invested.
- **Land Speed Increase:** Increase the construct's land speed by 10 feet per point of essentia invested.

**Material Component:** A bead of dark glass.

## CONJURE MIDNIGHT CONSTRUCT

Conjuration (Creation) [Incarnum]  
**Level:** Sorcerer/wizard 6

As *conjure lesser midnight construct*, except as noted above and as follows. You conjure a midnight construct instead of a lesser midnight construct.

**Essentia:** In addition to the options listed for *conjure lesser midnight construct*, you gain two new options



*Mialee conjures a midnight construct*

## DETECT INCARNUM

Creature or object	Aura Power			
	Faint	Moderate	Strong	Overwhelming
Creature with incarnum subtype (HD)	10 or lower	11–25	26–50	51 or higher
Creature with essentia (essentia pool)	2 or less	3–10	11–30	31 or higher
Shaped soulmeld (meldshaper level)	5th or lower	6th–11th	12th–20th	21st or higher
Essentia-invested object (caster level)	5th or lower	6th–11th	12th–20th	21st or higher

for modifying your midnight construct by investing essentia:

- **Fly Speed:** Bestow a fly speed of 20 feet per point of essentia invested (40 feet for 2 points of essentia, 60 feet for 3 points, and so on).
- **Deadly Aura:** Bestow a damaging aura. The aura deals 1d6 points of damage per point of essentia invested (Fort half, DC 10 + 1/2 construct's HD + essentia invested) to all creatures adjacent to the construct at the end of the construct's turn.

## DETECT INCARNUM

Divination

**Level:** Bard 1, blackguard 1, cleric 1, Incarnum 1, paladin 1, sorcerer/wizard 1

**Components:** V, S, DF

**Casting Time:** 1 standard action

**Range:** 60 ft.

**Area:** Cone-shaped emanation

**Duration:** Concentration, up to 10 min./level

**Saving Throw:** None

**Spell Resistance:** No

You can sense the presence of incarnum. The amount of information revealed depends on how long you study a particular area or subject.

**1st Round:** Presence or absence of incarnum (including creatures with the incarnum subtype, soulmelds, or magic items invested with essentia).

**2nd Round:** Number of incarnum auras (soulmelds, creatures with the incarnum subtype, and so on) in the area and the power of the most potent aura present (see the table).

**3rd Round:** The power and location of each aura. If an aura is outside your line of sight, you can discern its direction but not its exact location.

The power of an incarnum aura depends on the type of creature or object that you're detecting and its Hit Dice or caster level, as shown on the table. If an aura falls into more than one strength category, the spell indicates the stronger of the two.

## DIVEST ESSENTIA

Necromancy

**Level:** Assassin 2, hexblade 2, sorcerer/wizard 2

**Components:** V

**Casting Time:** 1 swift action

**Range:** Close (25 ft. + 5 ft./2 levels)

**Target:** One creature

**Duration:** Instantaneous

**Saving Throw:** None

**Spell Resistance:** Yes

By delivering a jolt of magical energy to your target, you scramble his personal essence, causing all essentia he has currently invested (with some exceptions; see below) to return to his essentia pool as if the target had set his essentia investment to 0. This doesn't prevent the target from reinvesting essentia normally on his next turn, but it might make him vulnerable in the meantime.

Essentia invested in an incarnum feat or other receptacle that can't be reallocated by the target as a swift action can't be affected by this spell.

## ESSENTIA LOCK

Abjuration

**Level:** Cleric 4, Incarnum 4, sorcerer/wizard 4

**Components:** V, S, E/DF

**Casting Time:** 1 standard action

**Range:** Medium (100 ft. + 10 ft./level)

**Target:** One creature

**Duration:** 1 round/level (D)

**Saving Throw:** None

**Spell Resistance:** Yes

When you cast *essentia lock*, you freeze the subject's current allocation of essentia in place. The target is unable to shift essentia to or from any soulmelds, feats, or other essentia receptacles he might possess, and must maintain his current allocation of essentia for the duration of the spell. Creatures without essentia are unaffected by this spell.

**Arcane Focus:** A tiny padlock made of silver (10 gp).

## GUARDIAN SPIRIT

Divination [Incarnum]

**Level:** Cleric 3, ranger 3, sorcerer/wizard 4

**Components:** V, S, DF (E)

**Casting Time:** 1 standard action

**Range:** Touch

**Target:** Creature touched

**Duration:** 1 hour/level or until discharged

**Saving Throw:** Will negates (harmless)

**Spell Resistance:** Yes (harmless)

You bestow a prescient unborn soul on the creature touched, giving him an uncanny ability to anticipate danger. As an immediate action, the target creature can activate the *guardian spirit*. While active, the spirit's prescience provides the recipient of the spell with a +2 insight bonus on Armor Class, Reflex saving throws, Dexterity checks (including initiative checks), and Dexterity-based skill checks. The *guardian spirit* remains active for 1 minute, and then its power is expended and the spell ends.

No creature can be the target of more than one *guardian spirit* spell simultaneously. If a second is cast before the first has been discharged, the second spell dissipates to no effect.

**Essentia:** For every point of essentia you invest in this spell, the bonus provided by the spirit improves by 1.

## GUARDIAN SPIRIT, MASS

Divination [Incarnum]

**Level:** Cleric 7, sorcerer/wizard 8

**Range:** Close (25 ft. + 5 ft./2 levels)

**Target:** Up to one creature/level

As *guardian spirit*, except as noted above. Each target must activate his own *guardian spirit* separately.

## INCARNUM APOTHEOSIS

Transmutation [Incarnum]

**Level:** Incarnum 8

**Components:** V, S (E)

**Casting Time:** 1 standard action

**Range:** Touch

**Target:** One creature  
**Duration:** 1 round/3 levels  
**Saving Throw:** Will negates (harmless)  
**Spell Resistance:** Yes (harmless)

Your touch suffuses the target with incarnum. For the duration of this spell, all soulmelds, incarnum feats, and other incarnum receptacles of the target are treated as if the maximum allowable quantity of essentia had been invested in them. The subject is also immune to any effect that would reduce his essentia pool or unshape his soulmelds.

*Essentia:* Every point of essentia invested in this spell extends its duration by 1 round.

## INCARNUM ARC

Evocation [Incarnum]  
**Level:** Sorcerer/wizard 2  
**Components:** V, S, M (E)  
**Casting Time:** 1 standard action  
**Range:** Close (25 ft. + 5 ft./2 levels)  
**Area:** Line from you to a point you designate within range  
**Duration:** 1 round/level (D)  
**Saving Throw:** Reflex negates  
**Spell Resistance:** Yes

When you cast this spell, you create a drifting “lightning rod” of incarnum that appears at the point you designate within range. Instantly, an arc of soul energy forms between you and the incarnum rod, creating a line. At the end of your turn, any living creature in that line takes 1d6 points of damage (Reflex negates).

In subsequent rounds, incarnum arcs again between you and the rod at the end of your turn. You can move the rod up to 20 feet by an act of will as a move action, or you can leave it in place and move yourself if you wish to change the path of the arc. If the distance between you and the rod at the end of your turn is beyond the spell’s range, no arc occurs but the spell remains active.

*Essentia:* Every point of essentia invested in this spell increases the damage dealt by 1d6 points (2d6 points for 1 point of essentia, 3d6 points for 2 points of essentia, and so on).

*Material Component:* A small brass rod.



*Mialee creates an incarnum arc*

## INCARNUM BLADESTORM

Conjuration (Creation) [Incarnum]  
**Level:** Incarnum 7, sorcerer/wizard 7  
**Components:** V, S, M (E)  
**Casting Time:** 1 standard action  
**Range:** Medium (100 ft. + 10 ft./level)  
**Area:** Cylinder (20 ft. radius, 40 ft. high)  
**Duration:** 1 round/level  
**Saving Throw:** Will half  
**Spell Resistance:** No

This spell creates a whirling storm of jagged incarnum blades that inflict psychic damage on all within their area. This storm of incarnum blades deals 1d6 points of Wisdom damage to all living creatures within the area (Will half). This damage is dealt each round at the end of your turn (as well as to any creature who enters the storm). You can move the *incarnum bladestorm* up to 10 feet as a move action.

*Essentia:* For every point of essentia you invest, the incarnum blades deal 1 additional point of Wisdom damage.

*Material Component:* A handful of needles.

## INCARNUM VIGOR

Transmutation [Incarnum]  
**Level:** Cleric 6, druid 7, Incarnum 6

**Components:** V, S (E)  
**Casting Time:** 1 standard action  
**Range:** Close (25 ft. + 5 ft./2 levels)

**Target:** One living creature  
**Duration:** 1 round/level  
**Saving Throw:** Will negates (harmless)  
**Spell Resistance:** Yes (harmless)

You infuse the target with incarnum laced with positive energy. He gains fast healing 1. In addition, any spell he casts that heals hit point damage heals an additional amount to each creature affected by that spell equal to your caster level or twice the healing spell’s level, whichever is lower.

For example, a cleric casting *mass cure serious wounds* would add either +14 (twice the level of the *mass cure serious wounds* spell) or the *incarnum vigor*’s caster level, whichever is lower, to the healing provided to each target of the spell.

*Essentia:* Every point of essentia you invest in this spell increases the fast healing granted by 1 point.

## INCARNUM WEAPON

Conjuration (Creation) [Incarnum]  
**Level:** Cleric 5, Incarnum 5  
**Components:** V, S (E)  
**Casting Time:** 1 standard action  
**Range:** Medium (100 ft. + 10 ft./level)  
**Effect:** Large weapon of incarnum  
**Duration:** 1 round/level (D)  
**Saving Throw:** Will partial  
**Spell Resistance:** No

An oversized weapon made of pure incarnum springs into existence and attacks opponents at a distance, as you direct it, dealing 2d6 points of damage per hit. In addition, any living creature struck by the *incarnum weapon* takes 1 point of Wisdom drain (a successful Will save negates the Wisdom drain). The weapon takes a form based on your alignment: battleaxe (chaotic), flail

(evil), warhammer (good), or longsword (law). Casters can choose any weapon whose alignment is not opposed to theirs (neutral casters can choose any of the four weapons). Regardless of the weapon's form, it threatens a critical only on a 20 and deals double damage on a critical hit.

The *incarnum weapon* strikes the opponent you designate, starting with one attack in the round the spell is cast and continuing each round thereafter on your turn. It uses your base attack bonus (possibly allowing it multiple attacks per round in subsequent rounds) plus your Wisdom modifier as its attack bonus. It strikes as a spell, not as a weapon; for example, it can damage creatures that have damage reduction. The weapon always strikes from your direction. It does not get a flanking bonus or help a combatant get one. Your feats or combat actions do not affect the weapon. If the weapon goes beyond the spell range, if it goes out of your sight, or if you are not directing it, it returns to you and hovers.

Each round after the first, you can use a move action to redirect the weapon to a new target. If you do not,

the weapon continues to attack the previous round's target. On any round that the weapon switches targets, it gets one attack. Subsequent rounds of attacking that target allow the weapon to make multiple attacks if your base attack bonus would allow it to.

An *incarnum weapon* cannot be harmed by physical attacks, but it can be affected by any effect that would affect a spell or a soulmeld. An *incarnum weapon's* Armor Class against touch attacks is 11 (10 + size bonus for Small object).

*Essentia*: Every point of *essentia* you invest in the *incarnum weapon* adds a +1 insight bonus on the weapon's attack rolls and damage rolls and expands the weapon's critical threat range by 1. For example, an *incarnum weapon* spell with 2 points of *essentia* invested would have a +2 insight bonus on attack rolls and damage rolls and would have a critical threat range of 18–20.

## OPEN GREATER CHAKRA

Transmutation

**Level:** Cleric 9, sorcerer/wizard 9

As *open least chakra*, except this allows you to open the subject's arms, brow, crown, feet, hands, shoulders, throat, or waist chakra.

## OPEN LEAST CHAKRA

Transmutation

**Level:** Cleric 4, sorcerer/wizard 4

**Components:** V, S

**Casting Time:** 1 standard action

**Range:** Touch

**Target:** Creature touched

**Duration:** 24 hours

**Saving Throw:** Will negates (harmless)

**Spell Resistance:** Yes (harmless)

You use magical energies to pry open one chakra, allowing a creature to form a chakra bind that it otherwise could not. (The spell has no effect on chakras to which soulmelds or magic items are already bound; in other words, it does not allow you to double bind to a chakra.) You can open a creature's crown, feet, or hands chakra with this spell. A creature benefiting from this spell can bind a soulmeld or magic item to his opened chakra just as if he had gained the ability to form a chakra bind from a feat or class feature.

## OPEN LESSER CHAKRA

Transmutation

**Level:** Cleric 7, sorcerer/wizard 7

As *open least chakra*, except this allows you to open the subject's arms, brow, crown, feet, hands, or shoulders chakra.



*Hennet conjures an incarnum blades storm*



## PROTECTION FROM INCARNUM

Abjuration

**Level:** Blackguard 1, cleric 1, paladin 1, sorcerer/wizard 1

**Components:** V, S

**Casting Time:** 1 standard action

**Range:** Touch

**Target:** One creature

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

**Saving Throw:** Will negates (harmless)

**Spell Resistance:** No; see text

You ward a creature from attacks by soulmelds and incarnum creatures. The spell forms a barrier at a distance of 1 foot around the warded creature. The barrier is normally invisible, but it flashes electric blue when struck by an incarnum creature's natural weapon attack or an effect generated by a soulmeld. While protected, the

subject gains a +2 deflection bonus to Armor Class and a +2 resistance bonus on saves. Both of these bonuses apply only against natural weapon attacks made by incarnum creatures or effects created by soulmelds.

A side effect of this spell is that it prevents the subject from gaining essentia, even if such an effect would be considered beneficial. Such effects automatically fail if targeted on the protected subject.

## REND ESSENTIA

Necromancy [Evil, Incarnum]

**Level:** Assassin 3, hexblade 3, sorcerer/wizard 4

**Components:** V, S, M

**Casting Time:** 1 standard action

**Range:** Close (25 ft. + 5 ft./2 levels)

**Target:** One living creature

**Duration:** Instantaneous

**Saving Throw:** Will negates

**Spell Resistance:** Yes

When you cast this spell, you consume a small portion of your enemy's soul to strengthen your own personal essence and become stronger. You deal 1d4 points of Charisma damage plus 1 additional point for every three caster levels, to a maximum of 1d4+5 points at caster level 15th. If the target has an essentia pool, he instead loses essentia equal to the Charisma damage that would be dealt (if the damage is larger than the target's essentia pool, any leftover points of damage are dealt as Charisma damage). This spell can't reduce a target's Charisma below 1.

You gain 1 point of temporary essentia for every point of essentia or Charisma damage you deal to the subject. This temporary essentia remains in your pool for 1 minute, after which it dissipates. While you have it, you can use your temporary essentia just like normal essentia.

**Material Component:** A black pearl worth at least 100 gp.

## SOUL BLIGHT

Necromancy

**Level:** Assassin 2, hexblade 2, sorcerer/wizard 2

**Components:** V, S, M

**Casting Time:** 1 standard action

**Range:** Medium (100 ft. + 10 ft./level)

**Target:** One creature

**Duration:** Instantaneous

**Saving Throw:** Will half

**Spell Resistance:** Yes

You rip away some of the target's personal essence, temporarily damaging the target's essentia pool. You deal 1d4 points of essentia damage plus 1 additional point for every three caster levels, to a maximum of 1d4+3 points at caster level 9th.

Creatures that do not have essentia pools suffer no ill effects from this spell.

**Material Component:** A tiny crystal vial.

## SOUL BOON

Necromancy [Incarnum]

**Level:** Cleric 3, Incarnum 2, sorcerer/wizard 2

**Components:** V, S, M/DF

**Casting Time:** 1 standard action

**Range:** Touch

**Target:** One living creature

**Duration:** 1 minute

**Saving Throw:** Will negates (harmless)

**Spell Resistance:** Yes (harmless)

When you cast this spell, you invoke the power of souls unborn to reinforce the recipient's essentia pool. The creature touched gains 1 point of temporary essentia for every three caster levels, to a maximum of 5 points of essentia at caster level 15th. These temporary essentia points can be used just like normal essentia points for as long as *soul boon* lasts.

**Material Component:** An empty insect cocoon.

## SOULBANNED ZONE

Abjuration

**Level:** Sorcerer/wizard 8

**Components:** V, S

**Casting Time:** 1 standard action

**Range:** Touch

**Area:** 40-ft. radius emanating from the touched point

**Duration:** 10 minutes/level (D)

**Saving Throw:** None

**Spell Resistance:** No

You create an immobile area within which no incarnum can be used. All soulmelds are suppressed within the soulbanned zone. Essentia cannot be invested or reallocated by any creature within the area; currently invested



Illus. by E. Polak

*Nebin wards himself against the power of incarnum*

essentia has no effect inside the zone. Incarnum creatures are not otherwise affected by the soulbanned zone (they can enter normally).

Only creatures entirely within the soulbanned zone are affected. Should a creature be larger than the area enclosed by the soulbanned zone (or only partially within it), it can use its *essentia* incarnum-based abilities normally.

## SOULBLEED

Necromancy [Evil, Incarnum]

**Level:** Assassin 4, blackguard 4

**Components:** V

**Casting Time:** 1 swift action

**Range:** Touch

**Target:** One melee weapon

**Duration:** 1 round/3 levels

**Saving Throw:** None (object) or Fortitude negates; see text

**Spell Resistance:** No (object) or yes; see text

You invest your weapon with the power to bleed away part of the victim's *essentia*. Each time you hit a living creature with a weapon affected by *soulbleed* wounding, that creature loses 1 point of *essentia* unless it succeeds on a Fortitude save. You don't gain the *essentia*; it is simply lost. Spell resistance applies against this effect.

If any round of the spell's duration goes by in which no living creature is affected by the spell (either because you didn't hit a living creature or because no saving throw was failed), you take 1d6 points of damage from the spell. No save or spell resistance is allowed to resist this effect.

This spell works only as long as you wield the weapon affected. Any other wielder gains no benefit from the effect.

## SOULMELD BLESSING

Evocation [Incarnum]

**Level:** Cleric 2

**Components:** V, DF

**Casting Time:** 1 swift action

**Range:** 20 ft.

**Targets:** Up to one creature/level in a 20-ft. radius burst centered on you

**Duration:** Instantaneous

**Saving Throw:** None (harmless)

**Spell Resistance:** Yes (harmless)

When you cast *soulmeld blessing*, you provide each affected creature with a surfeit of *essentia*. Affected creatures

can immediately reallocate their *essentia* pool as if they had taken a swift action to do so (even though it isn't their turn and no action is required). *Essentia* that cannot be reallocated with a swift action (for example, *essentia* invested in an incarnum feat) cannot be redistributed.

## SOULMELD DISJUNCTION

Abjuration

**Level:** Incarnum 9, sorcerer/wizard 9

**Components:** V, S

**Casting Time:** 1 standard action

**Range:** Close (25 ft. + 5 ft./2 levels)

**Target:** All soulmelds shaped on one creature

**Duration:** Instantaneous

**Saving Throw:** None

**Spell Resistance:** No

This spell rips apart the soulmelds shaped on a particular creature, unshaping them in a burst of scattered incarnum. Make a caster level check (1d20 + caster level, maximum +25) against each of the soulmelds shaped on the chosen creature (against a DC of 11 + meldshaper level), starting with the soulmeld with the highest *essentia* investment (break ties randomly). Add +4 to the DC if the soulmeld is bound to a chakra.

*Essentia* invested in unshaped soulmelds returns to its owner's *essentia* pool.

## SUPPRESS MAGIC

Abjuration

**Level:** Cleric 2, hexblade 2, sorcerer/wizard 2

**Components:** V, S (E)

**Casting Time:** 1 standard action

**Range:** Medium (100 ft. + 10 ft./level)

**Target:** One object or soulmeld

**Duration:** 1 round/level (D)

**Saving Throw:** See text

**Spell Resistance:** No

You attempt to suppress the functioning of a single magic item or soulmeld. If you succeed on a caster level check against the item or soulmeld (against a DC of 11 + meldshaper level), the item or soulmeld loses all magical properties for the duration of the spell. This is identical to the effect of a *dispel magic* spell targeted on an object, except for duration and your ability to invest *essentia* to improve your caster level check.

This spell has no effect on ongoing spell effects, even if those effects are on items (such as *greater magic weapon*).

*Essentia:* Every point of *essentia* invested in this spell grants you a +2 insight bonus on your caster level check to suppress the item. If the spell fails to affect the item, the invested *essentia* immediately returns to your pool.

## UNBIND CHAKRA

Necromancy

**Level:** Assassin 3, hexblade 3, sorcerer/wizard 4

**Components:** V, S (E)

**Casting Time:** 1 standard action

**Range:** Close (25 ft. + 5 ft./2 levels)

**Target:** One creature

**Duration:** 1 round/level

**Saving Throw:** Will negates

**Spell Resistance:** Yes

You temporarily sever one or more chakra binds between the target and his soulmelds and/or magic items. This affects one chakra bind for every four caster levels, to a maximum of three binds at 12th level. For the spell's duration, the target creature loses all benefits of the severed chakra binds. The target also takes 1d6 points of damage per chakra bind severed.

At the time of casting, you can choose particular chakra binds to sever (such as arms or soul). If you do not choose specific chakra binds, the DM randomly determines which chakra binds are affected.

*Essentia:* Every point of *essentia* you invest in this spell adds +1d6 to the damage dealt per chakra bind severed.

## UNSHAPE SOULMELD

Abjuration

**Level:** Cleric 4, sorcerer/wizard 4

**Components:** V, S

**Casting Time:** 1 standard action

**Range:** Medium (100 ft. + 10 ft./level)

**Target:** One creature

**Duration:** Instantaneous

**Saving Throw:** None

**Spell Resistance:** No

You unshape (destroy) one soulmeld currently shaped on the target creature. You can choose a specific soulmeld if you wish; otherwise, the soulmeld affected is chosen randomly from all those currently shaped on the target. To succeed in unshaping the soulmeld, you must make a caster level check

(1d20 + your caster level, maximum +15) against a DC of 11 + the meld-shaper level of the soulmeld (add +4 to the DC if the soulmeld is bound to a chakra). If the unshaped soulmeld was bound to one of the target's chakras, the target takes damage equal to 3d6 points plus 1 additional point per caster level (maximum 3d6+15). Essentia invested in an unshaped soulmeld returns to the target's essentia pool. If the target creature has no soulmelds shaped, this spell has no effect.

## VALIANT SPIRIT

Divination [Incarnum]

**Level:** Bard 4, cleric 4, paladin 4

**Components:** V, S, DF (E)

**Casting Time:** 1 standard action

**Range:** Touch

**Target:** Creature touched

**Duration:** 1 hour/level or until discharged

**Saving Throw:** Will negates (harmless)

**Spell Resistance:** Yes (harmless)

You bestow the soul of a great ancient hero on the creature touched, giving him great skill in battle. As an immediate action, he can activate the *valiant spirit*. While active, the spirit's courage provides the recipient of the spell with a +2 morale bonus on attack rolls, damage rolls, Fortitude saves, Strength checks, and Strength-based skill checks. The *valiant spirit* remains active for 1 minute, and then its power is expended and the spell ends.

No creature can be the target of more than one *valiant spirit* spell simultaneously. If a second is cast before the first has been discharged, the second spell dissipates to no effect.

*Essentia:* For every point of essentia you invest in this spell, the bonus provided by the spirit improves by 1.

## VALIANT SPIRIT, MASS

Divination [Incarnum]

**Level:** Cleric 8

**Range:** Close (25 ft. + 5 ft./2 levels)

**Target:** Up to one creature/level

As *valiant spirit*, except as noted above. Each target must activate his own *valiant spirit* separately.



*Jozan bestows the blessing of the valiant spirit*

## WALL OF INCARNUM

Conjuration (Creation) [Incarnum]

**Level:** Incarnum 3, sorcerer/wizard 3

**Components:** V, S, M (E)

**Casting Time:** 1 standard action

**Range:** Medium (100 ft. + 10 ft./level)

**Effect:** Incarnum wall whose area is up to one 5-ft. square/level

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

**Saving Throw:** Will partial; see text

**Spell Resistance:** No

You cause a flat, vertical, opaque barrier of incarnum to spring into being. The wall cannot be conjured so that it occupies the same space as a creature or another object, but it can be adjacent to such. It must always be a flat plane, although you can shape its edges to fit the available space. The *wall of incarnum* must be anchored to a surface, but this can be a floor, a ceiling, or even a wall. The *wall of incarnum* can't be moved once it is created.

A *wall of incarnum* is 1 inch thick. It can be dispelled, but it cannot be damaged or broken, and spells cannot pass through it. Ethereal creatures can pass through it, but any other creature (including the caster) attempting to pass through a *wall* must succeed on a Will save or be blocked by the barrier. Regardless of the save's result, the *wall of incarnum* deals 1d4 points of essentia damage (or Wisdom damage if the creature has no essentia) to the creature.

*Essentia:* Every point of essentia invested in the *wall of incarnum* increases the damage dealt on a failed Will save by 1 point.

*Material Component:* A tiny, shield-shaped piece of blue quartz.

## WRATHFUL DOOM

Necromancy [Evil, Incarnum]

**Level:** Sorcerer/wizard 6

**Components:** V, S

**Casting Time:** 1 standard action

**Range:** Close (25 ft. + 5 ft./2 levels)

**Target:** One creature

**Duration:** 1 round/level (D)

**Saving Throw:** Will partial

**Spell Resistance:** No

You turn your opponent's essentia against him by beckoning to dark powers that prey on soulstuff. Each round on your turn, beginning on the round in which you cast this spell, your opponent takes damage equal to the amount of essentia in his essentia pool (up to a maximum value equal to your caster level) and is dazed for 1 round. A successful Will save halves the damage dealt and negates the daze effect; this save must be repeated each round that the spell lasts.

## NEW INVOCATIONS

These new invocations are intended for use by warlocks (see *Complete Arcane*) who either dabble in *incarnum* use or expect to face *incarnum*-wielding enemies.

### DRAIN INCARNUM

Least; 2nd

This ephemeral claw reaches into a single creature within 30 feet. Unless the creature succeeds on a Fortitude save, it takes 1 point of *essentia* damage. A creature without an *essentia* pool instead takes 1 point of Wisdom damage.

### INCARNUM BLAST

Greater; 6th; Eldritch Essence

This eldritch essence invocation allows you to change your *eldritch blast* into an *incarnum blast*. Any living creature whose alignment is opposed to at least one component of yours must succeed on a Fortitude save or be dazed for 1 round. (For example, a chaotic good warlock would daze lawful good, lawful neutral, lawful evil, neutral evil, and chaotic evil opponents.) If the creature also has an *essentia* pool, it also loses 1 point of *essentia* if it fails

the save. Other living creatures take the normal damage for your *eldritch blast* but are not dazed. Nonliving creatures are entirely unaffected by *incarnum blast*.

You can invest *essentia* in this invocation once per day as if it were an *incarnum* feat. Every point of *essentia* invested in your *incarnum blast* invocation increases the damage dealt by the blast by 1d6 points, but only against living creatures whose alignment is opposed to at least one component of yours. Once the amount of *essentia* invested is chosen, it cannot be altered and remains invested for 24 hours.

### INCARNUM SHROUD

Dark; 8th

Your *incarnum shroud* grants you concealment (20% miss chance) from all attackers, though you do not suffer any miss chance against others because of this invocation. You gain 1 point of *essentia* when this invocation is in effect. The duration of the invocation is 24 hours.

You can invest *essentia* in this invocation once per day as if it were an *incarnum* feat. Every point of *essentia*

invested in your *incarnum shroud* invocation grants you a +1 insight bonus to your Armor Class and on your Fortitude saving throws. Once the amount of *essentia* invested is chosen, it cannot be altered and remains invested for 24 hours. If your *incarnum shroud* is dispelled during this time, the *essentia* investment remains in place, taking effect once again when you activate the invocation.

### STEAL INCARNUM

Lesser; 4th

You can use this invocation to steal *essentia* from a touched opponent for your own use. Unless the creature succeeds on a Fortitude save, it loses 1 point of *essentia* for every 5 caster levels (to a maximum loss of 4 points at 20th level), and you gain *essentia* equal to the amount lost. The gained *essentia* fades after 1 minute, though the *essentia* loss must be healed or otherwise restored normally. If a creature fails its save against this invocation, it can't be affected by it again for 24 hours. A target without *essentia* can't be affected by this invocation.

## NEW PSIONIC POWERS

This section presents new *incarnum*-related powers for psionic characters.

### INCARNUM FUSION

Metacreativity

**Level:** Psychic warrior 3, shaper 4

**Display:** Visual

**Manifesting Time:** 1 swift action

**Range:** Personal

**Target:** You

**Duration:** 1 round/level (D)

**Power Points:** Psychic warrior 5, shaper 7

You gain damage reduction 2/adamantine, and your claws are treated as weapons of your alignment for the purpose of overcoming damage reduction. Claws created by means of the power *claws of the beast*, or a similar spell or effect, can be affected by this power if you do not otherwise possess natural claw attacks.

**Essentia:** Every point of *essentia* invested in this power increases the damage reduction by 1 point. Your claws also gain an enhancement bonus on attack rolls and damage rolls equal to the number of points of invested *essentia*.

### OPEN CHAKRA, PSIONIC

Psychometabolism

**Level:** Psion/wilder 4, psychic warrior 4

**Display:** Auditory, material

**Manifesting Time:** 1 standard action

**Range:** Touch

**Target:** Creature touched

**Duration:** 24 hours

**Saving Throw:** Will negates (harmless)

**Power Resistance:** Yes (harmless)

**Power Points:** 7

You use your psionic powers to pry open one chakra, allowing a creature to

form a chakra bind that it otherwise could not. You can open a creature's crown, feet, or hands chakra with this power. A creature benefiting from this power can bind a soulmeld or magic item to his opened chakra just as if he had gained the ability to form a chakra bind from a feat or class feature.

**Augment:** If you spend 6 additional power points, you can open the subject's arms, brow, or shoulders chakra. If you spend 10 additional power points, you can open the subject's throat or waist chakra.

### SOUL CRYSTAL

Metacreativity

**Level:** Psion/wilder 7

**Display:** Material

**Manifesting Time:** 1 round

**Range:** 0 ft.

**Effect:** One soul-imbued crystal shard

**Duration:** 1 hour/level or until discharged

**Saving Throw:** None

**Power Resistance:** No

**Power Points:** 13

You call into being a shard of psionic crystal and entice the soul of a powerful psion not yet born to enter the shard. You then imbue the soul crystal with a single power you know and can manifest, and a number of power points you expend from your power reserve (in addition to the points necessary to manifest *soul crystal* in the first place). You can choose to bestow a number of power points up

to twice your manifester level. Any creature you give the created *soul crystal* to can then manifest the imbued power, using the power point reserve you bestowed in the crystal.

The wielder's manifester level is equal to your own manifester level when you create the crystal, so the wielder can choose to augment the power you implanted in the crystal (if manifester level and the *soul crystal*'s remaining power point reserve permit) or possibly use the power multiple times. The imbued power can be manifested only by spending power points from the reserve you initially created when you made the *soul crystal*,

so if you give the crystal to another manifester, that character can't use her own power points to manifest the power in the *soul crystal*. Manifesting a power from the *soul crystal* is a standard action that provokes an attack of opportunity. The person using the *soul crystal* makes all decisions about targeting the imbued power, just as if she were a psion manifesting the power herself.

The *soul crystal* persists until the duration of the power lapses or there are no longer sufficient power points remaining in the crystal's reserve to manifest the imbued power one time.

The mysterious power of incarnum has led to the creation of a number of new magic items that utilize soul energy or the owner's chakras.

In addition, characters who unlock their ability to use their bodies' centers of power discover that their existing magic items take on new facets and display new potential.

## INVESTING ESSENTIA IN MAGIC ITEMS

Many of the magic items presented in this chapter allow their owner to invest essentia in the item to increase its power. Investing or reallocating essentia in a magic item can be done as a swift action (or as part of the same swift action made to invest or reallocate essentia in your soulmelds).

Unlike a soulmeld or incarnum feat, each magic item described below has its own maximum essentia capacity. When you invest essentia in the item, use this capacity or your normal maximum essentia capacity, whichever is less.

## BINDING ITEMS TO CHAKRAS

Much like a meldshaper binds soulmelds to his chakras, you can bind a magic item to one of your centers of bodily power. This bind creates a supernatural link between the item and the character wearing or wielding it. Depending on the item, this bind also provides a minor magical effect, usually based either on the chakra, the item's normal power, or both.

With a few notable exceptions, only items that occupy a body slot associated with a chakra can be bound to a chakra. You can't bind an *ioun stone* or a *ring of protection* to a chakra, because they don't occupy a body slot. The exceptions to this rule are held items—magic items that must be held to be used or activated—which can be bound to the hands or arms chakra. This includes weapons, shields, rods, staves, wands, and any wondrous items requiring the user to hold them to activate.

You can bind a magic item to a chakra only if you already have the ability to bind a soulmeld to that chakra (from a class feature, a feat, or other special ability). You

cannot bind a magic item to a chakra that already holds a bound soulmeld unless you have the Split Chakra feat (see page 41).

Binding an item to a chakra requires only a standard action on the part of the wearer or wielder of the item. Unless voluntarily unbound by the wearer (another standard action), the item remains bound to that chakra for 24 hours or until the wearer dies.

The chakra bind effect applies only when the item is being used as it is intended. For a worn item (such as gloves, boots, or a cloak), the item must be worn and in effect to gain the chakra bind effect. For items that must be held to be used or activated (such as swords or wands), the effect applies only when you are holding the item.

Any bonus granted by a chakra bind effect follows the normal rules for stacking bonuses, with one exception: These bonuses always stack with those granted by the Open Chakra feats, even if the type is the same. For example, if an item grants a +2 insight bonus on Balance checks when bound to its wearer's feet, this stacks with the +1 insight bonus on Balance checks granted by Open Least Chakra (feet).

## Chakra Binds for Existing Magic Items

The new magic items presented in this chapter provide specific benefits gained from chakra binds. In addition, Table 5-1: Common Magic Item Chakra Binds provides a variety of common magic items and suggested chakra bind effects. The DM can use these suggestions or set his own chakra bind effects as desired.

For creating new chakra bind effects, or for setting chakra bind effects for other existing magic items, see Assigning Chakra Bind Effects, below.

## Assigning Chakra Bind Effects

Obviously, this chapter can't cover chakra bind effects for all the magic items in the game. If the DM wants to assign or create new chakra bind effects for existing magic items, he should consult Table 5-2: Sample Magic Item Chakra Bind Effects for some options. First, check the chakra associated with the item's body slot (such as hands for

## MAGIC ITEMS

TABLE 5–1: COMMON MAGIC ITEM CHAKRA BINDS

Magic Item	Chakra	Suggested Chakra Bind Effect
<i>Amulet of health</i>	Throat	Gain 1 hp per 2 HD
<i>Amulet of mighty fists</i>	Throat	+2 insight bonus on rolls made to confirm critical threat with unarmed strikes and natural weapons
<i>Amulet of natural armor</i>	Throat	+2 insight bonus on Fortitude saves against injury poisons
Armor	Soul	Damage reduction 1/(chaotic, evil, good, or lawful)
<i>Belt of giant strength</i>	Waist	+2 insight bonus on grapple checks
<i>Boots of speed</i>	Feet	+2 insight bonus on initiative checks
<i>Boots of striding and springing</i>	Feet	+2 insight bonus on Tumble checks
<i>Bracers of armor</i>	Arms	+2 insight bonus to AC against rolls made to confirm critical threats
<i>Cloak of Charisma</i>	Shoulders	+2 insight bonus on Bluff checks
<i>Cloak of displacement</i>	Shoulders	+2 insight bonus on Hide checks
<i>Cloak of resistance</i>	Shoulders	+4 insight bonus on Fortitude saves against paralysis and stunning attacks
<i>Gauntlets of ogre power</i>	Hands	+2 insight bonus on grapple checks
<i>Gloves of Dexterity</i>	Hands	+1 insight bonus on damage rolls when attacking flat-footed opponent
<i>Goggles of night</i>	Brow	+4 insight bonus on saves against gaze attacks
<i>Headband of intellect</i>	Crown	+1 insight bonus on Will saves against mind-affecting effects
<i>Periapt of Wisdom</i>	Throat	+2 insight bonus on saves against illusions
<i>Rod, metamagic</i>	Hands	+1 insight bonus to caster level of spells cast using rod
Shield	Arms	+4 insight bonus on checks or rolls made to avoid being bull rushed or overrun, or to avoid the shield being sundered
Staff or wand	Hands	+1 insight bonus to caster level of spells cast by item
Weapon, light melee	Hands	+1 insight bonus on attack rolls for attacks of opportunity
Weapon, one-handed melee	Hands	+1 insight bonus on melee damage rolls
Weapon, two-handed melee	Hands	+2 insight bonus on rolls made to confirm critical threat with weapon
Weapon, ranged	Hands	+2 insight bonus on rolls made to confirm critical threat with weapon

*gloves of swimming and climbing*) to see if you can find a natural chakra bind effect that fits reasonably well with the item's nature.

If you can't, next try to find a reasonably close match for the item's basic concept (based on its powers) on the Chakras by Item Concept table and see if any effects for those chakras are appropriate. For example, since *gloves of swimming and climbing* provide a benefit on two Strength-based skill checks, they have a Strength "concept" and thus might match up with the arms chakra. Since they also aid the character's movement capabilities, however, movement might be another concept of the item, meaning that the feet chakra might provide an appropriate chakra bind effect.

If this still doesn't provide you with a reasonable chakra bind effect, use the table as a guideline to create your own. In creating new chakra bind effects, you should resist the temptation to load on potent new powers. The chakra bind effect should never outweigh the item's basic capabilities. A chakra bind effect should be less potent than an average feat, but it still should be something that a character finds worthwhile. Remember that while a character benefiting from a magic item chakra bind doesn't pay any extra gold pieces for the item, he pays for it in other ways (either by selecting an otherwise-weak feat or by giving up the option of binding a soulmeld to that chakra). Use the effects on Table 5–2: Sample Magic Item Chakra Bind Effects as a starting point in creating new minor benefits for magic item chakra binds. As long as you don't create effects more powerful than these, you're probably okay.

Whatever you choose for the item, you should decide whether this is the chakra bind effect for all items of that kind (for example, "All chakra bound *cloaks of resistance* grant a +4 insight bonus on Fortitude saves against

paralysis and stunning attacks") or whether the chakra bind effect varies from item to item. It's probably easier if you set a particular chakra bind effect for each kind of magic item (so you won't have to come up with as many). Of course, this requires that you keep track of your decisions so that you won't forget which effect goes with which item.

**Notes on Table 5–2:** Entries that list multiple skills provide the bonus on one of these skills only, as chosen by the DM.

Effects that grant you an extra daily use of a class feature (such as rage or smite) apply only if you already have that ability—they don't help if you don't have the class feature.

For entries that apply only to a particular school of magic, alignment, or other selection from a range of options, the DM should make the selection based on the nature of the item (if applicable) or on the character.

#### CHAKRAS BY ITEM CONCEPT

Item Concept	Possible Chakra for Effect
Alignment	Soul
Charisma	Crown or throat
Constitution	Waist
Dexterity	Feet or hands
Intelligence	Crown
Melee attacks	Arms or hands
Movement	Feet
Protection	Shoulders, throat, or waist
Ranged attacks	Brow or hands
Shield	Arms
Spellcasting	Crown or soul
Strength	Arms
Transformation	Shoulders
Wisdom	Brow

TABLE 5–2: SAMPLE MAGIC ITEM CHAKRA BIND EFFECTS

Chakra	Suggested Effects
Arms	+2 insight bonus on Strength checks
	+2 insight bonus on Climb or Swim checks
	+1 insight bonus on melee damage rolls
	+2 insight bonus on rolls made to confirm critical threat with melee weapon
	+2 insight bonus on grapple checks
	+5-foot insight bonus on climb speed (must have climb speed of 30 feet or better)
	+5-foot insight bonus on swim speed (must have swim speed of 30 feet or better)
Brow	+2 insight bonus on Wisdom checks
	+2 insight bonus on Disguise, Listen, Search, Sense Motive, Spot, or Survival checks
	+1 insight bonus on ranged damage rolls
	+2 insight bonus on rolls made to confirm critical threat with ranged weapon
	+2 insight bonus on saves against illusions
	+4 insight bonus on saves against gaze attacks
	+10-foot insight bonus on darkvision range (must have darkvision 30 feet or better)
Crown	+2 insight bonus on Charisma checks (not including turn/rebuke checks)
	+2 insight bonus on Intelligence checks
	+2 insight bonus on Appraise, Concentration, Decipher Script, Knowledge (any one), or Spellcraft checks
	+2 insight bonus on wild empathy checks
	+2 insight bonus on bardic knowledge and lore checks
	+1 insight bonus on damage rolls against favored enemies
	+1 insight bonus on Will saves against mind-affecting effects
Feet	+2 insight bonus on Dexterity checks (not including initiative checks)
	+2 insight bonus on Balance, Hide, Jump, Move Silently, Perform (dance), or Tumble checks
	+2 insight bonus on initiative checks
	+1 insight bonus to AC against attacks of opportunity
	+4 insight bonus on checks or rolls made to avoid being bull rushed, overrun, or tripped
	+5-foot insight bonus on land speed when using the run action
	+5-foot insight bonus on tremorsense range (must have tremorsense 30 feet or better)

## NEW ARMOR AND SHIELD SPECIAL ABILITY

Armor or shields with special abilities must have at least a +1 enhancement bonus.

### SOULBOUND ARMOR OR SHIELD

A soulbound suit of armor or shield allows its wearer to invest *essentia* to improve his Armor Class.

**Description:** Soulbound armor and shields have no special appearance except when *essentia* is invested in them, at which point they take on a faint blue sheen.

**Prerequisite:** Anyone can wear a soulbound shield or suit of soulbound armor, though only those with an *essentia* pool can take advantage of its full benefit.

**Activation:** Investing *essentia* in or reallocating *essentia* invested in a soulbound shield or suit of armor is part of the swift action required to invest or reallocate *essentia*.

**Effect:** A soulbound shield or suit of armor serves as a receptacle for the wearer's *essentia* much like a soulmeld. Every point of *essentia* invested in the shield or armor increases its enhancement bonus to Armor Class by 1, up to a maximum of +5.

Soulbound armor and shields have an *essentia* capacity. Lesser soulbound armor or shields have a maximum *essentia* capacity of 2, while greater soulbound armor

or shields have a maximum *essentia* capacity of 4. The maximum value of *essentia* that can be invested in the armor or shield is equal to this capacity or the character's normal *essentia* capacity (see Table 2–1: *Essentia* Capacity), whichever is less.

**Chakra Bind:** Soulbound shields and suits of armor grant bonuses when they are bound to chakras as described below.

**Arms:** If you bind a soulbound shield to your arms chakra, you gain a +4 insight bonus on checks or rolls made to avoid being bull rushed or overrun, or to avoid the shield being sundered.

**Soul:** If you bind soulbound armor to your soul chakra, you gain a +4 insight bonus on saves made against the attacks of creatures whose alignments are opposed to yours in any way. For example, a lawful good character would gain this bonus against the spells, spell-like abilities, and supernatural attacks of chaotic or evil creatures, while a neutral good character would gain the bonus only against the attacks of evil creatures. Neutral characters gain no benefit from this chakra bind.

**Aura and Caster Level:** Moderate abjuration (lesser) or strong abjuration (greater); CL 6th (lesser) or 18th (greater).

**Construction:** Craft Magic Arms and Armor, *magic vestment*, *essentia* pool 2 (lesser) or 4 (greater).

**Chakra Suggested Effects**

**Hands** +2 insight bonus on Disable Device, Forgery, Heal, Open Lock, Perform (keyboard instruments, percussion instruments, or string instruments), Sleight of Hand, or Use Rope checks

+1 insight bonus on attack rolls for attacks of opportunity

+1 insight bonus on damage rolls when attacking flat-footed opponent

+1 insight bonus on save DC of stunning attacks

+4 insight bonus on checks or rolls made to avoid being disarmed or held weapon or shield being sundered

Gain 1 extra stunning attack per day

**Heart** +4 insight bonus on saves against fear effects

+1 insight bonus to spell resistance (must have SR 5 or better)

+1 insight bonus to existing DR of any type (must have DR 3 or better)

Gain 1 extra rage per day

**Shoulders** +2 insight bonus to AC against rolls made to confirm critical threats

+4 insight bonus on Fortitude saves against death and energy drain attacks

+4 insight bonus on Fortitude saves against paralysis and stunning attacks

+1 insight bonus to DR/adamantine, DR/cold iron, or DR/silver (must have DR 5 or better)

+5-foot insight bonus to fly speed (must have fly speed of 30 feet or better)

+5 insight bonus to existing resistance to particular energy type (must have resistance to energy type of 10 or better)

**Soul** +1 insight bonus on caster level checks to overcome spell resistance

+1 insight bonus to caster level on spells of a particular alignment

+4 insight bonus on saves against spells of a particular alignment

+2 insight bonus on turn/rebuke checks

Gain 1 extra turn/rebuke attempt per day

Gain 1 extra smite attempt per day

Damage reduction 1/(chaotic, evil, good, or lawful) or +1 insight bonus to existing DR/alignment

**Throat** +2 insight bonus on Bluff, Diplomacy, Gather Information, Intimidate, or Perform (act, comedy, oratory, wind instruments, or sing) checks

+2 insight bonus on Fortitude saves against ingested or inhaled poisons

Gain 1 extra bardic music use per day

**Waist** +2 insight bonus on Constitution checks

+2 insight bonus on Escape Artist checks

+2 insight bonus on Fortitude saves against injury poisons

+4 insight bonus on Fortitude saves against disease

+1 insight bonus to fast healing (must have fast healing 5 or better)

+1 insight bonus to regeneration (must have regeneration 5 or better)

Gain 1 hp per 2 HD

**Weight:** As normal for armor or shield.

**Price:** +1 bonus (lesser) or +3 bonus (greater).

## NEW WEAPON SPECIAL ABILITY

A weapon with a special ability must have at least a +1 enhancement bonus.

### SOULBOUND WEAPON

A soulbound weapon allows its wearer to invest *essentia* to improve his ability to hit and deal damage.

**Description:** Soulbound weapons have no special appearance except when *essentia* is invested in them, at which point they crackle with faintly visible blue sparks.

**Prerequisite:** Anyone can wield a soulbound weapon, though only those with an *essentia* pool can take advantage of its full benefit.

**Activation:** Investing *essentia* in or reallocating *essentia* invested in a soulbound weapon is part of the swift action required to invest or reallocate *essentia*.

**Effect:** A soulbound weapon serves as a receptacle for the wearer's *essentia* much like a *soulmeld*. Every point of *essentia* invested in the weapon increases its enhancement bonus on attack rolls and damage rolls by 1, up to a maximum of +5.

Soulbound weapons have an *essentia* capacity. Lesser soulbound weapons have a maximum *essentia* capacity of 2, while greater soulbound weapons have a maximum *essentia* capacity of 4. The maximum value of *essentia* that can be invested in the weapon is equal to this capacity or the character's normal *essentia* capacity (see Table 2–1: *Essentia Capacity*), whichever is less.

**Chakra Bind:** A soulbound weapon grants extra power if you bind it to your arms, brow, or hands *chakra*. Each day, you must choose one of the following benefits for which you qualify; you cannot change your decision until 24 hours have passed.

**Arms:** The wearer gains a +2 insight bonus on rolls made to confirm critical hits with the weapon.

**Brow:** Once per round, if you miss because of concealment, you can reroll your miss chance percentile roll one time to see if you actually hit.





**Hands:** You gain a +2 insight bonus on initiative checks while the weapon is held.

**Aura and Caster Level:** Moderate transmutation (lesser) or strong transmutation (greater); CL 6th (lesser) or 18th (greater).

**Construction:** Craft Magic Arms and Armor, *magic weapon*, *essentia* pool 2 (lesser) or 4 (greater).

**Weight:** As normal for weapon.

**Price:** +1 bonus (lesser) or +3 bonus (greater).

## RINGS

Meldshapers and other wielders of *essentia* favor the following magic rings.

### RING OF ESSENTIA

The *ring of essentia* stores a small quantity of another character's personal soul energy for the wearer's use.

**Description:** The *ring of essentia* is a plain silver band set with a small sapphire. When invested with *essentia*, the sapphire glows and shimmers faintly.

**Prerequisite:** Any character can wear the ring, but only those capable of using *essentia* will gain any benefit from it.

**Activation:** No activation is required to use the *essentia* stored within the ring (other than the normal action required to invest or reallocate *essentia*, typically a swift action).

Storing *essentia* within the ring, reclaiming *essentia* stored in the ring, or releasing the *essentia* stored, requires a standard action.

**Effect:** Any character with an *essentia* pool can touch the *ring of essentia* to bestow 1 point of *essentia* from his *essentia* pool into the ring. This reduces the size of his *essentia* pool by 1.

The wearer of the ring can use this *essentia* as if it were part of his own *essentia* pool (even if he doesn't have *essentia* of his own). The ring can hold no more than 1 point of *essentia*.

The *essentia* stored within the ring remains for 24 hours before it dissipates, returning to the character who placed it there. Before that time, it can be released in one of two ways. The wearer of the ring can release the *essentia* from the gemstone as a standard action, in which case it immediately returns to the *essentia* pool of its original owner. Alternatively, if the character who bestowed the *essentia* touches the ring, he can reclaim his *essentia* as a standard action.

**Aura and Caster Level:** Faint necromancy; CL 5th.

**Construction:** Forge Ring, *soul boon*, *essentia* pool; cost 8,000 gp; 640 XP, 16 days.

**Price:** 16,000 gp.

### RING OF SOULBOUND PROTECTION

The *ring of soulbound protection* allows its wearer to invest *essentia* to improve his defenses in combat.

**Description:** The *ring of soulbound protection* is a sturdy band of mithral set with either two (lesser) or four (greater) tiny sapphires.

**Prerequisite:** Any character can gain the basic effect of the *ring of soulbound protection*, though only those with an *essentia* pool can benefit from the *essentia* investment feature.

**Activation:** Investing or reallocating *essentia* in the *ring of soulbound protection* is a swift action (and can be done as part of the normal swift action used for reallocating *essentia*).

**Effect:** A *ring of soulbound protection* grants a +1 deflection bonus to the wearer's Armor Class. In addition, it serves as a receptacle for the wearer's *essentia*, much like a soulmeld. Every point of *essentia* invested in the ring increases its deflection bonus to AC by 1.

A *ring of soulbound protection* has an *essentia* capacity. Lesser *rings of soulbound protection* have a maximum *essentia* capacity of 2, while greater rings have a maximum *essentia* capacity of 4. The maximum value of *essentia* that can be invested in the ring is equal to this capacity or the character's normal *essentia* capacity (see Table 2–1: *Essentia Capacity*), whichever is less.

**Aura and Caster Level:** Moderate abjuration (lesser) or strong abjuration (greater); CL 6th (lesser) or 18th (greater).

**Construction (lesser):** Forge Ring, *shield of faith*, *essentia* pool 2; cost 5,000 gp, 400 XP, 10 days.

**Construction (greater):** Forge Ring, *shield of faith*, *essentia* pool 4; cost 13,000 gp, 1,040 XP, 26 days.

**Price:** 10,000 gp (lesser) or 26,000 gp (greater).

## WONDROUS ITEMS

The wondrous items presented here are worn by incarnum-users as well as those who seek to guard themselves from its effects.

### AMULET OF INCARNUM SHIELDING

An *amulet of incarnum shielding* protects the wearer's soul energy from harmful effects.

**Description:** The *amulet of incarnum shielding* is a silver necklace set with a brilliant amethyst. When the amulet activates, it shimmers briefly then grows slightly duller than it was before.

**Activation:** No activation is required to use the amulet—it functions automatically. After seven uses, it crumbles into dust.

**Effect:** The wearer of an *amulet of incarnum shielding* is immune to any effect that would drain his incarnum or unshape a soulmeld. Each effect protected against counts as one use of the amulet (see *Activation*, above).

**Aura and Caster Level:** Faint abjuration; CL 3rd.

**Construction:** Craft Wondrous Item, *essentia* pool; cost 1,050 gp, 84 XP, 3 days.

**Weight:** 1 lb.

**Price:** 2,100 gp.

### CLOAK OF SOULBOUND RESISTANCE

The *cloak of soulbound resistance* allows its wearer to invest *essentia* to protect herself from harmful effects.

**Description:** A *cloak of soulbound resistance* is a finely crafted garment of dark blue or blue-black material. Lesser cloaks bear a pair of matched blue quartz crystals where the cloak fastens around the wearer's neck, while greater cloaks sport two matched pairs of crystals at that location.

While *essentia* is invested in the cloak, the crystals glisten faintly (one crystal per point of *essentia* invested).

**Prerequisite:** Any character can gain the basic effect of the *cloak of soulbound resistance*, though only those with an *essentia* pool can benefit from the *essentia* investment feature.

**Activation:** Investing or reallocating *essentia* in the *cloak of soulbound resistance* is a swift action (and can be done as part of the normal swift action used for reallocating *essentia*).

**Effect:** A *cloak of soulbound resistance* grants a +1 resistance bonus on the wearer's saving throws. In addition, it serves as a receptacle for the wearer's *essentia*, much like a *soulmeld*. Every point of *essentia* invested in the cloak increases its resistance bonus by 1.

A *cloak of soulbound resistance* has an *essentia* capacity. Lesser *cloaks of soulbound resistance* have a maximum *essentia* capacity of 2, while greater cloaks have a maximum *essentia* capacity of 4. The maximum value of *essentia* that can be invested in the cloak is equal to this capacity or the character's normal *essentia* capacity (see Table 2–1: *Essentia Capacity*), whichever is less.

**Chakra Bind (Shoulders):** A *cloak of soulbound resistance* grants extra power if you bind it to your shoulders chakra. The resistance bonus granted by the cloak is improved by 1, up to a maximum of +4 (lesser) or +6 (greater).

**Aura and Caster Level:** Moderate abjuration (lesser) or strong abjuration (greater); CL 6th (lesser) or 18th (greater).

**Construction:** Craft Wondrous Item, *resistance*; cost 2,500 gp (lesser) or 6,500 gp (greater), 200 XP (lesser) or 520 XP (greater), 5 days (lesser) or 13 days (greater).

**Weight:** 1 lb.

**Price:** 5,000 gp (lesser) or 13,000 gp (greater).

## ESSENTIA JEWEL

An *essentia jewel* stores a small quantity of *incarnum*, which can be released into its owner's *essentia* pool with a mere thought.

**Lore:** *Essentia jewels* are mined from enormous crystalline structures on the Positive Energy Plane (DC 15 Knowledge [the planes]). These crystalline structures are actually fonts of unborn souls, where pure soul energy flows like water, imbuing the surrounding structure with echoes of *incarnum* (DC 25 Knowledge [the planes]).

**Description:** An *essentia jewel* appears as a small, translucent white crystal whose facets gleam with faint light.

When an *essentia jewel* is used, it shines briefly with blue light and then crumbles to dust.

**Prerequisite:** An *essentia jewel* can be activated by any character, though its benefit aids only those who are capable of investing *essentia* (in *soulmelds*, magic items, or the like).

**Activation:** An *essentia jewel* is activated with a free action. Only one such jewel can be used each round. Each jewel can be used only once.

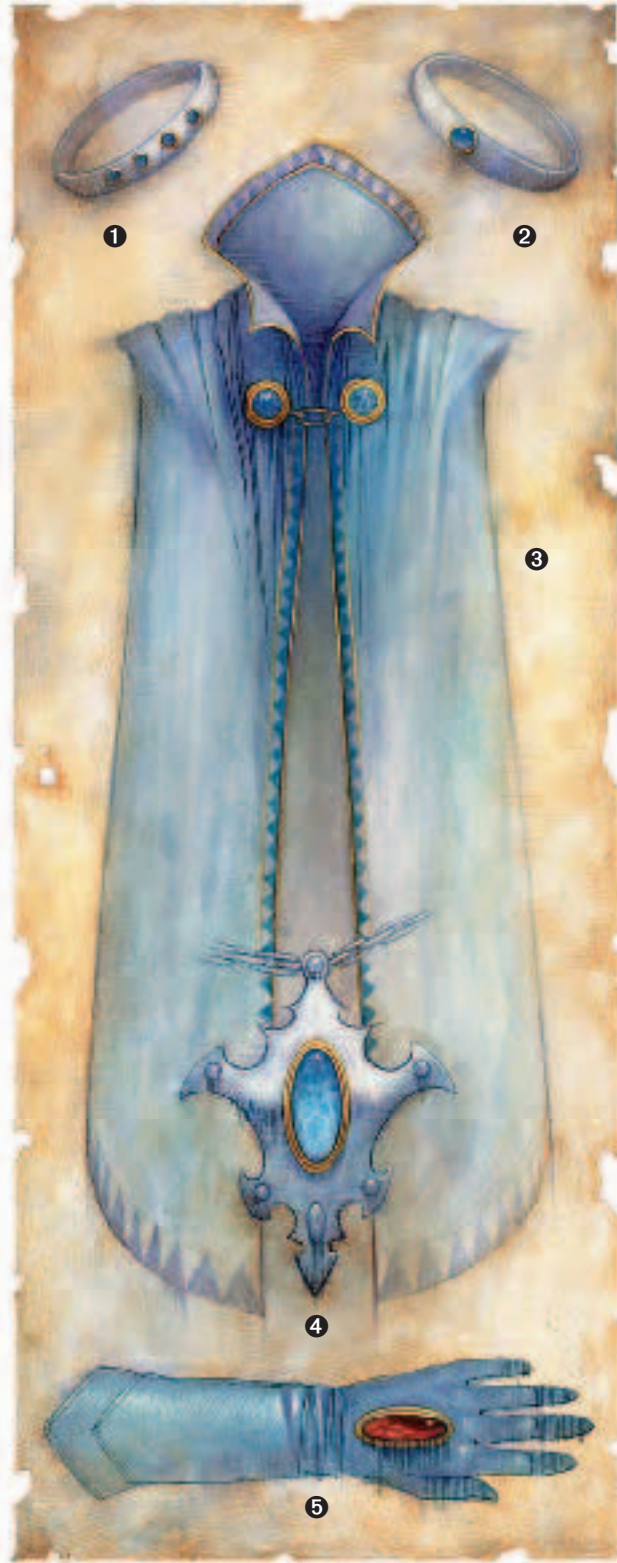
An *essentia jewel* need not be held to be activated, but it must be kept somewhere on your body (in a pouch or backpack, for example).

**Effect:** When activated, an *essentia jewel* adds 1 point of *essentia* to your *essentia* pool for a single round. This *essentia* can be invested as normal.

**Aura and Caster Level:** Faint conjuration; CL 3rd.

**Construction:** Craft Wondrous Item, *soul boon*; cost 200 gp, 16 XP, 4 days.

**Price:** 400 gp.



Ring of soulbound protection (1), ring of *essentia* (2), *cloak of soulbound resistance* (3), amulet of *incarnum* shielding (4), glove of *incarnum* theft (5)

## GLOVE OF INCARNUM THEFT

The wearer of a *glove of incarnum theft* can steal essentia from another character to use himself.

**Lore:** The first *glove of incarnum theft* was created by an arcane trickster named Hexandros who dabbled in incarnum use. (DC 15 Knowledge [arcana]).

**Description:** This fine leather glove is dyed midnight blue. A single ruby is set into the back of the glove.

When the glove successfully steals essentia from a target, the ruby flashes brightly for a moment.

**Prerequisite:** A wearer with no means of investing essentia gains no benefit from this glove's effect, though that doesn't stop it from functioning.

**Activation:** Making an attack with a *glove of incarnum theft* is a standard action.

**Effect:** By making a successful unarmed touch attack with the hand wearing the glove, the wearer gains 1 point of essentia while the target loses 1 point from his essentia pool. A DC 15 Will save negates this effect. (If the target has no essentia pool, there is no effect.)

The stolen essentia can immediately be invested in any soulmeld, incarnum feat, or other essentia receptacle of the wearer (with no action required), even if essentia investment wouldn't normally be allowed at this time. If the wearer has no means of using essentia, he gains no benefit, but the target still loses the point. The stolen essentia remains in the wearer's essentia pool for 1 minute, and then it returns to the original owner.

**Chakra Bind (Hands):** A *glove of incarnum theft* grants extra power if you bind it to your hands chakra. The save DC to resist the glove's effect increases by 2.

**Aura and Caster Level:** Moderate necromancy; CL 7th.

**Construction:** Craft Wondrous Item, *rend essentia*; cost 4,000 gp, 320 XP, 8 days.

**Variants:** Sometimes a matched pair of *gloves of incarnum theft* is created. As a full-round action, the wearer of these gloves can make a melee touch attack with both gloves together to steal 2 points of essentia instead of 1 point. A matched pair works only when both gloves are worn by the same person. Such a set of gloves costs 12,000 gp and requires 6,000 gp, 480 XP, and 12 days to create.

**Weight:** 1 lb.

**Price:** 8,000 gp.

## INCARNUM FOCUS

An *incarnum focus* concentrates its wearer's innate soul energy, allowing him to achieve greater effects with a single soulmeld.

**Description:** Every *incarnum focus* takes a different form, but regardless of the exact shape or size, all items bear a tiny star sapphire set into them in some fashion.

**Prerequisite:** Only a character capable of investing essentia in a soulmeld can benefit from an *incarnum focus*.

**Activation:** No action is required to use an *incarnum focus*.

**Effect:** While worn, an *incarnum focus* adds 1 to the essentia capacity of any soulmeld occupying or bound to the chakra

it matches (up to a maximum capacity equal to the wearer's Constitution bonus).

Wearing an *incarnum focus* does not prevent you from binding a soulmeld to the corresponding chakra. This is a specific exception to the normal rule against binding a soulmeld to the same chakra as a worn magic item.

Ten different kinds of *incarnum focus* exist, one for each chakra.

Chakra	Incarnum Focus
Arms	<i>Incarnum bracers</i>
Brow	<i>Incarnum goggles</i>
Crown	<i>Incarnum circlet</i>
Feet	<i>Incarnum boots</i>
Hands	<i>Incarnum gauntlets</i>
Heart	<i>Incarnum vestments</i>
Shoulders	<i>Incarnum cloak</i>
Soul	<i>Incarnum robe</i>
Throat	<i>Incarnum amulet</i>
Waist	<i>Incarnum belt</i>

**Chakra Bind (Any):** An *incarnum focus* grants extra power if you bind it to the matching chakra. (You can bind an *incarnum focus* to a chakra even if it is already occupied by a shaped or bound soulmeld.) The effect is the same, regardless of the specific item or chakra. Any soulmeld occupying or bound to this chakra can't be unshaped except by you, nor can any essentia invested in it be lost or drained (except as part of the normal reallocation process).

**Aura and Caster Level:** Moderate transmutation; CL 6th.

**Construction:** Craft Wondrous Item, Split Chakra, essentia pool; cost 12,500 gp, 1,000 XP, 25 days.

**Weight:** As normal for item.

**Price:** 25,000 gp.

## SOULVOID ORB

A *soulvoid orb* banishes free-flowing soul energy from the immediate vicinity. It is a useful first strike against meldshapers and other incarnum-wielding enemies.

**Lore:** *Soulvoid orbs* were first created by the githyanki for use in a struggle with a splinter group of githzerai, who had taken up the practice of meldshaping (DC 15 Knowledge [the planes]).

**Description:** A *soulvoid orb* appears as a black, fist-sized sphere with a faintly greasy feel. When thrown, it bursts into a shower of orange sparks.

**Activation:** Activating a *soulvoid orb* is as simple as throwing it against a hard surface, which can be done as a standard action. Each *soulvoid orb* functions only once and is totally consumed when used.

**Effect:** When a *soulvoid orb* strikes a hard surface, it explodes in a 10-foot-radius burst. Any creature within that area is affected as if by a *divest essentia* spell (see page 101).

**Aura and Caster Level:** Faint necromancy; CL 3rd.

**Construction:** Craft Wondrous Item, *divest essentia*; cost 350 gp, 28 XP, 1 day.

**Weight:** 1 lb.

**Price:** 700 gp.



Illustration by D. Griffith

**T**he standard classes in this book, along with substitution levels and feats for characters of other classes, provide a wealth of options for characters who wish to explore the secrets of incarnum. For a character whose pursuit of those secrets follows a particular, specialized path, this chapter presents ten prestige classes, each tied to an organization that focuses its work or research on incarnum and related topics.

**Incandescent Champion:** This good-aligned warrior wields pure incarnum to protect the innocent from the depredations of tyranny.

**Incarnum Blade:** This fierce warrior augments his melee weapon with incarnum to gain extra combat benefits.

**Iron soul Forgemaster:** An iron soul forgemaster is a dwarf smith who infuses his creations with incarnum to gain offensive and defensive benefits.

**Necrocarinate:** This black-hearted meldshaper draws his power from the life energy of others and creates horrific undead from the corpses of his enemies.

**Sapphire Hierarch:** A member of an order devoted to the mysterious Sapphire Eidolon, this character is a stalwart servant of law who fights chaos wherever it reigns.

**Soulcaster:** Incarnum-suffused magic is the specialty of this arcane spellcaster.

**Spinemeld Warrior:** This noble, fighting skarn can use his arm spines to devastating effect.

**Totem Rager:** The savage totem rager is a fierce warrior who channels the spirits of magical beasts to aid her in combat.

**Umbral Disciple:** This stealthy character weaves together shadow and incarnum to cloak herself in darkness and mystery.

**Witchborn Binder:** This royal agent can use incarnum to prevent abuses of arcane magic and capture evil spellcasters who threaten the realm.

## INCANDESCENT CHAMPION

*"The greatest power in the cosmos is the power of the mortal spirit. The gods themselves cannot bear the brilliance of a single perfect soul."*

—Sayyara na Retheil,  
Daughter of the Crescent Moon

Though incarnum is a potent tool, it is still a physical medium—an abstraction that stands between its wielder and the true power of the soul. The incandescent champion seeks to dispense with barriers and obstacles both tangible and intangible so that she can touch the cosmic soul with her unveiled body, mind, and spirit. By embracing the ultimate, irreducible energy of the multiverse in this manner, she becomes a living flame—a brilliant

spirit whose body is little more than a shell for her true form. The strength of her soul allows her to withstand almost any peril, scour her foes with deadly luminous blasts, and overcome the physical shackles of the world around her to accomplish miraculous feats.

An incandescent champion acknowledges that every creature harbors a spark of the universal spirit, and she believes that the beings known as deities simply possess a greater share of this precious spark than most others. She reveres and respects the gods but does not offer them worship. The incandescent champion considers it her responsibility to protect and aid less enlightened creatures and to serve as a force for good in the world.

## BECOMING AN INCANDESCENT CHAMPION

Since an incandescent champion must rely on her fighting ability for most of her career, the best paths into the prestige class are from classes with good base attack bonuses, such as fighter, paladin, or soulborn. Monks take longer to qualify, but the incandescent champion's class abilities complement their talents quite well, so they often pursue this path.

If the candidate's original class does not have meldshaping ability, she must select a feat that grants *essentia*—such as Azure Touch, Azure Turning, or Midnight Dodge—to qualify. The key abilities for an incandescent champion include Charisma (for increasing the effectiveness of class abilities) and Strength (for melee attacks).

### ENTRY REQUIREMENTS

**Alignment:** Any good.

**Base Attack Bonus:** +6.

**Skills:** Concentration 4 ranks.

**Essentia Pool:** 1.

TABLE 6–1: THE INCANDESCENT CHAMPION

HIT DIE: d10

Level	Base				Special	Essentia Pool
	Attack Bonus	Fort Save	Ref Save	Will Save		
1st	+0	+0	+0	+2	Incandescent strike	1
2nd	+1	+0	+0	+3	Fast healing (self)	2
3rd	+2	+1	+1	+3	Unbearable countenance	3
4th	+3	+1	+1	+4	Incarnum overload 1/day	3
5th	+3	+1	+1	+4	Incandescent ray	4
6th	+4	+2	+2	+5	—	5
7th	+5	+2	+2	+5	Incarnum overload 2/day	6
8th	+6	+2	+2	+6	Incandescent aura	6
9th	+6	+3	+3	+6	Fast healing (allies)	7
10th	+7	+3	+3	+7	Incandescent transcendence, incarnum overload 3/day	8

**Class Skills (2 + Int modifier per level):** Concentration, Craft, Heal, Intimidate, Knowledge (arcana), Knowledge (religion), Knowledge (the planes), Profession, Ride

## CLASS FEATURES

As an incandescent champion, you focus your efforts on battling evil and protecting the innocent. You learn to

use *incarnum* for both offense and defense in combat. Furthermore, you can improve the potency of incandescent champion class features by investing *essentia* in them, as noted in the individual ability descriptions below. Your *essentia* capacity for these abilities depends on your character level, as given on Table 2–1: *Essentia Capacity* on page 19.

All of the following are class features of the incandescent champion prestige class.

**Weapon and Armor Proficiency:** You gain no new proficiencies with weapons, armor, or shields.

**Incandescent Strike (Su):** You can channel *incarnum* to increase the damage dealt by your melee attacks. For each such augmented attack, you gain a bonus on your damage roll equal to the number of points of *essentia* invested in this ability.

Whenever you have *essentia* invested in incandescent strike, your hands glow with a bright light equivalent to that produced by a *light* spell.

**Fast Healing (Su):** When you reach 2nd level, the irrepressible force of your soul restores your vitality whenever you are wounded, granting you fast healing at a rate equal to the points of *essentia* you invest in this ability. This fast healing is usable for a number of rounds per day equal to your incandescent champion level. For example, a 5th-level incandescent champion who invests 2 points of *essentia* in this ability gains fast healing 2 for a maximum of 5 rounds per day. Activating this ability requires no action, but investing *essentia* in it requires a swift action, as normal.

At 9th level, each ally who is adjacent to you when you activate the ability gains fast healing at the same rate and for the same duration as you do.

**Unbearable Countenance (Su):** When you attain 3rd level, inner power begins to shine forth from your face, giving you a radiant countenance that dismays your foes. With a glance, you can render a single foe within 30 feet shaken for 1 round (Will negates; save DC 10 + invested *essentia* + Cha modifier). Your glance becomes a mind-affecting fear effect, and using it requires a move action. Any foe that successfully saves against this effect is immune to your unbearable countenance for 1 hour thereafter. This ability is always active.

**Incarnum Overload (Ex):** At 4th level, you can temporarily boost the maximum *essentia* capacity of any soulmeld, *incarnum* feat, or special ability that allows *essentia* investment. This effect lasts for 1 round, during which the *essentia* capacity of the chosen soulmeld, feat, or ability increases by an amount equal to your Charisma bonus (minimum +1). This ability is usable once per day as a free action.

At 7th level, you can use this ability twice per day; at 10th level, you can use it three times per day.

**Incandescent Ray (Su):** Beginning at 5th level, you can channel *incarnum* into a ray of pure, brilliant soul energy at will. Using this ability is a standard action; you must make a successful ranged touch attack to hit your target. The incandescent ray has a range of 60 feet and deals 1d8 points of damage per point of *essentia* invested in this ability.

**Incandescent Aura (Su):** Once you attain 8th level, incarnum has become so integral to your physical form that your body constantly exudes pure, brilliant soul energy. At the start of your turn, every creature adjacent to you that you designate as a foe takes 1d6 points of damage per point of essentia invested in this ability. A successful Will save halves this damage (DC 10 + invested essentia + Cha modifier). This ability is always active.

If you have essentia invested in your incandescent aura ability, you shine with a bright light equivalent to that produced by a *daylight* spell (caster level equals incandescent champion level).

**Incandescent Transcendence:** At 10th level, you forsake your mortal nature to fully embrace the power of your spirit. Your type changes to outsider, and you gain the native and good subtypes. Your natural weapons and any weapons you wield are treated as good-aligned for the purpose of overcoming damage reduction.

Furthermore, once per day as a standard action, you can transform your physical body into pure, luminous energy for a number of rounds equal to your Charisma modifier (minimum 1). Upon assuming this form, you become incorporeal and gain a fly speed of 60 feet (perfect maneuverability). You cannot make attacks, cast spells, or activate special abilities while in your energy form, though you can invest essentia as usual and your incandescent aura functions normally. Once you activate this ability, you cannot choose to end the effect prematurely.



*Sayyara na Retheil,  
an incandescent champion*

but you do so when you must. After all, once a tortured soul is freed from its flawed and evil vessel, it might find redemption and renewal.

Your belief in the worth and divinity of all around you means that although you hope never to strike a single blow more than you absolutely must, you do not hesitate to protect the weak, oppose injustice, and aid all in need. You are slow to answer violence with violence, and you show mercy to all but the most irredeemable of foes. You are inclined to offer opponents the chance for surrender, to stabilize dying enemies at the end of a battle, and to offer trust even at the risk of betrayal. You especially dislike undead creatures, since the imprisonment of a soul that should be free to proceed to its next rightful incarnation or existence is a terrible wrong indeed.

Like most incandescent champions, you are probably a member of an order or knightly chapter dedicated to the service of a particular kingdom, race, or creed. This organization is a brotherhood or fellowship of equals in which all receive respect and aid. In your work, however, you are something of a knight-errant—a freelance agent of good expected to travel widely and serve with courage, zeal, and compassion.

### Combat

Because you are primarily a melee combatant, you rely heavily on your incandescent strike ability to augment whatever skill at arms you brought into the class. Taking levels in this class means trading attack prowess (in the form of a reduced base attack bonus) for damage (your incandescent strike), so look for other ways to enhance your attack rolls and make sure you hit. If you can shape incarnate soulmelds, *incarnate weapon* might prove especially useful to you.

At the midpoint of your progress in the class, you gain the incandescent ray—a potent ranged attack. If you employ your incarnum overload ability with this attack, you can easily deal 4d8 points of damage (or more) with each hit. This ability works well in conjunction with your unbearable countenance ability, since you can use your move action to afflict an enemy with your glance and your standard action to attack another enemy at range.

The incandescent transcendence ability that you gain at the height of your power provides you with an extremely

## PLAYING AN INCANDESCENT CHAMPION

The single defining virtue that you share with all other incandescent champions is compassion. You understand that all beings are one, and that love—love of life, love of nature, and even love for one's enemies—is the true purpose of the universe. Some insist that this belief makes you weak or irresolute, but you understand that cruelty, evil, and tyranny can be answered only with strength and conviction. You do not enjoy destroying evil foes or fighting for your survival against those who would end your life,

powerful attack. Your incandescent aura combined with your ability to fly and become incorporeal lets you defeat your enemies simply by approaching them in your radiant form. In like manner, approaching your allies in this form allows you to grant them your fast healing ability. You incur little danger for doing so, since creatures without magic weapons cannot harm you while you are incorporeal.

### Advancement

Incandescent champions are born, not made. After all, few individuals set out to “earn their spurs” by winning membership in a knightly order of incandescent champions. When you begin to nurture the virtues of compassion, courage, and faith in others, and make an honest effort to live and fight by those principles, you demonstrate your readiness to become an incandescent champion. Chapters of knights or holy warriors who espouse such virtues watch for heroes possessing the necessary qualities and invite them to join when the time is right.

As a member of an order of champions, you are dispatched on solitary crusades to help others deal with specific threats. Incandescent champions simply aren't numerous enough to gather as a company and strike together against evil. But although you rarely work with other members of your order, you are expected to ally yourself with other heroes of good heart and guide their efforts to defeat whatever evil is at hand. Good knights of other orders, paladins, and clerics of good-aligned deities are your natural allies, and your reputation precedes you among these stalwart agents of good in any land where incandescent champions are known. Your allies do not necessarily expect you to take command of any gathering of good forces you encounter, but they do expect you to advise, serve, and speak from your heart when appropriate.

As you attain higher levels, you should consider taking additional feats that increase your *essentia* or improve your fighting ability. *Weapon Focus (ray)* or *Improved Critical (ray)* are particularly useful for augmenting your incandescent ray attack. If you can, seek out magic weapons that have high enhancement bonuses and no special abilities—you would rather have a +3 *longsword* than a +2 *flaming longsword* because your incandescent strike provides extra damage but no attack bonuses.

### Resources

Incandescent champion orders rarely have many members or accumulate much wealth, so your fellow champions might not be able to assist you directly in your endeavors. However, membership carries a great deal of prestige in kingdoms where such orders exist. For example, the Knights of the Crescent Moon might number only six or seven individuals, but you can be sure that the monarch and high nobles of the realm know that members of the order are faithful, trustworthy, and courageous. Furthermore, a chapter of incandescent champions might have one or more noble patrons—high lords or ladies who can bring their wealth and influence to bear on behalf of any champion in need of aid.

## INCANDESCENT CHAMPIONS IN THE WORLD

“Evil cannot prevail as long as one incandescent champion still stands on the field.”

—Lady Illeera Suntower,  
Marshal of the Eastern Marches

Incarnum-wielding characters who seek to serve the cause of good might find that their particular talents lead them along different paths than their divinely inclined fellows. While clerics, paladins, and rangers can choose from numerous knightly orders, church-sponsored fellowships, and elite companies, characters who use *essentia* have difficulty qualifying for membership. Such holy-minded incarnum-wielders can easily find their niche, however, in the various orders of incandescent champions. Membership in such an order gives a player character a great opportunity to play a strongly good alignment as an active choice, rather than simply as a reaction to evil. Members of this prestige class make the world a better place by promoting good, not just by destroying evil.

### Daily Life

Incandescent champions continue to pursue whatever avocations or interests they possessed before joining the order. In particular, a character who functioned as an itinerant adventurer before becoming an incandescent champion is very likely to continue her travels and adventures with little interruption. Different chapters have different expectations in this regard, but none impose terribly difficult requirements upon their members. The Knights of the Crescent Moon, for example, require only attendance at a yearly gathering, so that all current members can renew their oaths of fellowship.

### Notables

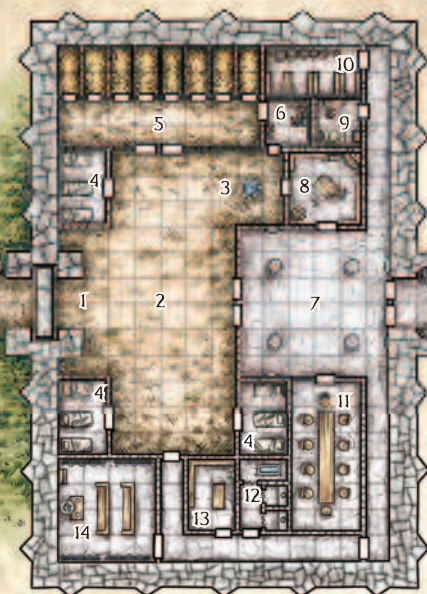
No overarching fellowship of incandescent champions exists, but each chapter or order has its own history of great heroes, tragic figures, and noteworthy leaders. For example, Prince Harel zur Karmaud, the youngest son of a sultan who was assassinated by his own brother, is revered as the founder of the Knights of the Crescent Moon.

Harel's uncle Yisfar killed or imprisoned all the prince's older siblings to secure his power, but Harel eluded capture and rose to lead a revolt against the usurper. Though Yisfar was a sorcerer of formidable power, Prince Harel succeeded in overthrowing him. But rather than assuming the throne, as his supporters urged him to do, Harel freed his sister Analya and surrendered power to her, saying only that he was not worthy to be sultan because he had spilled the blood of his uncle. Harel is long dead now, but legend holds that he will return someday to defend the land in the hour of its greatest need.

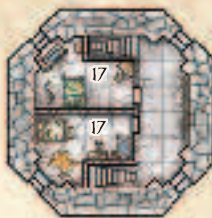
Though she is not a member of the order, Lady Illeera Suntower is a noteworthy patron of the Knights of the Crescent Moon. Her family has sponsored the organization for generations, providing the order with a small chapterhouse known as the Keep of the Moon in its home city of Daristin. Lady Illeera's generous donations pay for maintenance of the keep, provide new members with *crescent moon clasps* (see page 121), and ensure that the order can keep a small

# Keep of the Moon

One square = 5 feet



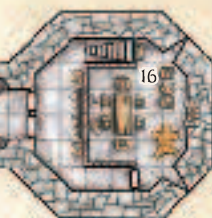
Second Floor



Third Floor



Ground Floor



Fourth Floor



**Key:**

- |                                    |                  |                       |
|------------------------------------|------------------|-----------------------|
| 1. Stone Door (Slides Into Ground) | 9. Cook's Room   | 18. Master Bedchamber |
| 2. Courtyard                       | 10. Larder       | 19. Atrium            |
| 3. Well                            | 11. Dining Room  |                       |
| 4. Barracks                        | 12. Privies/Bath |                       |
| 5. Stables                         | 13. Armory       |                       |
| 6. Storage/Pantry                  | 14. Chapel       |                       |
| 7. Main Hall                       | 15. Gallery      |                       |
| 8. Kitchen                         | 16. Meeting Room |                       |
|                                    | 17. Bedchamber   |                       |



staff of guards and servants on hand. While the knights are not often present at the Keep of the Moon, they are generous in sharing their house with various low-level clerics, monks, soulborn, and paladins who minister to the city's needy.

## Organization

Small chapters and orders of incandescent champions can be found in many lands, particularly in elf and human kingdoms with chivalric traditions. The Knights of the Crescent Moon is an excellent example of such an order, but similar organizations also exist in a number of other lands.

The rigorous egalitarianism espoused by the Knights of the Crescent Moon means that, at least in theory, all members of the order are equals and none may command her fellows. However, the knights recognize that this arrangement isn't always practical, so certain informal arrangements have evolved. By tradition, one knight remains at or near the Keep of the Moon at all times. The knight assigned to this post, known as the castellan, holds the keys to the keep for one year. At that point, she hands off the task to the successor she has selected. If a dire need arises, the castellan can call for any knight she deems ready and able to meet the challenge of the task at hand. Very few knights disregard a summons of this sort.

The second tradition of leadership within the order is an informal council consisting of two or three of the most experienced knights. Whenever the order as a whole cannot reach consensus about a particular issue, and the castellan cannot or will not exercise her authority to require action, these senior knights debate the issue and

then present a recommendation to their fellows. Since the appearance of unanimity is part of the knightly tradition, few Crescent Moon knights argue with decisions made in this manner.

The current castellan is Sayyara na Retheil (see Encounters, below). She is frequently in attendance at the Sultan's court, and she also serves as a captain of the city watch, a bodyguard for royalty, and a keen-eyed watcher of politics and magical events in and around the city of Daristin. Though Sayyara is a relatively junior knight, her fellows regard her as levelheaded and resolute. Differences of opinion with her free-minded compatriots have been few and far between—at least so far.

## NPC Reactions

Nobles of neutral or good alignment are friendly toward known incandescent champions, since they recognize the orders sponsoring them as bastions of faithful service and compassionate courage. By the same token, nobles and other powerful individuals of evil alignment resent the incandescent champions' meddling, and fear discovery or chastisement by the order. Such individuals are unfriendly toward known incandescent champions, though they might feign indifference to avoid raising suspicions.

Paladins and good-aligned clerics devoted to specific deities view incandescent champions as "loose cannons." Because faithful servitors of established religions tend to distrust a tradition of service that places no importance on an individual's standing with the gods, they are indifferent to known incandescent champions. However, good clerics who do not venerate specific deities (in other words,



clerics who choose domains but not patron deities) hold incandescent champions in higher regard and are friendly toward them.

Incandescent champions have the same kinds of enemies paladins do—namely demons, devils, evil monsters, undead, and individuals of all races who serve evil causes. Such servants of darkness find incandescent champions who started their careers as paladins doubly offensive.

## INCANDESCENT CHAMPION LORE

Characters with ranks in the Knowledge (nobility and royalty) skill can research the incandescent champions to learn more about them and their orders. A character gains the information corresponding to all DCs equal to or below her Knowledge (nobility and royalty) check result.

**DC 10:** Some champions of good have souls so strong and pure that evil creatures can neither look them in the eye nor abide their touch.

**DC 15:** These enlightened warriors are known as incandescent champions because they glow with a holy aura or radiance when they use their magical powers. Most of them belong to special knightly orders or fellowships, such as the Knights of the Crescent Moon. The members of these orders are devoted to serving the common good, and they believe that all folk are of great worth.

**DC 20:** Incandescent champions can strike their enemies with rays of light, heal themselves and their allies, and even turn into radiant ghosts. The most powerful among them are like angels in human form.

**DC 30:** Lady Illeera Suntower is the secret patroness of the Knights of the Crescent Moon. She gives each new knight a magic cloak clasp as a gift, and the knights undertake missions at her behest.

In any given land, experienced paladins, nobles, and clerics know of at least one prominent incandescent champion, although they might not think of her as such. In most cases, they regard her as a member of a small but valiant knightly order.

## INCANDESCENT CHAMPIONS IN THE GAME

A chapter of incandescent champions makes a fine knightly society for a campaign, and its members can serve as allies or patrons for bands of player characters. In fact, incandescent champions go out of their way to cultivate relationships with companies of good-aligned adventurers, providing them with useful information and contacts in exchange for their help in checking evil threats.

If a character in your campaign has chosen the path of the incandescent champion, make sure you give her the opportunity to resolve some problems through faith, trust, and goodwill. After all, if every foe whose life she spares repays her efforts by murdering townsfolk a few days later, you merely demonstrate to her that compassion and redemption have no place in your game.

Similarly, if she calls on foes to surrender but begins every fight flat-footed because the enemy shoots instead of talks, she's likely to wonder why she bothered with the prestige class. An incandescent champion is ultimately a warrior, so make sure you give her plenty of opponents that she can defeat with courage and swordplay, but

don't punish her for attempting to show mercy and be compassionate.

## Adaptation

Although the incandescent champion is designed to make use of *essentia*, you could strip out the *incarnum* aspects of the class and simply make the special abilities supernatural or spell-like. To do so, you must create a method for determining the caster level of each ability's effect. For example, you might decide that the incandescent ray deals damage based on the character's incandescent champion level instead of on the amount of *essentia* she invests.

You can easily adapt the Knights of the Crescent Moon to your campaign just by changing a few names. The group could also be a special meritorious order, in which a character can gain full membership only by completing some great service to monarch or country. Or the order could be a masked fellowship of good-aligned nobles and knights who secretly oppose an evil tyrant.

## Encounters

An incandescent champion is most likely to be encountered as a potential ally or patron of the player characters. However, she should not be afraid to confront even powerful adventurers who are acting with unusual cruelty or arrogance. In fact, incandescent champions keep an eye open for adventurers who seem to be in need of moral guidance. Incandescent champions believe that they can appeal to another hero's temporarily forgotten better nature and show him the way back to the straight and narrow by demonstrating courage and mercy on a regular basis.

**EL 11:** Sayyara na Retheil, Castellan of the Keep of the Moon, decides to cultivate the PCs as her agents. However, she wants to determine their mettle before entrusting them with important and sensitive missions. To that end, she offers to accompany them for a time, concealing her true identity and role to observe them.

## SAYYARA NA RETHEIL

CR 11

Female human paladin 6/incandescent champion 5

LG Medium humanoid (*incarnum*)

**Init** +0; **Senses** Listen +1, Spot +1

**Aura** courage (10 ft., allies +4 against fear)

**Languages** Common, empathic link

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**AC** 22, touch 10, flat-footed 22

**hp** 87 (11 HD); fast healing (when *essentia* is invested)

**Immune** disease, fear

**Fort** +12, **Ref** +7, **Will** +11

---

**Speed** 20 ft. (4 squares)

**Melee** +2 *bastard sword* +15/+10 (1d10+7/19–20) or

**Melee** +2 *bastard sword* +16/+11 against evil creatures (1d10+7/19–20) or

**Ranged** incandescent ray +9 touch (2d8) or

**Ranged** incandescent ray +10 touch (2d8) against evil creatures

**Base Atk** +9; **Grp** +12

**Atk Options** smite evil 3/day (+4 attack, +10 damage); unbearable countenance (move action, Will DC 16 negates)

**Special Actions** lay on hands 24 points/day, incandescent ray, incandescent strike, turn undead 7/day (+6, 2d6+7, 3rd)

**Combat Gear** 2 *potions of cure moderate wounds*, wand of cure light wounds

**Paladin Spells Prepared** (CL 3rd):

1st—*divine favor*, *lesser restoration*

**Essentia Pool** 7; **Capacity** 2; **Chakra Binds** 0; **Soulmelds** 0

**Essentia Investment**

Incandescent ray 2 (ranged touch attack deals 2d8 points of damage to target within 60 ft.)

Incandescent strike 2 (+2 bonus on melee damage rolls)

Sapphire Smite 2 (two extra smite attacks per day; +2 bonus on smite damage rolls)

Unbearable countenance 1 (gaze renders one foe within 30 ft. shaken for 1 round, Will DC 15 negates)

**Spell-Like Abilities** (CL 6th):

At will—*detect evil*

1/day—*remove disease*

**Abilities** Str 16, Dex 10, Con 14, Int 8, Wis 12, Cha 18

**SQ** strong aura of good, special mount 1/day (12 hours, heavy warhorse), share spells, fast healing, incarnum overload

**Feats** Azure Touch, Bonus Essentia, Exotic Weapon Proficiency (bastard sword), Sapphire Smite, Weapon Focus (bastard sword)

**Skills** Concentration +11, Diplomacy +8, Heal +4, Knowledge (religion) +4, Ride +7

**Possessions** combat gear plus *gauntlets of ogre power* +2, *cloak of Charisma* +2, +1 *full plate armor*, +1 *heavy steel shield*, +2 *bastard sword*, *crescent moon clasp*

**Fast Healing (Su)** heals hp equal to essentia invested up to 5 rounds per day

**Incarnum Overload (Ex)** 1/day, +4 essentia capacity to chosen meld, ability, or feat

**Hook** "Have faith, my friends! We can defeat this foe."

**SIROCCO, SAYYARA'S WARHORSE**

**CR** —

LG Large magical beast (augmented animal)

**Init** +1; **Senses** low-light vision, scent; Listen +6, Spot +5

**Languages** empathic link

**AC** 22, touch 10, flat-footed 21

**hp** 45 (6 HD)

**Resist** improved evasion

**Fort** +13, **Ref** +8, **Will** +11

**Speed** 50 ft. (10 squares); Run

**Melee** 2 hooves +8 (1d6+4) and bite +2 (1d4+2)

**Space** 10 ft.; **Reach** 5 ft.

**Base Atk** +4; **Grp** +12

**Abilities** Str 19, Dex 13, Con 17, Int 6, Wis 13, Cha 6

**Feats** Endurance, Run, Weapon Focus (hoof)

**Skills** Jump +10, Listen +6, Spot +5

**Possessions** chain shirt barding

**Crescent Moon Clasp**

Upon acceptance into the Knights of the Crescent Moon, each new member receives a *crescent moon clasp* as a gift from Lady Illeera Suntower, the noble patron of the order. This clasp is a silver brooch in the shape of a crescent moon partially obscured by clouds. While wearing it, a character with an essentia pool gains a +1 sacred bonus on attack rolls against evil creatures. The clasp uses the amulet, medallion, or brooch item slot.

Faint evocation; CL 6th; Craft Wondrous Item, *prayer*, creator must be good; Price 6,000 gp.

**INCARNUM BLADE**

"The spirits of a thousand heroes guide my sword."

—Baron Viktoran Malin,

incarnum blade and leader of the Warriors Eternal

Using a secret passed down through the generations, the incarnum blade shapes soul energy drawn from the greatest warriors of the past into a special soulmeld that is incorporated into his melee weapon of choice. By itself, this *blademeld* grants him amazing combat prowess. When bound to his chakras, it also enhances his personal combat abilities, infusing them with the power of incarnum. When he dies, the incarnum blade merges with the soul energy that powers his weapon, becoming part of the soul legacy upon which future heroes can draw.

**BECOMING AN INCARNUM BLADE**

Because the incarnum blade is a warrior at heart, the simplest and most obvious path into the prestige class is from a fighting class, such as fighter or paladin, that meets the base attack bonus requirement early. A member of a combat-oriented class that has Concentration as a class skill (such as soulborn, paladin, or ranger) has a slight edge over the fighter in qualifying, though such characters must give up their own spellcasting or meldshaping progressions to pursue this path. However, the abilities granted by this prestige class suit any character who focuses primarily on melee combat. Thus, the occasional rogue, monk, or scout (see *Complete Adventurer*) might also be found wielding a *blademeld* for the Warriors Eternal.

Because incarnum blade is only a five-level prestige class, it allows a character to gain a new and unique ability while not venturing too far from a more career-defining base or prestige class.

**ENTRY REQUIREMENTS**

**Alignment:** Any except neutral.

**Base Attack Bonus:** +5.

**Skills:** Concentration 2 ranks.

**CLASS FEATURES**

The primary benefits of this prestige class are the *blademeld* and the abilities granted by its chakra binds. As you attain higher levels of incarnum blade, you unlock additional powers for your *blademeld*. Eventually, you gain the ability to shift your chakra bind on the fly and even bind your *blademeld* to two chakras simultaneously.

Illus. by R. Spencer

TABLE 6-2: THE INCARNUM BLADE

Level	Base				Special
	Attack Bonus	Fort Save	Ref Save	Will Save	
1st	+1	+2	+0	+0	Shape <i>blademeld</i> , <i>blademeld</i> chakra binds (crown, feet, hands)
2nd	+2	+3	+0	+0	<i>Blademeld</i> chakra binds (arms, brow, shoulders)
3rd	+3	+3	+1	+1	Rebind <i>blademeld</i> , <i>blademeld</i> chakra binds (throat, waist)
4th	+4	+4	+1	+1	<i>Blademeld</i> chakra bind (heart)
5th	+5	+4	+1	+1	Dual chakra binding, <i>blademeld</i> chakra bind (soul)

HIT DIE: d10

**Class Skills (2 + Int modifier per level):** Climb, Concentration, Craft, Intimidate, Jump, Knowledge (arcana), Swim

All of the following are class features of the incarnum blade prestige class.

**Weapon and Armor Proficiency:** You gain no new proficiencies with weapons, armor, or shields.

**Shape Blademeld (Su):** At 1st level, you gain the ability to create a special soulmeld called a *blademeld* by wrapping incarnum into a melee weapon of your choice. Doing so ties the chosen weapon more closely to your mind and soul and grants it special powers. A weapon with a *blademeld* shaped on it appears to have a blue glow and is

treated as a magic weapon for the purpose of overcoming damage reduction. Its hardness improves by 5, and its hit points increase by 5 per level you possess in incarnum blade. The weapon also gains a bonus on saving throws equal to your incarnum blade level.

Shaping the *blademeld* requires 8 hours of rest followed by 1 hour of meditation, just like shaping any other soulmeld does. The *blademeld* remains shaped until you unshape it, though it unshapes automatically if the weapon to which it is attached is sundered or otherwise destroyed. Simply losing possession of the weapon does not unshape the *blademeld*, and it still retains its enhanced hardness, hit points, and save bonuses even if you are not holding it. The wielder benefits granted by the *blademeld* do not apply to anyone else who might pick it up.

**Blademeld Chakra Bind (Su):** When you shape your *blademeld*, you can bind it to one of your body's chakras. Doing so grants you a special ability that lasts as long as the *blademeld* is shaped and the weapon is held. Unlike most soulmelds, the *blademeld's* appearance does not change while it is bound to a chakra, and the affected chakra is not apparent in any way to an onlooker. Furthermore, the weapon to which the *blademeld* is attached is still wielded normally, even if it is bound to a chakra other than your hands. You can be disarmed normally, and it can still be sundered in the usual way. If you lose or put down the weapon while it is bound, it remains bound and retains the special characteristics it gains from the *blademeld*; you also retain the special ability gained from the bind. No one else can benefit from the weapon's incarnum-based powers.

Unlike a typical chakra bind, this one does not close the corresponding body slot. For example, a *blademeld* bound to your hands chakra does not prevent you from wearing a pair of magic gloves. *Blademeld* chakra bind does not grant you the ability to bind soulmelds or other magic items to your chakras.

At 1st level, you can bind your *blademeld* to any of your least chakras (crown, feet, or hands); at 2nd level, you can bind it to any least or lesser chakra; and at 3rd level, you can bind it to any least, lesser, or greater chakra. At 4th level, you can bind your *blademeld* to your heart chakra, and at 5th level, you can bind it to your soul chakra. Binding your *blademeld* to a chakra grants you a special ability according to the chakra chosen, as detailed below.

**Crown Chakra:** As long as this chakra bind is in effect, you have uncanny battlefield insight. Opponents that flank you do not gain the normal +2 bonus on attack rolls against you, though they still gain any other benefits they normally would, such as the ability to deliver a sneak attack. You also gain a +4 insight bonus on opposed attack rolls made to avoid being disarmed of the weapon with the *blademeld* or to avoid having it sundered. In addition, you gain a +4 insight bonus on Sense Motive checks made when someone attempts a feint against you in combat (see the Bluff skill description, page 68 of the *Player's Handbook*).

**Feet Chakra:** You react more quickly than usual to danger, gaining a +2 insight bonus on initiative checks while this chakra bind is in



An incarnum blade,  
one of the Warriors Eternal

effect. In addition, you can make attacks of opportunity with the *blademeld* weapon even while flat-footed.

**Hands Chakra:** You can deal precise blows in combat. While the *blademeld* is bound to this chakra, you gain a +1 insight bonus on damage rolls made with the *blademeld* weapon.

**Arms Chakra:** You can deal devastating strikes in combat. While it is in effect, this chakra bind grants you a +4 insight bonus on attack rolls made to confirm a critical threat with the *blademeld* weapon.

**Brow Chakra:** You can more effectively battle foes that you can't see clearly while this chakra bind is in effect. Every time you miss an attack with the *blademeld* weapon because of the opponent's concealment, you can reroll your miss chance percentile roll once to see if you actually hit. This ability functions much like the Blind-Fight feat. If you already have Blind-Fight, you gain no additional benefit—that is, you are still entitled to only one reroll.

**Shoulders Chakra:** You gain the ability to avoid certain particularly deadly strikes. Any time a melee attack would deal you a critical hit, you have a 25% chance to negate the extra damage from it. This ability is active as long as this chakra bind is in effect. You need not be aware of the attack for the ability to function, but it grants no benefit if you are unconscious or otherwise helpless. This chakra bind has no effect against sneak attacks, and its benefit does not stack with that of the fortification armor or shield special quality.

**Throat Chakra:** At will, you can brandish the weapon bearing the *blademeld* and utter a hearty battle shout that demoralizes foes. Each enemy within 60 feet who can hear you must save or become shaken for 1 round (Will DC 10 + incarnum blade level + Con modifier). You can use this ability at will as a standard action as long as the chakra bind is in effect.

**Waist Chakra:** As long as this chakra bind is in effect, you are incredibly stable and well balanced when wielding your *blademeld* weapon. You gain a +10 insight bonus on checks made to avoid being bull rushed, grappled, tripped, or overrun. You also retain your Dexterity bonus to AC (if any) even while flat-footed.

**Heart Chakra:** The weapon bearing the *blademeld* grants you improved health and well-being in combat as long as this chakra bind is in effect. You gain bonus hit points equal to twice your character level (maximum +40). These extra hit points are not lost first the way temporary hit points are; if you change the chakra bind of your *blademeld*, you lose them immediately.

**Soul Chakra:** Your *blademeld* weapon gains an alignment for the purpose of overcoming damage reduction. When you activate the chakra bind, you can choose any single alignment component (chaos, evil, good, or law) that matches one of your own. Thereafter, the choice cannot be changed until a new *blademeld* is shaped. Against creatures with an alignment subtype (not just an alignment) opposed to the selected component, your weapon deals an extra 1d6 points of damage. If the *blademeld* weapon would ordinarily deal extra damage to the opponent because of the bane special quality or any of the alignment weapon qualities, the extra damage dice stack.

For example, a lawful good incarnum blade who chooses this chakra bind could grant either the lawful or the good alignment to his *blademeld* weapon. If he chose good, his weapon would deal an extra 1d6 points of damage to all creatures with the evil subtype (such as demons and devils), but not to an evil necromancer who does not have the evil subtype.

**Rebind Blademeld (Su):** At 3rd level, you gain the ability to change the chakra to which your *blademeld* is bound. You can use this ability a number of times per day equal to 1 + your Constitution bonus (minimum 1/day). Rebinding your *blademeld* is a standard action that does not provoke attacks of opportunity.

At 5th level, you can change one or both of your *blademeld*'s two chakra binds simultaneously as a standard action.

**Dual Chakra Binding:** Upon attaining 5th level, you can bind your *blademeld* to two of your chakras simultaneously. The second chakra bind must be one that was gained at a lower incarnum blade level than the first. For example, if the first chakra bind is throat, the second cannot be waist; it must be lesser or least. You gain the special abilities from both chakra binds as though you were using each independently.

## PLAYING AN INCARNUM BLADE

You are the next in a long line of heroes, and you feel the presence of those who came before you each time you swing your weapon. You do battle not for riches, but for the glory of your victories. Each time you defeat a foe, you enhance your own legacy, thereby increasing the power that your eventual death will add to the soul energy that fuels the weapons of incarnum blades everywhere. Because you know that you must live up to the ideals of the hundreds of departed heroes whose spirits power your weapon, you never enter battle needlessly and you are not a ruthless killer on the battlefield. You choose fights that pit you against worthy opponents, and you are honorable enough to give quarter if your opponent pleads for it.

Like all your fellow incarnum blades, you are a member of the Warriors Eternal—the mercenary company that holds the secrets of manipulating *blademelds* and maintains the Eternal Host—the source of power for all *blademelds*. The Eternal Host is a mass of soul energy created from the spirits of great heroes who have perished in battle. Whenever a member of the company falls in battle, the Warriors Eternal do their best to recover both the body and the focus weapon of the slain member. By sacrificing these to the host of warrior spirits in a special ritual, they add the fallen soul to the Eternal Host, thereby increasing its power.

Most of the time, the leaders of the Warriors Eternal are content to let you gain glory through your own adventures, but you might be called to serve the organization at any time. You might be asked to deliver military documents to a local ruler, or to serve a tour of duty along a war-torn front, or even to retrieve the corpses and weapons of fallen Warriors Eternal from the battlefields where they died.

The key ability that you gain from this prestige class is the ability to shape a *blademeld*. As you attain higher levels, your *blademeld* becomes ever more versatile. Eventually,

you gain the ability to shift its power to whichever combat ability needs enhancement at the time. As your combat prowess increases, you garner favor with the Warriors Eternal, whose members might see fit to grant you support and assistance upon request.

## Combat

The key aspect of your abilities is the versatility you gain from your *blademeld*. Because this soulmeld can be applied to any melee weapon, you are not tied to one specific weapon throughout your adventuring career. As soon as you become an incarnum blade, you can gain any one of three different combat benefits, depending upon which chakra bind you select. Choosing which ability to manifest is an important daily decision that has a profound effect on your fighting style.

Your *blademeld* can also work in concert with any magical properties the selected weapon might have. For instance, binding a *blademeld* keen falchion to your arms chakra lets you make the most of the weapon's high threat range. In like manner, a holy weapon with a soul-bound *blademeld* would deal an extra 3d6 points of damage to creatures with the evil subtype.

At higher levels, your combat versatility increases, allowing you to react to any situation by shifting your chakra binds to gain the most useful abilities for the situation at hand. Moving a chakra bind to your heart chakra can be as effective as a moderate-level healing spell, while dual-binding to your soul and hands chakra is an excellent way to maximize the damage you deal. With the wide variety of abilities available, you can be prepared for just about any situation.

## Advancement

The leaders of the Warriors Eternal select only those who have already demonstrated heroic potential to join their company. Perhaps they deem you a good candidate you because you have already performed some quest at the company's behest, or perhaps it was because your deeds exemplify the company's ideals. Whatever the reason, they make contact with you when they feel you are ready. At that time, they discuss the concept of the Eternal Host with you, explaining how the souls of the greatest warriors of the past can help the heroes of today. If you agree to allow the energy of your soul to join the Eternal Host upon your eventual death, you are accepted into their ranks and taught the secrets of the *blademeld*.

After your indoctrination, your life changes little. As a member of the Warriors Eternal, you are encouraged to seek your own destiny in your own way just as you did before you joined the company, though you must report back periodically. Now and then the leaders ask you to perform some specific task, but for the most part, you can choose your own path to glory. Adventurers of all sorts are your natural companions, though you sometimes feel drawn to military service when the need is great.

As you attain higher levels, you might want to take additional feats that increase your *essentia* or improve your fighting ability. Cobalt Charge and Cobalt Critical are especially useful for augmenting your combat prowess.

## Resources

Because the members of the Warriors Eternal pride themselves on being among the best-equipped fighting professionals around, its leaders make every effort to ensure that you have weapons and armor befitting your station. They routinely provide masterwork armor or weapons, and they can help broker deals for magic arms and armor on request.

If you fall in battle, rest assured that the other members of the company will make every effort to retrieve your corpse and, in most cases, have it restored to life. Though *raise dead* and similar spells certainly delay a soul's absorption into the Eternal Host, the leaders of the Warriors Eternal know that heroes brought back from the dead are likely to perform even greater heroics in the future, thereby enriching the Eternal Host that much more when they meet their final ends. Falling a second time to the same foe, however, is clear evidence that your destiny has been met, and it is time for your soul to enrich the Eternal Host.

## INCARNUM BLADES IN THE WORLD

*"Dependable and virtuous—I'll count on the Warriors Eternal any day to watch my back."*

—Duke Ferlandir, Major General of the Allied Army of the Five Nations

The incarnum blade provides an excellent means of introducing the concept of incarnum into a campaign. An NPC incarnum blade makes an interesting opponent, and fighting or traveling with one can help to interest PCs in this and other incarnum-wielding prestige classes. Once PCs become aware of the Warriors Eternal, that organization can serve as a source for adventures and provide a structured method for PCs to gain access to incarnum.

The exact nature of the ritual used to absorb a fallen member of the Warriors Eternal into the Eternal Host is left for you as DM to create if needed. The only requirement is that some part of the slain warrior's mortal remains be present, along with the last weapon on which he shaped a *blademeld*.

## Daily Life

Incarnum blades are encouraged to undertake the same sorts of missions and quests that they did prior to gaining their *blademelds*, and they can choose their own companions as they always have. However, all incarnum blades must frequently report back to the Warriors Eternal or be labeled as rogues and hunted down.

## Notables

Baron Viktoran Malin currently leads the Warriors Eternal, and he alone holds the power to decide who is invited to join the elite cadre. Although individual members are encouraged to adventure and make names for themselves in battle, Viktoran envisions a time in the not-to-distant future when he will marshal all his troops under his banner at once. In these visions of glory—or as some claim, delusions of grandeur—he leads the mightiest army of living heroes ever assembled into battle, accompanied by the spirits of heroes from every age.

Viktoran believes that the power of the Eternal Host grows ever stronger as more spirits are added, and that he alone knows the secret to pulling forth all of its power. Thus, though he despises needless death, he sends members of the company on errands that are fraught with peril. In his mind, the company cannot lose—either the member grows stronger by defeating the challenges before him, or the Eternal Host gains power from absorption of a new soul.

As much as the Warriors Eternal try to guard the secrets of the incarnum blade, a few members of the prestige class operate outside the company. Occasionally, a member who has learned the power of the incarnum blade “goes rogue,” disappearing and going into hiding because he has decided not to make the ultimate soul sacrifice after all. A few such rogues still draw upon the Eternal Host to power their weapons, but doing so reveals their presence to the leader of the company, and Viktoran wastes no time in tracking them down. The only rogue member the baron has not pursued is a former Warrior Eternal known as Belgir Thraan, whom Viktoran raised from a young age. Though Belgir has committed the ultimate act of heresy by going rogue, Viktoran still views the youth as a lost son and cannot bring himself to order his destruction.

## Organization

The Warriors Eternal is a loose mercenary force with two primary goals—to gain prestige in battle, and to maintain the Eternal Host, the pool of soul energy that fuels *blademelds*. In return for the secrets of the *blademeld*, these mighty warriors have sworn that someday their own souls will join those who have gone before and help to power the weapons of tomorrow’s heroes. Not all members of the Warriors Eternal wield the power of the incarnum blade—the lower ranks consist primarily of hopeful fighters and paladins petitioning for the privilege of joining the *blademeld* wielders.

The Warriors Eternal utilizes the services of initiates in a variety of ways. As an elite mercenary company, the organization deploys its forces alongside the armies of various nations, providing them with needed reinforcements while garnering new recruits. The leaders of the company might send new members out as couriers to deliver military agreements or offers. Occasionally (and more frequently than members care to admit), an initiate might be dispatched to recover the body and weapon of a fallen comrade and bring them back for the ritual that will make the slain warrior part of the Eternal Host.

Because the Warriors Eternal is a mercenary company, its members have military ranks. They are so independent, however, that such titles garner little more than cordial respect from other members. Reporting to the baron are five captains, who have gained his favor through valorous deeds. When a platoon or company of Warriors Eternal is marshaled for war, one of these captains leads the detachment, appointing lieutenants of his own choosing. Because the officers of the Warriors Eternal look favorably upon deeds of honor and valor, performance is the key to advancing within the ranks and obtaining the best assignments.

## NPC Reactions

Veterans of wars gone by remember the heroism of previous Warriors Eternal, so they are likely to be friendly toward incarnum blades. Soldiers and knights currently serving in armies also respect the prowess that the mercenary company represents. Common folk, however, know little of such deeds beyond legends and rumors, so they tend not to associate those past heroics with present-day incarnum blades.

A rare few are privy to certain secrets of the Warriors Eternal through rumor or happenstance. Perhaps they know that the body of a friend or family member who fell in service to the Warriors Eternal was spirited away for some ritual. Perhaps a paladin or cleric in a particular town has been approached for membership and refused it because he believes that souls should be laid to rest properly, not reused in some macabre ritual. Such individuals tend to be unfriendly to incarnum blades, believing the Warriors Eternal to be little more than a glorified death cult.

## INCARNUM BLADE LORE

Characters with the bardic knowledge ability or ranks in Knowledge (history) might know of some past heroes who were incarnum blades, or something about the company known as the Warriors Eternal. Such characters can also conduct research to learn more about incarnum blades and their organization. A character gains the information corresponding to all DCs equal to or below his bardic knowledge or Knowledge (history) check result.

**DC 10:** While many great warriors have borne mighty magic weapons, only a few have wielded weapons that seemed to be laced with otherworldly energy.

**DC 15:** The warriors known as incarnum blades can wrap their weapons in a strange soul energy that grants them power beyond that of most magic weapons. Such people are members of the Warriors Eternal, an elite mercenary band.

**DC 20:** The incarnum blades have sworn to forfeit their very souls upon death to power the next generation of Warriors Eternal.

**DC 30:** The leader of the Warriors Eternal, Baron Malin, seeks to gather the souls of the noblest and bravest heroes of the land. His purpose sounds just, but those heroes must die to sacrifice their souls.

A DC 20 Gather Information check made near a settlement or fortification where a contingent of the Warriors Eternal operates is sufficient to find a contact within the mercenary company if a character seeks employment or admission.

## INCARNUM BLADES IN THE GAME

Incarnum blades and their organization can be easily added to an ongoing campaign. The Warriors Eternal could suddenly become interested in the realm where the PCs are adventuring, or a local ruler might ask them to provide military support for defense or war.

This prestige class gives players a way to dabble in the incarnum magic system without worrying about the complexities of *essentia* and *meld* capacity. Since the prestige class has only five levels, a warrior can advance in incarnum blade without deviating too far from a classic fighter

progression, and he can still adopt a more career-defining prestige class later in his career.

### Adaptation

Although the incarnum blade is designed with the incarnum magic system in mind, the prestige class can also fit neatly into any standard campaign. Much of its flavor can remain the same even if incarnum does not exist, but against such a backdrop, the Eternal Host might be better played as a darker, more malevolent force. Perhaps it grants the Warriors Eternal temporary power in this life in exchange for their souls, which it consumes when they die. Or perhaps the company collects the corpses of heroes to feed the Eternal Host without the consent of the fallen.

### Encounters

The PCs might encounter the Warriors Eternal as an allied force on the battlefield, or they might accompany some members in an entourage. Perhaps a high-level PC acquires a typical Warrior Eternal as a cohort. As another option, the company's officers might recruit the PCs to hunt down deserters.

### TYPICAL WARRIOR ETERNAL

CR 8

Male human fighter 5/incarnum blade 3

LN Medium humanoid (incarnum)

**Init** +1; **Senses** Listen +1, Spot +1

**Languages** Common

**AC** 23, touch 11, flat-footed 22

**hp** 65 (8 HD)

**Fort** +9, **Ref** +3, **Will** +3

**Speed** 20 ft. (4 squares)

**Melee** +1 *longsword* +14/+9 (1d8+7/19–20) or

**Melee** +1 *longsword* +15/+10 (1d8+8/19–20) charging or

**Ranged** composite *longbow* +9/+4 (1d8+4/×3)

**Base Atk** +8; **Grp** +12

**Atk Options** Power Attack with Cobalt Power (–4 attack, +6 damage); Cobalt Charge (+1 on attack rolls and damage rolls when charging)

**Special Actions** demoralizing shout (renders foes in a 60-ft. burst shaken for 1 round, Will DC 15 negates)

**Combat Gear** *potion of cure moderate wounds*, *potion of invisibility*

**Essentia Pool** 3; **Capacity** 2; **Chakra Binds** 1;

**Soulmelds** 1

**Soulmelds and Essentia Investment** (CL 3rd):

*Blademeld* (+1 *longsword* with hardness 15, hp 20, +3 bonus on saves; demoralizing shout; bound to throat chakra)

Cobalt Charge 1 (+1 insight bonus on attack rolls and damage rolls when charging)

Cobalt Power 2 (+2 insight bonus on attack rolls and ability checks to avoid bull rush, overrun, and sunder attacks; +2 insight bonus on damage rolls made with Power Attack)

**Abilities** Str 19, Dex 13, Con 14, Int 8, Wis 12, Cha 10

**SQ** *blademeld*, *blademeld* chakra binds (crown, feet, hands, arms, brow, shoulders, throat, waist), rebind *blademeld*

**Feats** Cleave<sup>B</sup>, Cobalt Charge, Cobalt Critical, Cobalt Power, Power Attack<sup>B</sup>, Weapon Focus (*longsword*)<sup>B</sup>, Weapon Specialization (*longsword*)

**Skills** Climb +5, Concentration +4, Intimidate +11

**Possessions** combat gear plus +1 *longsword*, +1 *heavy steel shield*, +1 *full plate armor*, *gauntlets of ogre power* +2, composite *longbow* (+4 Str bonus) with 25 arrows, 57 gp

**Hook** “We are the heroes of yesterday, today, and tomorrow.”

### New Feats: Incarnum Feats

Incarnum feats are a great way for players of incarnum blades to make further use of the incarnum rules. Feats such as Cobalt Critical, Cobalt Power, and Midnight Dodge would certainly appeal to a fighter or other combat-oriented character looking for a way to use incarnum to his advantage.

## IRONSOU L FORGEMASTER

“In my axe dwell the souls of my fathers.”

—Bazut Stonehewer,  
ironsoul forgemaster

Skilled smiths can produce weapons of steel, and some can create weapons incorporating both steel and magic, but only the ironsoul forgemaster can craft a weapon that combines these arts with the shaping of soul essence. An ironsoul forgemaster can produce a weapon that is physical, magical, and soulmelded all at the same time, and in his hands it becomes a potent armament indeed.

All ironsoul forgemasters are dwarven mastersmiths who possess skill at crafting arms and armor, but they are also great champions of the dwarven people. Resolute and determined, they serve as preservers of ancient lore, guardians of sacred places, teachers of craft and skill, and holy servants of the dwarf deities. Because they can forge and wield weapons of terrible power, they embody the dwarven belief that skill coupled with courage can defeat any foe.

### BECOMING AN IRONSOU L FORGEMASTER

Only a dwarf who is an accomplished armorsmith or weaponsmith can become an ironsoul forgemaster. A character with skill points to spare (for example, a ranger or a rogue) can accumulate the necessary ranks in Craft without sacrificing other useful skills, but ultimately the forgemaster is not a skill-user. A cleric, fighter, or other low-skill character with a good Intelligence score can also meet this requirement easily and is a much more appropriate candidate for the prestige class.

The second major requirement for entry is the ability to shape soulmelds. Since one of the greatest benefits of this class is continuous improvement of the character's meldshaping abilities, taking a level of incarnate is a more effective way to meet this prerequisite than taking a feat that grants the ability to shape a soulmeld, or even taking a couple of levels in soulborn. The ironsoul forgemaster is generally a better melee combatant than the typical incarnate, so the best candidate is one who combines

TABLE 6–3: THE IRNSOUL FORGEMASTER HIT DIE: d8

Level	Base				Special	Meldshaping
	Attack Bonus	Fort Save	Ref Save	Will Save		
1st	+0	+2	+0	+2	Shield bond	—
2nd	+1	+3	+0	+3	Secrets of the forge	+1 level of existing meldshaping class
3rd	+2	+3	+1	+3	Forge lore	+1 level of existing meldshaping class
4th	+3	+4	+1	+4	Chakra bind (arms)	+1 level of existing meldshaping class
5th	+3	+4	+1	+4	Armor bond	+1 level of existing meldshaping class
6th	+4	+5	+2	+5	Chakra bind (waist)	+1 level of existing meldshaping class
7th	+5	+5	+2	+5	—	+1 level of existing meldshaping class
8th	+6	+6	+2	+6	Chakra bind (shoulders)	+1 level of existing meldshaping class
9th	+6	+6	+3	+6	Weapon bond	+1 level of existing meldshaping class
10th	+7	+7	+3	+7	Chakra bind (heart)	+1 level of existing meldshaping class

**Class Skills (2 + Int modifier per level):** Concentration, Craft, Diplomacy, Knowledge (arcana), Knowledge (religion), Profession, Sense Motive, Spellcraft

fighter and incarnate levels, thereby gaining some fighting prowess as well as the ability to shape soulmelds that are useful in melee.

#### ENTRY REQUIREMENTS

**Race:** Dwarf.

**Alignment:** Any nonevil.

**Skills:** Craft (armorsmithing or weaponsmithing) 8 ranks, Knowledge (arcana) 2 ranks.

**Meldshaping:** Ability to shape soulmelds.

## CLASS FEATURES

As an irnsoul forgemaster, you create special bonds with the items that you craft. As long as you were the original creator of the armor, shield, or weapon in question, it doesn't matter if someone else grants it an enhancement bonus or other special quality later—the item is still considered to be crafted by you.

All of the following are class features of the irnsoul forgemaster prestige class.

**Weapon and Armor Proficiency:** You gain no new proficiencies with weapons, armor, or shields.

**Meldshaping:** At each irnsoul forgemaster level after 1st, you increase your meldshaper level, the number of soulmelds you can shape, the number of chakra binds you can create, and your essentia pool as if you had gained a level in the meldshaping class to which you belonged prior to gaining the irnsoul forgemaster level. You do not, however, gain any other abilities of that class, such as new tiers of chakra binds. If you had more than one meldshaping class before becoming an irnsoul forgemaster, you must decide to which class to add each level for the purpose of determining your essentia pool, meldshaper level, and the number of soulmelds and chakra binds available.

**Shield Bond (Su):** At 1st level, you create a special bond with any shield that you craft. This bond allows you to invest essentia in the shield as if it were a soulmeld. Doing so grants you resistance 5 per point of invested essentia against acid, cold, electricity, fire, and sonic damage.

You gain this ability only while using the shield for defense, not while carrying it on your back or in a container. If you stop using the shield, you lose the ability until you use it again, though you can reinvest the essentia in another soulmeld or ability on your next turn, as normal.

**Secrets of the Forge (Ex):** At 2nd level, you gain Craft Magic Arms and Armor (see page 81 of the *Player's Handbook*) as a bonus feat, even if you do not meet the prerequisites. Your effective caster level for the purpose of crafting magic arms and armor is three times your irnsoul forgemaster level. For example, a 5th-level incarnate/2nd-level irnsoul forgemaster is treated as a 6th-level caster for the purpose of creating magic arms and armor. These effective levels also stack with any other caster levels that might apply.

You must still meet any other prerequisites for creating the desired item, such as other feats or the casting of specific spells. This stipulation might mean that you need the assistance of other characters to create a particular item.

**Forge Lore (Ex):** When you attain 3rd level, the soul energy flowing through your mind and body establishes a connection to the souls of your people's ancestral forgemasters. This soul-to-soul communion grants you an insight bonus equal to your irnsoul forgemaster level on all Craft (armorsmithing) and Craft (weaponsmithing) checks.

**Chakra Binds:** Beginning at 4th level, you can bind your soulmelds or magic items to your arms chakra, in addition to any other chakras you have available. When you attain 6th level, your waist chakra becomes available for chakra binds. At 8th level, you can bind soulmelds or magic items to your shoulders chakra, and at 10th level, you can bind them to your heart chakra.

**Armor Bond (Su):** At 5th level, you create a special bond with any suit of armor that you craft. This bond allows you to invest essentia in the armor as if it were a soulmeld. Doing so grants you damage reduction  $n/—$ , where  $n$  is equals the points of essentia invested. This damage reduction stacks with any damage reduction of the same kind granted by the armor. For example, if you invest 1 point of essentia into your self-crafted adamantine full plate armor, you would have DR  $4/—$  (3 from the armor +1 from essentia).

You gain this ability only while wearing the armor in the usual way. If you stop wearing it or if it is destroyed, you lose the ability until you put it on again, though you can reinvest the essentia in another soulmeld or ability on your next turn as normal.

**Weapon Bond (Su):** At 9th level, you create a special bond with any weapon that you craft. This bond allows you to invest essentia in the weapon as if it were a soulmeld. Doing so grants you an insight bonus equal to twice the



number of points of invested *essentia* on your damage rolls. If you have at least 1 point of *essentia* invested in the weapon, it also dazes any living opponent you strike with it for 1 round (Fortitude negates, DC 10 + invested *essentia* + Con modifier).

You gain this ability only while wielding the weapon in the usual way. If you stop wielding it, you lose the ability until you pick it up again, though you can reinvest the *essentia* in another soulmeld or ability on your next turn as normal.

## PLAYING AN IRNSOUL FORGEMASTER

You are a stalwart champion of the dwarven people. Though you are valiant in battle and rarely shy away from a fight, you know that your skill with hammer and meld is far and away your best weapon. Like the other irnsoul forgemasters who came before you, your true power lies not in the strength of your arm, but in the depth of your skill and lore. You understand better than most that although ferocity in battle certainly has its place, only a fool goes to war unprepared. Every time a dwarf fails to provide himself with the best tools for the job at hand, he invites failure.

Your hard-earned skill at making arms and armor has made you deliberate, patient, and relentless in pursuit of whatever project you undertake—including making war on the enemies of the dwarven race. Before undertaking any task, you carefully size up the job, decide which tools, tactics, or weapons will help you succeed, and then apply your solution in a methodical and efficient manner. You regard a battle as nothing more or less than a job that must be undertaken correctly, with the right weapon and the right approach. You rarely lose sight of why you're fighting or what you're trying to accomplish in a given battle.

Like your fellow irnsoul forgemasters, you belong to the Ironsoul Guild (known as the *bolzral alurdar* in Dwarven). This hidden fellowship crosses clan lines and even kingdoms to unite dwarves who possess the skill to combine metalcraft with magic and soul force. Upon joining the guild, you swore never to reveal the secret lore of your craft to outsiders, to aid fellow guild members in need, and to be a faithful servant of Moradin in your travels, your battles, and your work.

### Combat

Your irnsoul forgemaster class abilities naturally lend themselves to carrying a shield, wearing armor, and wielding a melee weapon, leading you to act as a melee combatant first and a meldshaper second. Much like a melee-oriented cleric, your baseline combat effectiveness is significantly lower than that of a fighter or barbarian of equivalent experience. However, the use of soulmelds lets you approach the fighter's ability to deal out damage and also grants you some versatility and flexibility that he doesn't have.

Your chakra binds are a key part of your combat effectiveness, so make sure you are shaping soulmelds that play to your strengths and minimize your weaknesses. If your meldshaping ability stems from previous levels of incarnate, the *bluesteel bracers* meld is an excellent choice. A *vitality*

*belt* becomes quite useful when you gain the ability to bind soulmelds to your waist chakra, and *adamant pauldrons* or *mantle of flame* makes good use of your shoulders chakra if you expect to be in melee combat. You can also gain significant combat benefits from certain soulmelds even if they aren't chakra-bound. For example, *airstep sandals* or *cerulean sandals* can help you overcome your natural lack of speed and reach opponents who might otherwise be safe from your melee attacks.

When you attain 9th level, you gain access to your weapon bond—perhaps the most powerful ability an irnsoul forgemaster has. Though it doesn't let you deal an inordinate amount of damage, the ability to daze any living creature you strike is very potent, since few opponents can afford to be rendered inactive for a full round in the middle of a fight.

### Advancement

Since irnsoul forgemasters are few in number, they naturally keep their eyes open for other dwarves who demonstrate the rare combination of talents necessary to learn the deepest secrets of the forge. If you are a skilled weaponsmith or armorsmith who can shape melds, the forgemasters of your home stronghold or native clan are likely to approach you at some point and invite you to join their ranks. In communities where no irnsoul forgemasters are currently practicing, the clerics of Moradin keep watch for potential students of the forge and send word to the nearest forgemaster when a likely candidate appears.

Once accepted into the Ironsoul Guild, you study alongside an experienced forgemaster off and on for several months. Between adventures, you make your way back to the clanhold and work beside your mentor, learning the details of his art. Such hands-on apprenticeship is not strictly necessary to learn the craft; irnsoul forgemasters can divine the secrets of the fellowship independently through their own mastery of incarnum and smithcraft. However, experienced members of the guild place a great deal of importance on your "genealogy" of apprenticeship. For example, if you worked with Telzar, who worked with Adruzul, who was the favored apprentice of the legendary master Idrilzgar, the other members of the guild automatically recognize you as a smith of some skill. Because earning the trust, confidence, and respect of your fellows is difficult without the apprenticeship process, irnsoul forgemasters are loath to forego that tradition.

You have comparatively few choices to make as you advance your career, since meldshapers don't have to pick and choose which spells to learn. You might, however, consider taking the occasional level in fighter, ranger, or rogue to reinforce your fighting ability and skill array. A level or two in either cleric or wizard might also be helpful, granting you access to specific spells that you can incorporate in the weapons and armor you craft.

### Resources

As an irnsoul forgemaster, you are as skilled at crafting weapons as a spellcaster who takes the Craft Magic Arms and Armor feat. Thus, your best resource is your ability to custom-design the arms and armor you want to use. Because you can make such items for yourself, you have

to pay only the cost to create rather than the market price of the desired item. For example, the market price for a +3 longsword is 18,315 gp, but you can make one in nine days for only 9,315 gp, plus some experience points. Make liberal use of this benefit by manufacturing the best weapons and armor you can and using them with pride.

Don't be afraid to sell your weapon-making skill to your adventuring companions either. If you make items for your friends, you can give them a 20% or 30% break on the market price and still keep a comfortable profit for yourself.

You rarely want for money or equipment, since you can make the items you need and support yourself through your craft. Largely for that reason, the guild doesn't supply cash or items to its members at all. However, the clerics of Moradin hold your skills in the highest regard, so you can expect a 25% discount on spellcasting services or cleric-crafted magic items in the Soul Forger's temples. In exchange, you are expected to lend your considerable skill to crafting weapons and armor for Moradin's servants from time to time.

## IRNSOUL FORGEMASTERS IN THE WORLD

*"What higher praise can we render the Soul Forger than to use the skills he has taught us to make items of beauty and strength? And who is better fitted to render that honor than the bolzral alurdar? The masters of the Iron Soul speak for all of us with each ringing blow of their hammers."*

—Fredu Goldbeard,  
High Cleric of Moradin

The ironsoul forgemaster is an outstanding example of the dwarves' legendary skill at fashioning weapons and arms of power. Though dwarf clerics and wizards who select the Craft Magic Arms and Armor feat create magic items, the most distinctive and powerful dwarven weapons are the handiwork of battlesmiths (see *Races of Stone*) or ironsoul forgemasters. More so than most characters, the ironsoul forgemaster stands for the traditional dwarven ideals: valor, skill in battle, and the deep lore of creation.

Over the course of time, an ironsoul forgemaster might create dozens of magic items that can influence the course of the campaign. Not only can he bestow the priceless gift of a handmade weapon on a protégé, ally, or cohort, but his skill can form the basis for adventures. For example, imagine the ironsoul forgemaster's wrath when the dwarflord for whom he forged a unique sword is murdered and the weapon is stolen.

### Daily Life

Although an ironsoul forgemaster spends most of his time at his work, his adventuring career does not have to end when he takes up the smith's hammer and tongs. Since ironsoul forgemasters are highly regarded advisors to clerics of Moradin and clanlords alike, they are asked to serve as envoys or ambassadors to other races and peoples. Such characters are also keenly aware of the great works of the past, and therefore eager to investigate any rumors or hints of long-lost dwarf-realms, dwarven treasures now in the



*Bazut Stonebender, an ironsoul forgemaster*

hands of evil monsters, and secret lore hidden in puzzles or riddles. Finally, the ironsoul forgemaster's combat prowess makes him a natural champion of the dwarven people. Therefore, he can be called to defend dwarvenkind against threats ranging from orcs to dragons to giants.

Many adventurers take up their perilous calling because they have no other way to make money, but an ironsoul forgemaster's skill allows him to live comfortably in a community of almost any size. Typically, he establishes a foundry, smithy, or ironworks in a clanhold or dwarven district and retires there to create when he is not engaged in the service of Moradin or the dwarven people. As his fame grows, other metalworkers and smiths might come to work at his side and learn from him, expanding his business and his fame. When the ironsoul forgemaster is away, these apprentices and journeymen continue to turn out fine work on their own, and his smithy prospers.

*Illus. by F. Voburnikel*

## Notables

Adrulzul Fireheart is perhaps the most famous ironsoul forgemaster alive today. Almost one hundred fifty years ago, he traveled to the Elemental Plane of Fire to study the secret lore of the azer smiths. In the decades since his return, he has personally tutored dozens of the most skillful and talented dwarf smiths alive today. He has also forged a number of powerful weapons and magic suits of armor, which are now in the hands of various heroes and nobles all across the land. Adrulzul is said to be exceptionally selective in taking on apprentices and in deciding for whom to make his matchless weapons, and he requires oaths of service and secrecy from all he chooses to aid.

## Organization

The Ironsoul Guild is led by a conclave of grand masters who meet once every seven years to exchange new insights into the secret lore of metalworking and weaponsmithing. This staunchly conservative group is highly suspicious of other races, and its members look down upon dwarves—even younger members of their own guild—who associate too closely with nondwarves. The grand masters encourage junior ironsoul forgemasters to support Moradin's clergy instead of spreading their works to other races, and to be voices of caution and watchfulness in their own communities.

Longevity of membership carries tremendous weight in the hierarchical fellowship of the *bolzral alurdar*. Every seven years, the Grand Masters Conclave bestows the title of high master on ironsoul forgemasters who have been with the guild more than one hundred years and, in the joint opinion of the conclave, earned access to that exalted title through skill and deed. In like manner, they elevate any high master who has shown outstanding skill, service, and devotion to the dwarven people to the level of grand master. However, the grand masters have a habit of delaying the elevation of younger ironsoul forgemasters who seem a little too adventurous or friendly with other races.

Since ironsoul forgemasters are widely dispersed throughout the scattered dwarven realms and strongholds, most spend the bulk of their time advancing the organization's agenda on their own. They do not normally report to superiors in the organization or undertake missions at the behest of higher-ranking members. However, when two ironsoul forgemasters happen to meet, they confer at length, relating news of their own activities as well as those of other guild members with whom they are acquainted. Since ironsoul forgemasters occasionally travel from realm to realm, this word-of-mouth system keeps all but the most isolated members reasonably well informed about the doings of their guild-brothers.

## NPC Reactions

Dwarves hold the ironsoul forgemaster in very high regard indeed. As the personification of the dwarven ideals about courage, skill, and wisdom, he is regarded in much the same way as a high-ranking cleric of Moradin would be. Dwarves therefore begin with a friendly attitude toward a known ironsoul forgemaster, though the duergar are a notable exception. Quick to resent the successes of others, the gray dwarves claim that the *bolzral alurdar* stole the secrets of the

forge from the clergy of Laduguer long ago. For this reason, an ironsoul forgemaster who falls into the hands of the duergar can expect only a long, slow death.

Battlesmiths and ironsoul forgemasters enjoy a friendly rivalry. When such characters meet, they loudly and aggressively debate the virtues of each method for working metal over many tankards of ale. Clerics of Moradin, because of their traditional cooperation with the ironsoul forgemasters, almost always begin with a friendly or helpful attitude toward such a character.

The vast majority of nondwarves have no idea that an ironsoul forgemaster is more than a highly skilled dwarf crafter, so they hold no preconceptions about members of the class. Therefore, creatures inclined to be friendly to dwarves tend to be friendly to an ironsoul forgemaster, and those inclined to be hostile to dwarves are hostile to him.

## IRNSOUL FORGEMASTER LORE

Characters with ranks in the Knowledge (local) skill can research the ironsoul forgemasters to learn more about them and their guild.

**DC 10:** Some dwarven master smiths bestow the blessings of their ancestors' souls on the arms and armor they craft.

**DC 15:** Such master smiths are known as ironsoul forgemasters. They are skilled at shaping soulmelds and have a special affinity for bestowing magical powers on the weapons or armor they craft with their own hands. You can't find a more talented arms or armor crafter than an ironsoul forgemaster.

**DC 20:** In Dwarven, the ironsoul forgemasters are known as the *bolzral alurdar*. Members of their guild dwell in dwarven citadels and serve as the keepers of dwarf craft-secrets. Members of the *bolzral alurdar* are especially dedicated to the worship of Moradin, and they associate with the Soul Forger's clerics and champions.

**DC 30:** Bazut Stonehewer of the Gianthammer Hold is an ironsoul forgemaster. He's looking for a long-lost magic warhammer called *Trollbane* that was made by the famous smith Adrulzul Fireheart.

A dwarf character can find an ironsoul forgemaster without too much trouble by asking around any good-sized dwarven community. A nondwarf must succeed on a DC 20 Gather Information check in a dwarven community or temple of Moradin to get any clues leading to an ironsoul forgemaster.

## IRNSOUL FORGEMASTERS IN THE GAME

Any time your players decide to commission a specific magic weapon or suit of magic armor, you have an excellent opportunity to introduce an ironsoul forgemaster into the campaign—especially if the PCs insist on obtaining the best work they can find. Ironsoul forgemasters are also likely to appear wherever dwarven interests are at stake. For example, an ironsoul forgemaster NPC might try to check the efforts of heroes who are seeking a long-lost dwarven stronghold so that the secrets of the dwarves stay buried. Or he could ally himself with the heroes to combat an evil that threatens both a dwarven realm and a nearby human one.

An ironsoul forgemaster is a “dwarf’s dwarf”—a physical embodiment of much that is admirable in the race. Such a character is not a good spellcaster, but he is good enough at combat to take the place of a fighter, barbarian, ranger, or paladin.

If you have an ironsoul forgemaster in your party, be sure you pace your campaign so that he has plenty of time available to craft masterwork weapons and create magic items. If you never allow your player characters a few weeks of “down time” between adventures, you deny the ironsoul forgemaster one of his key abilities—namely, crafting signature weapons and armor.

## Adaptation

In the FORGOTTEN REALMS campaign setting, ironsoul forgemasters dwell among the master armorers of Citadel Adbar and work in the vast foundries of the Great Rift. In the EBERRON campaign setting, the halls of Clan Mroranon are home to a *bolzral alurdar* brotherhood.

The key benefits of this prestige class are the ability to shape soulmelds and the connection the character has to the weapons and armor that he crafts. While the ironsoul forgemaster is a natural fit for a dwarf character, you could change (or drop) the racial and alignment requirements to make the prestige class available to a variety of other characters. For example, you could make the ironsoul forgemaster neutral or evil in alignment and redesign the *bolzral alurdar* as a secretive clan of duergar smiths who provide magic weapons to a variety of evil creatures. You could make the prestige class specific to elves and use it to create a high order of elf smiths. Or you could reduce the reliance on personally crafted items and fit the prestige class to any incarnate who wants to improve his skills at melee combat.

## Encounters

The ironsoul forgemaster most often serves as an ally or associate of the player characters, but he is first and foremost a servant of the dwarven race. Should the heroes’ interests ever cross those of the dwarves, he does not hesitate to confront the PCs.

**EL 12:** Bazut Stonehewer leads a squad of elite dwarf guards charged with protecting an ancient dwarven tomb against the PCs’ intrusion. His squad consists of two 6th-level dwarf fighters and two 6th-level dwarf clerics (see Tables 4–14 and 4–16 in the *Dungeon Master’s Guide* for details).

### BAZUT STONEHEWER

**CR 10**

Male dwarf fighter 4/incarnate 1/ironsoul forgemaster 5

NG Medium humanoid (incarnum)

**Init** +2; **Senses** darkvision 60 ft., Listen +3, Spot +3

**Aura** *mantle of flame* (each melee attacker takes 1d6 fire damage)

**Languages** Common, Dwarven, Giant

**AC** 24, touch 11, flat-footed 24; +4 AC against giants  
**hp** 82 (10 HD); **DR** 2/—

**Resist** acid 10, cold 10, electricity 10, fire 10, sonic 10; +2 on saves against spells and spell-like effects; stability (+4 against bull rush and trip)

**Fort** +13 (+15 against poison), **Ref** +2, **Will** +8 (+10 against charm and compulsion)

**Speed** 20 ft. (4 squares), *water walk*

**Melee** +2 *dwarven waraxe* +14/+9 (1d10+10/x3) or

**Ranged** mwk composite longbow +8/+3 (1d8+4/x3)

**Base Atk** +7; **Grp** +11

**Atk Options** Cleave, Combat Expertise, Power Attack, +1 on attacks against orcs and goblinoids; Cobalt Charge (+1 on attack rolls and damage rolls when charging)

**Combat Gear** 2 *potions of cure moderate wounds*, *potions of fly*

**Essentia Pool** 8; **Capacity** 2; **Chakra Binds** 1;

**Soulmelds** 4

**Soulmelds and Essentia Investment** (CL 5th):

Armor bond 2 (DR 2/—)

*Bluesteel bracers* 2 (+2 insight bonus on initiative checks for self and allies within 30 ft.; +2 insight bonus on weapon damage rolls; bound to arms chakra)

*Cerulean sandals* (water walk)

Cobalt Charge 1 (+1 on attack rolls and damage rolls on charge attacks)

*Crystal helm* 1 (+2 resistance bonus on Will saves against charm and compulsion; +1 deflection bonus to AC)

*Mantle of flame* (each melee attacker takes 1d6 fire damage)

Shield bond 2 (resistances 10)

**Spell-Like Abilities** (CL 1st):

At will—*detect evil*

**Abilities** Str 19, Dex 10, Con 16, Int 13, Wis 12, Cha 6

**SQ** chakra bind (arms), faint aura of good, stonecunning

**Feats** Bonus Essentia, Cleave<sup>B</sup>, Cobalt Charge, Combat Expertise, Power Attack<sup>B</sup>, Weapon Focus (dwarven waraxe)<sup>B</sup>, Weapon Specialization (dwarven waraxe)

**Skills** Climb +4, Concentration +8, Craft (armorsmithing) +16, Craft (weaponsmithing) +13, Diplomacy +0, Jump –14, Knowledge (arcana) +3, Listen +3, Search +1 (+3 for unusual stonework), Sense Motive +6, Spot +3

**Possessions** combat gear plus masterwork composite longbow (+2 Str bonus) with 10 arrows, +2 *full plate armor*, +1 *heavy steel shield*, +2 *dwarven waraxe*, *gauntlets of ogre power* +2

**Hook** “The souls of my fathers give me strength!”

## Trollbane

One of the more famous works of the legendary ironsoul forgemaster Adruzul Fireheart, *Trollbane* is a +3 *adamantine flaming burst giantbane warhammer*. Three times per day, a wielder who has either an essentia pool or the ability to bind a soulmeld to his hands chakra can use *haste* as the spell (CL 9th; self only). When this ability is activated, the weapon begins to smoke with a weird, blue, flickering flame whenever a troll comes within 100 feet of it. This flame is harmless to the wielder or anyone else handling the weapon.

Strong evocation; CL 9th; Craft Magic Arms and Armor, essentia pool, *summon monster I*, *haste*, plus *flame blade*, *flame strike*, or *fireball*; Price 86,000 gp; Cost 43,156 gp; Weight 5 lb.

## NECROCARNATE

“Death is but the first of the agonies that I will visit upon your soul.”

—Igalla Pallasi, necrocarnate

Dealers in death and torturers of souls, necrocarnates number among the most evil creatures in any world. Skilled in the arts of meldcraft, these twisted beings once drew upon the soul energy of incarnum. Their unbridled lust for power at any price has led them into dark rituals that corrupt soul energy into necrocarum.

Necrocarum is a dark reflection of incarnum, whose use gives even the most evil incarnates and totemists pause. An evil incarnate might draw upon the soul energies of evil creatures and planes, but a user of necrocarum gains her power from the torture of good souls. Indeed, the necrocarnate subjects pure souls to agony and torment far beyond the limits possible in mortal life, draining them of their very essence in pursuit of her hideous power.

### BECOMING A NECROCARNATE

Almost all necrocarnates begin their careers as evil incarnates, but set their sights on the path of the necrocarnate early. To more quickly master the power of necrocarum, a candidate for this prestige class should take the Necrocarum Acolyte feat as early as possible and seek out the Union of Darkened Souls at the first opportunity.

Only a few meldshapers of other alignments dare to venture into the shadowy world of necrocarum. They might seek out its power after some great personal tragedy, or after a fiend has led them down a path of darkness and depravity, or after exposure to some other life-altering force or event. Such individuals fall so far into depravity and evil that they lose any connections with good that they once had and take up the mantle of the necrocarnate. Whether they come to the prestige class by choice or by fate, however, these fallen meldshapers are just as destructive and cruel as any necrocarnate who was evil from the start.

#### ENTRY REQUIREMENTS

**Alignment:** Any evil.

**Skills:** Knowledge (arcana) 5 ranks, Knowledge (religion) 5 ranks, Spellcraft 10 ranks.

**Feat:** Necrocarum Acolyte.

**Meldshaping:** Ability to shape soulmelds, ability to bind soulmelds to the crown, feet, and hands chakras.

### CLASS FEATURES

As a necrocarnate, you improve as a meldshaper and gain special benefits when using soulmelds with the necrocarum descriptor, which are known as necrocarum melds. You gain no essentia for attaining higher levels, but you do gain several special abilities that allow you

TABLE 6—4: THE NECROCARNATE

HIT DIE: d6

Level	Base				Special
	Attack Bonus	Fort Save	Ref Save	Will Save	
1st	+0	+0	+0	+2	Harvest soul (1 minute), improved meldshaper level
2nd	+1	+0	+0	+3	Necrocarum soulshield
3rd	+1	+1	+1	+3	Chakra binds (arms, brow, shoulders)
4th	+2	+1	+1	+4	Extra chakra bind, extra soulmeld
5th	+2	+1	+1	+4	Essentia trap
6th	+3	+2	+2	+5	Necrocarum zombie master (half damage)
7th	+3	+2	+2	+5	Extra soulmeld
8th	+4	+2	+2	+6	Chakra binds (throat, waist), extra chakra bind
9th	+4	+3	+3	+6	Expanded necrocarum meld capacity
10th	+5	+3	+3	+7	Extra soulmeld, harvest soul (full-round action)
11th	+5	+3	+3	+7	Chakra bind (heart)
12th	+6	+4	+4	+8	Extra chakra bind
13th	+6	+4	+4	+8	Chakra bind (soul), extra soulmeld, necrocarum zombie master (2 zombies)

**Class Skills (2 + Int modifier per level):** Bluff, Concentration, Craft, Intimidate, Knowledge (arcana), Knowledge (religion), Knowledge (the planes), Profession, Spellcraft

to trap the soul energy of dying creatures and turn it to your own ends.

All of the following are class features of the necrocarnate prestige class.

**Weapon and Armor Proficiency:** You gain no new proficiencies with weapons, armor, or shields.

**Harvest Soul (Su):** Unlike a traditional meldshaper who relies entirely on his own pool of soul energy to power his soulmelds, you tap the soul energy of others for your power. Beginning at 1st level, you can perform a short ritual to capture the soul energy of a newly dead corpse. This ritual requires 1 minute of uninterrupted concentration plus the corpse of a living creature that has been dead for no longer than 1 hour per necrocarnate level you possess. At the end of the ritual, you gain a number of essentia points equal to one-half your necrocarnate level (rounded up). This benefit lasts for 24 hours. No corpse can be used for this purpose more than once.

At 10th level, you can perform this ritual as a full-round action that provokes attacks of opportunity.

**Improved Meldshaper Level:** Each time you gain a level of necrocarnate, you also increase your meldshaper level as if you had gained a level in the meldshaping class to which you belonged prior to gaining the necrocarnate level. You do not, however, gain any other abilities of that class, such as additional melds, extra chakra binds, increased essentia, or new tiers of chakra binds.

**Necrocarum Soulshield (Su):** Beginning at 2nd level, you can use the tortured souls that form necrocarum soulmelds to help you avoid danger. By tapping into this soul energy, you gain a profane bonus on all saving throws. The value of this bonus equals the number of necrocarum

soulmelds that you currently have shaped. This ability is usable a number of times per day equal to one-half your necrocarnate level.

**Chakra Binds:** As you attain higher levels, you can bind your soulmelds and magic items to additional chakras, gaining new powers based on the combination chosen. At 3rd level, you can bind your soulmelds or magic items to your lesser chakras (arms, brow, and shoulders), in addition to any other chakras you have available. When you attain 8th level, your greater chakras (throat and waist) become available for chakra binds. At 11th level, you can bind soulmelds or magic items to your heart chakra, and at 13th level, you can bind them to your soul chakra.

**Extra Chakra Bind:** Upon attaining 4th level, you gain one additional chakra bind. At 8th level and again at 12th level, you gain one more extra chakra bind.

**Extra Soulmelds:** When you attain 4th level, the number of soulmelds that you can have shaped increases by one. You gain this benefit again at 7th, 10th, and 13th level.

**Essentia Trap (Su):** Starting at 5th level, you can capture some of the soul energy from a creature that has just died and use it to give yourself a short-term increase in power. To activate this ability, you must be within 100 feet of the creature, have line of sight to it, and take an immediate action no more than 1 round after its death. The essentia trap grants you a number of essentia points equal to one-half the creature's character level, which you can invest as part of the same action used to activate the ability. This ability is usable once per round, and the extra essentia lasts until the end of your next turn.

**Necrocarnum Zombie Master (Ex):** Beginning at 6th level, you take only half the normal damage (1/2 the zombie's HD, minimum 1) when using the *necrocarnum circlet* crown chakra bind (see page 78) to create a necrocarnum zombie.

At 13th level, you can have up to two necrocarnum zombies animated simultaneously; the maximum HD of each zombie equals your necrocarnate level. Furthermore, each zombie's essentia pool increases by an amount equal to the points of essentia invested in your *necrocarnum circlet*.

**Expanded Necrocarnum Meld Capacity (Ex):** When you attain 9th level, the essentia capacity of each necrocarnum meld you shape increases by 1. This increase stacks with the increase provided by the incarnate's expanded soulmeld capacity.

## PLAYING A NECROCARNATE

As a necrocarnate, you value personal power beyond all else. You are willing to torture the souls of other creatures to harvest such power. Because necrocarnum is formed from the agony of innocent souls, its use is an evil act. That fact matters little to you, since you long ago renounced the pursuit of truth and light.

While many necrocarnates belong to a shadowy organization known as the Union of Darkened Souls, others prefer to follow their own agendas. Thus, you are free to choose whether to go your own way or join with others who share your warped power.

### Combat

You approach combat in much the same way other meldshapers do, using soulmelds to adjust your offensive and

defensive capabilities according to the opposition you face. Unlike other meldshapers, you also take every opportunity to turn your foes' soul energy into fuel for your own dark powers. By the same token, you are perfectly willing to sacrifice the lives of your servants and allies to better your own combat prowess, especially if you control a necrocarnum zombie. You also take a certain delight in horrifying your opponents into surrendering by using your necrocarnum zombie to demonstrate the fate that awaits them should they lose.

You employ a two-part approach to defeating a particular group of foes. During the first encounter, you concentrate on destroying at least one of the opponents while observing the tactics and capabilities of the others. You have no compunctions about fleeing the encounter and abandoning your necrocarnum zombie should the opposition appear too difficult to defeat. When next you meet the same group, however, you secure a different zombie and choose soulmelds with an eye toward exploiting any weaknesses that your foes displayed in the first encounter.

At higher levels, you can refine this tactic even more. By gathering information about your foes before meeting them in combat, you can prepare appropriate soulmelds for the first conflict.

### Advancement

You might have been drawn down the path of the soul-tormentor because you were already in service to a powerful necrocarnate, or your descent into depravity might have been the result of some personal tragedy. However you first came to wield necrocarnum, you have hungered for more of its power ever since. If you have a mentor, the relationship is fraught with distrust. Though you need his instruction to increase your own personal power and he needs a willing and able servant, you both know that the arrangement cannot last. At some point, one of you will try to slay the other, or you will strike out on your own.

Because of the hatred with which the rest of the world views necrocarnates, you must protect yourself from a wide variety of foes. The more power you gain, the more likely it becomes that adventurers or members of some good organization will seek to stop you from harvesting souls and using necrocarnum soulmelds. Regardless of your foes' combat prowess and dedication, your great versatility lets you adjust your abilities to meet almost any challenge. By acquiring a necrocarnum zombie with particularly potent abilities, shaping soulmelds that exploit the weaknesses of a particular group of foes, and acquiring magic items with the right mix of abilities, you can emerge from the most trying of encounters with not only victory, but also the souls of your opponents.

### Resources

Reaching out to your fellow necrocarnates for aid would only make it clear that you were weak, and therefore easy prey for any who wanted more power. For that reason, you seldom ask other necrocarnates for aid, nor do they make many requests of you. For much the same reasons, you would not even think of contacting the Union of Darkened Souls for aid except as a last resort, since you would be far more likely to end up as someone else's necrocarnum zombie than to receive the support you wanted.

## NECROCARNATES IN THE WORLD

*"No act is more evil, and no action less justified, than the torture of a soul. Those foul creatures who deal with necrocarum are beyond redemption, beyond remorse. I remain forever their most implacable foe."*

—Meredythe Gorvabyn,  
Pentifex Monolith

Necrocarnates face suspicion and persecution anytime they encounter someone who understands the evil force behind their powers and abilities. If members of this prestige class espouse any common purpose at all, it is the pursuit of individual power. Because they put this single goal above all else in life, necrocarnates have little interest in fitting into society or working with others.

Since the use of necrocarum is an evil act, necrocarnates are best used as villains—or at best hostile NPCs. A member of this prestige class makes a worthy foe for player characters, and encountering one can provide a strong impetus for PCs to learn about incarcum. Furthermore, the fact that necrocarnates do not have to belong to an organization gives you as DM the freedom to include an NPC necrocarnate in almost any setting.

### Daily Life

A necrocarnate conducts her business by stealth and subterfuge; she is suspicious of everyone, including any temporary allies she might have. If her use of necrocarum is discovered, she is likely to face opposition from

adventurers or other stalwarts bent on driving her away from normal communities.

### Notables

Necrocarnates recognize Akker Zemd (NE male human incarnate 7/necrocarnate 8) as the foremost member of the Union of Darkened Souls. The organization has little in the way of rules or official structure, but its members follow the will of Akker.

From his secret lair beneath the sewers of a great human city, Akker continuously seeks to increase his own power and that of the union. No other necrocarnates share this dwelling, but rumor holds that he has hordes of necrocarum zombies as guardians and servants. Unlike other necrocarnates, who see only the opportunity for a moment of extra power in a fellow necrocarnate's weakness, Akker is willing to offer protection and aid to lesser necrocarnates—provided that they bind themselves fully to his cause.

### Organization

Because necrocarnates are by nature a suspicious and treacherous lot, working together does not come easily to them. Some, however, have chosen to band together into a loose society known as the Union of Darkened Souls. Necrocarnates might choose to join this organization for many reasons, not the least of which is protection against those good creatures who understand the nature of necrocarum and have sworn to hunt down its users.

The origins of this organization are as shadowy and sinister as necrocarum itself. Few know of its early days, but those who do whisper of an ancient and powerful creature that taught the first necrocarnates their craft and drew them together. Necrocarnates believe that this being still exists and serves to this day as the driving force behind the union, guiding the hand of Akker Zemd. On the rare occasions that they speak freely, these sages of necrocarum lore claim that the shadowy master behind the union desires nothing less than the destruction or corruption of every mortal soul. Some claim that it is a powerful lich—the last survivor of some long-dead empire who has been driven insane by millennia of undeath. Others insist that the union is just another facet of a plot designed by the devious mindflayers, and still others hint that some powerful demon lord or evil deity is behind the organization. But whatever its origin, the union is clearly a force for utter evil built on a mutual lust for power.

### NPC Reactions

Only evil creatures ever have friendly attitudes toward necrocarnates. In normal society, they are shunned and even hunted by those who understand the evil that they represent. Even people who do not understand necrocarum or the evil nature of its use are repulsed by the twisting, haunted visages that swim visibly beneath the surface of every necrocarum meld. Necrocarnates wishing to enjoy the comforts and resources of ordinary civilized cities must conceal their activities, refrain from shaping necrocarum melds, and deal only with closely trusted associates or servants too cowed by their power to oppose them. For this reason, necrocarnates looking for even a modicum of



*Igalla Pallasi, a necrocarnate*

stability seek out communities and nations of evil creatures. The risks inherent in living deep within a mind flayer enclave or among the dark towers of a drow city are great, but necrocarnates prefer to operate in the open among those who understand their ways than to endure the pressures of constant concealment.

Necrocarnates face a world full of enemies. The most significant and organized of these is the Pentifex Order, an organization of incarnates, soulborn, totemists, and members of other classes who have dedicated their lives to preventing the misuse of incarnum. To them, the use of necrocarum—the very antithesis of all that they strive to protect and preserve—is the greatest evil imaginable. The Pentifex Order is described fully beginning on page 209.

Other enemies can arise from nearly every conceivable corner of the campaign world. Adventurers might seek out a necrocarnate in his lair with the express purpose of putting an end to his evil. A necrocarnate discovered living in normal society might become the target of military forces ranging from a town militia to an organized unit of the kingdom's regular army. The most subtle and dangerous opposition, however, comes not from the ranks of good creatures, but from other necrocarnates scheming and plotting to gain ever more personal power, even at the expense of their own allies.

Necrocarnates sometimes join armies of evil creatures because nearby combat provides an opportunity for them to increase their own power. Both the actual battles in which such an army engages and the infighting that invariably occurs within the ranks keep the necrocarnate supplied with fresh corpses from which to draw soul energy as well as a never-ending supply of potential necrocarum zombies.

## NECROCARNATE LORE

Characters with ranks in the Knowledge (arcana) skill can research necrocarnates, necrocarum, or the Union of Darkened Souls to learn more about them.

**DC 10:** Necrocarum is a dark and twisted form of incarnum. Though it is a source of great power, its use is corrupt and evil.

**DC 15:** Those who use necrocarum are called necrocarnates. These evil men and women have great meldshaping ability, but they are dangerous and reclusive. Some, though not all, belong to an organization known as the Union of Darkened Souls.

**DC 20:** Skilled necrocarnates can shape necrocarum into many different melds, including one that allows them to flood a corpse with raw necrocarum. Such corpses rise as necrocarum zombies—horrid undead that are capable of using soul energy on their own.

**DC 30:** The use of necrocarum is evil because it involves the torment of souls. Shaping or using a necrocarum meld causes great pain to the pure souls tapped for energy.

## NECROCARNATES IN THE GAME

Necrocarnates make excellent recurring villains. With their diverse and sinister soulmelds, they offer dozens of intriguing combat options for use against PCs. In addition, the fact that each PC's death means more power for the necrocarnate

increases the threat posed by the encounter and ensures that the villain is a memorable one. The horrific visuals of necrocarum soulmelds also add atmosphere to any combat involving these dark wielders of stolen soul energy.

Necrocarnates know that they face opposition from good creatures who understand the nature of their powers, so they work hard to prepare escape routes in advance and magic that allows them to flee quickly when needed. Indeed, necrocarnates regard the ability to choose when and where a conflict takes place as an essential component of their personal power rather than a mark of cowardice.

## Adaptation

Since necrocarnates are irrevocably evil, they are not suitable as player characters in most campaigns. By stripping away the visual effects from necrocarum soulmelds and renaming a few key abilities, however, you could create a parallel prestige class dedicated to the preservation and protection of pure souls. This mirror-image class might use a substance called vivicarnum—a pure and holy version of necrocarum channeled from the purest of unborn souls. The actual mechanics of the class could remain the same, and even necrocarum zombies could still be used. Simply rename them (call them “reborn,” for example) and recast them as holy vessels given a second brief chance at life by the miracle of vivicarnum.

## Encounters

Necrocarnates can appear anywhere, but they prefer to limit their vulnerability by ensuring that other evil creatures are present to occupy their enemies should they have to flee. Most necrocarnates appear with a necrocarum zombie or two in tow.

**EL 9:** Igalla Pallasi never goes anywhere without her girallon necrocarum zombie (see page 187). As long as it remains within 30 feet of her, it gains turn resistance equal to twice the essentia she has invested in her necrocarum circlet. Since she currently has 1 point invested, her zombie has turn resistance +2.

### IGALLA PALLASI

CR 9

Female human incarnate 7/necrocarnate 3

NE Medium humanoid (incarnum)

**Init** +0; **Senses** blindsight 30 ft. against undead, Listen +2, Spot +2

**Languages** Common, Infernal

**AC** 17, touch 12, flat-footed 17

**hp** 77 (10 HD)

**Resist** cold 5

**Immune** disease

**Fort** +15, **Ref** +6, **Will** +15

**Speed** 30 ft. (6 squares)

**Melee** +1 *unholy heavy mace* +8 (1d8+4) or

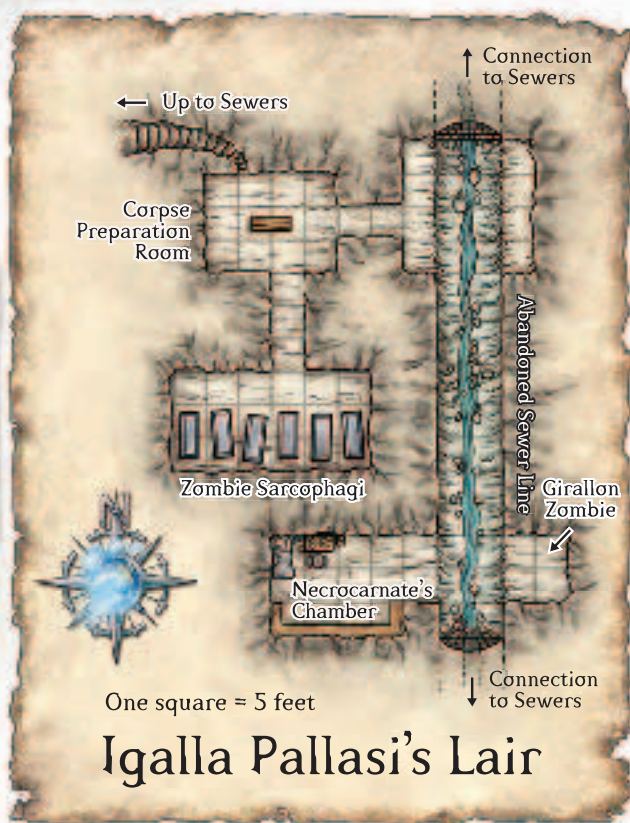
**Melee** *necrocarum touch* +6 (3d8; see *necrocarum touch* soulmeld) or

**Ranged** *necrocarum ray* +4 (3d8; see *necrocarum touch* soulmeld)

**Base Atk** +4; **Grp** +6

**Atk Options** +3 profane bonus on damage rolls and attack rolls to confirm critical threats against living creatures





## Igalla Pallasi's Lair

**Special Actions** *incarnum radiance* 1/day (+4 on melee damage, duration 7 rounds); share *incarnum radiance* (allies within 30 ft. share benefit)

**Combat Gear** *potion of cure serious wounds*, *potion of fly*, *potion of invisibility*

**Essentia Pool** 9 (11 with harvested soul); **Capacity** 2 (3 for soulmelds); **Chakra Binds** 2; **Soulmelds** 5

**Soulmelds and Essentia Investment** (CL 10th):

*Necrocarnum circlet* 1 (blindsight range 30 ft. against undead; undead within 30 ft. gain +1 turn resistance, or +2 if animated by Igalla; can animate *necrocarnum zombie* up to 10 HD)

*Necrocarnum shroud* (+1 bonus on attack and damage rolls for 1 round after creature within 5 ft. takes damage)

*Necrocarnum touch* 3 (+4 on Slight of Hand and on Bluff checks to feint in combat; melee or ranged touch attack deals 3d8 damage to living target, Fort DC 18 half; bound to arms chakra)

*Necrocarnum vestments* 2 (+6 bonus hp)

*Necrocarnum weapon* 3 (weapon treated as evil; +3 bonus on damage and rolls to confirm critical threats against living; critical hit against living creature grants 3 bonus essentia for 1 minute; bound to hands chakra)

**Spell-Like Abilities** (CL 6th):

At will—*detect good*

**Abilities** Str 14, Dex 10, Con 18, Int 12, Wis 14, Cha 8

**SQ** faint aura of evil, chakra binds (crown, feet, hands, arms, brow, shoulders), harvest soul, *necrocarnum soulshield* 1/day, rapid meldshaping 1/day

**Feats** Bonus Essentia, *Necrocarnum Acolyte*, Great Fortitude, Iron Will, Weapon Focus (heavy mace)

**Skills** Bluff -1 (+3 to feint in combat), Concentration +17, Knowledge (arcana) +14, Knowledge (religion) +14, Sleight of Hand +4, Spellcraft +16

**Possessions** combat gear plus +3 *leather armor*, +1 *unholy heavy mace*, *ring of protection* +2, *amulet of health* +2, *cloak of resistance* +3, *jade bracelet* (1,500 gp), 235 pp.

**Hook** "Your soul is but one of the possessions I will take from you."

## SAPPHIRE HIERARCH

"All is One—this single, unavoidable law governs the whole of the cosmos. The myriad forms of flesh, the countless wonders of magic, the universal soul, matter and energy—all these concepts are merely derivations of this single, universal principle. By suppressing the empty resistance of chaos, we hasten the day when all returns to the One, and by banishing the taint of chaos from our flesh and embracing the law that unites body, mind, and soul, we perfect the universe."

—Raezid, Supreme Hierarch of the Sapphire Eidolon

In the monster-haunted wasteland of the Sulhaut Mountains, an ancient temple of weathered gray stone crowns the barren, black rock of an icy mountaintop. Within this structure stands an incredible sphere of blue, crystallized *incarnum* that measures a full 30 feet in diameter. Illumined from depths that no being has ever plumbed, it has a life of its own and an intelligence almost alien in its purity. This sphere is the Sapphire Eidolon, an emblem of perfect universal law that is said to be older than the cosmos. No being manifested this sphere—in fact, no being *could* manifest it—and yet it exists. According to legend, it fell to the ground from the stars and took up its position on the mountaintop under its own power.

The ancient temple that houses the Sapphire Eidolon is also home to an order of fervent priests of law whose ranks include clerics, incarnates, monks, and fighters. Known as sapphire hierarchs, the elite members of this order defend the temple, contemplate the mysteries of the Sapphire Eidolon, and seek to fulfill its single command by perfecting themselves and bringing order out of chaos wherever they find it. They are zealous crusaders against supernatural chaos who battle with single-minded determination against such creatures as demons, slaadi, and the servants of chaotic deities.

## BECOMING A SAPPHIRE HIERARCH

In pursuit of the truth that is pure order, sapphire hierarchs combine the use of divine spells with the shaping of *incarnum*. The easiest way to become a sapphire hierarch is to take levels in both cleric and incarnate. A character can also gain access to this prestige class by taking levels in soulborn rather than incarnate, or by taking feats that enable her to meet the meldshaping and essentia pool requirements, but these options are less than optimal. Since the chief strength of the sapphire hierarch is the combination of a full divine spellcasting progression

TABLE 6–5: THE SAPPHIRE HIERARCH

HIT DIE: d6

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spellcasting/Meldshaping
1st	+0	+0	+0	+2	Consultation 3/level, smite chaos 1/day	+1 level of existing meldshaping class and +1 level of existing divine spellcasting class
2nd	+1	+0	+0	+3	Favored of the eidolon	+1 level of existing meldshaping class and +1 level of existing divine spellcasting class
3rd	+1	+1	+1	+3	Damage reduction 1/adamantine	+1 level of existing meldshaping class and +1 level of existing divine spellcasting class
4th	+2	+1	+1	+4	Smite chaos 2/day	+1 level of existing meldshaping class and +1 level of existing divine spellcasting class
5th	+2	+1	+1	+4	Sapphire body (25% fortification)	+1 level of existing meldshaping class and +1 level of existing divine spellcasting class
6th	+3	+2	+2	+5	Damage reduction 2/adamantine	+1 level of existing meldshaping class and +1 level of existing divine spellcasting class
7th	+3	+2	+2	+5	Smite chaos 3/day	+1 level of existing meldshaping class and +1 level of existing divine spellcasting class
8th	+4	+2	+2	+6	Timeless body	+1 level of existing meldshaping class and +1 level of existing divine spellcasting class
9th	+4	+3	+3	+6	Damage reduction 3/adamantine	+1 level of existing meldshaping class and +1 level of existing divine spellcasting class
10th	+5	+3	+3	+7	Consultation 1/month, sapphire body (50% fortification), smite chaos 4/day	+1 level of existing meldshaping class and +1 level of existing divine spellcasting class

**Class Skills (2 + Int modifier per level):** Concentration, Craft, Diplomacy, Knowledge (arcana), Knowledge (religion), Knowledge (the planes), Profession, Sense Motive, Spellcraft

with a full meldshaping progression, a character who takes at least the minimum levels necessary in both cleric and incarnate can make the best use of what this class offers.

A sapphire hierarch's cleric abilities are more dependent on her ability scores than her meldshaper abilities are. A high Wisdom score is a prime consideration, though high Constitution is also valuable, as is high Charisma (for turning undead). While any cleric enjoys having a good Strength score, it isn't strictly necessary for a sapphire hierarch, since she's likely to cast spells in preference to making melee attacks.

#### ENTRY REQUIREMENTS

**Alignment:** Lawful.

**Meldshaping:** Ability to shape three soulmelds.

**Spellcasting:** Ability to cast 2nd-level divine spells.

**Skills:** Knowledge (arcana) 4 ranks, Knowledge (religion) 4 ranks.

**Essentia Pool:** 3.

**Special:** Access to the Law domain.

## CLASS FEATURES

As a sapphire hierarch, you have two missions: to battle chaos and to hasten the day when law reigns supreme. Your abilities focus on controlling your own body and dealing extra damage to chaotic foes.

All of the following are class features of the sapphire hierarch prestige class.

**Weapon and Armor Proficiency:** You gain no new proficiencies with weapons, armor, or shields.

**Meldshaping:** At each sapphire hierarch level, you increase your meldshaper level, the number of soulmelds you can shape, the number of chakra binds you can create, and your essentia pool as if you had gained a level in a meld-

shaping class to which you belonged prior to gaining the sapphire hierarch level. You do not, however, gain any other abilities of that class, such as new tiers of chakra binds. If you had more than one meldshaping class before becoming a sapphire hierarch, you must decide to which class to add each level for the purpose of determining your essentia pool, meldshaper level, and the number of soulmelds and chakra binds available.

**Spellcasting:** At each sapphire hierarch level, you gain new spells per day and an increase in caster level (and spells known, if applicable) as if you had also gained a level in a divine spellcasting class to which you belonged before adding the prestige class level. You do not, however, gain any other benefit a character of that class would have gained (improved chance of turning or destroying undead, metamagic or item creation feats, and so on). If you had more than one divine spellcasting class before becoming a sapphire hierarch, you must decide to which class to add each level for the purpose of determining spells per day, caster level, and spells known.

**Consultation:** Beginning at 1st level, you can consult with the Sapphire Eidolon to gain advice about almost any subject. This consultation functions like a *commune* spell, except that you need not be able to cast the spell to use it. (In effect, you can use *commune* as a spell-like ability, but only while in the presence of the Sapphire Eidolon.) Contact with the creature's enormous intellect is draining, however, so you must pay the spell's XP cost as normal.

You can consult with the Sapphire Eidolon only three times at each sapphire hierarch level from 1st to 9th. Any unused consultations for a given level are lost as soon as you attain a new one. Upon reaching 10th level, you can consult the Sapphire Eidolon once per month for the rest of your career.

**Smite Chaos (Su):** Beginning at 1st level, you can smite chaos once per day. This ability is identical to the paladin's smite evil class feature on page 44 of the *Player's Handbook*, except that the bonuses apply against chaotic creatures rather than evil ones. At 4th level, and at every three levels thereafter, you can smite chaos one additional time per day, as indicated on Table 6–5: The Sapphire Hierarchy. Smite chaos attempts/day attained from multiple sources stack.

**Favored of the Eidolon (Ex):** By 2nd level, you have learned to arrest the actions of chaos and change within your own body. You gain a +4 sacred bonus on saving throws against chaotic and transmutation effects.

**Damage Reduction (Ex):** When you attain 3rd level, your body begins to toughen, granting you damage reduction 1/adamantine. Your damage reduction improves to 2/adamantine at 6th level, and to 3/adamantine at 9th level.

**Sapphire Body (Ex):** When you attain 5th level, the truth of the Sapphire Eidolon is graven into your flesh. Any critical hit or sneak attack scored against you has a 25% chance to be negated, so that damage is rolled normally. When you attain 10th level, this chance increases to 50%.

**Timeless Body (Ex):** Beginning at 8th level, you no longer age. See the druid class feature of the same name on page 37 of the *Player's Handbook*.



*Sister Tara, a sapphire hierarch*

## PLAYING A SAPPHIRE HIERARCH

In the beginning, all was one. Sea and mountain, soul and body, deity and mortal—all these and more existed together in harmony. But in the unfolding of the universe from that one perfect moment, some of this divine unity was lost.

Because the cosmos began as one entity, natural law clearly demands a constant progression from a disordered state to a more orderly and perfect existence. Chaos, however, actively resists this great and inexorable reunification, and this interference does great harm to the universe. Your task as a sapphire hierarch, therefore, is to prevent the baleful influence of chaos from obstructing the natural progress of the universe.

Because chaos blights the face of the universe in countless forms, you are not likely to see the end of your work during your lifetime. Still, you must valiantly labor to unify peoples and kingdoms, to find and restore knowledge that has been lost or forgotten, to undo the artificial corruption of natural laws through magic, and—most important—to battle creatures of supernatural chaos and destroy their works. Beings

of primal chaos such as demons and slaadi have no place in the cosmos to come, and they are not to be considered part of the Cosmic All. They are simply manifestations of disorder whose only purpose is to perpetuate their own existence. As such, their power will wane to nothing as the cosmos approaches universal harmony once again.

If you are inclined toward good, you believe that harmony, peace, and tranquility are the universal goals of all people. If you are inclined toward evil, you believe that conformity and obedience are of paramount importance. But whatever your view on moral issues, you are methodical, deliberate, patient, and devoted to knitting together a world torn asunder.

You dislike those who kill or harm others without reason, and you especially loathe those who use magic to pervert natural laws—for example, spellcasters who prolong their lives through undeath, wizards who use spells to defy gravity or unbalance the weather, and deities who instruct their servants to promote agendas of chaos and disorder. You are a faithful servant to the forces of law, and you seek to emulate their supernatural champions (such as inevitables and lawful deities) to the best of your ability.

The sapphire hierarchs are rigidly regimented and adhere to a strict chain of command that has clearly defined responsibilities at each level. You know the identity of your own superior, and his superior, and so on, all the way up to the supreme hierarch himself. You follow orders from those above you without hesitation because you know that your assigned tasks further the reunification of the universe. However, the sapphire hierarchs recognize that their numbers are few and chaos is everywhere, so your superiors direct you to wage war against chaos in your own way. After all, each sapphire hierarch is a seed of order whose influence grows wherever it is planted. By spreading such seeds far and wide, the sapphire hierarchs hope to bring about the Great Reunification all the more swiftly.

## Combat

Your chief strength lies in your command of an extraordinarily versatile range of magic in the forms of cleric spells and meldshaping. Since these two paths to power complement each other very well, your most effective tactic is to use soulmelds for personal defense or augmentation and cleric spells as your offensive arsenal. After all, spells such as *hold person*, *summon monster*, *searing light*, and *order's*

*wrath* are comparable to the offensive spells available to the sorcerer or wizard.

To your way of thinking, effective teamwork is the highest goal to which any small company of heroes can aspire. Therefore, you strongly favor spells or tactics that help all members of the group fight together as one. For example, you normally consider a *prayer* spell that aids all your allies a better spell choice than a *magic vestment* that wards only you. But though you have a great capacity for strengthening your team as a whole, you must not be afraid to strike with your own hand when necessary. Your damage reduction and fortification abilities make you difficult to injure, and your soulmelds and smite chaos ability can help you deliver deadly blows in melee.

As a high-level sapphire hierarchy, you should concentrate on casting cleric spells. Upon attaining the top levels of this prestige class, you should have access to spells such as *flame strike*, *insect plague*, *blade barrier*, *harm*, *destruction*, *dictum*, and *hold monster* (from the Law domain). These spells are your best weapons, so don't be afraid to use them freely.

### Advancement

The first qualifications for a prospective recruit are divine spellcasting ability and access to the Law domain. In practice, the sapphire hierarchs are interested in clerics who choose to venerate the principle of law rather than a specific deity, since they have found that their teachings are incongruous with devotion to particular gods or powers. Thus, the order keeps an eye on clerics who choose the Law domain to see if they might eventually measure up to full membership. In many cases, the sapphire hierarchs actively support and encourage such clerics early in their careers, hoping to guide their growth and development in a manner harmonious with the order's teachings. Eventually, a sapphire hierarchy approaches any cleric who shows promise, counsels her about taking up the practice of meldcraft, and explains the order's purpose.

Once you join the order, you are known as an aspirant until you meet the class's qualifications and are fully initiated. As a low-ranking sapphire hierarchy, you might be dispatched on a variety of missions designed to promote the well-being and safety of lawful folk or to halt the depredations of chaos. For example, you might be directed to travel to a distant land and recruit a company of skilled adventurers to destroy a demonic cult, or you might be ordered to bolster the defenses of a frontier kingdom victimized by monstrous attacks and promote order by aiding its people. You might even be dispatched to seek out and secure powerful magic items and artifacts, since such devices in the wrong hands can promote disharmony in the extreme.

As you advance in level, you actually have very few decisions to make. Cleric spells and soulmelds, which make up the majority of your power, require no long-term decisions—you can prepare different spells or soulmelds each day, but you need not embark on any exclusive paths, such as choosing a critical feat tree. Choose feats that make it easier for you to employ your magic and your soulmelds, such as Combat Casting, Spell Penetration, Spell Focus, and the various incarnum feats. You might also consider taking

the Bonus Essentia feat, since you probably won't be able to fill all your soulmelds to capacity as your meldshaping level improves.

### Resources

The sapphire hierarchs are very attentive to the needs of their agents, so they gladly provide you with any resources they have available when you request assistance. However, the order faces one serious obstacle in providing such support—namely, geography. Because the temple is so remote, receiving aid from the order during your missions is impractical.

At the temple, you can obtain spellcasting services for yourself and your companions at only 10% of the normal cost; in a real emergency, you can expect lifesaving healing or restoration free of charge. In addition, the temple possesses deep vaults filled with potent magic items. If you can convince your superiors that you need a particular item for the mission you have been assigned, you can borrow it for up to three months, provided that its value does not exceed 3,000 gp times your sapphire hierarchy level. Because others in the order might also need the item in question, you are expected to return it the moment you finish the mission, or within the three-month time limit, whichever is shorter. If the item is expended, lost, or damaged, you must make full restitution for it—preferably within three months of the time you borrowed it, though the order does make allowances for extenuating circumstances.

## SAPPHIRE HIERARCHS IN THE WORLD

*"Respect the words of the blue-robed priests, my son, for they have traveled far and acquired great wisdom."*

—Hetman Tergri Gnollkiller,  
chief of the Wind Dancer tribe

Depending on the nature of your player characters, sapphire hierarchs can fill any of several roles in your campaign. You might, for example, choose to present the Sapphire Eidoon as a distant oracle that can provide vital information for the characters' latest quest. A group of lawful heroes might even find patrons and allies within the order. After all, sapphire hierarchs dealing with trouble far away from the temple must make do with whatever local resources are available, and reliable companies of adventurers can be valuable tools.

On the other hand, the order could provide dozens of resolute and capable enemies willing to take any actions needed to frustrate and impede a group of chaotic heroes. If you choose to incorporate the sapphire hierarchs in this manner, try to give the order a moral slant that places it clearly in opposition to the heroes. For example, you could easily play the sapphire hierarchs as strongly lawful evil so that they could more readily oppose a party of chaotic good heroes.

### Daily Life

Sapphire hierarchs are permitted a fair amount of time to travel where they will and act as they see fit, within a properly managed framework of oversight and reporting. They can choose their own companions for the missions they

undertake, though they are expected to ensure that the group functions in a manner that coincides with the order's ideals. Even while members are away from the temple, however, the order keeps track of their activities. When a sapphire hierarch is needed for a particular mission, she is expected to accept her orders and carry out the assignment with all possible speed.

### Notables

The most notable being in the temple is the Sapphire Eidolon itself—a sentient, telepathic creature with a vast repository of memories, an enlightened intelligence, and a predictably rigid and inflexible attitude. However, people consult this being as an oracle because it is uncannily adept at predicting future events when provided with a set of facts or speculations.

### Organization

Sapphire hierarchs live at the Temple of the Sapphire Eidolon and belong to the order of acolytes, priests, and guards who call it home. The lowest-ranking members of the order are called acolytes. Not all those at this rank are clerics; in fact, most are monks, lawful fighters, or lawful wizards who have chosen to swear allegiance to the Sapphire Eidolon and obey its dictates. The acolytes, who number in excess of one hundred, defend the temple and serve as guards and assistants to sapphire hierarchs engaged in particularly important or dangerous missions elsewhere.

Above the acolytes rank about thirty individuals known as initiates. Clerics, favored souls, incarnates, and soul-born are accepted into the order as initiates rather than

acolytes in recognition of their ability to channel or shape the divine power of law through divine spellcasting or meldshaping. Initiates ensure that the temple continues to function as a place of worship and learning, and many also devote their efforts to creating various magic items for the temple's stores.

Above the initiates are up to twenty-four hierarchs, whose mastery of both divine spellcasting and meldshaping has earned them high rank in the order. Upon taking her first level in the sapphire hierarch prestige class, a character is automatically awarded the rank of hierarch in the Temple of the Sapphire Eidolon. She begins at the bottom of a carefully delineated pecking order based on seniority, merit, and accomplishment. Even as a brand-new hierarch, the character can issue orders to initiates and acolytes, but the temple's chain of command clearly spells out to which hierarch any particular initiate (and her acolytes) reports. Issuing orders to another hierarch's followers is considered disorderly and quickly earns the character censure from her own superiors. Since hierarchs serve as agents, emissaries, crusaders, and troubleshooters for the temple, they travel more widely than other members of the order.

The hierarchs report to four lord hierarchs—specifically the lord hierarchs of the east, south, north, and west. These older, highly experienced hierarchs coordinate the activities of the servants of law under their command. They also advise the supreme hierarch and control access to the Sapphire Eidolon. They carefully evaluate the problems that petitioners bring to the temple and determine whether each individual's questions are worthy of response.

## Temple of the Sapphire Eidolon

One square = 5 feet



### Key

1. Entrance Foyer
2. Privies
3. Waiting Room/  
Cloak Room
4. Temple
5. Confessional
6. Holy Water Font
7. Initiate Quarters/  
Guest Quarters
8. Fountain
9. Dining Room
10. Kitchen
11. Greeting Hall
12. Meeting Room
13. Initiate Bedroom
14. Library/Study
15. Sapphire Eidolon

The current supreme hierarch is a githzerai named Raezid (LN male githzerai cleric 7/incarnate 3/sapphire hierarch 10), who has held his position for almost forty years. He harbors a special hatred for slaadi and looks favorably on any temple servant who defeats a powerful slaad or blocks its efforts to unleash chaos and disorder on the world. Raezid wishes to retire, but he faces an unpleasant problem. The most senior of the lord hierarchs—the lord hierarch of the south—is a heartless human named Gethsered (LN male human cleric 5/incarnate 5/sapphire hierarch 7), who believes that order must be imposed on those who might choose otherwise. Raezid believes that the Sapphire Eidolon does not embrace tyranny as the path to universal harmony, but to deny Gethsered his promotion would be unthinkable. So Raezid has remained in his position for some years now for no other reason than to delay the day that Gethsered assumes control of the temple.

### NPC Reactions

A sapphire hierarch's closest allies are other servants of law—specifically, clerics and other servants of lawful deities, plus monks, paladins, and even extraplanar creatures such as inevitables or rheks. Though few people have heard of the order or the Sapphire Eidolon, each sapphire hierarch's demeanor and conduct speaks volumes about her loyalties; she can always expect a friendly reaction from others who fight for law.

On the other hand, beings of chaos have no use for sapphire hierarchs at all. Slaadi, githyanki, demons, and servants of chaotic deities (especially those who directly oppose a particular sapphire hierarch's alignment) are hostile toward her. Even less fantastic creatures that value individuality over conformity—for example, barbarians, elves, gnomes, and even orcs—also don't respond well to the sapphire hierarch's message and are unfriendly toward her.

Many sapphire hierarchs are lawful neutral and therefore indifferent to distinctions of good or evil in chaotic beings or societies. However, the leaders of the order realize that chaotic evil creatures (such as orcs or demons) are far more likely to be destructive and create disharmony than chaotic good creatures (such as elves or eladrins). The organization therefore devotes more of its efforts to combating the depredations of chaotic evil creatures than it does trying to force conformity on chaotic good creatures.

### SAPPHIRE HIERARCH LORE

Characters with ranks in the Knowledge (religion) skill can research the sapphire hierarchs or the Sapphire Eidolon to learn more about them. A character gains the information corresponding to all DCs equal to or below her Knowledge (religion) check result.

**DC 10:** Legends speak of a hidden temple in the distant wastelands where a cult of law-priests worships an idol of blue metal.

**DC 15:** The idol is known as the Sapphire Eidolon, and it represents perfection. The priests who attend it are known as sapphire hierarchs. Most of them are clerics of law, but in addition to their clerical abilities, they wield strange powers and can create soulmelds. Every now and then, these

blue-robed priests leave their hidden temple to undertake missions in the world.

**DC 20:** The sapphire hierarchs believe that all is one, and that every creature, object, and idea is derived from a single, perfect, cosmic principle. They begin their quest to purge chaos from the cosmos by eliminating disorder from their own minds and bodies. As a result, each sapphire hierarch becomes less and less human as she advances in her studies. The Sapphire Eidolon—the center of their worship—is a great sphere of pure, crystallized incarnum whose infinite blue depths contain the answers to all questions.

**DC 30:** The master of the order is Supreme Hierarch Raezid, who harbors a special hatred for the slaadi and all their works.

A hero in search of the temple can garner clues to its whereabouts with a successful DC 20 Gather Information check. The best places to ask are monasteries and the temples of lawful deities.

### SAPPHIRE HIERARCHS IN THE GAME

The Order of the Sapphire Eidolon is a good model for a remote, somewhat odd cult. If your campaign features ancient doorways that must be kept sealed to prevent the end of the world, the sapphire hierarchs are likely guardians. If the heroes must undertake an arduous journey in search of long-hidden knowledge, the Temple of the Sapphire Eidolon is a good destination. Just because the ultimate purpose of the sapphire hierarchs is more than a little quixotic doesn't mean that they can't be useful allies for heroes whose paths happen to cross their own.

If you have a sapphire hierarch PC in your campaign, supply her with plenty of opportunities to battle chaos and help lawful folk prosper. To ensure that the other characters are willing to fight alongside her in such encounters, choose chaotic creatures that aren't likely to win any sympathy from the party as opponents. PCs can usually agree to fight orcs or demons, but if you cast a good elf kingdom and its sylvan allies as the sapphire hierarch's enemies, she might end up fighting all by herself.

Be careful about putting the sapphire hierarch in situations that force her to choose between her society's mission and her loyalty to her adventuring comrades. Many D&D characters are free spirits, and a sapphire hierarch might sometimes be embarrassed or stymied by the actions of other characters who care little for the prospect of a lawful and harmonious cosmos. If you think your group of players might make the sapphire hierarch's life miserable, try using her as a conduit for major missions. While the sapphire hierarch might not approve of the group's disorderly tactics and behavior, she might be able to overlook the excesses of her comrades if she feels like she's doing a good job of directing the group's strategic efforts. She might even feel that she is serving her order by turning chaos against chaos.

### Adaptation

The key concept behind the sapphire hierarch is the existence of an order of cleric/meldshapers devoted to the worship of law as a principle. Details about the location of their temple—or even the Sapphire Eidolon itself—aren't

as important and can be altered to suit your own campaign. If you're willing to do some additional work, you could drop the class's focus on law and build a general cleric/meldshaper prestige class from its basic abilities. Since these two core classes work well together, you could also base the sapphire hierarch on another alignment—or even no alignment at all.

In the FORGOTTEN REALMS campaign setting, the Temple of the Sapphire Eidolon lies in the remote Uthangol Mountains, overlooking the dusty plains of the Shaar. In the EBERRON setting, it stands in the Endworld Mountains, beyond the Blade Desert.

## Encounters

Sapphire hierarchs are naturally drawn to places where chaos requires opposition. Since evil-tainted chaos tends to be more virulent and destructive than the sort embraced by creatures such as fey and elves, the sapphire hierarchs tend to be proactive when dealing with situations such as demonic infestation or the depredations of chaotic evil monsters. Reckless adventuring bands whose members provoke outbreaks of supernatural chaos are considered just as bad, and the sapphire hierarchs might use force against such a group if its members can't be dissuaded from their actions.

**EL 9:** Sister Tara of the Sapphire Hierarchs seeks out the heroes when they come into possession of a magic key that can unlock the prison of a powerful slaad lord. She is determined to take the key for safekeeping, but the heroes need it for another quest. (Perhaps one of the treasures in the slaad lord's prison is the only magic sword that can defeat a powerful evil foe.) Backed up by two lumi crusaders (see *Monster Manual III*, page 98), Sister Tara confronts the heroes and demands that they turn the key over to her.

### SISTER TARA, SAPPHIRE HIERARCH **CR 9**

Female azurin cleric 3/incarnate 2/sapphire hierarch 4  
LN Medium humanoid (human, incarnum)

**Init** +1; **Senses** Listen +4, Spot +4

**Languages** Common

**AC** 20, touch 10, flat-footed 20

**hp** 56 (9 HD); **DR** 1/adamantine

**Resist** evasion; +4 on saves against chaotic and transmutation effects

**Fort** +9, **Ref** +5, **Will** +14

**Speed** 20 ft. (4 squares)

**Melee** +1 heavy mace +7 (1d8+4) or

**Melee** lightning gauntlets +6 (3d6 electricity) or

**Ranged** mwk light crossbow +5 (1d8/19–20)

**Base Atk** +5; **Grp** +6

**Atk Options** smite chaos 2/day (+1 attack, +4 damage)

**Special Actions** consultation (three times before 5th

level), spontaneous casting (*cure* spells), turn

undead 4/day (+3, 2d6+4, 3rd), turn water creatures

or command fire creatures 4/day (+3, 2d6+4, 3rd)

**Combat Gear** *potion of invisibility*, *potion of cure moderate wounds*, *scroll of neutralize poison*, *scroll of invisibility purge*

**Cleric Spells Prepared** (CL 7th; 1d20+7 to overcome SR):

4th—*air walk*, *order's wrath*<sup>D</sup> (DC 18, CL 8th),  
*summon monster IV*

3rd—*dispel magic*, *magic circle against chaos*<sup>D</sup> (CL 8th), *searing light*, *summon monster III*

2nd—*hold person* (DC 16), *produce flame*<sup>D</sup>,  
*remove paralysis*, *lesser restoration*, *summon monster II*

1st—*bless*, *burning hands*<sup>D</sup> (DC 15), *command* (DC 15), *divine favor*, *obscuring mist*, *shield of faith*

0—*create water*, *detect magic* (2), *guidance*, *light*,  
*resistance*

D: Domain spell. Domains: Fire, Law

**Essentia Pool** 9; **Capacity** 2; **Chakra Binds** 2;  
**Soulmelds** 4

**Soulmelds and Essentia Investment** (CL 6th):

*Bluesteel bracers* 2 (+2 insight bonus on initiative checks; +2 insight bonus on weapon damage rolls)

*Diadem of purelight* 2 (bright illumination out to 40 ft.; negates concealment less than total concealment; bound to crown chakra)

*Impulse boots* 2 (uncanny dodge; +2 enhancement bonus on Reflex saves; evasion; bound to feet chakra)

*Lightning gauntlets* 2 (melee touch attack deals 3d6 electricity damage 1/round)

**Spell-Like Abilities** (CL 2nd):

At will—*detect chaos*

**Abilities** Str 12, Dex 8, Con 14, Int 10, Wis 19, Cha 13

**SQ** chakra binds (crown, feet); moderate aura of law

**Feats** Augment Summoning, Bonus Essentia, Lightning Reflexes, Open Least Chakra (feet), Spell Focus (conjuration)

**Skills** Balance +0, Concentration +11, Intimidate +3, Knowledge (arcana) +4, Knowledge (religion) +5, Move Silently +0, Sense Motive +8, Spellcraft +2

**Possessions** combat gear plus +1 *full plate armor*, masterwork light steel shield, *ring of protection* +1, *periapt of Wisdom* +2, +1 *heavy mace*, masterwork light crossbow with 10 bolts

**Hook** "Take heart, servants of Law! Chaos cannot prevail!"

## SOULCASTER

"Powered by energies you couldn't possibly fathom, my spells will shake your very soul."

—Edarril Larhastavil, elf soulcaster

From the arcane experiments of the wizards of the Last Watch arose the soulcasters, a cadre of arcane spellcasters who excel at incorporating soul energy into their magic. Those soulcasters still affiliated with the Last Watch dwell in crystal palaces on the Positive Energy Plane, where they work tirelessly to counter the machinations of the evil demon princes. Other members of this prestige class, however, have brought the knowledge of how to combine incarnum with arcane magic into the world and put it to more practical uses.

## BECOMING A SOULCASTER

Wizards or sorcerers who have also learned the secrets of incarnum are the most common candidates for the soulcaster prestige class. Most choose the path of incarnate to acquire the necessary meldshaping ability, but occasionally a high-level soulborn with levels in wizard or sorcerer also elects to pursue this path.

Since a soulcaster is primarily an arcane spellcaster, a high Intelligence score is of paramount importance. A high Constitution score maximizes the number of soulmelds that can be shaped, and a high Wisdom score ensures high save DCs against the offensive effects of those melds.

### ENTRY REQUIREMENTS

**Skills:** Knowledge (arcana) 8 ranks.

**Feats:** Incarnum Spellshaping.

**Spellcasting:** Ability to cast 2nd-level arcane spells.

**Meldshaping:** Ability to shape three soulmelds; ability to bind a soulmeld to a chakra.

## CLASS FEATURES

Both your spellcasting and your meldshaping abilities continue to grow as you attain higher levels in the soulcaster prestige class. Your magic also becomes stronger because you gain more *essentia* to invest in your spells and in incarnum feats that affect your spells. Eventually, you learn to transform your arcane power into temporary *essentia* boosts, thereby maximizing the utility of your soulmelds.

All of the following are class features of the soulcaster prestige class.

**Weapon and Armor Proficiency:** You gain no new proficiencies with weapons, armor, or shields.

**Meldshaping:** At each soulcaster level, you increase your meldshaper level, the number of soulmelds you can shape, the number of chakra binds you can create, and your *essentia* pool as if you had gained a level in a

meldshaping class to which you belonged prior to gaining the soulcaster level. You do not, however, gain any other abilities of that class, such as new tiers of chakra binds. If you had more than one meldshaping class before becoming a soulcaster, you must decide to which class to add each level for the purpose of determining your *essentia* pool, meldshaper level, and the number of soulmelds and chakra binds available.

**Spellcasting:** At each soulcaster level, you gain new spells per day and an increase in caster level (and spells known, if applicable) as if you had also gained a level in an arcane spellcasting class to which you belonged before adding the prestige class level. You do not, however, gain any other benefit a character of that class would have gained. If you had more than one arcane spellcasting class before becoming a soulcaster, you must decide to which class to add each level for the purpose of determining spells per day, caster level, and spells known.

**Arcane Investment (Su):** Beginning at 1st level, you can invest *essentia* in your arcane spells to make them more powerful. At the same time that you shape your soulmelds, you can choose to invest 1 point of *essentia* in any single spell that you know (and have prepared, if you prepare spells). At any time in the next 24 hours, you can choose to use that invested *essentia* when you cast the chosen spell. Doing so requires no action, but both the caster level of the spell and its save DC increase by 1. Once so used, the *essentia* returns to your *essentia* pool and can be invested into soulmelds or other effects.

As you attain higher levels, the number of spells you can invest with *essentia* in this manner increases. You can affect a number of spells equal to your soulcaster level, and you cannot invest *essentia* in the same spell more than once—that is, you can't invest *essentia* in two *lightning bolt* spells, even if you can prepare or cast that spell more than once per day.

TABLE 6–6: THE SOULCASTER

HIT DIE: d4

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spellcasting/Meldshaping
1st	+0	+0	+0	+2	Arcane investment 1	+1 level of existing meldshaping class and +1 level of existing arcane spellcasting class
2nd	+1	+0	+0	+3	—	+1 level of existing meldshaping class and +1 level of existing arcane spellcasting class
3rd	+1	+1	+1	+3	Chakra binds (crown, feet, hands)	+1 level of existing meldshaping class and +1 level of existing arcane spellcasting class
4th	+2	+1	+1	+4	—	+1 level of existing meldshaping class and +1 level of existing arcane spellcasting class
5th	+2	+1	+1	+4	—	+1 level of existing meldshaping class and +1 level of existing arcane spellcasting class
6th	+3	+2	+2	+5	—	+1 level of existing meldshaping class and +1 level of existing arcane spellcasting class
7th	+3	+2	+2	+5	Arcane investment 2	+1 level of existing meldshaping class and +1 level of existing arcane spellcasting class
8th	+4	+2	+2	+6	Chakra binds (arms, brow, shoulders)	+1 level of existing meldshaping class and +1 level of existing arcane spellcasting class
9th	+4	+3	+3	+6	—	+1 level of existing meldshaping class and +1 level of existing arcane spellcasting class
10th	+5	+3	+3	+7	Magical distillation	+1 level of existing meldshaping class and +1 level of existing arcane spellcasting class

**Class Skills (2 + Int modifier per level):** Concentration, Craft, Knowledge (arcana), Knowledge (religion), Knowledge (the planes), Profession, Spellcraft



This process is not the same as investing essentia in a spell as part of its casting (see page 52). If you use your arcane investment ability to affect a given spell, you can also invest essentia in it as part of its casting if the spell allows it, but the two essentia investments are separate.

At 7th level, you can invest up to 2 points of essentia in each spell rather than only 1. A 2-point investment boosts the spell's caster level and save DC by 2 each for a single casting.

**Chakra Binds:** As you attain higher levels, you can bind your soulmelds and magic items to your chakras, gaining new powers based on the combination chosen. At 3rd level, you can bind your soulmelds or magic items to your least chakras (crown, feet, and hands), in addition to any other chakras you have available. When you attain 8th level, your lesser chakras (arms, brow, and shoulders) become available for chakra binds.

**Magical Distillation (Su):** At 10th level, you can use the magical energy of your spells to augment your essentia pool. By sacrificing one arcane spell slot (or one

prepared arcane spell, if you prepare spells) of the highest level you can currently cast, you gain points of essentia equal to that spell's level for 1 round. This essentia can be invested or otherwise used as normal, but it disappears at the start of your next turn. This ability is usable once per round as a free action.

## PLAYING A SOULCASTER

As a soulcaster, you retain the same convictions that you had when you first began to wield incarnum. You are an evangelist for your cause, and you enjoy demonstrating the power of incarnum as manifested through your spells. However, you also seek a balance between the power of your spellcasting and that of your meldshaping.

You know that the first soulcasters were born through the efforts of the Last Watch, an organization devoted to fighting the demon lords of the Abyss, and that the art of infusing soul energy into arcane magic has since spread well beyond that group. Even if you are not directly involved in the continuing efforts of the Last Watch, you are aware of its clandestine fight against the demon princes and the danger allowing that war to spill out into the open represents. Your philosophical viewpoint dictates your position on the war. If you are inclined toward good, you favor working against the demon lords at all costs; if you are inclined toward evil, you prefer to curry the favor of the evil princes in hopes of gaining a reward in this life or the next. If law is your cause, you strive to prevent the chaotic demons from gaining a foothold in the bastions of soul energy; if you lean toward chaos, you oppose the mindless destruction that the demons represent while remaining sympathetic to the cause of chaos.

As your power and influence grow and you become more aware of the demonic threat, you can more actively counter (or take part in) the schemes of the demon princes. If you wish, you can try to contact the Last Watch and offer to work with its members to battle the demon lords; they will direct your power to where it is most needed. If you are inclined to join the battle on the other side, the demon princes will be more than happy to accept your aid as well.

## Combat

Your best combat tactic is to use your incarnum-infused spells first. When you do so, the invested essentia is freed for other uses, and you can channel it into your shaped soulmelds. Thus, your tactics change throughout an encounter to reflect the shift of power from your spells to your soulmelds.

Your ability to bind your soulmelds to your chakras significantly increases your versatility. Some soulmelds might become constant companions for you. In such cases, you must strike a balance between your favorite soulmelds and your spells with respect to essentia investment, and that balance might change throughout the day.

As a high-level soulcaster, you need never lack for essentia since you can sacrifice your spell slots to power your soulmelds on a temporary basis. Though the levels of the spells you can cast might be slightly lower than those of a straight spellcaster, your arcane investment ability ensures that the saving throw DCs remain competitive.



*A soulcaster*

## Advancement

While dabbling with combining incarnum and arcane magic, you inevitably stumble upon others who are doing likewise; through them, you learn of the soulcasters. If you seek them out and prove yourself worthy, a soulcaster might adopt you as an apprentice.

During your apprenticeship, your soulcaster mentor teaches you how each spell becomes more powerful when infused with the soul energy of great spellcasters from other ages. While instructing you in how the magic of your spells and the power of incarnum can interact, he tells you how the first soulcasters evolved from the wizards of the Last Watch.

As you learn more about the ways of the soulcaster, you begin to understand that the Last Watch is not just some ancient organization lost to history. It still exists and is constantly looking for brave heroes who are capable of fighting the demon lords. You might even receive an invitation to join the Last Watch on a crusade against the fiends, or be asked to fulfill some minor quest that helps to interrupt their schemes. As long as you have no official ties to the Last Watch, however, you are free to undertake whatever adventures suit your fancy.

As your power increases, consider taking feats that further enhance your spellcasting through the investment of *essentia*. *Midnight Metamagic*, for instance, lets you apply your metamagic feats to even your highest-level spells by investing *essentia* instead of increasing the spell's level. *Soulouched Spellcasting* helps you overcome the fact that your caster level is lower than that of a straight spellcaster by granting you a bonus on dispel checks and caster level checks made to overcome spell resistance. *Improved Essentia Capacity* increases the versatility of your incarnum feats by allowing you to invest more *essentia* in each one.

## Resources

Initially, your best resource is your soulcaster mentor, who provides you with plenty of sage advice when you need it. If you accept a mission from the Last Watch, its members do what they can to outfit you for taking the fight to the demon lords. They can provide survival gear to help you withstand the rigors of any plane to which you might be sent, or weapons and other equipment that are particularly suited to doing battle with fiends.

## SOULCASTERS IN THE WORLD

*"The purity of their spell power is intriguing. If the demons don't kill them first, I shall have to perform an inquiry into these soulcasters."*

—Cornered unnamed wizard

The soulcaster prestige class provides players with an opportunity to use the incarnum magic system in conjunction with the more familiar spell system. The soulcasters' organization, the Last Watch, fits easily into almost any campaign because of its extraplanar headquarters, and it can become the starting point for numerous demon-slaying adventures.

## Daily Life

Unless she joins the Last Watch on the Positive Energy Plane, a soulcaster's life is much like that of any other arcane spellcaster. She is free to adventure at will and choose her own companions, or to seclude herself for extended research. Soulcasters maintain lifelong relationships with their mentors, keeping in contact and trading news on a regular basis. In addition, soulcasters who maintain working relationships with the Last Watch frequently accept missions relating to the organization's ongoing battle with demonkind.

## Notables

Unlike most arcane societies, the Last Watch has no organized leadership, and none of its members rank above the others. Its members prefer to work as a cooperative, each contributing his or her particular expertise to ensure the success of every enterprise. However, a few independent soulcasters operating on the Material Plane have managed to make names for themselves. Chief among these is *Rorghas the Dark*, an evil soulcaster who works to further the designs of the demon lord *Graz'zt*.

## Organization

A significant contingent of soulcasters still resides within the crystal palaces of the Last Watch on the Positive Energy Plane, though these arcane spellcasters make up only a small segment of the organization. The Last Watch is dedicated to defeating the demon lords, and its membership includes paladins, warriors, clerics, and various other characters who stand against evil and chaos in the cosmos. Since the crystal fortresses give ready access to the founts of pure soul energy on the Positive Energy Plane, soulcasters with a penchant for experimentation choose to perform their research there.

In fact, it was the wizards of the Last Watch who first discovered the secrets of combining incarnum with arcane magic. While pursuing some minions of the demon prince *Demogorgon*, they discovered a fount of soul energy deep within the Positive Energy Plane that had beneficial effects upon their spellcasting. After defeating the fiends and dealing a critical blow to *Demogorgon's* plans, a few of the wizards stayed behind to document their findings and conduct further research into the energy of incarnum. These intrepid experimenters learned to weave incarnum into their spells, thereby becoming the first soulcasters. Though these first soulcasters remained allied with the Last Watch, their students carried the knowledge into the world. Now, although many soulcasters still choose to take up the fight against the demon lords, others have moved on to safer environs.

The soulcasters who operate independently on the Material Plane are loosely organized through a network of couriers and contacts that they personally maintain. Through this linkage, they trade news, information, and techniques on a regular basis.

New soulcasters are no longer expected to stand against the demons, but each character who takes up the prestige class is informed of the ongoing struggle and given the option of assisting the Last Watch. Some choose to do so, while others are content to keep abreast of the news while

staying out of the fiends' path. Periodically, however, when times are particularly dire, the Last Watch sends out a call for aid that reaches the ears of every soulcaster not of evil bent.

Not all soulcasters are inclined to work against the demons, and a few have actually fallen in with the evil horde. Although the Last Watch does not have the resources to destroy all the evil soulcasters across the planes, they consider each one a threat and do what they can to prevent them from spreading the secrets of soulcasting to other, less noble spellcasters.

### NPC Reactions

Ordinary people assume that a soulcaster is just another sort of wizard. After all, arcane magic is strange and mystical anyway, and few understand that soulcasting any different. Thus, soulcasters are treated in the same way as wizards are in any given location. Clerics, wizards, and other spellcasters recognize that an otherworldly force enhances a soulcaster's magic, so they are either cordially inquisitive or jealous of the new type of power, according to their individual natures and goals. Membership in the Last Watch means little outside that organization, since its operatives do their best to keep their activities secret.

Whether or not a nonevil soulcaster belongs to the Last Watch, her most important enemies are the demon lords and their minions. The princes of evil have long memories, and they associate the practice of soulcasting with the wizards of the Last Watch who handed them their defeat so many years ago. Though the lesser demons would not recognize the difference between soulcasting and regular spellcasting, greater demons are much more informed. Balors and mariliths, for example, can identify the nuances of soulcasting, and they mark casters who utilize those techniques as targets.

Evil soulcasters who do not actively work with the demon lords are likewise targeted as their enemies. Those who accept alliances with the princes of evil, however, can expect to be treated with respect by demonkind.

### SOULCASTER LORE

Characters with the bardic knowledge ability or ranks in the Knowledge (arcana) or Knowledge (the planes) skill can research the soulcasters to learn more about them and their organization. A character gains the information corresponding to all DCs equal to or below his bardic knowledge, Knowledge (arcana) or Knowledge (the planes) check result.

**DC 10:** Some wizards and sorcerers can enhance their spells with a strange, extraplanar energy known as *incarnum*. Their spell effects appear blue-tinged or have wispy tendrils of magical energy trailing from them.

**DC 15:** Those who augment their spells with *incarnum* are called soulcasters, and some of them belong to an organization known as the Last Watch.

**DC 20:** Soulcasters augment their spells by weaving pure soul energy together with arcane magic. They learn the technique from mentors, who tell them of the Last Watch, an organization of heroes that stands quietly against evil.

**DC 30:** The first soulcasters were wizards of the Last Watch who discovered a font of soul energy on the Positive Energy Plane. The Last Watch is an organization dedicated to battling the demon lords, and it maintains several crystalline fortresses on the Positive Energy Plane.

Characters wishing to contact a soulcaster or the Last Watch can find an appropriate person with a DC 25 Gather Information check.

### SOULCASTERS IN THE GAME

Introducing soulcasters into your campaign is a relatively easy task. NPC soulcasters can serve as mentors to characters who wish to pursue both meldshaping and spellcasting, and the Last Watch can actively assist the PCs when they encounter demonic forces. A soulcaster can also be an effective member of an adventuring party. Even though her overall spellcasting ability is not as good as that of a single-classed spellcaster, she can augment a few of her spells to great effect. Furthermore, once she's out of spells, she can fall back on her not-insignificant array of soulmelds and continue to hold her own in encounters. A party soulcaster need not be aligned with the Last Watch, but she can easily fit into that organization if desired.

As a hybrid character, a soulcaster is not as good at any given task as a single-classed meldshaper or spellcaster of equivalent character level, and that weakness becomes evident in encounters with creatures that have particularly high saving throw modifiers or spell resistance. Although the rest of the party might be capable of handling such foes, make sure you also include encounters with lower-level creatures that are more likely to succumb to the soulcaster's powers.

### Adaptation

If a focus on war with the demon lords does not fit your campaign, the Last Watch could easily be adapted to oppose some other evil (or even good) organization or foe. Instead of tapping fonts of soul energy on the Positive Energy Plane, soulcasters could perform their magic by focusing the energies of past spellcasters' souls. The research for that kind of soulcasting might involve macabre practices, such as locating and retrieving the bodies of archwizards from their trap- and horror-laden tombs.

### Encounters

Not all soulcasters need to be allies of the PCs. Those who plan to oppose the party should focus on spells and soulmelds that synergize with each other, such as *arcane focus*. Investing *essentia* in two or three big spells before a fight can make the soulcaster's first few actions especially devastating, and thereafter, he can reallocate that *essentia* into his soulmelds. An evil soulcaster working against the Last Watch might also be in league with the demon lords and thus have fiendish allies.

**EL 9:** Rorghas the Dark is an evil soulcaster who has been a thorn in the side of the Last Watch for some time. The organization has decided that he must be eliminated before he can spread his knowledge of soulcasting to more of his evil acolytes. Rorghas appears to be alone when the PCs confront him, but his demonic protector—a *babau*

demon sent by Graz'tz to keep an eye on him—is lurking in the shadows.

**Babau:** 66 hp (see *Monster Manual*, page 40).

## RORGHAS THE DARK

CR 8

Male human wizard 3/incarnate 2/soulcaster 3  
NE Medium humanoid (incarnum)

**Init** +1; **Senses** darkvision 60 ft., *arcane sight*, see *invisibility*; Listen +0, Spot +5

**Aura** *mantle of flame* (each melee attacker takes 1d6 fire damage)

**Languages** Abyssal, Common, Orc

**AC** 16, touch 12, flat-footed 15

**hp** 40 (8 HD)

**Immune** enchantment (charm) effects

**Fort** +9, **Ref** +5, **Will** +11

**Speed** 30 ft. (6 squares)

**Melee** mwk cold iron dagger +3 (1d4–1/19–20) or

**Melee** *lightning gauntlets* +2 (1d6 electricity)

**Base Atk** +3; **Grp** +2

**Combat Gear** 2 flasks of holy water, 2 flasks of alchemist's fire, *wand of magic missiles* (CL 3rd)

**Wizard Spells Prepared** (CL 6th):

3rd—*dispel magic* (CL 7th), *empowered fireball* (DC 17, CL 7th), *hold person* (DC 16)

2nd—*bear's endurance*, *Melf's acid arrow*, *scorching ray* (+4 ranged touch), *web* (DC 15)

1st—*chill touch* (+2 melee touch, DC 14), *mage armor*†, *empowered magic missile* (CL 7th), *shield*

0—*acid splash* (2), *ray of frost* (2)

† Already cast

**Essentia Pool** 9; **Capacity** 2; **Chakra Binds** 1; **Soulmelds** 4

**Soulmelds and Essentia Investment** (CL 5th):

*Arcane focus* 2 (+3 damage with arcane spells)

Arcane investment 1 (*dispel magic*)

Arcane investment 1 (*fireball*)

Arcane investment 1 (*magic missile*)

*Enigma helm* (DC 16 caster level check needed to perform divination on Rorghas; immunity to enchantment (charm) effects; bound to crown chakra)

*Lightning gauntlets* (melee touch attack deals 1d6 electricity damage 1/round)

*Mantle of flame* (each melee attacker takes 1d6 fire damage)

Midnight Metamagic 2 (*empowered fireball*)

Midnight Metamagic 2 (*empowered magic missile*)

**Spell-Like Abilities** (CL 2nd):

At will—*detect good*

**Abilities** Str 8, Dex 12, Con 15, Int 16, Wis 10, Cha 13

**SQ** chakra binds (crown, feet, hands); faint aura of evil

**Feats** Bonus Essentia, Empower Spell, Incarnum Spellshaping, Midnight Metamagic

**Skills** Concentration +13, Knowledge (arcana) +13, Knowledge (religion) +12, Knowledge (the planes) +12, Spellcraft +16, Spot +5

**Possessions** combat gear plus *cloak of resistance* +2, *ring of protection* +1, *ring of sustenance*, *wand of*

*magic missiles* (CL 3rd, 23 charges), masterwork cold iron dagger, 2 vials of holy water, 2 flasks of alchemist's fire

**Spellbook** spells prepared plus 0—*arcane mark*, *dancing lights*, *detect magic*, *detect poison*, *disrupt undead*, *ghost sound*, *light*, *mending*, *message*, *open/close*, *prestidigitation*, *read magic*, *resistance*; 1st—*burning hands*, *color spray*, *protection from good*; 2nd—*resist energy*, *rope trick*; 3rd—*fly*, *summon monster III*

**Hook** “You cannot prevail over the power of soul-infused magic.”

## PEARL OF INCARNUM POWER

Certain relics particularly suited for a soulcaster's skills have been passed down from mentors to novitiates for centuries. Among these are *pearls of incarnum power*, which look like typical pearls except for a slightly cloudy sheen on their surfaces. Like a *pearl of power*, a *pearl of incarnum power* enables the possessor to recall any one spell that he has already prepared and then cast. In addition, however, he can restore any essentia that was previously invested in that spell as part of the same action used to recall it. The spell is then prepared again, with its invested essentia, just as if it had not been cast. Each *pearl of incarnum power* functions once per day, and only for spells of a particular level.

Strong transmutation; CL 17th; Craft Wondrous Item, creator must be able to cast spells of the spell level to be recalled, creator must have an essentia pool; Price 1,500 gp (1st), 6,000 gp (2nd), 13,500 gp (3rd), 24,000 gp (4th), 37,500 gp (5th), 54,000 gp (6th), 73,500 gp (7th), 96,000 gp (8th), 121,500 gp (9th).

## SPINEMELD WARRIOR

“Perfection of form requires proof. What better proof than a foe bleeding at your feet?”

—Morgalle Tark, spine fighter

Even without proper training, a skarn can strike wicked blows with the pointed spines along his forearms. Most, however, have a proclivity for martial discipline and an appreciation for spare and functional beauty. The resultant culture has produced a combat style that is both lethally effective and aesthetically pleasing. When a spinemeld warrior trains, he is participating in a tradition that has long been venerated in skarn society. Public ritualized combats between spinemeld warriors draw large crowds and are the high points of holy days and feasts.

All spinemeld warriors are members of an organization known as the Hierarchy of Spinemeld Warriors, which manages their participation in public ritual combat and provides training in combat and forms.

## BECOMING A SPINEMELD WARRIOR

Most spinemeld warriors begin their careers as incarnates, then take levels in fighter or even paladin. Skarn soulborn can easily meet the entry requirements for the prestige class as well. Since meldshaping is not required for entry,

however, a paladin, ranger, or fighter can choose to qualify for the class by taking a feat that grants him access to his essentia pool.

#### ENTRY REQUIREMENTS

**Race:** Skarn.  
**Alignment:** Any lawful.  
**Base Attack Bonus:** +5.  
**Essentia Pool:** 1.

### CLASS FEATURES

As you advance in the Hierarchy of Spinemeld Warriors, your training emphasizes the doctrine of mental and physical perfection at every stage. The abilities you gain from this class advance that agenda in various ways.

All of the following are class features of the spinemeld warrior prestige class.

**Weapon and Armor Proficiency:** You gain no new proficiencies with weapons, armor, or shields.

**Meldshaping:** You have the ability to shape a small number of soulmelds. At 3rd level, you can shape one meld at the beginning of each day, and at 7th level, you can shape up to two per day. The maximum number of soulmelds that you can have shaped simultaneously equals your Constitution score minus 10. You select your soulmelds from the soulborn class list. Your meldshaper level for these soulmelds equals your spinemeld warrior level, and the save DC (if applicable) is 10 + invested essentia + your Con modifier. This ability otherwise follows the normal rules for meldshaping.

**Twin Spine Fighting (Ex):** At 1st level, you can attack with the spines on both of your arms as if you were fighting with two light weapons. You cannot combine this ability with attacks using any other weapons.

**Two-Weapon Fighting:** You gain Two-Weapon Fighting (see page 102 of the *Player's Handbook*) as a bonus feat, even if you do not meet the prerequisites. If you already have Two-Weapon Fighting, you can select any feat for which you qualify, as long as Two-Weapon Fighting is a prerequisite for your choice. For example, you could choose Improved Two-Weapon Fighting or Two-Weapon Defense as your bonus feat.

**Noble Familiarity:** Because the oldest noble houses in skarn society support the Hierarchy of Spinemeld Warriors,

you have at least a passing familiarity with issues relating to the aristocracy. Beginning at 2nd level, you gain a competence bonus equal to one-half your spinemeld warrior level on Knowledge (nobility and royalty) checks.

In addition, your contacts among the nobility can put you in contact with someone selling almost any piece of equipment or magic item you seek. To learn the name of a seller for a particular item, you must succeed on a Gather Information check (DC 15 + caster level for the item). You gain a competence bonus equal to your spinemeld warrior level on this check.

**Spine Enhancement (Su):** Beginning at 2nd level, you can use your essentia to boost the power of your spines in combat. As a swift action, you can invest essentia in your spines as if they were a soulmeld. Doing so grants you an enhancement bonus equal to the points of essentia invested on attack rolls and damage rolls with your spines. Unlike your soulmelds or other incarnum-fueled abilities, your spines have a special essentia capacity (and thus a maximum enhancement bonus) equal to one-half your spinemeld warrior level.

**Spine Rend (Ex):** Beginning at 5th level, you can deliver a rend attack with your spines. Whenever you hit a single opponent with a spine attack from each arm in the same round, you tear the opponent's flesh and deal an additional 2d6 points of damage plus one and one-half times your Strength bonus.

**Chakra Bind (Arms):** Starting at 7th level, you can bind one of your shaped soulmelds to your arms chakra.

**Adamantine Spines (Ex):** By the time you attain 9th level, the constant flow of incarnum through your spines has rendered them incredibly tough and durable. When used as weapons, they overcome damage reduction and hardness as if crafted from adamantine.

### PLAYING A SPINEMELD WARRIOR

You are a member of an ancient order with an even more ancient quest. Your progenitors, the mishtai, searched in vain for "perfection of form," and the members of your race see themselves as the rightful heirs to that quest. You and all the other spinemeld warriors are members of your race's oldest and most venerated fighting order, and as such you are devoted to achieving perfection—both mental and physical. As a spinemeld warrior, you understand

TABLE 6-7: THE SPINEMELD WARRIOR HIT DIE: d10

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Meldshaping			Level Title
						Soulmelds	Essentia	Chakra Binds	
1st	+1	+2	+0	+0	Twin spine fighting, Two-Weapon Fighting	0	0	0	Green spine
2nd	+2	+3	+0	+0	Noble familiarity, spine enhancement	0	1	0	Red spine
3rd	+3	+3	+1	+1	—	1	2	0	Flaw seeker
4th	+4	+4	+1	+1	—	1	3	0	Spine of rain
5th	+5	+4	+1	+1	Spine rend	1	3	0	Spine of snow
6th	+6	+5	+2	+2	—	1	4	—	Spine of mist
7th	+7	+5	+2	+2	Chakra bind (arms)	2	5	1	Spine fighter
8th	+8	+6	+2	+2	—	2	6	1	Perfect of the south wind
9th	+9	+6	+3	+3	Adamantine spines	2	6	1	Perfect of the north wind
10th	+10	+7	+3	+3	—	2	7	1	August perfect of roses

**Class Skills (2 + Int modifier per level):** Climb, Craft, Diplomacy, Handle Animal, Intimidate, Jump, Knowledge (nobility and royalty), Profession, Ride, Swim.

that the word “form” in the phrase “perfection of form” means not just body shape, but also the combat styles of martial discipline, the patterns of thought necessary for a proper life, and the proscribed, stylized motions and stances used in ceremonial fighting tournaments.

Many skarns choose not to become spinemeld warriors because with that honor comes numerous responsibilities. For example, you might be asked to serve with an honor guard marching in the entourage of a noble during a feast day parade, or you might have to act as a bodyguard for an important individual. In addition, you must participate in at least two of the formalized but still dangerous tournaments held annually as entertainment in skarn cities. Nevertheless, your rewards for choosing this path are great. Like your fellow spinemeld warriors, you enjoy celebrity status and are considered among your city’s most eligible single individuals. As such, you draw the suits of countless starstruck young nobles, many of whom are quite spoiled and prone to take umbrage at the slightest hint of rejection. How you deal with the paradoxical combination of worshipful adulation from suitors and unforgiving scrutiny from society determines what kind of place you make for yourself in a skarn city.



*Indarak Tez, a spinemeld warrior*

## Combat

Your spine attacks are your best weapons, so be sure to use them to best advantage in combat. Against a foe with a high Armor Class, you might wish to forego fighting with two weapons (or both sets of spines) to avoid the associated attack penalties. In such cases, either wield a single weapon exclusively, or attack one-handed with your spines. At higher levels, attacking with your spines can be an effective tactic if they are more suited to penetrating your enemy’s damage reduction than your main weapon is.

## Advancement

Your advancement in the Hierarchy of Spinemeld Warriors depends solely on your combat potency. If you perform well in regular combat and in the public spectacles, you can count on gaining influence within the order rapidly. If you fail to perform as required or sustain numerous losses in ritual combats, your status drops accordingly.

Because you gain far fewer feats than a fighter or even a soulborn does, you must choose them wisely, so pay attention

to both your own strengths and the kinds of combat scenarios you typically face. Weapon Focus is a fine feat, but if you have a high Dexterity score, you can benefit much more from Weapon Finesse, since your spines are treated as light weapons. If you are faced with large groups of opponents, Whirlwind Attack can enable you to deliver a dizzying number of spine attacks, though the prerequisites for that feat are onerous. Improved Natural Attack (from the *Monster Manual*) is also a good choice, though Weapon Specialization (if you qualify for it) provides a bit more punch.

## Resources

The Hierarchy of Spinemeld Warriors resembles an athletic league steeped in ancient ritual. In some ways, membership itself is the greatest resource that the organization offers, because with it come fame, social prestige, and gold. But the price is high—not only must you perform in the public ceremonial combat events, but offers for private matches are also common. These arranged private matches are bloodier than the ceremonial public contests, and rumors of deaths resulting from such matches are true, unsavory though they might be.

In addition, the Hierarchy of Spinemeld Warriors provides an excellent network through which to seek particular magic items.

Your contacts among the aristocracy can probably supply you with the name of a merchant or private citizen selling almost any kind of combat-related equipment.

## SPINEMELD WARRIORS IN THE WORLD

*“The spine fighters and their ceremonies are a living link to the age of the mishtai, when we were closer to perfection.”*

—Thrakkil Mav, noble spinemeld warrior enthusiast and front-row attendee at all major tournaments

Nearly all spinemeld warriors are celebrities in skarn popular culture. Within skarn society, only the ruling aristocrats are more closely watched, emulated, and gossiped about. Thus, spinemeld warriors represent a good way to introduce the concept of incarnum into a campaign that includes skarn PCs or an adventure in a skarn-controlled area.

If you have a PC spinemeld warrior in your campaign and need a means to motivate him, play on his social status and enroll him in a public combat at one of the annual festivals.

Be sure to offer plenty of encounters that encourage the use of his spines over other weapons, since spine attacks are among the best benefits the prestige class offers.

If you need a powerful, combative organization that actively promotes the use of incarnum in your campaign, the Hierarchy of Spinemeld Warriors is a perfect choice. Its leaders can serve as a source of adventures as well as provide access to skarn nobility.

### Daily Life

The life of a typical spinemeld warrior is regulated to the point of regimentation. Training is both a daily requirement and a privilege, since mastering the ancient art of spine-fighting is considered among the greatest honors a skarn can earn.

The Hierarchy of Spinemeld Warriors might grant a member a particular mission, for which he can choose his own companions. However, he is expected to select compatriots who will not impugn the honor of the hierarchy or the noble name of the spinemeld warrior in their midst. More independent spinemeld warriors might eventually strike out on their own, and some of these are even excused from occasional public combats due to prolonged absences.

### Notables

Few spinemeld warriors are known outside the skarn culture. Within the Hierarchy of Spinemeld Warriors, perfect of the south wind Vellok Dane has become notorious as a source of scandal because his wife, Torrana, has a roving eye. Thus, he is constantly forced to seek satisfaction of his honor from other males.

### Organization

The Hierarchy of Spinemeld Warriors is dedicated to preserving the legacy of the mishtai and continuing their quest for perfection of form. The members of this order believe that both perfection and form are broad terms that encompass the physical, mental, and spiritual realms. The organization's leaders encourage members to develop the physical might necessary for combat, the mental acuity needed to shape soulmelds, and the spiritual strength to fuse the two together.

At the top of the order's internal hierarchy are the august perfects of roses. These accomplished spinemeld warriors oversee the daily operations of the order, determine who should fight whom in which ceremonies, and maintain the organization's all-important relationships with the aristocracy. Their direct assistants are the perfects of the north and south winds.

As might be expected, the hierarchy is quite strict and autocratic, with higher-ranked members commanding the complete respect and deference of those in the lower ranks. Private matches might be arranged between any two members, but challenging a higher-ranking member is considered the height of impudence. Over the history of the organization, outrageous scandals have erupted in such a way, with younger spinemeld warriors challenging more established fighters—usually at the behest of infatuated admirers. At least one such match has resulted in the upstart's death, and several have resulted in the

defeated skarn leaving the community to strike out on his own.

Typically, each skarn city has one august perfect of roses, one perfect of the north wind, and one perfect of the south wind. Larger cities have more ranking members, and smaller cities might do without one, two, or even all three officers. An up-and-coming spinemeld warrior with political ambitions might ascend to one of these positions only by defeating the skarn who currently holds that title in his region.

### NPC Reactions

Within skarn society, spinemeld warriors almost universally receive impassioned approbation. Groups of nobles with excess money and leisure time travel from city to city to watch their favored fighters in combat ceremonies throughout the year. A spinemeld warrior who takes to adventuring in search of treasure or, more honorably, lost mishtai artifacts, is ushered out of the city gates with a flourish of horns and a shower of rose bouquets hurled from the parapets.

Outside of skarn society, spinemeld warriors receive the same sort of reception as soulborns, paladins, and rangers. Members of other races consider spinemeld warriors slightly more sophisticated and intellectual than fighters and much more civilized than barbarians. However, like most skarns, members of this prestige class are typically thought to be supercilious perfectionists, whether their actions warrant such judgment or not. The fact that they practice combat forms on a daily basis, regardless of their surroundings and anyone else's social agenda, tends to reinforce that prejudice.

### SPINEMELD WARRIOR LORE

Characters with the ranks in Knowledge (arcana) skill can research the spinemeld warriors and their hierarchy to learn more about them. Ranks in the Knowledge (local) skill can also yield the same information if a skarn city exists in the surrounding territory. A character gains the information corresponding to all DCs equal to or below his Knowledge (nobility and royalty) or Knowledge (local) check result.

**DC 10:** While most skarns can slice you up a bit with their spines, a spinemeld warrior can deal much more damage. Comparing the two is like comparing a knife to a magic sword.

**DC 15:** The skarns known as spinemeld warriors take the dream of the mishtai seriously. They want to be perfect in body, mind, and spirit.

**DC 20:** The Hierarchy of Spinemeld Warriors is an ancient organization whose members are said to have secret knowledge of the mishtai. The skarn nobles and high priests have great respect for this organization and its leaders, who are known as august perfects of roses.

**DC 30:** The skarn nobles act as patrons for the spinemeld warriors, providing them with financial support. Rumor also holds that illicit liaisons between nobles and warriors are common. The local perfect of the north wind is outraged, and blood might well flow at this year's Mishtai Vespers combat.

## SPINEMELD WARRIORS IN THE GAME

The Hierarchy of Spinemeld Warriors can provide an evening of active roleplaying interspersed with combat. Perhaps the august perfect of roses is looking for fighters of other races to challenge the best of his spinemeld warriors at an upcoming ceremony. Characters who can not only survive the combat but also display the proper forms and rituals can expect a significant payout for their trouble. A spinemeld warrior on a quest for a mishtai artifact might arrive in your campaign world and introduce incarnum to your PCs. Alternatively, a haughty spinemeld warrior could belittle skarn PCs who are not spinemeld warriors and constantly challenge them to ceremonial combat.

If you keep in mind both the hard-hitting combat style of the spinemeld warriors and their roleplaying aspects—including their relationships with the nobility, their quest for knowledge of the mishtai, the politics of their order, and the scandals and infighting to which they are prone—these characters can fit into almost kind of campaign.

### Adaptation

Spinemeld warriors can be employed in most campaigns with minimal changes. In a campaign with no major cities, however, they lose some of their prestige because large audiences are not as readily available.

Whatever setting you use, the spinemeld warriors take on the dominant characteristics of the aristocracy. If you play in a dark-and-doomed, abandon-all-hope world in which the PCs are good-aligned outlaws fighting against an overwhelming tide of evil, then the spinemeld warriors are part of the evil establishment. Similarly, if your characters live in an enlightened kingdom that is a bastion of good, then the spinemeld warriors' order is largely benevolent.

### Encounters

Spinemeld warriors can be encountered as honor guards in the audience chamber of a noble whom the PCs are petitioning for a favor, or as opponents in a tournament they have entered. A perfect of the south wind could become a recurring villain bent on blocking the advancement of a PC spinemeld warrior by framing him for an indiscretion at court, or trying to recruit him at the worst possible times.

**EL 8:** Indarak Tez is a green spine—a spinemeld warrior new to the hierarchy. While enjoying a night out with a group of adoring young nobles, he has become intoxicated and now wants to impress his entourage. When he stumbles across the PCs, he tries to bait them into combat with remarks such as “They’re scared of me! They must have seen me at the Mishtai Festival. Hey you! Didn’t I see your mother selling secondhand spine polish down by the river? Wasn’t she the one that smelled like an otuygh and looked like a pickled illithid?”

Unfortunately for Indarak, two of his companions are not the ingénues they appear to be; they are vampire spawn. If the PCs refrain from rising to Indarak’s bait, they soon hear screams from around the corner when the vampire spawn attack some nearby revelers. The spawn then attempt

to slay the other nobles and dominate Indarak so that they can lead him back to their mistress’s lair.

Indarak takes a rather direct approach to combat. If he’s feeling particularly bold, he might offer to fight with his eyes closed, relying on his Blind-Fight feat.

The vampire spawn cower and twitter with the other dandies and damsels until Indarak, the PCs, or both are significantly weakened. At that point, they reveal themselves and revel in the bloodbath.

**Melyssa and Hortense, Vampire Spawn:** hp 29, *Monster Manual* 253.

**Adoring Entourage:** Imre and Kadiz, male skarn aristocrats 1 (Appraise +6, Sense Motive +5); Issylia, Therisse, and Mathene, female skarn aristocrats 1 (Diplomacy +5, Bluff +5).

### INDARAK TEZ

CR 6

Male skarn fighter 5/spinemeld warrior 1  
LN Medium humanoid (incarnum, reptilian)  
**Init** +4; **Senses** Listen –1, Spot –1  
**Languages** Common

**AC** 20, touch 11, flat-footed 20

**hp** 53 (6 HD)

**Fort** +8, **Ref** +1, **Will** +2

**Speed** 20 ft. (4 squares)

**Melee** *arm spines* +11/+6 (1d6+8) or

**Melee** *arm spines* +9/+4 (1d6+6) and  
*arm spines* +9 (1d6+4)

**Base Atk** +6; **Grp** +10

**Atk Options** Blind-Fight

**Combat Gear** 2 *potions of cure moderate wounds*, *potions of invisibility*

**Essentia Pool** 1; **Capacity** 2; **Chakra Binds** 0;  
**Soulmelds** 0

**Essentia Investment**

Azure Toughness 1 (3 temporary hit points)

**Abilities** Str 18, Dex 11, Con 14, Int 10, Wis 8, Cha 12

**Feats** Azure Toughness, Blind-Fight<sup>B</sup>, Improved Initiative<sup>B</sup>, Iron Will, Two-Weapon Fighting<sup>B</sup>, Weapon Focus (spines)<sup>B</sup>, Weapon Specialization (spines)

**Skills** Climb +9, Intimidate +11, Knowledge (nobility) +2

**Possessions** combat gear plus +1 *full plate armor*, *ring of protection* +1, lapis identification rune for Hierarchy of Spinemeld Warriors, 50 gp

**Hook** “Hey you! Didn’t I see your mother selling secondhand spine polish down by the river?”

**EL 13:** Vellok Dane, the perfect of the south wind in this area, has a wife named Torrana who enjoys court scandals so much that she frequently starts them herself. When she kisses one of the PCs at a solstice ball, Vellok must repair his reputation by challenging the offending character to a duel at the upcoming Ceremony of Flaws.

Vellok prefers to open combat with his spines and *bluesteel bracers* filled to maximum capacity, relying on his sheer destructive power to overwhelm an opponent. If he needs a burst of speed to close with or charge a foe, he reallocates



essentia from his bracers to his *cerulean sandals*, thereby increasing his speed to 35 feet. He rarely allocates essentia to his *crystal helm*, since its bonus to AC doesn't stack with that provided by his *ring of protection*.

## VELLOK DANE

CR 13

Male skarn soulborn 5/spinemeld warrior 8  
LE Medium humanoid (incarnum, reptilian)  
**Init** +2; **Senses** Listen +0, Spot +0

**Languages** Common

**AC** 23, touch 12, flat-footed 23

**hp** 115 (13 HD)

**Immune** exhaustion

**Fort** +16, **Ref** +6, **Will** +8 (+10 against charm and compulsion)

**Speed** 20 ft. (4 squares); water walk

**Melee** +4 *arm spines* +22/+17/+12 (1d8+11/19–20) or  
**Melee** +4 *arm spines* +20/+15/+10 (1d8+11/19–20) and  
+4 *arm spines* +20 (1d8+9/19–20)

**Base Atk** +13; **Grp** +17

**Atk Options** smite opposition 2/day, spine rend (2d6+6)

**Combat Gear** 2 *potions of cure serious wounds*

**Essentia Pool** 7; **Capacity** 3 (4 for spines); **Chakra Binds** 1; **Soulmelds** 3

### Soulmelds and Essentia Investment

*Arm spines* 4 (+4 attack and damage)

*Bluesteel bracers* 3 (+2 bonus on initiative checks for self and allies within 30 ft.; +3 bonus on weapon damage rolls; bound to arms chakra, CL 8th)

*Cerulean sandals* (water walk, CL 2nd)

*Crystal helm* (+2 resistance bonus against charm/compulsion, CL 8th)

**Abilities** Str 18, Dex 11, Con 16, Int 10, Wis 10, Cha 12

**SQ** chakra bind (arms); strong evil aura

**Feats** Cobalt Critical<sup>B</sup>, Improved Critical (spines), Improved Natural Attack (spines), Iron Will, Two-Weapon Defense, Two-Weapon Fighting<sup>B</sup>, Weapon Focus (spines)

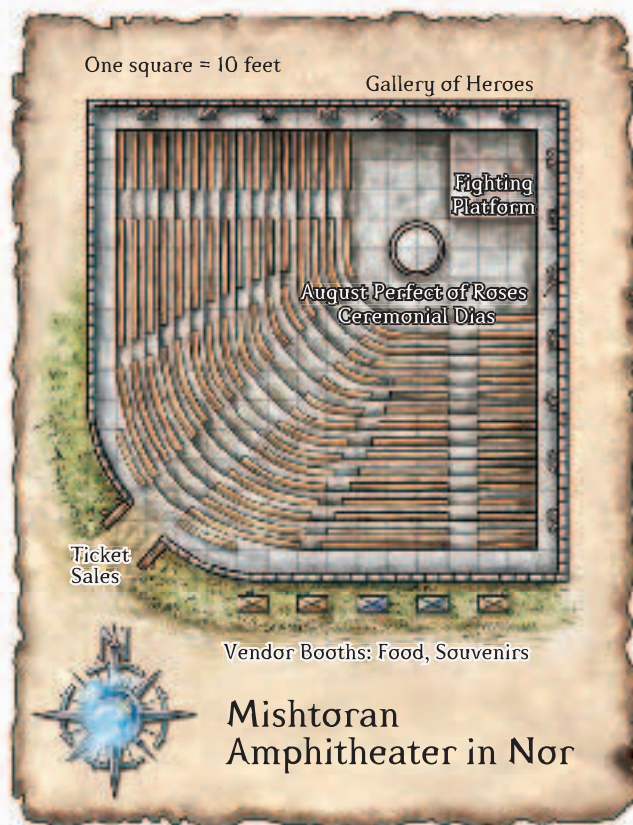
**Skills** Bluff +5, Climb +1, Diplomacy +7, Handle Animal +5, Intimidate +11, Knowledge (nobility and royalty) +10, Ride +4

**Possessions** combat gear plus +3 *glamered full plate*, *ring of protection* +2, *amulet of health* +2, *cloak of resistance* +3, signet ring of the Spinemeld Warrior Hierarchy, keys to the administrative offices of the Nor Mishtoran Amphitheatre, lapis identification rune for Spinemeld Warrior Hierarchy, 56 gp, 2 pp

**Hook** "I must now ask you to defend yourself."

## LOCATION: THE MISHTORAN IN NOR

The Mishtoran amphitheater in Nor has hosted the elaborately staged combats of the spinemeld warriors for the past two centuries. The cyclopean, horseshoe-shaped arena boasts eighteen thousand brass-fitted wooden seats for spectators. Even from outside the stadium, passers-by can easily tell



when a ceremony is in progress—the crowd inside roars, and the massive torches placed around the upper perimeter emit purple smoke.

Of all the ceremonies recognized by the Hierarchy of Spinemeld Warriors, the Ceremony of Flaws is the holiest. Held once per year at the autumnal equinox, this combat ritual marks the failure of the mishtai to achieve perfection of form, and another year of failure in that same enterprise for the skarns. Simultaneously, however, the ceremony refreshes and reinforces the spinemeld warriors' dedication to their millennia-old quest. On average, one spinemeld warrior per year dies in the Ceremony of Flaws. Some of these fallen warriors are restored to life through *raise dead* spells, but many consider it an honor to die in the Mishtoran.

Another notable ceremony is the Ritual of Sundering, which marks the split of the rilkan and skarn races and features a ritual in which rilkan are burned in effigy. The Green Spine Tournament welcomes new spinemeld warriors into the Hierarchy of Spinemeld Warriors, and the Ceremony of Renewal allows old and frail skarn to choose an honorable death in ritualized combat over an ignominious descent into decrepitude. Finally, the Ceremony of Proof invites all sorts of fighters to test their mettle against the best of the spinemeld warriors. PC spinemeld warriors are required to compete in the Green Spine Tournament upon attaining 1st level in the prestige class, and characters of other combat-oriented classes might be invited to compete in the Ceremony of Proof.

The Mishtoran amphitheater features extensive training rooms, sparring facilities, and purifying salt baths located

underneath the stands. Around the periphery, various vendors sell icons, perfumes, ceremonial silks, and votive candles at individual stalls. The perfects always worry that some outside source might corrupt the ceremonies by trying to “fix” the fights, so they might assign a PC to listen in the training rooms or outdoor areas and relay any conversations involving potential corruption back to them.

The current august perfect of roses in this area is Aqrom Orit (LN incarnate 2/fighter 4/spinemeld warrior 10), lord of the Mishtoran. He is attended by three male skarn spines of snow (LG and LE soulborn 5/spinemeld warrior 5), two female skarn spines of rain (LG and LE soulborn 6/spinemeld warrior 4), and one female skarn flaw seeker (LN fighter 1/wizard 8/spinemeld warrior 3). A cleric of Wee Jas (cleric 9) oversees the shops selling paraphernalia and tends to the fallen.

## TOTEM RAGER

“I am the wrath of all beasts bound into one terrible form.”

—Sikudhani, the Bringer of War

The totem rager embodies the wrath of nature in its most bestial form. Like the barbarian, she can stir herself into a fierce rage to cleave her enemies, and like the totemist, she can shape the forces of nature into soulmelds that grant her the power of magical beasts. But only in the totem rager do these abilities feed upon each other like the beasts of the wild, growing stronger from one another’s essence. She can use her rage to make her soulmelds better, and use her soulmelds to make her virtually unstoppable in combat.

### BECOMING A TOTEM RAGER

Since a totem rager needs both the ability to rage and the ability to bind soulmelds to her totem chakra, the best path into this prestige class is to combine the barbarian and totemist classes. At least two levels of totemist and one of barbarian are required, but since the base attack bonus prerequisite mandates a character level higher than 3rd, most candidates take additional levels in those two classes. A few levels in druid or ranger might also prove useful, but few candidates stray from the wilderness-oriented classes.

Since a totem rager is primarily a fighting character, she needs a high Strength score. A high Constitution score is also vital, both for the additional hit points it provides and because it controls her meldshaping ability. Finally, a high Charisma score can improve her wild empathy ability.

#### ENTRY REQUIREMENTS

**Base Attack Bonus:** +5.

**Skills:** Intimidate 5 ranks, Survival 9 ranks.

**Feat:** Cobalt Rage.

**Special:** Ability to bind soulmelds to totem chakra, rage class feature.

### CLASS FEATURES

As a totem rager, you depend heavily on your rage ability and your soulmelds, and the new abilities you gain allow those key features to work together more effectively. Using your rage ability makes your totemist soulmelds better by giving you extra essentia to invest. If you then invest that essentia in your rage ability, you can extend its duration and increase both your damage and your Will save modifier.

All of the following are class features of the totem rager prestige class.

**Weapon and Armor Proficiency:** You gain no new proficiencies with weapons, armor, or shields.

**Meldshaping:** At each totem rager level except 1st and 6th, you increase your meldshaper level, the number of soulmelds you can shape, the number of chakra binds you can create, and your essentia pool as if you had gained a level in the meldshaping class to which you belonged prior to gaining the totem rager level. You do not, however, gain any other abilities of that class, such as new tiers of chakra binds. If you had more than one meldshaping class before becoming a totem rager, you must decide to which class to add each level for the purpose of determining your essentia pool, meldshaper level, and the number of soulmelds and chakra binds available.

**Totem Rage (Su):** You can enhance the power of your rage by tapping into the furious spirits of the beasts within you. The essentia capacity of your Cobalt Rage feat increases by 1.

Furthermore, as long as a soulmeld occupies your totem chakra, you gain a number of extra essentia points equal to one-half your totem rager level (minimum 1) while you rage. At your option, you can invest some or all of this extra

TABLE 6–8: THE TOTEM RAGER

HIT DIE: d10

Level	Base				Special	Meldshaping
	Attack Bonus	Fort Save	Ref Save	Will Save		
1st	+0	+2	+2	+0	Totem rage, wild empathy	—
2nd	+1	+3	+3	+0	Extra rage	+1 level of existing meldshaping class
3rd	+2	+3	+3	+1	Damage reduction 1/—	+1 level of existing meldshaping class
4th	+3	+4	+4	+1	Chakra binds (crown, feet, hands)	+1 level of existing meldshaping class
5th	+3	+4	+4	+1	Extended rage	+1 level of existing meldshaping class
6th	+4	+5	+5	+2	—	—
7th	+5	+5	+5	+2	Damage reduction 2/—	+1 level of existing meldshaping class
8th	+6	+6	+6	+2	Extra rage	+1 level of existing meldshaping class
9th	+6	+6	+6	+3	Chakra binds (arms, brow, shoulders)	+1 level of existing meldshaping class
10th	+7	+7	+7	+3	Totem chakra bind (+2 capacity)	+1 level of existing meldshaping class

**Class Skills (4 + Int modifier per level):** Climb, Concentration, Craft, Handle Animal, Intimidate, Jump, Knowledge (arcana), Knowledge (nature), Listen, Profession, Ride, Spot, Survival, Swim

essentia into your Cobalt Rage feat as a free action. (This option is an exception to the normal rule that essentia can be invested in an incarnum feat only once every 24 hours.) You must make this decision when you begin your rage, and you cannot shift any essentia away from Cobalt Rage while you are raging. You can invest any remaining extra essentia in other feats, soulmelds, or class abilities as normal. When your rage ends, you lose this extra essentia, and all your essentia investments return to what they were initially.

For example, a totemist 2/barbarian 4/totem rager 6 has an essentia capacity of 4 for her Cobalt Rage feat (3 for her character level, +1 for totem rage) and has chosen to invest 2 points of essentia in Cobalt Rage. When she enters a rage, she gains 3 extra points of essentia. She can immediately invest up to 2 points of this essentia in her Cobalt Rage feat for a total investment of 4 (the maximum capacity for the feat). She can invest the remaining point elsewhere as normal. When her rage ends, the extra essentia gained from totem rage is lost. Her essentia investment in Cobalt Rage returns to 2, and any other investment she made with the extra essentia returns to what it was before she raged. Had her initial investment in Cobalt Rage been 1 or 0 points of essentia instead of 2, she could have invested all 3 extra essentia points in that feat.

**Wild Empathy (Ex):** Beginning at 1st level, you can improve the attitude of an animal. See the druid class feature, page 35 of the *Player's Handbook*. Your totem rager level stacks with levels of any other classes that grant the wild empathy ability for the purpose of determining the bonus.

**Extra Rage:** At 2nd level and again at 8th level, you gain one extra use per day of your rage ability.

**Damage Reduction (Ex):** Beginning at 3rd level, you gain the ability to shrug off some amount of injury from each blow or attack. See the barbarian class feature, page 26 of the *Player's Handbook*. If you already have damage reduction against damage of all types from another source, the amounts stack. For example, a totemist 2/barbarian 7/totem rager 3 has DR 1/— from her barbarian levels and DR 1/— from her totem rager levels. Thus, her total DR from these sources is 2/—. This damage reduction does not stack with damage reduction specific to any one type of damage.

At 7th level, your damage reduction increases to 2/—. This value stacks with other damage reduction abilities you might have above.

**Chakra Binds:** Beginning at 4th level, you can bind your soulmelds or magic items to your crown, feet, or hands chakra. When you attain 9th level, your arms, brow, and shoulder chakras become available for chakra binds.

**Extended Rage (Ex):** Beginning at 5th level, the duration of your rage increases by a number of rounds equal to the points of essentia you invest in your Cobalt Rage feat. This benefit does not stack with that of the Extend Rage feat (see *Complete Warrior* and the EBERRON campaign setting).

**Totem Chakra Bind:** When you attain 10th level, the essentia capacity for any soulmeld bound to your totem chakra increases by an additional point, adding to the expanded capacity from your totemist levels for a total of +2.

## PLAYING A TOTEM RAGER

People talk about the wrath of a hurricane or the fury of a tsunami, but they are speaking in metaphors and have no inkling of the truth. You know the real rage of nature—the fury that burns in the creatures of the wild when they fight to defend their lives, their lairs, and the lands they call home. You might find the source of your own rage in any of these motivations—you could be a staunch defender of the wilderness against the encroachment of civilization, or you might fight like a fury for simple self-preservation. Whatever your reason, you leap into battle as if you were a beast, raking with all four claws and sinking your teeth into your prey. That visceral rage is the true form of nature's wrath, and you have made it your own.

### Combat

Combat is your element, and you are most at home in the forefront of it. You probably don't have a very high Armor Class, but you can soak up and deal out plenty of damage. Rage as often as you can, and use your soulmelds to enhance your abilities in melee combat. The best soulmelds for you are the ones that let you make natural attacks or increase the damage you deal, since those options fit naturally with your favorite tactics—namely, wading into combat and cutting down your opponents like wheat.

Even so, it's a good idea to shape at least one soulmeld that gives you an alternative to melee. A meld that provides you with a distance weapon (such as *basilisk mask* or *frost helm*) gives you an attack that you can use at range and also lets you hurt opponents that can resist your melee attacks.

Progression as a totem rager means you get better at what you do best. You don't gain any unique special abilities, although the ability to bind soulmelds to your chakras makes your soulmelds both more versatile and more powerful. You do gain additional uses per day of your rage ability, damage reduction to help you resist enemy attacks, better meldshaping, and the ability to extend your rage. Be sure to take advantage of your increased damage-dealing ability by putting as much essentia into your Cobalt Rage feat as you can spare, especially against monsters that are difficult to take down.

### Advancement

If you started your career as a totemist, you discovered along the way that channeling incarnum derived from beast souls also opened a channel for an enhanced sort of rage. A digression into the barbarian class was the next logical step. If you started your career as a barbarian, the path of the totemist soon began calling to the beast within you. In either case, you now know that you can infuse your rage with incarnum and use that heightened wrath to empower your soulmelds.

As you attain higher totem rager levels, you continue to hone the abilities you gained from your previous classes. You need neither formal training nor membership in any organization to enhance your combat prowess by following the totem rager's path—you simply draw from your personal essence to improve your meldshaping and increase the power of your rage. Some totem ragers describe this process as "becoming one with the beast," and prefer to seek out their

primal natures through long retreats in wilderness areas between adventures. But such sabbaticals are not strictly necessary; the way that you mark your progress as a totem rager is up to you.

To maximize your effectiveness, choose feats that enhance your best abilities. Feats that expand the essential capacity of your Cobalt Rage and your soulmelds can dramatically improve your combat prowess. More basic combat feats, such as those in the Power Attack tree, also complement your strengths. As far as skills go, try to continue improving both Intimidate and Survival throughout your career. You are a frightening figure who is at home in the wild, and these skills help to reinforce that image.

### Resources

Like a barbarian, you can benefit greatly from a magic weapon, magic armor, and items that enhance your Strength and Constitution. Magic boots or other items that increase your already high speed or grant you different forms of movement can help you build on your strengths in a different way. Magic items that help to cover your weaknesses are useful as well—particularly those that compensate for the low Armor Class you probably have thanks to your lack of armor proficiencies and the AC penalty you take for raging.

## TOTEM RAGERS IN THE WORLD

*“Sikudhani, you come with me. I like your magic.”*  
—Krusk, half-orc barbarian

Totem ragers can function as tribal war leaders, wilderness hunters, trailblazers, or violent mystics. But even a totem rager whose role among her native people is narrowly defined can find different uses for her talents in the world beyond her homeland.

### Daily Life

Though totem ragers typically begin their careers as totemists, they are

more likely to serve as war leaders for their tribes than as spiritual guides. In times of peace, they become loners and outcasts, wandering the wilderness alone to commune with the magical beasts they revere. When war threatens again, though, they return to their people and lead the warriors into battle, inspiring the troops with their ferocity and courage. Totem ragers who venture into civilized lands find work as caravan guards, guides, explorers, or hunters.

### Notables

The totem rager Hapuna-tantha was a great leader of the Mountain People in the far north. He gained fame in the outside world for leading the entire tribe’s warriors in defense of their homeland against an invading army of dwarves who sought new lands to mine.

In the Amedio Jungle, Kuntabwa the Red was a brutal totem rager who united thirteen Olman clans in a campaign of conquest. Years later, she finally met her doom somewhere in the Hellfurnaces.

### Organization

Totem ragers have no more need of a unifying organization than totemists or barbarians do. In foreign lands, however, a member of this prestige class might find comfort in the company of others from her homeland. Since she comes from the wilderness, such individuals could be difficult to find, though any business or guild that caters to barbarians is a likely place to seek pleasant companionship.

### NPC Reactions

The reaction of NPCs to a totem rager depends on their attitude toward her people. Members of the totem rager’s own tribe or a tribe friendly to hers treat her with respect bordering on reverence and begin encounters with a friendly attitude. Members of enemy tribes greet her with hostile or at least unfriendly reactions, though fear prevents



*Sikudhani, a totem rager*

any overt hostility. The reactions of people in civilized lands vary widely, but hover around the unfriendly side of indifferent, based on a general prejudice toward barbaric people.

## TOTEM RAGER LORE

Characters with ranks in the Knowledge (nature) or Knowledge (the planes) skill can research totem ragers to learn more about them. A character gains the information corresponding to all DCs equal to or below her Knowledge (nature) or Knowledge (the planes) check result.

**DC 10:** Totem ragers combine the totemists' worship of magical beasts with the raging fury of barbarians.

**DC 15:** Totem ragers can shape incarnum into soulmelds the way totemists do, but they also use soul energy to empower their barbarian rage and extend its duration. They serve as war leaders for their people.

**DC 20:** Totem ragers draw on the soul energy of the beasts within, shaping soulmelds that mimic the special abilities of magical beasts.

Characters can also use the Knowledge (geography) skill to learn about the peoples and cultures that typically produce totem ragers in a given campaign world.

## TOTEM RAGERS IN THE GAME

The totem rager prestige class explores the natural multi-class combination of barbarian and totemist—two classes that blend well both conceptually and mechanically. The presence of totem ragers is a logical way to introduce the use of incarnum into any culture that includes barbarians. The totem rager could appear as the new tribal war leader of a barbarian clan, or as a mysterious figure who comes to the aid of the tribes whenever danger threatens. Either way, the totem rager can function as either a villain or a neutral or friendly NPC.

The totem rager is also a very player-friendly prestige class option. Players who enjoy smashing enemies in combat are likely to enjoy the extra combat options that this prestige class presents. At the same time, players who like to explore the inner world of a character's thoughts and emotions can have a field day with the totem rager. Roleplaying the "fish out of water" aspect of a barbarian-type in the civilized world is a natural place to begin, but the spiritual connection between the totem rager and the magical beasts of the natural world is also excellent roleplaying fodder.

If you have a totem rager PC in your game, be sure to provide her with plenty of targets for her rage. Cerebral encounters that must be solved by thinking or talking are likely to frustrate her, so be sure to include a few straight-up combats against foes frothing with bestial fury.

## Adaptation

The totem rager need not be pigeonholed into a role as the barbaric outsider in the civilized world. A civilized society in your campaign world might spawn a "back to nature" movement that encourages people to rediscover their primal connections with the forces of nature and unlock their inner rage. The totem rager could add an extra dimension to the well-trained barbarian/fighter character model. Such a character could function as a specialized

soldier who has learned to trigger a primitive rage as a combat tactic.

On the other hand, giving a player the opportunity to bring a character into the main campaign area from a place far outside it can add depth and realism to a campaign world. The player could help to develop the culture and history of her character's homeland, sharing the work of world-building so that you don't need to do it all.

## Encounters

A totem rager can be encountered alone or at the head of a small band of single-class barbarians. The encounter could focus on culture conflict if the PCs must negotiate between a totem rager representing her people and a diplomat or governor of a civilized land or colony. Build suspense in such a situation by stressing that the characters are the last hope for peace between the two peoples, and that failure means war.

**EL 8:** After years of seclusion in the wilderness, Kursâk the Marauder, an orc totem rager, has returned to his ancestral homeland in the Black Spine Mountains hoping to stir his fellow orcs to war. A vision that he received in his hermitage has convinced him that an orc invasion of the nearby human lands, though doomed to failure, will somehow wake the tarrasque, bringing needed cleansing to the land.

Kursâk travels with a group of 1st-level orc barbarians as bodyguards. Use the tables in Chapter 4 of the *Dungeon Master's Guide* to create statistics for these orcs.

## KURSÂK THE MARAUDER (RAGING) CR 8

Male orc totemist 2/barbarian 4/totem rager 2

CE Medium humanoid (incarnum)

**Init** +0; **Senses** darkvision 60 ft.; Listen +4, Spot +9

**Languages** Orc

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**AC** 14, touch 8, flat-footed 14; uncanny dodge  
**hp** 98 (8 HD)

**Fort** +17, **Ref** +8, **Will** +7

**Weakness** light sensitivity

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**Speed** 30 ft. (6 squares)

**Melee** +1 *greataxe* +13/+8 (1d12+12/×3) or

**Ranged** 2 *manticore belt* tail spikes +6 (1d6+3)

**Base Atk** +6; **Grp** +12

**Atk Options** Cleave, Power Attack (–4 attack, +4 damage)

**Special Actions** rage 3/day (9 rounds), teleport self only up to 10 ft., totem rage

**Combat Gear** *potion of cure serious wounds*

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**Essentia Pool** 4; **Capacity** 2 (3 for totem chakra or Cobalt Rage); **Chakra Binds** 1; **Soulmelds** 3

**Soulmelds and Essentia Investment** (CL 3rd):

*Blink shirt* (teleport self only as *dimension door* up to 10 ft. at will as a standard action)

Cobalt Rage 2 (+2 to melee damage and Will saves while raging)

*Manticore belt* 2 (+6 enhancement bonus on Jump and Spot checks; fire two spikes as ranged attacks at targets within 30 ft. of each other, range increment 30 ft.; bound to totem chakra)

*Rageclaws* (not disabled or dying at 0 hp or unconscious from -1 to -9 hp, immediate death at -10).

**Abilities** Str 22, Dex 10, Con 22, Int 6, Wis 12, Cha 10  
**SQ** chakra bind (totem), meldshaping, trap sense +1, uncanny dodge, wild empathy +4 (manticore +4, other magical beasts +0)

**Feats** Cleave, Cobalt Rage, Power Attack

**Skills** Intimidate +7, Jump +9, Listen +4, Spot +9, Survival +10

**Possessions** combat gear plus +1 *greataxe*, +1 *breastplate*, *amulet of health* +2, *cloak of resistance* +1

When not raging, Kursâk has the following altered statistics:

**AC** 16, touch 10, flat-footed 16

**hp** 84 (8 HD)

**Fort** +15, **Will** +3

**Melee** +1 *greataxe* +11/+6 (1d12+7/x3) or

**Ranged** 2 tail spikes +6 (1d6+2)

**Grp** +10

**Essentia Pool** 3

Cobalt Rage 1

**Abilities** Str 18, Con 18

**Hook** "Death will renew the land."

**EL 14:** Sikudhani is called the Bringer of War by her people because she emerges from the wilderness only when some threat demands that she mobilize her people for battle. Despite her ominous sobriquet, Sikudhani does not seek out conflict—at least not on a large scale. She mobilizes her people only when an external threat looms or when she needs their assistance in squashing a nascent evil before it becomes a more serious threat.

A group of PCs might encounter Sikudhani in the wilderness near her people's homeland. She could be scouting out some ancient ruin to assess the threat posed by its inhabitants, or she might have her own goals that either coincide or conflict with the mission that brought the PCs to her lands.

### SIKUDHANI, THE BRINGER OF WAR CR 15

Female human barbarian 3/totemist 4/totem rager 8

NG Medium humanoid (incarnum)

**Init** +3; **Senses** Listen +4, Spot +20

**Languages** Common

**AC** 20, touch 14, flat-footed 20; uncanny dodge

**hp** 202 (15 HD); **DR** 2/—

**Resist** +4 against supernatural abilities of magical beasts

**Fort** +22, **Ref** +16, **Will** +10

**Speed** 40 ft. (8 squares)

**Melee** +4 *claw* +21 (1d4+8/19–20) and  
3 +4 *claws* +16 (1d4+6/19–20) or

**Ranged** +1 *composite longbow* +16/+11/+6 (1d8+5/x3)

**Base Atk** +12; **Grp** +26

**Atk Options** Cleave, Power Attack (-6 attack, +6 damage)

**Special Actions** rage 3/day (14 rounds)

**Combat Gear** 2 *beads of force*

**Essentia Pool** 14; **Capacity** 3 (4 for totem chakra or Cobalt Rage); **Chakra Binds** 3; **Soulmelds** 6

**Soulmelds and Essentia Investment** (CL 10th):

*Ankheg breastplate* 2 (+4 armor bonus to AC)

Cobalt Rage 4 (+4 to melee damage and Will saves while raging)

*Girallon arms* 4 (+10 bonus on Climb and grapple; gain 4 claw attacks with +4 bonus on attack/damage; bound to totem chakra)

*Great raptor mask* 2 (+6 bonus on Spot)

*Hunter's circlet* (+2 bonus on Heal and Survival checks; Track as a bonus feat; bound to crown chakra)

*Landshark boots* (limited tremorsense 10 feet; +4 bonus on Jump; bound to feet chakra)

*Totem avatar* 2 (+10 hp; +2 natural armor bonus)

**Abilities** Str 18, Dex 17, Con 24, Int 8, Wis 10, Cha 12

**SQ** chakra binds (totem, crown, feet, hands, arms, brow, shoulders), totem's protection, trap sense +1, wild empathy +13 (+13 girallon, +9 other magical beasts)

**Feats** Bonus Essentia, Cleave, Cobalt Rage, Improved Critical (claw), Iron Will, Power Attack, Track<sup>B</sup>, Weapon Focus (claw)

**Skills** Climb +28, Handle Animal +7, Heal +2, Intimidate +7, Jump +20, Knowledge (nature) +5, Listen +4, Spot +18, Swim +12, Survival +12

**Possessions** combat gear plus *ring of force shield*, *ring of protection* +3, *gloves of Dexterity* +4, *amulet of health* +2, *cloak of resistance* +2, +1 *composite longbow* (+4 Str bonus) with 20 arrows, 27 gp

**Rage (Ex)** When not raging, Sikudhani has the following altered statistics:

**AC** 22, touch 16, flat-footed 22

**hp** 172 (15 HD)

**Fort** +20, **Will** +8

**Melee** +4 *claw* +19 (1d4+6/19–20) and  
3 +4 *claws* +14 (1d4+5/19–20) or

**Ranged** +1 *composite longbow* +14/+9/+4 (1d8+3/x3)

**Grp** +24

**Essentia Pool** 10

**Essentia Investment**

*Ankheg breastplate* 2

Cobalt Rage 2

*Girallon arms* 4

*Totem avatar* 2

**Abilities** Str 14, Con 20

**Skills** Climb +26, Jump +18, Swim +10, Spot +14

**Hook** "Those who stand in my way seek only death."

## UMBRAL DISCIPLE

"Shadows can be found anywhere—even in the soul. Let me show you why you should be afraid of the dark."

—Javarral Lysselvedar  
of the Shadow Lion Sept

The umbral disciple is a student of shadow in both a literal and a metaphysical sense. By infusing shadows with essentia, he can harness both the darkness of the world and the darkness of his own soul to meet whatever goals he has in mind. Others might shrink from dark places and dread the creatures that stir when the light fades, but the umbral disciple stares into the heart of the night without flinching.

Much like the monk, the umbral disciple seeks to explore his own nature and perfectly master the dark power he finds within himself. The rare combination of stealth, mobility, and combat prowess that he cultivates makes him an excellent spy, burglar, magic-wielder, or assassin. Some umbral disciples become freelance monster hunters or vigilantes dedicated to seeking out evildoers and teaching them to fear the dark. Others become heartless killers who use their powers to prey on the weak and the defenseless. But regardless of how their skills manifest, all umbral disciples are drawn to the shadows, where they can clearly see the potential of their own souls.

### BECOMING AN UMBRAL DISCIPLE

First and foremost, an umbral disciple needs the ability to hide well, and he must be able to rely on his hearing when sight fails. In addition, he must develop strong mental discipline and study at least a small amount of arcane lore. Monks, rogues, or rangers can meet these requirements easily, though a few umbral disciples begin their careers as ninjas (described in *Complete Adventurer*).

An umbral disciple also needs a store of soul energy with which to shape the shadows. Azurins and duskings meet this requirement automatically because of the racial trait that grants them essentia. However, a candidate can also meet this prerequisite by taking an incarnum feat such as Indigo Strike or Sapphire Smite, or by taking a level in the incarnate or totemist meldshaping classes.

The key abilities for an umbral disciple include Dexterity (for stealth and agility in combat) and Constitution (for soulmelds). Depending on the character's other classes and specific focus, a high Strength or Wisdom score can also prove useful.

#### ENTRY REQUIREMENTS

**Skills:** Concentration 4 ranks, Hide 8 ranks, Knowledge (arcana) 2 ranks, Listen 8 ranks.  
**Essentia Pool:** 1.

### CLASS FEATURES

As an umbral disciple, you are most comfortable in the shadows. Thus, the abilities you gain focus on stealth, concealment, and the ability to strike by surprise. Furthermore, you can improve the potency of umbral disciple class features by investing essentia in them, as noted in the individual ability descriptions below. Your essentia capacity for these

TABLE 6–9: THE UMBRAL DISCIPLE

Level	Base				Special	Essentia Pool
	Attack Bonus	Fort Save	Ref Save	Will Save		
1st	+0	+0	+2	+2	Sept knowledge, step of the bodiless	1
2nd	+1	+0	+3	+3	Sneak attack +1d6	1
3rd	+2	+1	+3	+3	Embrace of shadow	2
4th	+3	+1	+4	+4	—	2
5th	+3	+1	+4	+4	Sneak attack +2d6	3
6th	+4	+2	+5	+5	—	3
7th	+5	+2	+5	+5	Sight of the eyeless	4
8th	+6	+2	+6	+6	Sneak attack +3d6	5
9th	+6	+3	+6	+6	Soulchilling strike	6
10th	+7	+3	+7	+7	Kiss of the shadows	7

**Class Skills (6 + Int modifier per level):** Balance, Climb, Concentration, Craft, Diplomacy, Hide, Jump, Knowledge (arcana), Listen, Move Silently, Profession, Sense Motive, Spot, Tumble

abilities depends on your character level, as given on Table 2–1: Essentia Capacity on page 19.

All of the following are class features of the umbral disciple prestige class.

**Weapon and Armor Proficiency:** You gain no new proficiencies with weapons, armor, or shields.

**Essentia Pool:** Your essentia pool increases in size as you progress in the umbral disciple prestige class, as given on Table 6–9: The Umbral Disciple. This essentia can be invested into your class features to increase their power, or in incarnum feats and soulmelds, as normal.

**Sept Knowledge:** If you belong to a sept, you can draw upon its collected knowledge. You gain a +2 bonus on any Knowledge or Gather Information checks made within 24 hours of speaking to another member of the same sept, or a +5 bonus if you visit the sept's citadel or stronghold.

**Step of the Bodiless (Su):** You can rely on the souls that grant you power to lighten your step and bear you up as you move. Beginning at 1st level, you gain a +2 enhancement bonus on Balance, Climb, Jump, and Tumble checks for every point of essentia you invest in this class feature.

**Sneak Attack (Ex):** Beginning at 2nd level, you deal extra damage when you are flanking an opponent or at any time when the target would be denied its Dexterity bonus. This extra damage applies to ranged attacks only if the target is within 30 feet. See the rogue class feature, page 50 of the *Player's Handbook*.

**Embrace of Shadow (Su):** Starting at 3rd level, you can weave incarnum into an obscuring shadow that clings to you, providing you with a limited amount of concealment. While you are thus cloaked in shadow, each attack made against you has a 10% miss chance per point of essentia invested in this ability. This miss chance does not stack with miss chances provided by any other ability or effect.

If the miss chance granted by this ability is 20% or higher, you also gain the ability to hide in plain sight—that is, you can use the Hide skill even while being observed. See the ranger class feature, page 48 of the *Player's Handbook*. Embrace of shadow is usable at will.

**Sight of the Eyeless (Su):** At 7th level, you can tap into the piercing vision of pure, bodiless souls to perceive what

would otherwise be hidden. Investing *essentia* in this ability grants you the *blindsight* ability (range 10 feet per point of *essentia* invested). Sight of the *eyeless* is usable at will.

**Soulchilling Strike (Su):** At 9th level, you can imbue your melee attacks with a *soulchilling* essence. For every point of *essentia* you invest in this ability, your attack deals 1 point of Strength damage to the target (Fortitude negates, DC 10 + invested *essentia* + your Con modifier) in addition to its normal damage. Only one attack per round conveys this *soulchilling* effect. If you are making a full attack, the effect is delivered by your first successful attack of the round, and the rest of your attacks are resolved normally. This effect applies to all types of melee attacks made while *essentia* is invested, regardless of whether natural or manufactured weapons are used.

**Kiss of the Shadows (Su):** At 10th level, you learn to wield the shadows themselves as your weapons. Tangible, *incarnum*-laced shadows of your weapons or fists follow your every strike, mirroring your attacks at range. Your reach increases by 5 feet for every point of *essentia* invested in this class feature, but only on your turn. While this ability is active, you are treated as if you were standing in the square adjacent to the target that is closest to your actual location for the purpose of flanking, attacking from higher ground, or similar situations. At the end of your turn, your reach (and thus the area you threaten) returns to normal.

**Multiclass Note:** Monks who take levels in *umbral disciple* can continue to advance as monks.

## PLAYING AN UMBRAL DISCIPLE

By peering into the darkness of your soul, you gain perfect understanding of the self and achieve a level of power to which few others can aspire. Like the soundless and patient shadows, you are silent and watchful. Through long meditation and endless practice, you have mastered the secrets of action without thought, of striking without hesitation, and of purpose unclouded by mortal longings and empty desires. You are content to let others talk and plan, but when it is time to act, you strike first. The shadows are your friends, and you use them as extensions of yourself to defeat your enemies. Fearless and deliberate in battle, you do not fear death, but neither do you court it. The best fight is one in which your enemy never knows you have been there and has no chance to defend himself.

Like most *umbral disciples*, you probably started your training in the art of shadow manipulation as a member of an elite order or society known as a *sept*. Your particular *sept* might be an introspective fellowship of ascetics, a thieves' guild, or even a cabal of deadly assassins, depending upon your personal goals and focus. On finishing your initial training, you might choose to leave the *sept* behind and pursue your own interests, or you might swear unswerving loyalty and devotion to your *sept* master and serve at his discretion.

## Combat

As a scout and spy of uncanny ability, you can best serve your adventuring companions by providing information. By detecting obstacles and threats without alerting the

enemy to the presence of intruders, you can greatly improve your comrades' chances to defeat upcoming dangers. Your natural stealth combined with your sneak attack ability means that you can begin a fight by attacking from concealment, then fade back into the shadows before your enemy can strike back. In an open battle, look for opportunities to flank foes, and don't be afraid to draw back and hide so that you can attack from ambush later in the fight.

Your *soulchilling strike* ability is an excellent tool for weakening tough enemies so that your allies can defeat them more easily. When faced with a group of foes, deal out all the Strength damage you can to enemy fighters or strong monsters early in the fight. Look for ways to start a battle by using your *soulchilling strike* on multiple foes to weaken them all before your comrades have to face them in a stand-up fight. Perhaps your best high-level ability, however, is *kiss of the shadows*, which allows you to engage large and dangerous foes without coming within their reach. Combining that ability with *Spring Attack* or a high *Tumble* check result lets you strike and then fade away without ever coming within sword's-reach of your enemy.

## Advancement

*Septs* do not actively recruit new members, so you must seek one out on your own if you want to gain the skill and knowledge needed to become a master of the shadows. Rumors of a reclusive order of monks, a secret brotherhood of shadow-shaping thieves, or a cult of dark assassins could guide you to a *sept*, but be sure you are ready to walk the path of the *umbral disciple* when you arrive. If you seek out a *sept* without the skills necessary to join, you hazard your life, since the members of many *septs* simply kill the unready without a second thought.

While you are a low-level *umbral disciple*, your activities might vary widely, depending on the exact nature of your *sept*. If you belong to the *Shadow Lion Sept* (see page 160), you are expected to play the role of a wandering sellsword or ascetic—a traveler in search of a cause to serve. As you travel about the land, you quietly observe matters of interest and report on them to your superiors. For example, you might be asked to track the changing fortunes of nobles, high officials, and powerful merchants who are likely to seek the services (or the knowledge) of the *Shadow Lion* order. From time to time, the leaders of your *sept* might ask you to spy on particular people, steal certain items, or even kill specific individuals. (Though the *umbral disciples* of the *Shadow Lion Sept* are not assassins by trade, they are not above killing the enemies of their employers.)

As you attain higher levels, you should try to increase your *essentia* pool at every opportunity. Consider taking the *Bonus Essentia* feat, or any other feat that gives you an extra point of *essentia*. To maximize your stealth potential, keep your embrace of the shadow and step of the bodiless class features invested with maximum *essentia* as much of the time as you can. You might also want to seek out magic items that increase your *Hide* bonus, such as a *cloak of elvenkind*. Keep your *Hide* skill maximized at all times too, because you need to hide quite a bit during your missions.



If you are not troubled by moral qualms about killing, you can easily graduate from umbral disciple to assassin. If you choose that path, you'll find that the combination of great stealth and a death attack makes you a fearsome foe indeed.

### Resources

As a member of an umbral disciple sept, you are expected to exemplify a creed of self-reliance and initiative. Septs provide few resources to members, even when a dangerous and important mission looms. The best aid that a disciple can commonly expect from his fellows is information. Umbral disciples spend a great deal of time observing and reporting to their sept leaders, and you can gain access to their store of knowledge simply by asking. This benefit is reflected in the sept knowledge ability.

In addition to information, you can expect lodging and board in your sept's home stronghold for as long as you wish. Conditions are austere, but because the stronghold is difficult to find, it is a safe retreat from external dangers. On the other hand, spending a lot of time in the sept's stronghold makes you all the more accessible to the sept master if any important missions or errands should arise.

## UMBRAL DISCIPLES IN THE WORLD

*"The thief escaped over the rooftops. It looked like he ran across the shadows themselves!"*

—Doreth, a guard of House Arcandos

A sept of umbral disciples is an excellent variation on the standard thieves' guild or evil monastery in the campaign world. Umbral disciples can serve as spies, assassins, or wandering troubleshooters, depending upon the nature of their septs. An evil sept might secretly amass influence, eventually becoming the power behind the throne in a strife-riven kingdom. A neutral sept might simply serve as a conduit for information about the adventurers' evil nemesis, or its members might accept payment from that same nemesis to punish intrusive heroes.

### Daily Life

Since umbral disciples are wanderers at heart, they place little importance on material wealth and creature comforts. Because an umbral disciple travels lightly and often, it's a rare day when he awakens in the same town as he did the previous day. Occasionally, however, he might be ordered by his sept master to serve a particular person or cause, sometimes for months or years at a time.

Septs accept commissions for various kinds of activities and provide personnel to carry them out. For example, a sept might be retained by a powerful noble house to provide a guard for one of its important members, to supply a suitable spymaster to advise the leaders of the house, or to hide an important person or item in the safety of its hidden fortress.

When not actively working on an assignment, the members of a sept are expected to contribute to the organization's storehouse of information. All members are exhorted to take a keen interest in the affairs of the people around them and report their discoveries to their superiors, who add that knowledge to the sept's wealth of hoarded information.

After all, who knows to what use a bit of information could be put someday?

### Organization

Different septs of umbral disciples have different motives and might use different methods. For example, the Shadow Lion Sept is a fellowship of information brokers, spies, sellswords, and killers-for-hire who use their powers over shadow to aid the causes of their patrons and embarrass or harm their patrons' enemies. Any noble house that can afford the fee can hire the Shadow Lions, and they do not necessarily turn away commissions that might represent conflicts of interest.

The leader of the Shadow Lion Sept is the fierce old Grand Master Therim (LE male human ninja 7/umbral disciple 9). He is far more aggressive than his predecessors were in advancing the sept's influence over the patrons who seek its services. More than one prospective employer has found himself deeply indebted to the grand master, and Therim is not one to forget or forgive such debts. In fact, he dreams of the day when the Shadow Lions will rise as the secret masters over the entire kingdom, taking power in a silent coup backed by his many unwilling debtors.

Below the grand master are four high masters, each of whom has specific responsibilities within the sept. The high master of the hold is in charge



*Javaral Lysselvedar, an umbral disciple*

of the sept's stronghold and its defenses. The high master of the tome, the sept's chief spymaster, collates the reports of wandering sept members from all over the land and gleans hidden truths from this sea of rumors. The high master of the hand supervises the training of less experienced sept brothers and directs the Shadow Lions in assassinations, abductions, raids, and other such criminal activities. The high master of the wind keeps track of sept brothers who are currently wandering abroad. The current high master of the hold and high master of the wind actively oppose the grand master and his aggressive ways, arguing that he is endangering the sept with his reckless tampering in the affairs of the realm. At this point, however, they lack the strength to do more than urge him toward caution.

Each high master oversees a small number of masters, disciples, and initiates. Characters with one or two levels in the umbral disciple prestige class are considered initiates, characters with three to five levels are considered disciples, and characters with six or more levels are known as masters. Rigorous tests of physical fortitude, cunning, and skill are required to win the belt of the next higher rank.

When a high master position becomes vacant (usually only through the death of the previous office holder), a competition is held to choose a new one from all the current masters. The total strength of the Shadow Lion sept is about thirty umbral disciples, but no more than a dozen are ever in the hold at any one time.

### NPC Reactions

Umbral disciples tend to be sinister characters who arouse suspicion in others. Few good-hearted folk enfold themselves in shadow or seek to master the powers of darkness, and even the best-intentioned disciple cuts an intimidating figure—especially when he makes use of his class abilities. Taken together, all these factors make common folk and authority figures unfriendly toward umbral disciples who do not conceal what they are. However, an umbral disciple who manifests no shadow-wielding powers can pass for a simple monk, ranger, or rogue, at least for a short time. An umbral disciple who hasn't openly displayed his powers is treated with indifference by most people he meets.

The clerics of deities who battle against shadowy foes harbor a special dislike for umbral disciples. Clerics of Pelor believe that anyone who turns away from the light must be a devotee of evil, and clerics of Saint Cuthbert resent the mercenary nature of umbral disciples. Furthermore, the practice of murder and skullduggery for pay contradicts the dogma of both those deities.

### UMBRAL DISCIPLE LORE

Characters with ranks in the Knowledge (local) skill can research the umbral disciples to learn more about them. A character gains the information corresponding to all DCs equal to or below his Knowledge (local) check result.

**DC 10:** "Some martial artists and criminals are born to the shadows and can appear and disappear in the blink of an eye. They're at home in darkness, and the shadows protect them from harm. In perfect darkness, they can find you by the beating of your heart and kill you with a single strike."

**DC 15:** "The Shadow Lion Sept is a hidden brotherhood of shadow-warriors. These assassins, man-hunters, and vengeance-takers sell their services to whichever lords or noble houses can afford them. The Shadow Lions silence anyone who figures out too much about them. Their calling card is a lion's-claw mark of black ink, drawn on the faces of their victims."

**DC 20:** "These shadow-warriors call themselves umbral disciples, and they're organized into numerous brotherhoods or orders called septs. Some umbral disciples are black-hearted assassins, while others are spies and stalkers. They can vanish into the shadows even when they have no real place to hide, and they are extremely good at attacking from concealment. In fact, they can wield the shadows themselves as weapons."

Characters wishing to make contact with a sept of umbral disciples such as the Shadow Lions can reach the right contact by asking around in the sorts of places where criminals and killers-for-hire spend their time. Though few sept members frequent such dismal places, they cultivate contacts who do. A DC 20 Gather Information check made in such a place is sufficient to arrange a meeting with a representative of the Shadow Lions. Characters can also approach the sept's chapterhouse openly—assuming they can find one. Septs occupy remote monasteries or hidden strongholds in the wilderness, but a DC 20 Knowledge (geography) check can steer the seeker toward a likely spot. The few travelers who come upon such places by accident typically assume that they've encountered an order of sinister monks, but they are allowed to continue on their way without harm—provided they haven't been too nosy.

### UMBRAL DISCIPLES IN THE GAME

You can easily introduce umbral disciples into a campaign as spies assigned to follow the heroes' movements, or as thieves or assassins sent to strike back at them for their success in thwarting an evil noble's plans, or even as elite guards who stand at an evil lord's side.

While umbral disciples make good rivals or opponents for PCs, they also work well as members of an adventuring party. An umbral disciple player character does not drive events in any particular direction in most games, especially if his sept is more interested in gathering information than in manipulating events. Most PC parties wander extensively anyway, and if the umbral disciple is keeping his eyes open for rumors of interest and items that seem out of place, he can serve as a ready-made conduit for feeding adventure hooks to the heroes.

Look for opportunities to create encounters in which the umbral disciple can show off his ability to sneak ahead of the party. Make sure that he has at least an occasional opportunity to make a mission easier by taking out a sentry or creating a distraction that the other heroes can exploit. And finally, an umbral disciple lives for the chance to get into a place where he isn't supposed to be and solve a problem on his own, so let him do so at least once in a while.

### Adaptation

If your campaign does not support a shadowy, semicriminal sort of organization, you could easily convert a sept into a

courageous band of freedom fighters whose members use stealth and steely resolve to evade the agents of a tyrannical overlord. You could also create a large, powerful, and wealthy sept at the heart of an army of evil martial artists and rogues. This option works especially well if one or more of the players at your table is running a good-aligned monk to oppose such an organization. The army's warriors would be low-level monks or fighters in such an arrangement, and the umbral disciples would be the elite commanders. An umbral disciple sept would also work well as a monastic order affiliated with an evil temple, such as the church of Shar in the FORGOTTEN REALMS campaign setting.

### Encounters

If you want to challenge your players, let an umbral disciple sneak up on the characters. A member of this prestige class always uses his Hide skill to best effect, and he rarely sticks around for a stand-up fight once he has sprung his best ambush.

**EL 8:** The heroes claimed a particular item from a defeated foe in some previous adventure, and now an associate or foe of that enemy wants it back. Javarral Lysselvedar of the Shadow Lions has been ordered to steal it from the party. By following rumors and stories of the heroes' exploits, he discovers their present whereabouts and looks for a chance to overcome the hero carrying the item. He tries to choose a place and time when the hero in question is alone and help is not readily available.

### JAVARRAL LYSSELVEDAR

CR 8

Male duskling monk 5/umbral disciple 3  
LE Medium fey (extraplanar, incarnum)

**Init** +4; **Senses** low-light vision, Listen +10, Spot +2

**Languages** Common, Sylvan

**AC** 19, touch 17, flat-footed 15; **Dodge**; 20% concealment

**hp** 52 (8 HD)

**Immune** normal disease

**Resist** evasion

**Fort** +7, **Ref** +11, **Will** +9 (+11 against enchantments)

**Speed** 50 ft. (10 squares)

**Melee** unarmed strike +9 (1d8+2) or

**Melee** unarmed strike +8/+8 (1d8+2) with flurry of blows or

**Ranged** mwk light crossbow with +1 bolt +11 (1d8+1/19–20)

**Base Atk** +5; **Grp** +7

**Atk Options** ki strike (magic), sneak attack +1d6, stunning attack 5/day (1d8+4, DC 18)

**Special Actions** hide in plain sight

**Combat Gear** *elixir of hiding*, *potion of cure moderate wounds*, *potion of bull's strength*

**Essentia Pool** 4; **Capacity** 2; **Chakra Binds** 0; **Soulmelds** 0

**Essentia Investment**

Sapphire Fist 2 (+2 to damage and save DC for Stunning Fist)

Embrace of shadow 2 (attacks have 20% miss chance)

**Abilities** Str 14, Dex 18, Con 14, Int 8, Wis 14, Cha 8  
**SQ** fast movement, slow fall 20 ft., step of the bodiless

**Feats** Combat Reflexes<sup>B</sup>, Dodge, Improved Unarmed Strike<sup>B</sup>, Sapphire Fist, Stunning Fist<sup>B</sup>, Weapon Finesse

**Skills** Balance +9, Climb +5, Concentration +6, Hide +12, Jump +15, Knowledge (arcana) +3, Listen +10, Tumble +10

**Possessions** combat gear plus *gloves of Dexterity* +2, *bracers of armor* +2, masterwork light crossbow with 10 silvered bolts and 10 +1 bolts

**Hook** "Are you afraid of the dark?"

## WITCHBORN BINDER

"Sorcery is deceitful and duplicitous. I serve truth. Which do you think will prove the stronger?"

—Arienne Thorngage,

Witchborn Binder of the Vigilant Servants

Few creatures pose as much threat to human society as arcane spellcasters do. A single wizard can easily destroy an entire town, subvert a kingdom, or twist the very laws of nature with a few well-placed spells. Against this obvious threat stands a fellowship of royal agents known as the Vigilant Servants, whose members make it their business to frustrate the plans of the witchborn—namely sorcerers, wizards, and other users of arcane magic. The organization's elite agents are the witchborn binders—incarnum-wielding mage-hunters who can use the power of soul energy to create shields, traps, and shackles that can smother the magical powers of the witchborn and render them helpless.

In most lands, witchborn binders are stern agents of good charged with hunting down those who employ arcane magic for evil purposes. Though they are often grim and determined, these witchborn binders do not go out of their way to persecute arcane spellcasters who use their magic for the benefit of others. In other nations, however, witchborn binders are solitary bounty hunters who hunt spellcasters for money with little thought as to whether their quarry might serve good or evil. A rare few witchborn binders act as agents of oppressive regimes whose leaders wish to prevent any use of magic outside the purview of the land's tyrannical overlords.

### BECOMING A WITCHBORN BINDER

The most direct path into the witchborn binder prestige class is to take six levels in incarnate or totemist and buy the appropriate feats and skills. However, a character who does not have a good Intelligence score might have trouble purchasing enough skill ranks to qualify. A low-level ranger with levels in incarnate, however, can meet the prerequisites much more easily.

Constitution is a key ability for shaping soulmelds, and it also provides extra resistance to many deadly spells. Similarly, good Dexterity and Wisdom scores help the witchborn binder withstand magical attacks and get close to her quarry. Because of the high meldshaping level required

TABLE 6–10: THE WITCHBORN BINDER

HIT DIE: d6

Level	Base				Special	Meldshaping
	Attack Bonus	Fort Save	Ref Save	Will Save		
1st	+0	+0	+0	+2	<i>Detect magic</i> , meldshield, royal purse 1/level	+1 level of existing meldshaping class
2nd	+1	+0	+0	+3	Dispelling orb, essentia +1	—
3rd	+2	+1	+1	+3	—	+1 level of existing meldshaping class
4th	+3	+1	+1	+4	Mage shackles	—
5th	+3	+1	+1	+4	—	+1 level of existing meldshaping class
6th	+4	+2	+2	+5	<i>Word of abrogation</i> , essentia +1	—
7th	+5	+2	+2	+5	—	+1 level of existing meldshaping class
8th	+6	+2	+2	+6	Spiritflay	—
9th	+6	+3	+3	+6	—	+1 level of existing meldshaping class
10th	+7	+3	+3	+7	Grim integument, royal purse 1/year	+1 level of existing meldshaping class

**Class Skills (4 + Int modifier per level):** Concentration, Craft, Escape Artist, Knowledge (arcana), Knowledge (religion), Listen, Profession, Ride, Search, Sense Motive, Spellcraft, Spot, Survival, Use Rope

for the prestige class, a witchborn binder tends to lack combat prowess, so a good Strength score can help her to hold her own in battle.

#### ENTRY REQUIREMENTS

**Meldshaping:** Meldshaper level 6th.

**Feats:** Alertness, Track.

**Skills:** Knowledge (religion) 4 ranks, Search 4 ranks, Sense Motive 2 ranks, Survival 2 ranks, Use Rope 2 ranks.

**Special:** May not possess any arcane spellcasting class levels.

## CLASS FEATURES

As a witchborn binder, you concern yourself with capturing and, when necessary, destroying arcane spellcasters. Thus, the abilities of the prestige class focus on countering and defending against arcane magic, as well as physically restraining its users. You can improve the potency of witchborn binder class features by investing essentia in them, as noted in the individual ability descriptions below. Your essentia capacity for these abilities depends on your character level, as given on Table 2–1: Essentia Capacity on page 19.

All of the following are class features of the witchborn binder prestige class.

**Weapon and Armor Proficiency:** You gain no new proficiencies with weapons, armor, or shields.

**Meldshaping:** At each witchborn binder level indicated on Table 6–10, you increase your meldshaper level, the number of soulmelds you can shape, the number of chakra binds you can create, and your essentia pool as if you had gained a level in the meldshaping class to which you belonged prior to gaining the witchborn binder level. You do not, however, gain any other abilities of that class, such as new tiers of chakra binds. If you had more than one meldshaping class before becoming a witchborn binder, you must decide to which class to add each level for the purpose of determining your essentia pool, meldshaper level, and the number of soulmelds and chakra binds available.

**Detect Magic (Sp):** Beginning at 1st level, you can use *detect magic* at will. See the spell, page 219 of the *Player's Handbook*.

**Meldshield:** Beginning at 1st level, you can use your essentia to protect yourself against magical attacks. You gain an insight bonus equal to the essentia invested in this ability on all saving throws against spells and spell-like abilities.

**Royal Purse:** To finance your missions, you can draw out a sum of money equal to your witchborn binder level times 500 in gold pieces from the royal treasury (see Resources, page 165). You can also withdraw or promise larger sums, but you must be prepared to explain your liberty with the ruler's gold if you do so, and you might be required to make restitution to the treasury if your explanation is found wanting. You can withdraw these funds from any place where royal money is held—a government vault, a garrison's paychest, or the like—and you can issue IOUs in the monarch's name.

You can utilize this privilege only once at each witchborn binder level from 1st to 9th. Any unused draws for a given level are lost as soon as you attain a new one. Upon reaching 10th level, you can use this ability once per year for the rest of your career.

**Dispelling Orb (Su):** At 2nd level, you learn to shape a small orb of incarnum and hurl it at any target within 30 feet as a standard action. If you succeed on a ranged touch attack, the dispelling orb functions as a targeted *dispel magic* spell (caster level equals your meldshaper level). For every point of essentia you invest in the orb, you gain a +1 insight bonus on any dispel checks you make with it. After the attack is resolved, the invested essentia returns to your essentia pool and can be reinvested as normal.

**Essentia:** At 2nd level and again at 6th level, you gain 1 extra point of essentia.

**Mage Shackles (Su):** Beginning at 4th level, as a standard action you can shape a set of shackles from incarnum. With a successful melee touch attack, you can use these shackles to bind a creature capable of arcane spellcasting or using spell-like abilities, as long as it is within one size category of you. You must overcome any spell resistance the target creature might have with a successful caster level check, using your meldshaper level as your caster level, or the attack fails. Once so bound, the target creature is considered entangled by the mage shackles and is also effectively barred from planar movement, as if affected by a *dimensional anchor*

spell. In addition, the affected creature must succeed on a caster level check (DC 10 + your meldshaper level + essentia invested in the mage shackles) to cast an arcane spell or use any spell-like ability.

The mage shackles cannot be damaged or broken except by an effect that unshapes a soulmeld, but a bound creature can escape from them as if they were masterwork manacles (Escape Artist DC 35). A creature incapable of casting arcane spells or using spell-like abilities is unaffected by the mage shackles.

You can use this ability as often as you desire, though you can have only one set of mage shackles shaped at any time, since shaping a second set causes the first to disappear. After 24 hours, your mage shackles automatically unshape unless you remain within 1 mile of the shackled creature. Otherwise, they remain shaped until you choose to unshape them (a free action). No one except you can use the mage shackles you shape—they simply refuse to function at anyone else's command.

**Word of Abrogation (Sp):** Beginning at 6th level, you can use your command of incarnum to counterspell your enemies. To do so, you must first ready an action. If any creature within 60 feet of you casts a spell or uses a spell-like ability, you can attempt to negate the effect as an immediate action with a caster level check (DC 11 + the enemy creature's caster level), using your meldshaper level as your caster level. You gain a +1 bonus on the check for every point of essentia you invest in this ability. You can abrogate only one spell or spell-like effect with each use of this ability, so if you are facing multiple spellcasters, you must decide which one to target with your *word of abrogation* and wait until your chosen target takes its turn.

**Spiritflay (Su):** Beginning at 8th level, you can catch a tiny bit of an arcane spellcaster's soulstuff between your hands and mangle it. You can use this attack against any arcane spellcaster or creature with spell-like abilities that is within 60 feet of you. The target creature must make a successful Fortitude save (DC 10 + your witchborn binder level + your Con modifier) or take 1d8 points of damage per point of essentia you invest in the ability, and also be nauseated for 1 round. A successful Fortitude save halves the damage and negates the nausea. A creature that has no arcane spells prepared, no arcane spell slots unused, and no spell-like abilities available is immune to this attack.

**Grim Integument (Su):** At 10th level, you can shape a coffinlike shroud of incarnum around a foe up to 30 feet away as a full-round action that provokes attacks of opportunity. Your foe can attempt a Reflex save (DC 10 + invested essentia + your Con modifier) to escape the grim integument before it forms around him. If the target creature has spell resistance, you must make a caster level check to overcome it, using your meldshaper level as your caster level. A successful saving throw renders the target immune to your grim integument for 24 hours.

Once the grim integument forms, the subject is rooted to the spot and unable to move, with its arms bound to its sides. It can still speak and use spell-like abilities, psionics, or spells requiring only verbal components, but each time it attempts to use an arcane spell or spell-like ability, it takes 1d6 points of damage per point of essentia invested in the grim integument. A successful Fortitude saving

throw (DC 10 + invested essentia + Con modifier) halves this damage. Any damage the creature takes from this effect has the normal chance to disrupt its spell or spell-like ability. Because the grim integument is opaque, it provides total cover and total concealment for the creature inside, but also prevents anyone from seeing in or out. The grim integument provides an unlimited supply of breathable air to its victim.

Unlike most creations of incarnum, the grim integument can be physically damaged. The creature inside can burst it open with a successful Strength check (DC 20 + invested essentia), or it can be destroyed by damage in the same way as any object. For every point of essentia invested in this ability, the grim integument has hardness 10 and 20 hit points. Furthermore, any effect that unshapes a soulmeld destroys a grim integument. If it is destroyed or unshaped by another, any essentia invested in it is lost for 24 hours, and you become fatigued. Otherwise, the grim integument persists for as long as you remain within 30 feet of the subject.

You can voluntarily unshape the grim integument as a full-round action. If you do so, or if the creature inside escapes without destroying the grim integument, the incarnum shroud fades away into nothingness, but you suffer no loss of essentia or fatigue.

You can use this ability a number of times per day equal to 1 + your Constitution modifier (minimum once per day).

## PLAYING A WITCHBORN BINDER

You know all too well the dangers posed by sorcerers and wizards who practice their craft irresponsibly. The world has been scarred by countless magical catastrophes because mortals with no sense of respect and moderation are allowed to wield arcane power unchecked. While you grudgingly accept the idea that arcane magic can be wielded for good purposes, you are secretly convinced that the chance to achieve ultimate power eventually corrupts any arcanist. Consequently, you keep half an eye on *any* sorcerer or wizard you meet—even those who claim to practice magic for the good of others—because you never know when they might turn to evil.

Though you are primarily concerned with protecting your countrymen from practitioners of evil magic, you are also a servant of the ruler and an enforcer of his laws. You do not stand for injustice or wanton criminality in any form, and you are not above browbeating other agents of the government into performing their own duties. However, you know that leading squads of soldiers into thieves' dens and the contraband-filled warehouses of crooked merchants is a poor use of your time. After all, you are the realm's best defense against those who would seek to enslave or destroy others with arcane magic.

## Combat

You are a specialist of sorts in combat. If your opponents include a magic-wielding character or monster, you can do much to frustrate or contain that foe's efforts. Against enemies who do not wield magic, however, you are no better a fighter than any incarnate or soulborn of equivalent experience. If you became a witchborn binder by taking levels in incarnate, you must rely on your

soulmelds to make you an effective combatant. If you were a soulborn before becoming a witchborn binder, you remain a skillful fighter, but you command lesser meldshaping abilities.

Your dispelling orb is a powerful tool against enemies who rely on spells to improve their combat abilities. Though useful against sorcerers and wizards, it truly shines when used against a spellcasters' allies, who benefit from spells such as *bull's strength* or *haste*. Furthermore, you can use your dispelling orb repeatedly, but chances are good that the enemy spellcaster cannot restore her spell effects as easily.

When you gain access to your mage shackles ability, you'll find it a potent weapon against any kind of spell-using character or creature. Ideally, you should try to begin every fight against such an opponent by binding her in your mage shackles. Not only does it cripple her abilities, but it also leaves her entangled and subject to a *dimensional anchor* effect.

Your spiritflay ability is an excellent addition to your arsenal at higher levels. While it does not deal a tremendous amount of damage, the chance to nauseate an opposing spellcaster represents a chance to win the battle in a single round. Grim integument is even better, since it effectively shuts down all but the most determined spellcasters. Furthermore, it can be used against any creature, whether it's a spellcaster or not. For example, it can keep an outsider with spell-like abilities out of a battle while your companions fight its cohorts.

## Advancement

The leaders of the Vigilant Servants recruit watch-captains, army officers, temple servants, and others who demonstrate unusual loyalty and initiative in the service of authority. However, few recruits have what it takes to be a witchborn binder—namely, the ability to create soulmelds. Consequently, the Vigilant Servants follow up on any rumors of incarnum-using heroes. If they find any likely candidates, they lose no time in approaching them about joining the organization as one of its elite agents. In fact, incarnum-users are so prized that such a recruit can negotiate very generous terms that allow her to pursue personal interests, such as adventuring. Similarly, the Vigilant Servants are sometimes willing to overlook a lack of loyalty or reliability in an incarnum-wielding recruit, as long as they're confident that the prospective new witchborn binder is not an out-and-out murderer, traitor, or spy.

Once a new witchborn binder joins the Vigilant Servants (or is promoted from the organization's less-talented ranks), she becomes a roving center of royal authority. She can arrest and interrogate suspects, commandeer local soldiers or watch officers, and investigate any sort of wrongdoing that catches her eye, whether it directly involves arcane magic or not. She is expected to keep her superiors reasonably well informed as to her whereabouts, and she is obligated to drop any other business at hand to undertake whatever missions they assign her. But beyond those restrictions, the organization's leaders believe that a witchborn binder does her best work when she is free to follow her own conscience and code.



*Arienne Thorngage, a witchborn binder*

Witchborn binders choose to progress through the class as directly as possible. However, you might find it useful to intersperse your levels in witchborn binder with levels in a class that improves your fighting ability or skill use. The combat abilities conferred by your meldshaping require you to be competent with physical attacks, so look for ways to improve your base attack bonus and learn new combat-oriented feats. Consider taking the Bonus Essentia feat so that you can pour more essentia into your class abilities.

## Resources

Don't expect much help from other witchborn binders—each is a roving troubleshooter who represents the Vigilant Servants wherever she goes. You do, however, receive a lot of support and assistance from the order itself, as well as the institutions of royal authority and lawkeeping in the realm—including the Church of Saint Cuthbert, which zealously supports the activities of the organization. This assistance comes in three major forms: the power of arrest, the power of immunity, and the power of the royal purse.

**Power of Arrest:** You can arrest any person you suspect of wielding evil magic, of consorting with evil forces, or of plotting against monarch or realm. Local watches or Royal Army garrisons hold persons you arrest for up to seven

days without charges. If you want someone to remain jailed longer, you must explain your suspicions and provide proof of wrongdoing to a royal magistrate, who then decides the merits of the case. If you develop a habit of making false arrests, you might be censured by your superiors or even thrown out of the order.

**Power of Immunity:** The crown recognizes that you might have to bend a few lesser laws to meet the greater goal of securing the land against evil sorcery. To that end, neither the city watch nor the royal guard will hinder or restrain you unless someone with a rank of at least captain orders it. In practice, you might be arrested if you are caught committing a violent crime, but you will likely be set free as soon as your credentials are proven. You abuse this power at your own risk—the monarch can revoke it at any time and make you answerable for any crimes you have committed.

**Power of the Royal Purse:** You can draw from the realm's treasury to finance your missions (as per the royal purse ability). However, you are expected to be diligent and conservative in the use of the realm's money. Requisitioning funds to retain the services of an adventuring band to help you capture a notorious evil sorcerer is perfectly acceptable, but showering your friends with gifts of the ruler's gold is another matter altogether.

## WITCHBORN BINDERS IN THE WORLD

*"Cursed hound! Will you never leave me in peace?"*

—Ilphigor the Black,  
evil necromancer

The witchborn binder prestige class is an interesting choice for a witch-hunting hero. Armed with *incarnum* powers to defend herself against magic, she makes a dangerous and dogged adversary for any character who uses arcane magic. Realms that suffer from the depredations of reckless or evil spellcasters are the perfect setting for the Vigilant Servants and their relentless agents.

A witchborn binder also makes a good enemy for player characters who use spells—especially if they tend to be scoundrels who think their powerful magic makes them answerable to no one.

### Daily Life

Whatever other interests a witchborn binder pursues, she is expected to keep a sharp eye out for signs of evil magic or monstrous incursions and put a stop to them without delay. When trouble isn't obviously forthcoming, she should make a point of keeping her superior well informed about any happenings of note in her district. Thus, she regularly visits local temples of good-aligned gods, checks in on garrisons and government offices, and spends the occasional evening lurking in the shadows of the local inn, listening and watching.

The witchborn binder is expected to deal with trouble whenever it arises, using whatever resources are handy. Agents of the Vigilant Servants keep mercenary bands of adventurers on retainer and use their services to solve problems. Others build up a network of comrades and old "war buddies" on whose services they can draw at need.

The best witchborn binders serve not only as the quick and sure hand of the crown, but also as a court of last resort for common folk who can't get a problem addressed in any other way. More than once, a witchborn binder has arrested and imprisoned a crooked judge or a noble scoundrel because of a commoner's complaint, letting the chips fall where they may.

### Notables

Arienne Thorngage, a halfling witchborn binder, has achieved a level of notoriety in her district for arresting several nobles who were later proven to have dabbled in necromancy. Some doubted her evidence, but when a demon showed up at one noble's trial to serve in disguise as his counsel, she unmasked and captured him.

### Organization

The witchborn binders form the striking arm of a larger organization known as the Vigilant Servants that serves as a sort of secret service answering directly to the crown. While the organization was ostensibly created to monitor the use of arcane magic, its broad reach and sweeping powers ensure that its members are involved in intelligence-gathering, spying, and clandestine missions that have nothing to do with protecting the realm against evil magic.

Despite the fact that the organization is an arm of the government, it is not at all bureaucratic in nature. Its members are primed for action, not paperwork. Low-ranking Vigilant Servants (those who are not witchborn binders) serve as spies and informants embedded in army garrisons, noble retinues, temples, or mercantile guilds. These agents gather information and pass it along to the higher levels of the organization, revealing their presence only when they must take action to protect the realm or its interests. Witchborn binders aren't employed in mundane spying missions such as these, but they check up on and watch over junior members of the organization.

The current leader of the organization is high vigilant Tomas Erst, a former witchborn binder. Beneath him are six vigilant eyes, each of whom oversees the Vigilant Servants' activities in a different district or region of the realm. Each vigilant eye supervises a handful of witchborn binders and numerous junior members of the organization. Though High Vigilant Erst is loyal to the king, he is unapologetic about his efforts to garner more power for the Vigilant Servants and to suppress the wealthy nobles and merchants who resent his organization's reach and influence.

A rank-and-file Vigilant Servant might hold one of three ranks: apt, sergeant, or captain. The witchborn binders exist outside the normal rank structure, answering directly to the vigilant eyes, but are considered equal to captains in rank and authority. Since only the best and most talented members can become witchborn binders, High Vigilant Erst and the other leaders of the organization are strongly inclined to trust their judgment and back them up on all but the most wrongheaded efforts.

### NPC Reactions

As an elite agent of the crown, a witchborn binder can expect a friendly or helpful reaction from other servants

of law and order in the realm, including government officials and officers of the watch or the army. But because witchborn binders are sometimes perceived as high-handed and arrogant, the common townsfolk and citizens tend to be less enthusiastic about their activities. Thus, unless the people in a particular town have been suffering the effects of evil magic, they greet the witchborn binder with indifference tinged with more than a little fear and concern. Members of the noble class have an unfriendly attitude toward witchborn binders, since they represent the unfettered power of the crown and are free to do as they wish to anyone they wish.

Arcane spellcasters—even those who shouldn't have anything to fear from the witchborn binders—are extremely suspicious of them, because more than a few neutral- or good-aligned sorcerers and wizards have fallen under a witchborn binder's suspicions over the years. The clergy of Saint Cuthbert supports witchborn binders in their work, so clerics of that deity are friendly toward them.

## WITCHBORN BINDER LORE

Characters with ranks in the Knowledge (nobility and royalty) skill can research the witchborn binders to learn more about them. A character gains the information corresponding to all DCs equal to or below her Knowledge (nobility and royalty) check result.

**DC 10:** "The Vigilant Servants are agents of the crown charged with watching out for the illicit use of arcane magic. The order's elite mage-hunters, known as witchborn binders, work to ferret out and capture the witchborn—that is, people who use magic for evil ends."

**DC 15:** "Witchborn binders are incarnum-wielders who can sniff out magic, and they're relentless trackers. They have the ability to shape soulmelds, which they use against the spellcasters they hunt."

**DC 20:** "Witchborn binders can create magic shackles with which to bind evil spellcasters, and they can dispel or counter magic even though they're not spellcasters. The toughest witchborn binders can even attack a spellcaster's soul, or imprison him in a casket of magic metal from which he cannot escape."

**DC 30:** "The leader of the Vigilant Servants is High Vigilant Tomas Erst. Some say that too many of his political

enemies have been exposed as evil wizards and dealt with appropriately. So people who ask lots of awkward questions about the order and its activities should be careful."

The Vigilant Servants do not maintain any offices or garrisons within the kingdom, so contacting them can be a bit difficult. Officers in the royal army, high government officials, or high-ranking clerics of the Church of Saint Cuthbert can send for a witchborn binder at need, but it might take her several days to reach a town or settlement that's a long way from the capital. A character must succeed on a DC 15 Gather Information check to find an officer or official who knows how to contact the Vigilant Servants.

## WITCHBORN BINDERS IN THE GAME

You can easily introduce a witchborn binder into your campaign by setting her up as a nemesis of the PCs—a bloodhound who dogs their every step. A witchborn binder can also

serve as a good patron for a PC party, retaining the group to take care of problems she has identified. The Vigilant Servants as an organization can also fill either of these roles, even if you don't create a particular NPC witchborn binder for the heroes to interact with.

A witchborn binder PC has chosen a difficult path—she doesn't really fight well, she doesn't cast powerful spells, and she's not even a very good meld-shaper. She excels only in the performance of her sworn mission: taking on evil magic-wielders. If you have a witchborn binder in your party, make sure that you include plenty of sinister sorcerers, wizards, and

spell-using monsters in your adventures, so that she is regularly rewarded (or at least, not punished) for choosing to specialize as she did. After all, the player of a witchborn binder who never gets a chance to clap an evil enchanter in mage shackles is likely to feel unsatisfied with her character.

## Adaptation

Witchborn binders can be run as written only if your campaign includes a well-organized realm or kingdom in which arcane spellcasters are regarded with some suspicion. However, you can easily adapt the organization and the witchborn binder prestige class to realms of a different sort.



*This witchborn binder relies on his animal companion to help him sniff out foul magic*



First of all, you can shift the focus of the witchborn binder from arcane spellcasters to evil divine spellcasters—maybe the prestige class exists to root out dark cults. Witchborn binders could even be portrayed as demon-hunters, since their class abilities are reasonably useful against outsiders with powerful spell-like abilities.

Secondly, the Vigilant Servants don't need to be agents of a well-organized monarchy; they could just as well serve a council of oligarchs, a parliamentary assembly, or a theocratic government. For that matter, the organization might have no association with governing authority at all—it could be a secret order of vigilantes who act when others are paralyzed with fear. If you choose this arrangement, simply downplay the organization's resources and use of royal authority.

Finally, the Vigilant Servants can easily become a nemesis for your heroes. Imagine the witchborn binders as the cruel agents of a tyrannical, lawful evil theocracy, charged with rooting out and destroying good spellcasters who resist the high priests' rule.

## Encounters

Witchborn binders make excellent inquisitors because they can be zealous, self-righteous, and absolutely unswerving in executing their duty as they see it. If they see the need to apprehend a band of noted adventurers, they can commandeer suitable royal soldiers, or even crack mercenaries, to help them get the job done.

**EL 13:** An old rival or enemy of the heroes has been carefully spreading black rumors about the heroes' "true" nature, and might even go so far as to provide "evidence" that the PCs have been trafficking with dark powers and dabbling in evil magic. Arienne Thorngage, a Vigilant Servant who has heard these rumors, leads a squad of elite royal guards to apprehend a member of the heroes' party—preferably an arcane spellcaster.

Though Arienne won't keep an innocent person locked up, she certainly attempts to arrest the character in question and put him to the question. If the heroes resist arrest, she does her best to subdue them all. This encounter works best if Arienne is a level or two higher than the average party level.

**Royal Guards (8):** Human fighter 5; see NPC Statistics on page 117 of the *Dungeon Master's Guide*.

### ARIENNE THORNGAGE, VIGILANT SERVANT

CR 12

Female halfling ranger 2/incarnate 6/witchborn binder 4

NG Small humanoid (incarnum)

**Init** +5; **Senses** Listen +8, Spot +15

**Languages** Common, Halfling

**AC** 24, touch 18, flat-footed 19; 20% concealment; negate critical hits and sneak attacks 25%

**hp** 84 (12 HD); **DR** 2/evil

**Resist** +1 on saves against spells and spell-like effects

**Fort** +13, **Ref** +12, **Will** +11 (+13 against fear, charm, or compulsion)

**Speed** 20 ft. (4 squares); fly 30 ft. (perfect)

**Melee** +1 *short sword* +15/+10 (1d4+2 force/19–20) or

**Melee** +1 *short sword* +13/+8 (1d4+2 force/19–20) or  
**Melee** mwk silvered dagger +13 (1d3 force/19–20) or

**Ranged** +1 *flaming composite longbow* +15/+10 (1d6+2/×3 plus 1d6 fire) or

**Ranged** +1 *flaming composite longbow* +13/+13/+8 (1d6+2/×3 plus 1d6 fire) with Rapid Shot

**Base Atk** +8; **Grp** +5

**Atk Options** favored enemy magical beasts +2, Point Blank Shot, Rapid Shot, Two-Weapon Fighting

**Special Actions** dispelling orb, incarnum radiance 1/day (+2 to AC, duration 6 rounds), mage shackles

**Combat Gear** *potion of haste*, *potion of invisibility*, *potion of cure moderate wounds*, *wand of cure light wounds*

**Essentia Pool** 9; **Capacity** 3 (4 for soulmelds); **Chakra Binds** 2; **Soulmelds** 5

**Soulmelds and Essentia Investment** (CL 8th):

*Adamant pauldrons* 2 (25% chance to negate critical hits and sneak attacks; DR 2/evil)

*Airstep sandals* 2 (fly 30 ft., perfect; bound to feet chakra)

*Crystal helm* 2 (+2 resistance bonus on Will saves against charm and compulsion effects; +2 deflection bonus to AC; melee attacks have force descriptor; bound to crown chakra)

*Fellmist robe* 2 (20% miss chance against attackers more than 5 ft. away)

*Keeneye lenses* (+4 insight bonus on Spot checks)  
*Meldshield* 1 (+1 on saves against spells and spell-like effects)

**Spell-Like Abilities**

At will—*detect evil* (CL 6th), *detect magic* (CL 4th)

**Abilities** Str 12, Dex 20, Con 16, Int 8, Wis 13, Cha 10

**SQ** chakra binds (crown, feet, hands); rapid meldshaping 1/day, royal purse 1/level, strong aura of good, wild empathy +2 (–2 magical beasts)

**Feats** Alertness, Point Blank Shot, Precise Shot, Rapid Shot, Track<sup>B</sup>, Two-Weapon Fighting<sup>B</sup>, Weapon Finesse

**Skills** Climb +3, Diplomacy +2, Hide +14, Jump –3, Knowledge (religion) +3, Listen +8, Move Silently +7, Search +7, Sense Motive +6, Spot +15, Survival +6 (+2 following tracks), Use Rope +7

**Possessions** combat gear plus +2 *mithral chain shirt*, +1 *flaming composite longbow* (+1 Str bonus) with 20 arrows, 10 silvered arrows, 10 adamantite arrows, +1 *short sword*, masterwork silvered dagger, *gauntlets of ogre power* +2, *amulet of health* +2, *brooch of shielding*

**Hook** "You will taint this world with your vile sorcery no more!"



**T**he influence of incarnum extends far beyond some creatures' ability to shape soulmelds and channel essentia. The energy of pure souls has infused, tainted, or otherwise affected a wide variety of creatures in ways both positive and negative. It has given rise to new forms of life, and in at least one case, has become sentient on its own.

## THE INCARNUM SUBTYPE

Any creature with incarnum-based powers has the incarnum subtype. An incarnum creature can be born with the subtype or can gain it during its life.

A creature meeting any one of the following criteria has the incarnum subtype.

- The creature has an essentia pool. This category includes characters with levels in a character class that grants an essentia pool or creatures with feats that grant essentia.
- The creature has one or more preshaped soulmelds (that is, soulmelds that are automatically shaped on it without any effort on its part).
- The creature was created through the use of incarnum or from raw incarnum.

*Traits:* Creatures with this subtype have no specific shared traits other than those given above. The incarnum subtype

merely identifies creatures that might be vulnerable to spells and effects that target incarnum creatures.

## BODY SHAPE AND CHAKRAS

Though the naming of chakras is based on a humanoid body structure, most creatures have access to all ten chakras regardless of their body shapes. Use the following body shape guidelines to determine which chakras are available to a given creature and to which of its body parts they correspond. If in doubt, err on the side of granting the creature access to all chakras.

**Four (or More) Limbs, No Arms:** The creature's frontmost pair of limbs contains the shoulders, arms, and hands chakras, placed as appropriate for their structure. For example, a dragon's front limbs are treated as its arms, the points at which they meet the main body are considered its shoulders, and its foreclaws are equivalent to its hands. Since a wyvern does not possess foreclaws, its wings contain its arms, hands, and shoulders chakras.

**No Legs:** The lowermost portion of the creature's body contains the feet chakra. A couatl or salamander, for example, treats its tail as its feet chakra.

**No Limbs:** A creature without any limbs (such as a naga) has no hands or arms chakra. The portion of the creature's body immediately below its head

contains the shoulders chakra, and the lowermost portion of its body contains the feet chakra.

**Amorphous Body:** A creature with no limbs, head, or discernable anatomical structure (such as a mimic), has access to only two chakras—namely, the heart and soul.

**No Constitution Score:** A creature without a Constitution score, such as a construct or an undead creature, has no soul chakra.

Access to a chakra does not necessarily mean that the creature can wear magic items associated with that body slot equivalent. For example, a horse can't wear *gloves of Dexterity*, even though its hands chakra is available for soulmelds.

A creature's access to chakras depends on its current physical form, not its natural form. Thus, a character who uses *polymorph* to turn into a snake loses access to his hands chakra. If he takes on a form that lacks a chakra to which he currently has a soulmeld bound, that bind is lost until the character assumes a form that allows it. At that point, the character must unshape and reshape the meld in order to bind it to the chakra again.

## AZURIN

Azurins are the incarnum-touched children of human parents. Blessed with especially pure and potent souls, they are born with the ability to manipulate incarnum.

Physically, an azurin looks almost identical to a human, standing 5-1/2 to 6 feet tall and weighing about 180 pounds. However, her heritage is apparent in the sky-blue sheen of her eyes.

Since they are children of humanity, azurins have no society or culture of their own. They tend toward extremes in alignment, and heroic lawful good azurins are just as common as villainous chaotic evil ones. Perhaps because of their tendency to embrace alignment extremes, azurins tend to be passionate and dedicated—and a bit foolhardy and impatient as well. When engaged in an activity, they pursue it single-mindedly (some might even say obsessively).

Azurins speak Common.

### SAMPLE AZURIN WARRIOR

**Azurin, 1st-Level Warrior**

**Medium Humanoid (Human, Incarnum)**

**Hit Dice:** 1d8+1 (5 hp)

**Initiative:** +0

**Speed:** 20 ft. (4 squares)

**AC:** 17 (+5 chainmail, +2 heavy wooden shield), touch 10, flat-footed 17

**Base Attack/Grapple:** +1/+2

**Attack:** Masterwork longsword +3 melee (1d8+1/19–20) or light crossbow +1 ranged (1d8/19–20)

**Full Attack:** Masterwork longsword +3 melee (1d8+1/19–20) or light crossbow +1 ranged (1d8/19–20)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** —

**Special Qualities:** Essentia pool 2

**Saves:** Fort +3, Ref +0, Will –1

**Abilities:** Str 12, Dex 10, Con 13, Int 9, Wis 8, Cha 11

**Skills:** Intimidate +4, Jump –12

**Feats:** Cobalt Charge (2 essentia), Improved Essentia Capacity

**Environment:** Any

**Organization:** Solitary, pair, squad (1–4 plus 3rd-level cleric), or company (5–8 plus 3rd-level cleric and 4th-level soulborn)

**Challenge Rating:** 1/2

**Treasure:** See possessions

**Alignment:** Chaotic good

**Advancement:** By character class

**Level Adjustment:** +0

*This determined-looking warrior looks entirely human, except that her eyes gleam with a sky-blue sheen.*

Combat-minded azurins are always eager to take on a cause, and they fight for it with every ounce of zeal they possess. They do not foolishly sacrifice their lives, but they are always ready to die for a cause.

### Combat

Azurin warriors are brazen combatants who leap into the fray before thinking the situation through. They prefer to open combat with a charge if at all possible.

**Essentia Pool (Su):** This azurin warrior has an essentia pool of 2. Her essentia capacity is 2 for incarnum feats because of her Improved Essentia Capacity feat, or 1 otherwise. She invests both of her essentia points in her Cobalt Charge feat, thereby gaining a +2 insight bonus on attack rolls and damage rolls made as part of a charge attack (not included in the statistics above).

**Possessions:** Chainmail, heavy wooden shield, masterwork longsword, light crossbow with 10 bolts, *potion of cure light wounds*.

### SAMPLE AZURIN CLERIC

**Azurin, 3rd-Level Cleric**

**Medium Humanoid (Human, Incarnum)**

**Hit Dice:** 3d8+3 (16 hp)

**Initiative:** +4

**Speed:** 20 ft. (4 squares)

**AC:** 18 (+8 full plate armor), touch 10, flat-footed 18

**Base Attack/Grapple:** +2/+3

**Attack:** Masterwork heavy flail +5 melee (1d10+1/19–20) or light crossbow +2 ranged (1d8/19–20)

**Full Attack:** Masterwork heavy flail +5 melee (1d10+1/19–20) or light crossbow +2 ranged (1d8/19–20)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** Smite, spells

**Special Qualities:** Channel incarnum 5/day, essentia pool 2

**Saves:** Fort +4, Ref +1, Will +5

**Abilities:** Str 12, Dex 10, Con 13, Int 8, Wis 15, Cha 14

**Skills:** Concentration +4, Jump –11, Knowledge (arcana) +2

**Feats:** Improved Essentia Capacity, Improved Initiative, Martial Weapon Proficiency (heavy flail)<sup>B</sup>, Sapphire Smite (2 essentia), Weapon Focus (heavy flail)<sup>B</sup>

**Environment:** Any

**Organization:** Solitary, squad (1 plus 1–4 1st-level warriors), or company (1 plus 5–8 1st-level warriors and 1 4th-level soulborn)

**Challenge Rating:** 3

**Treasure:** See possessions

**Alignment:** Lawful evil

**Advancement:** By character class

**Level Adjustment:** +0

*Devotion to her cause shines in the luminous blue eyes of this cleric. She carries the symbol of her deity with pride—and perhaps more than a bit of fanaticism.*

With their polarized outlooks on life, azurins make particularly devout clerics. They worship strongly aligned deities, such as Heironeous, Kord, Hextor, or Erythnul.

The sample cleric presented here is a lawful evil azurin who worships Hextor, god of tyranny. If her alignment and deity are changed, new domains must be chosen for her, and Sapphire Smite must be replaced with a different incarnum feat.

## Combat

This azurin cleric typically casts *bull's strength* at the first sign of combat, increasing her Strength to 16 and adding +2 to her attack bonus and +3 to the damage dealt by her heavy flail). If time permits, she also casts *divine favor*, gaining a +1 luck bonus on attack and weapon damage rolls, and *magic weapon* on her heavy flail to increase its damage bonus by 1.

**Channel Incarnum (Su):** The azurin cleric channels incarnum rather than mere positive or negative energy. Once per round as a free action, she can grant herself 2 bonus points of *essentia*, which last for 1 round. She can use this ability five times per day.

**Essentia Pool (Su):** The azurin cleric has an *essentia* pool of 2, and her *essentia* capacity is 2 for incarnum feats (because of her Improved *Essentia Capacity* feat), or 1 otherwise. She invests both of her *essentia* points in her Sapphire Smite feat, gaining 2 more daily uses of her smite domain power and increasing the damage for her smite attack by 2 (included in smite entry below).

**Typical Cleric Spells Prepared** (caster level 3rd; cannot cast chaotic or good spells): 0—*create water*, *cure minor wounds*, *detect magic*, *read magic*; 1st—*bane*, *cause fear*, *cure light wounds* (DC 13), *magic weapon*<sup>D</sup>; 2nd—*bull's strength*, *sound burst* (DC 14), *spiritual weapon*<sup>D</sup>.

D: Domain spell. Deity: Hextor. Domains: Destruction (smite 3/day; +4 attack, +5 damage). War (proficiency and Weapon Focus with heavy flail).

**Substitution Levels:** Azurin cleric 1st (see page 42).

**Possessions:** Full plate armor, masterwork heavy flail, light crossbow with 10 bolts, *potion of cure light wounds*, 100 gp.

## SAMPLE AZURIN SOULBORN

**Azurin, 4th-Level Soulborn**

**Medium Humanoid (Human, Incarnum)**

**Hit Dice:** 4d10+8 (30 hp)

**Initiative:** +1

**Speed:** 20 ft. (4 squares)

**AC:** 17 (+1 Dex, +6 +1 *breastplate*), touch 11, flat-footed 16

**Base Attack/Grapple:** +4/+6

**Attack:** Masterwork glaive +6 melee (1d10+5/×3)

**Full Attack:** Masterwork glaive +6 melee (1d10+5/×3)

**Space/Reach:** 5 ft./5 ft. (10 ft. with glaive)

**Special Attacks:** Smite opposition, soulmeld

**Special Qualities:** *Essentia* pool 2, incarnum defense

**Saves:** Fort +6, Ref +2, Will +1

**Abilities:** Str 14, Dex 12, Con 15, Int 10, Wis 8, Cha 14

**Skills:** Heal +6, Jump +0

**Feats:** Cerulean Will<sup>B</sup> (1 *essentia*), Cleave, Power Attack, Weapon Focus (glaive)

**Environment:** Any

**Organization:** Solitary or company (1 plus 5–8 1st-level warriors plus 1 3rd-level cleric)

**Challenge Rating:** 4

**Treasure:** See possessions

**Alignment:** Chaotic evil

**Advancement:** By character class

**Level Adjustment:** +0

*More than a bit of cruel madness gleams in the blue-glowing eyes of this incarnum-wielding warrior.*

Each azurin strives to embody her alignment, and no path suits this drive better than that of the soulborn. This incarnum-infused warrior might belong to an organization with extreme goals or requirements, such as a monastic order, a death cult, a band of freedom fighters, or the like.

## Combat

An azurin soulborn is a fierce warrior who enhances her natural combat ability with the power of incarnum. Armed with foreknowledge of a foe, she can adapt to the situation by shaping a different soulmeld, but when in doubt, she favors soulmelds that boost her offense.

The azurin soulborn presented here typically uses Power Attack when attacking with her glaive, taking a –2 penalty on her attack roll to raise her bonus on damage rolls to +5. These adjustments are included in the statistics above.

**Smite Opposition (Su):** Once per day, this azurin soulborn can smite a lawful or good opponent with a single melee attack, gaining a +2 bonus on her attack roll and a +4 bonus on her damage roll.

**Soulmeld:** This azurin soulborn can shape one soulmeld, drawn from the soulborn list. The soulmeld has a maximum *essentia* capacity of 1. She currently has the following soulmeld shaped.

**Thunderstep Boots (Su):** This azurin soulborn has 1 point of *essentia* invested in this soulmeld. She deals an additional 2d4 points of sonic damage with a successful melee attack at the end of a charge.

**Essentia Pool (Su):** This azurin soulborn has an *essentia* pool of 2, and her *essentia* capacity is 1. She normally invests 1 point of *essentia* in her *thunderstep boots* soulmeld. The other point of *essentia* is invested in her Cerulean Will feat, granting her a +1 insight bonus on Will saves. These adjustments are included in the statistics above.

**Incarnum Defense (Su):** This azurin soulborn is immune to Strength damage or Strength drain.

**Possessions:** +1 *breastplate*, masterwork glaive, *potion of cure serious wounds*, 30 gp.

## AZURIN ENCOUNTERS

The following groups of azurins can be encountered in nearly any campaign environment.

**EL 1:** A pair of lawful evil 1st-level azurin warriors, with swords drawn, encounter the PCs in the street. At a distance of 10 or 20 feet, they demand that the PCs stand aside and let them pass. Should the PCs fail to comply, the azurins charge into battle.

**EL 4:** A squad of chaotic evil azurins (four 1st-level warriors and a 3rd-level cleric) mistake the party for a group that insulted them the previous day. They challenge the PCs to a fight in the middle of a shop.

## DISSOLUTION OOZE

### Large Ooze

**Hit Dice:** 6d10+54 (87 hp)

**Initiative:** -5

**Speed:** 15 ft. (3 squares)

**AC:** 4 (-1 size, -5 Dex), touch 4, flat-footed 4

**Base Attack/Grapple:** +4/+10

**Attack:** Slam +5 melee (1d6+3 plus 1d6 acid plus dissolution)

**Full Attack:** Slam +5 melee (1d6+2 plus 1d6 acid plus dissolution)

**Space/Reach:** 10 ft./5 ft.

**Special Attacks:** Acid, dissolution

**Special Qualities:** Blindsight 60 ft., incarnum sense, ooze traits

**Saves:** Fort +11, Ref -3, Will -3

**Abilities:** Str 15, Dex 1, Con 29, Int —, Wis 1, Cha 1

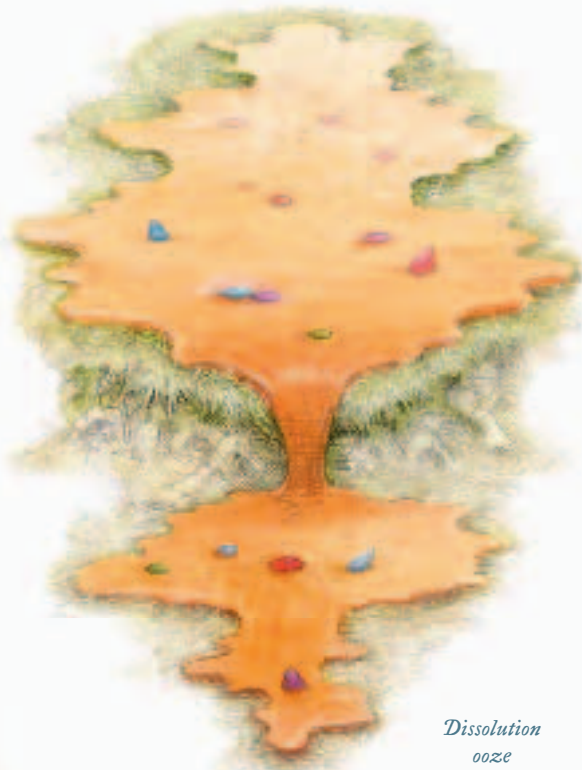
**Skills:** —

**Feats:** —

**Environment:** Any

**Organization:** Solitary

**Challenge Rating:** 5



*Dissolution  
ooze*

**Treasure:** No coins, double goods (gems only), 50% items (no nonstone)

**Alignment:** Always neutral

**Advancement:** 7–12 HD (Large); 13–18 HD (Huge)

**Level Adjustment:** —

*A translucent, gelatinous puddle with a faint orange tinge moves slowly across the floor. Small stones are suspended in the mass, and gems glisten beneath its shimmering surface.*

Though it is related to the ochre jelly and other oozes, the dissolution ooze hungers for incarnum. In its quest for soul energy, it roams unceasingly, hunting for creatures and items powered by incarnum.

A typical dissolution ooze has a diameter of about 9 feet and weighs more than 2 tons.

## COMBAT

When faced with opposition, a dissolution ooze lashes out with a pseudopod. Its incarnum sense allows it to target those creatures most likely to provide it with a good meal.

**Acid (Ex):** A dissolution ooze secretes a digestive acid that dissolves all materials except earth and stone (including gemstones and crystals). Any melee hit from the creature deals 1d6 points of acid damage in addition to normal damage.

**Dissolution (Ex):** Any melee hit by a dissolution ooze against a creature with at least one soulmeld shaped requires the target to attempt a DC 22 Fortitude save. Failure indicates that one of the target's soulmelds (determined randomly) spontaneously unshapes. If the dissolution ooze successfully unshapes a soulmeld, it immediately consumes the freed soul energy, gaining a number of temporary hit points equal to 5 times the points of essentia invested in the soulmeld (minimum 5 hp). The target loses all benefits of the meld until it is shaped again.

A successful save negates this effect. The target gains a +4 bonus on the saving throw if the soulmeld is bound to a chakra. The save DC is Constitution-based.

**Incarnum Sense (Ex):** A dissolution ooze can detect the presence of incarnum in creatures or objects within range of its blindsight. In addition to soulmelds, this ability detects any creature with the incarnum subtype, as well as objects invested with essentia. The dissolution ooze can't differentiate between targets upon which it can "feed" (namely soulmelds) and other incarnum-laced targets. However, if it fails to unshape a soulmeld with its first hit, it moves on to a different target, if one is available.

## DRAGON, INCARNUM

**Dragon (Extraplanar, Incarnum)**

**Environment:** Outer Plane (any)

**Organization:** Wyrmling, very young, young, juvenile, and young adult: solitary or clutch (2–5); adult, mature adult, old, very old, ancient, wyrm, or great wyrm: solitary, pair or family (1–2 plus 2–5 offspring)

**Challenge Ratings:** Wyrmling 4; very young 5; young 7; juvenile 9; young adult 11; adult 13; mature adult 16; old 18; very old 20; ancient 21; wyrm 22; great wyrm 24

**Treasure:** Triple standard

**Alignment:** Lawful good, lawful evil, chaotic good, or chaotic evil

**Advancement:** Wyrmling 5–6 HD; very young 8–9 HD; young 11–12 HD; juvenile 14–15 HD; young adult 17–18 HD; adult 20–21 HD; mature adult 23–24 HD; old 26–27 HD; very old 29–30 HD; ancient 32–33 HD; wyrm 35–36 HD; great wyrm 38+ HD

**Level Adjustment:** Wyrmling +2; very young +3; young +4; juvenile +5; others —.

*The dragon has a smooth hide and gossamer wings that give an opalescent glow to the light shining through them. Two horns arc gracefully back over its neck, paralleled by two rounded ridges that extend down its back. Between them rises a nearly translucent frill that tapers down to the tip of the creature's tail. The dragon has blue-gray scales touched with indigo, and a fermented odor surrounds its body.*

Incarnum dragons are opinionated and fervent in their beliefs. Each typically adopts a cause as its own and champions it tirelessly until it can claim victory. The causes these dragons choose are as varied as their alignments, but they are always extreme in some way.

An incarnum wyrmling is deep indigo in color, with thin but opaque wings. As it ages, its scales fade to a dark shade of gray-blue. By adulthood, its wings become translucent, and by old age they are almost invisible—little more than sheer membranes stretched across the creatures' now-visible arm bones.

The scales of good-aligned incarnum dragons have a steel-gray, metallic sheen, while those of evil specimens sparkle with blue-gray highlights. Chaotic incarnum dragons tend more toward indigo and have more random shading patterns than their lawful brethren do. To the untrained eye, however, incarnum dragons of different alignments appear nearly identical, since the color variations are too subtle for the casual viewer.

Incarnum dragons are most commonly found on the Outer Planes, typically (though not always) on planes that match their individual alignments. Although they can subsist on the diet of a typical carnivore, they have a preference for incarnum. When an incarnum dragon captures a creature with the incarnum subtype, it prefers to separate out the incarnum and consume it, leaving the meat behind. The raw incarnum of one such creature can sustain an adult incarnum dragon for an entire week.

## COMBAT

An incarnum dragon readily engages in combat if doing so could further its adopted cause, and it is especially eager to do battle with creatures that oppose its alignment. Chaotic incarnum dragons tend toward impulsiveness in combat, while lawful ones prefer to determine their foes' weak points before launching any attacks.

An incarnum dragon's particular combat strategy depends largely on its alignment and the soulmelds it has shaped. Against an incarnum-using creature, it opens combat with its breath weapon.

**Breath Weapon (Su):** An incarnum dragon's breath weapon is a cone of resonating energy that separates incarnum from living matter and deals damage to creatures (but not to objects). Every creature within the area must make a Reflex save or be temporarily drained of essentia. This effect reduces the essentia pool of each target by a number of points equal to the dragon's age category for 1 hour. A successful Fortitude save halves both the damage dealt and the essentia drained. The save DC is Constitution-based.

**Meldshaping Ability:** An incarnum dragon has the innate ability to shape soulmelds chosen from the soulborn class list. Each day, it can shape a number of soulmelds equal to one-half its age category (rounded up). Its meldshaper level equals twice its age category, and the maximum essentia capacity of its soulmelds is one-half its age category (rounded down). The incarnum dragon's essentia pool increases with its age, as given on the Incarnum Dragon Abilities by Age Table on page 174.

**Chakra Binds:** Beginning at juvenile age, an incarnum dragon can bind a single soulmeld to its crown chakra. An old incarnum dragon can bind up to two soulmelds simultaneously, one each to its brow and crown chakras. A great wyrm incarnum dragon can bind up to three soulmelds, one each to its brow, crown, and throat chakras.

**Consume Soulmeld (Su):** With a successful bite attack, an ancient or older incarnum dragon can consume a single soulmeld shaped on the target creature. In addition to dealing normal damage, this attack requires the creature to make a Fortitude save at the same DC as the dragon's breath weapon. Failure indicates that one of the target's soulmelds (determined randomly) spontaneously unshapes. The dragon then consumes the soul energy from the meld, gaining a number of temporary hit points equal to 5 times the points of essentia invested in the meld (minimum 5 hp). The target loses all benefits of the meld until it is shaped again. Once it has consumed a soulmeld, the incarnum dragon cannot use this ability again for 24 hours.

**Skills:** Spellcraft is a class skill for incarnum dragons.



*Incarnum dragon*

## INCARNUM DRAGONS BY AGE

Age	Size	Hit Dice (hp)	Str	Dex	Con	Int	Wis	Cha	Base Atk/ Grapple	Fort Attack	Ref Save	Will Save	Breath Weapon (DC)	Frightful Presence DC
Wyrmling	T	4d12+4 (30)	11	10	13	14	11	15	+4/-4	+6	+5	+4	1d8 (13)	—
Very Young	S	7d12+7 (52)	13	10	13	16	11	17	+7/+4	+9	+6	+5	2d8 (14)	—
Young	S	10d12+20 (85)	13	10	15	16	13	17	+10/+7	+12	+9	+7	3d8 (17)	—
Juvenile	M	13d12+26 (110)	15	10	15	18	13	19	+13/+15	+15	+10	+8	4d8 (18)	—
Young Adult	M	16d12+48 (152)	17	10	17	18	15	19	+16/+19	+19	+13	+10	5d8 (21)	22
Adult	L	19d12+76 (199)	19	10	19	20	15	21	+19/+27	+22	+15	+11	6d8 (23)	24
Mature Adult	L	22d12+110 (253)	23	10	21	20	17	21	+22/+32	+27	+18	+13	7d8 (26)	26
Old	H	25d12+125 (287)	27	10	21	24	17	25	+25/+41	+31	+19	+14	8d8 (27)	29
Very Old	H	28d12+168 (350)	29	10	23	26	19	27	+28/+45	+35	+22	+16	9d8 (30)	32
Ancient	H	31d12+186 (387)	31	10	23	28	19	29	+31/+49	+39	+23	+17	10d8 (31)	34
Wyrm	G	34d12+238 (459)	33	10	25	30	21	31	+34/+57	+41	+26	+19	11d8 (34)	37
Great Wyrm	G	37d12+296 (536)	35	10	27	32	21	33	+37/+61	+45	+28	+20	12d8 (36)	39

Furthermore, because of its constant contact with the souls of the past, present, and future, an incarnum dragon gains an insight bonus equal to its age category on all Knowledge checks.

## SAMPLE INCARNUM DRAGON

### Adult Incarnum Dragon

#### Large Dragon (Extraplanar, Incarnum)

**Hit Dice:** 19d12+76 (199 hp)

**Initiative:** +2

**Speed:** 40 ft. (8 squares), fly 150 ft. (poor)

**AC:** 30 (–1 size, +18 natural, +3 deflection), touch 12, flat-footed 30

**Base Attack/Grapple:** +19/+27

**Attack:** Bite +22 melee (2d6+7 force)

**Full Attack:** Bite +22 melee (2d6+7 force) and 2 claws +20 melee (1d8+5 force) and 2 wings +20 melee (1d6+5 force) and tail slap +20 melee (1d8+9 force)

**Space/Reach:** 10 ft./5 ft. (10 ft. with bite)

**Special Attacks:** Breath weapon (40-ft. cone of essentia drain), frightful presence, meldshaping, soulmelds

**Special Qualities:** Blindsight 60 ft., damage reduction 5/magic, darkvision 120 ft., essentia pool 6, immunity to sleep and paralysis, low-light vision, spell resistance 20, uncanny dodge

**Saves:** Fort +15, Ref +11, Will +13 (+15 against charm and compulsion effects)

**Abilities:** Str 19, Dex 10, Con 19, Int 20, Wis 15, Cha 21

**Skills:** Bluff +16, Concentration +26, Diplomacy +9, Intimidate +29, Jump +8, Knowledge (arcana) +33, Knowledge (the planes) +33, Listen +26, Search +27, Sense Motive +24, Spellcraft +29 (+31 to decipher scrolls), Spot +26, Use Magic Device +27 (+29 involving scrolls).

**Feats:** Alertness, Bonus Essentia, Flyby Attack, Hover, Multiattack, Power Attack, Wingover

**Environment:** Any

**Organization:** Solitary, pair or family (1–2 plus 2–5 offspring)

**Challenge Rating:** 13

**Treasure:** See possessions

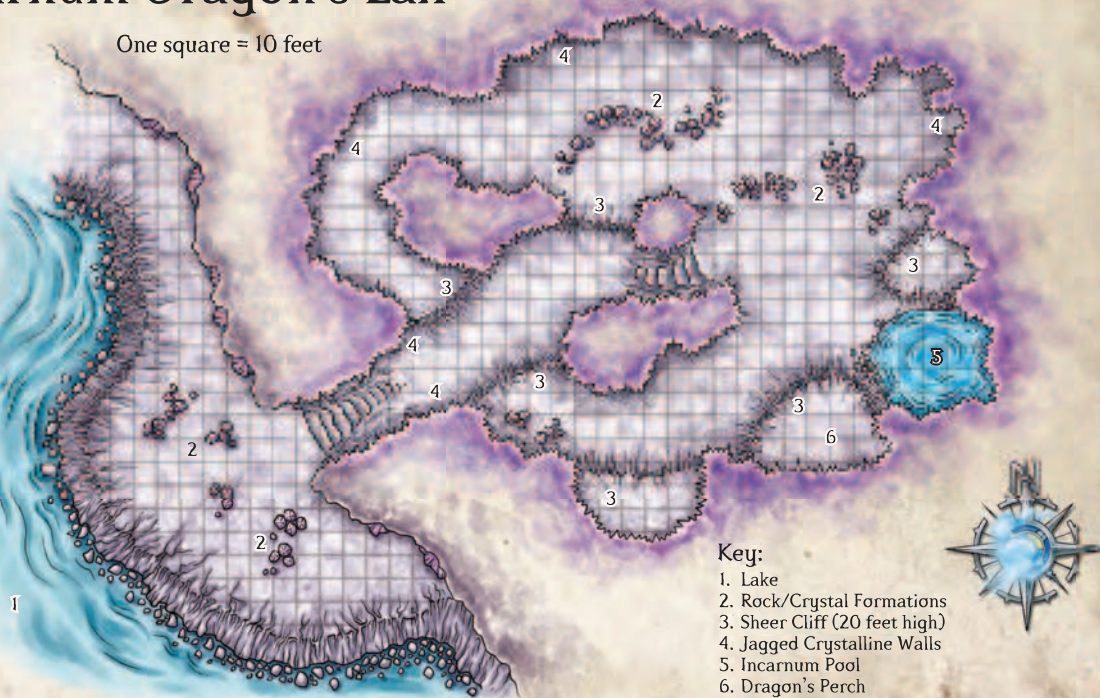
**Alignment:** Lawful evil

## INCARNUM DRAGON ABILITIES BY AGE

Age	Speed	Initiative	AC	Special Abilities	Essentia	SR
Wyrmling	40 ft., fly 100 ft. (average)	+0	15 (+2 size, +3 natural), touch 12, flat-footed 15	Meldshaping	0	—
Very Young	40 ft., fly 100 ft. (average)	+0	17 (+1 size, +6 natural), touch 11, flat-footed 17	—	0	—
Young	40 ft., fly 100 ft. (average)	+0	20 (+1 size, +9 natural), touch 11, flat-footed 20	—	1	—
Juvenile	40 ft., fly 150 ft. (poor)	+0	22 (+12 natural), touch 10, flat-footed 22	Crown chakra	2	—
Young Adult	40 ft., fly 150 ft. (poor)	+0	25 (+15 natural), touch 10, flat-footed 25	DR 5/magic	3	18
Adult	40 ft., fly 150 ft. (poor)	+0	27 (–1 size, +18 natural), touch 9, flat-footed 27	—	4	20
Mature Adult	40 ft., fly 150 ft. (poor)	+0	30 (–1 size, +21 natural), touch 9, flat-footed 30	DR 10/magic	5	22
Old	40 ft., fly 150 ft. (poor)	+0	32 (–2 size, +24 natural), touch 8, flat-footed 32	Brow chakra	6	24
Very Old	40 ft., fly 150 ft. (poor)	+0	35 (–2 size, +27 natural), touch 8, flat-footed 35	DR 15/magic	8	25
Ancient	40 ft., fly 150 ft. (poor)	+0	38 (–2 size, +30 natural), touch 8, flat-footed 38	Consume soulmeld	10	27
Wyrm	40 ft., fly 200 ft. (clumsy)	+0	39 (–4 size, +33 natural), touch 6, flat-footed 39	DR 20/magic	12	28
Great Wyrm	40 ft., fly 200 ft. (clumsy)	+0	42 (–4 size, +36 natural), touch 6, flat-footed 42	Throat chakra	15	30

## Incarnum Dragon's Lair

One square = 10 feet



### Key:

1. Lake
2. Rock/Crystal Formations
3. Sheer Cliff (20 feet high)
4. Jagged Crystalline Walls
5. Incarnum Pool
6. Dragon's Perch

**Advancement:** By character class

**Level Adjustment:** +0

This incarnum dragon has indigo scales that sparkle with blue-gray highlights that run parallel to its spine. Its wings are thin but still opaque.

The sample adult incarnum dragon speaks Abyssal, Common, Elven, Goblin, Infernal, and Orc.

### Combat

This incarnum dragon prefers to watch potential foes from a distance before engaging them. If not given that option, he opens with his breath weapon, then moves in for melee attacks. Once he knows how difficult his opponents are to hit, he makes judicious use of his Power Attack feat. He is a master of hit-and-run tactics in outdoor settings.

**Breath Weapon (Su):** 40-ft. cone, damage 6d8 plus 6 essentia, Reflex DC 23 half.

**Frightful Presence (Ex):** 180-ft. radius, HD 18 or fewer, Will DC 24 negates.

**Meldshaping:** 3 soulmelds, essentia pool 5, meld capacity 3, chakra binds 1 (crown), CL 12th.

**Typical Soulmelds Shaped:** *Bluesteel bracers* (+2 insight bonus on initiative checks, +3 insight bonus on melee damage rolls); *crystal helm* (+3 deflection bonus to AC; bound to crown chakra); *impulse boots* (uncanny dodge).

**Essentia Investment:** The incarnum dragon usually invests 3 points of essentia in his bluesteel bracers and 3 points in his crystal helm.

**Possessions:** *Wand of dispel magic* (CL 10th; 10 charges).

## DUSKLING

Dusklings are savage, extraplanar fey creatures with a strong innate connection to the power of incarnum.

A typical dusklings stands about 5 feet tall and weighs approximately 120 pounds. He has steel-gray skin, purple eyes, and dark gray hair. Because agility is more important to dusklings than protection, they favor lightweight clothing and armor.

Nomadic and tribal in nature, dusklings wander in small bands throughout the planes, roaming far from their original homeland. They resist any authority or dogma that others try to impose upon them, preferring a more neutral outlook on life.

Dusklings speak Common and Sylvan. They learn the languages of other sylvan creatures as well, including Elven and Halfling.

### SAMPLE DUSKLING WARRIOR

**Dusklings, 1st-Level Warrior**

**Medium Fey (Extraplanar, Incarnum)**

**Hit Dice:** 1d8+1 (5 hp)

**Initiative:** +5

**Speed:** 35 ft. (7 squares; 1 essentia)

**AC:** 17 (+1 Dex, +4 masterwork chain shirt, +2 heavy wooden shield), touch 11, flat-footed 16

**Base Attack/Grapple:** +1/+2

**Attack:** Masterwork battleaxe +3 melee (1d8+1/×3) or longbow +2 ranged (1d8/19–20)

**Full Attack:** Masterwork battleaxe +3 melee (1d8+1/×3) or longbow +2 ranged (1d8/19–20)

**Space/Reach:** 5 ft./5 ft.



**Special Attacks:** —

**Special Qualities:** Essentia pool 1, low-light vision

**Saves:** Fort +3, Ref +1, Will -1

**Abilities:** Str 13, Dex 12, Con 13, Int 8, Wis 9, Cha 8

**Skills:** Jump +2

**Feats:** Improved Initiative

**Environment:** Any

**Organization:** Solitary, hunting party (2–5 plus 1 3rd-level barbarian), or warband (5–8 plus two 3rd-level barbarians and 1 4th-level totemist)

**Challenge Rating:** 1/2

**Treasure:** See possessions

**Alignment:** Neutral

**Advancement:** By character class

**Level Adjustment:** +0

A long, pointed face frames the purple eyes of this robust, steely skinned humanoid. His rough, unkempt hair and beard give him a feral look.

Dusklings who have taken up the mantle of the warrior depend on speed rather than strength and cunning rather than strategy.

## Combat

Though they are not as aggressive as azurins, duskling warriors use their superior speed and quickness to press the advantage in a fight. Should the battle go against them, they have no qualms about fleeing the scene. Often, however, they return with reinforcements to continue the fight at a time of their own choosing.

**Essentia Pool (Su):** This sample duskling warrior has an essentia pool of 1 and an essentia capacity of 1. He invests his essentia point in his speed, gaining a +5-foot enhancement bonus to his base land speed (included in the statistics above).

**Possessions:** Masterwork chain shirt, heavy wooden shield, masterwork battleaxe, longbow with 10 arrows, 25 gp.

The duskling warrior presented here had the following ability scores before racial adjustments: Str 13, Dex 12, Con 11, Int 10, Wis 9, Cha 8.

## SAMPLE DUSKLING BARBARIAN

**Duskling, 3rd-Level Barbarian**

**Medium Fey (Extraplanar, Incarnum)**

**Hit Dice:** 1d10+3 plus 2d12+6 (30 hp)

**Initiative:** +7

**Speed:** 40 ft. (8 squares)

**AC:** 16 (+1 Dex, +5 +1 chain shirt), touch 11, flat-footed 16

**Base Attack/Grapple:** +3/+5

**Attack:** Masterwork greataxe +6 melee (1d12+3/×3) or masterwork composite longbow (+2 Str bonus) +5 ranged (1d8+2/×3)

**Full Attack:** Masterwork greataxe +6 melee (1d12+3/×3) or masterwork composite longbow (+2 Str bonus) +5 ranged (1d8+2/×3)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** Rage

**Special Qualities:** Essentia pool 2, incarnum speed (1 essentia), trap sense +1, uncanny dodge

**Saves:** Fort +6, Ref +2, Will +2

**Abilities:** Str 14, Dex 13, Con 17, Int 8, Wis 12, Cha 8

**Skills:** Climb +7, Jump +11, Survival +7

**Feats:** Cobalt Rage (1 essentia), Improved Initiative

**Environment:** Any

**Organization:** Solitary, hunting party (1 plus 2–5 1st-level warriors), or warband (1 plus 5–8 1st-level warriors and 1 4th-level totemist)

**Challenge Rating:** 3

**Treasure:** See possessions

**Alignment:** Chaotic neutral

**Advancement:** By character class

**Level Adjustment:** +0

*The steely face of this brawny, gray-skinned humanoid contorts with an almost animal rage as he leaps upon his prey.*

A duskling barbarian revels in combat because he sees it as the best avenue for unleashing his powerful emotions. Whether raging or not, he fights with a feral intensity.

## Combat

A duskling barbarian needs little excuse to activate his rage. Thanks to his quick reflexes and extraordinary speed, he is often upon his foe before the latter can react.

**Rage (Ex):** Once per day, this duskling barbarian can enter a state of fierce rage that lasts for 8 rounds. The following changes are in effect as long as he rages: hp increase by 6; AC 14, touch 9, flat-footed 14; Grp +7; Atk +8 melee (1d12+7, masterwork greataxe) or +5 ranged (1d8+3, masterwork composite longbow [+2 Str bonus]); Full Atk +8 melee (1d12+7, masterwork greataxe) or +5 ranged (1d8+3, masterwork composite longbow [+2 Str bonus]); SV Fort +8, Will +5; Str 18, Con 21; Climb +9, Jump +13. At the end of his rage, the duskling barbarian is fatigued for the duration of the encounter. The essentia point invested in his Cobalt Rage feat grants him a +1 insight bonus on melee damage rolls and Will saves while he rages.

**Essentia Pool (Su):** This duskling barbarian has an essentia pool of 2 and an essentia capacity of 1. He typically invests 1 point of essentia in his incarnum speed ability (see incarnum speed, below), and 1 point in his Cobalt Rage feat (see Rage, above).

**Incarnum Speed (Su):** This duskling barbarian has invested 1 point of essentia in this class feature to gain a +10-foot enhancement bonus to his base land speed and a +2 insight bonus on initiative checks.

**Substitution Levels:** Duskling barbarian 1st (see page 43).

**Possessions:** +1 chain shirt, masterwork greataxe, masterwork composite longbow (+2 Str bonus) with 20 arrows, *potion of cure moderate wounds*, 17 gp.

The sample duskling barbarian presented here had the following ability scores before racial adjustments: Str 14, Dex 13, Con 15, Int 10, Wis 12, Cha 8.

## SAMPLE DUSKLING TOTEMIST

**Duskling, 4th-Level Totemist**

**Medium Fey (Extraplanar, Incarnum)**

**Hit Dice:** 4d8+12 (38 hp)

**Initiative:** +2

**Speed:** 35 ft. (7 squares; 1 essentia)  
**AC:** 18 (+2 Dex, +5 +1 *chain shirt*, +1 natural), touch 12, flat-footed 16  
**Base Attack/Grapple:** +3/+4  
**Attack:** +2 *claw* +7 melee (1d6+4) or masterwork composite longbow (+2 Str bonus) +6 ranged (1d8+2/×3)  
**Full Attack:** 2 +2 *claws* +7 melee (1d6+4) or masterwork composite longbow (+2 Str bonus) +6 ranged (1d8+2/×3)  
**Space/Reach:** 5 ft./5 ft.  
**Special Attacks:** Soulmelds  
**Special Qualities:** Chakra bind (totem), essentia pool 4, totem's protection, wild empathy +5 (+1 magical beasts)  
**Saves:** Fort +7, Ref +6, Will +0  
**Abilities:** Str 14, Dex 14, Con 17, Int 8, Wis 8, Cha 12  
**Skills:** Hide +5, Knowledge (nature) +6, Listen +3, Move Silently +5, Spot +10, Survival +6 (+8 aboveground)  
**Feats:** Alertness, Stealthy  
**Environment:** Any  
**Organization:** Solitary or warband (1 plus 5–8 1st-level warriors and 1 3rd-level barbarian)  
**Challenge Rating:** 4  
**Treasure:** See possessions  
**Alignment:** Chaotic neutral  
**Advancement:** By character class  
**Level Adjustment:** +0

*A mask of blue force hides the features of this dusky-skinned savage, and claws of incarnum grip his weapon.*

A dusking totemist can tap into his natural connection with incarnum as part of his reverence for the world of magical beasts.

### Combat

This dusking totemist favors prefers to strike fast, before his opponents can prepare. He uses stealth to approach a foe, shifting 1 point of essentia from his *rageclaws* to his *worg pelt* to gain an additional +2 bonus on Hide and Move Silently checks at the cost of death at –13 hp instead of –16, as noted below. Once battle begins, he returns his essentia investment to the arrangement indicated in his Essentia Pool entry. Before combat, the totemist drinks one of his *potions of bear's endurance*, gaining an extra 6 hp and increasing his Fortitude save modifier by 2.

**Soulmelds:** This dusking totemist can shape four soulmelds, drawn from the totemist list. Each soulmeld has a maximum essentia capacity of 1 (or 2 for any soulmeld bound to his totem chakra). He currently has the following soulmelds shaped.

**Great Raptor Mask (Su):** This dusking totemist gains a +2 competence bonus on Spot checks.

**Rageclaws (Su):** This dusking totemist can continue to fight without penalty if disabled or dying. He does not die until his hit point total is reduced to –16. Since this soulmeld is bound to his totem chakra, he also gains two claw attacks, each with a +2 enhancement bonus on attack rolls and damage rolls.

**Totem Avatar (Su):** This dusking totemist gains 4 bonus hit points and a +1 enhancement bonus to his AC.

**Worg Pelt (Su):** This dusking totemist gains a +2 competence bonus on Hide and Move Silently checks.

**Chakra Bind (Totem):** The *rageclaws* soulmeld is bound to this dusking totemist's totem chakra and has an essentia capacity of 2.

**Essentia Pool (Su):** This dusking totemist has an essentia pool of 4 and an essentia capacity of 1 (or 2 for any soulmeld bound to his totem chakra). He typically invests 2 points in his *rageclaws* soulmeld (which is bound to his totem chakra), 1 point in his *totem avatar* soulmeld, and 1 point in his speed, granting him a +5-foot enhancement bonus to his base land speed (included in the statistics below).

**Possessions:** +1 *chain shirt*, masterwork composite longbow (+2 Str bonus) with 20 arrows, 2 *potions of cure moderate wounds*, 2 *potions of bear's endurance*, 17 pp.

The sample dusking totemist presented here had the following ability scores before racial and level-based adjustments: Str 13, Dex 14, Con 15, Int 10, Wis 8, Cha 12.

### DUSKLING ENCOUNTER

The following groups of dusklings can be encountered as noted.

**EL 2:** Four dusking warriors are out on patrol or preparing for a raid. If they notice the PCs approaching, they hide in the undergrowth and wait in ambush. When their targets come within range, they launch an initial volley of arrows from cover.

**EL 6:** A savage dusking warband (including a 4th-level totemist, a 3rd-level barbarian, and six warriors) has decided to raze a group of farms in the vicinity of the village where the PCs are spending the night. Just before the characters settle down, they are alerted by the screams of the dusklings' victims.



## GIANT, TOTEM

### Large Giant (Incarnum)

**Hit Dice:** 13d8+52 (110 hp)

**Initiative:** +1

**Speed:** 30 ft. in hide armor (6 squares); base speed 40 ft.

**Armor Class:** 23 (–1 size, +1 Dex, +10 natural, +3 hide), touch 10, flat-footed 22

**Base Attack/Grapple:** +9/+19

**Attack:** Greatclub +14 melee (2d8+9) or slam +14 melee (1d4+6) or rock +9 ranged (2d8+6) or trill (stun)

**Full Attack:** Greatclub +14/+9 melee (2d8+9) or 2 slams +14 melee (1d4+6) or rock +9 ranged (2d8+6) or trill (stun)

**Space/Reach:** 10 ft./10 ft.

**Special Attacks:** Rage, rock throwing, soulmelds

**Special Qualities:** Darkvision 60 ft., essentia pool 3, low-light vision, resistance to cold 10, rock catching, totem chakra bind

**Saves:** Fort +12, Ref +5, Will +12

**Abilities:** Str 23, Dex 13, Con 19, Int 10, Wis 15, Cha 10

**Skills:** Climb +13, Concentration +12, Intimidate +5, Spot +8, Survival +11

**Feats:** Bonus Essentia, Cleave, Cobalt Rage, Iron Will, Power Attack

**Environment:** Temperate forests

**Organization:** Solitary, gang (2–5), band (6–9 plus 35% noncombatants), hunting party (6–9 plus 1 3rd-level barbarian or 3rd-level totemist plus 1 magical beast), or tribe (21–30 plus 35% noncombatants plus 1–3 3rd-level barbarians or totemists plus 1–3 magical beasts)

**Challenge Rating:** 10

**Treasure:** Standard

**Alignment:** Usually lawful neutral or chaotic neutral

**Advancement:** By character class

**Level Adjustment:** +4

*This giant stands nearly twice the height of a man. Most of its tanned skin is covered with tattoos of many strange beasts, and a mop of black hair sprouts from its head.*

Totem giants are true giants who revere magical beasts and have learned how to draw their power into themselves through the use of incarnum.

An adult totem giant stands approximately 11 feet tall and weighs about 1,200 pounds. His skin is tattooed with images of totem beasts.

All totem giants possess some small amount of meldshaping ability that they use to shape totemist soulmelds. Typically, a tribe of totem giants holds a few specific kinds of magical beasts in high regard, and their soulmelds are drawn from the abilities of those

creatures. The beasts revered by a particular tribe are depicted on totem poles within the giants' camp, and in the many tattoos that adorn their bodies. Large groups of totem giants typically travel with one or more of the magical beasts that the tribe reveres. Appropriate magical beasts include owlbears, winter wolves, chimeras, bulettes, and other fearsome creatures.

Unlike other giants, a totem giant has a good Will save (+2 plus 1/2 HD).

Totem giants speak Giant.

## COMBAT

Totem giants are not easily provoked, but they can be dangerous when aggravated. Each tribe uses slightly different tactics designed to emulate the combat style of its totem beasts and maximize the effectiveness of its members' totemist soulmelds.

**Rage (Ex):** Once per day, a totem giant can enter a state of fierce rage that lasts for 9 rounds. The following changes are in effect as long as he rages: hp increase by 26; AC 21, touch 8, flat-footed 20; Grp +21; Atk +16 melee (2d8+15, greatclub) or +16 melee (1d4+11, slam) or +9 ranged (2d8+8, rock); Full Atk +16/+11 melee (2d8+15, greatclub) or +16 melee (1d4+11, 2 slams) or +9 ranged (2d8+8, rock); SV

Fort +14, Will +17; Str 27, Con 23; Climb +15. At the end of his rage, the totem giant is fatigued for the duration of the encounter. The Cobalt

Rage feat grants him +1 insight bonus on melee damage rolls and Will saves while he rages. The 2 points of essentia that he typically has invested in his Cobalt Rage feat grant him an additional +2 insight bonus on weapon damage rolls and Will saves while he rages (included in the statistics above).

**Rock Throwing (Ex):** The range increment for a totem giant's thrown rocks is 120 feet. He uses both hands when throwing a rock.

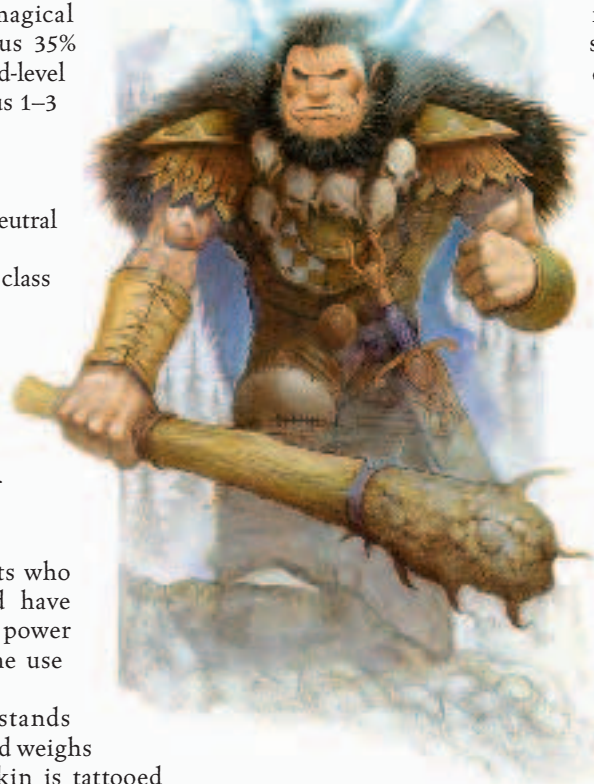
**Soulmelds (Su):** A totem giant can shape two soulmelds, drawn from the totemist list. He currently has the following soulmelds shaped. Each of these soulmelds has an essentia capacity of 3 (or 4 if bound to his totem chakra). The sample totem giant currently has the following soulmelds shaped and bound.

**Frost Helm (Su):** A totem giant gains a +5 bonus on Balance checks made on ice and resistance to cold 10. Because this soulmeld is bound to his

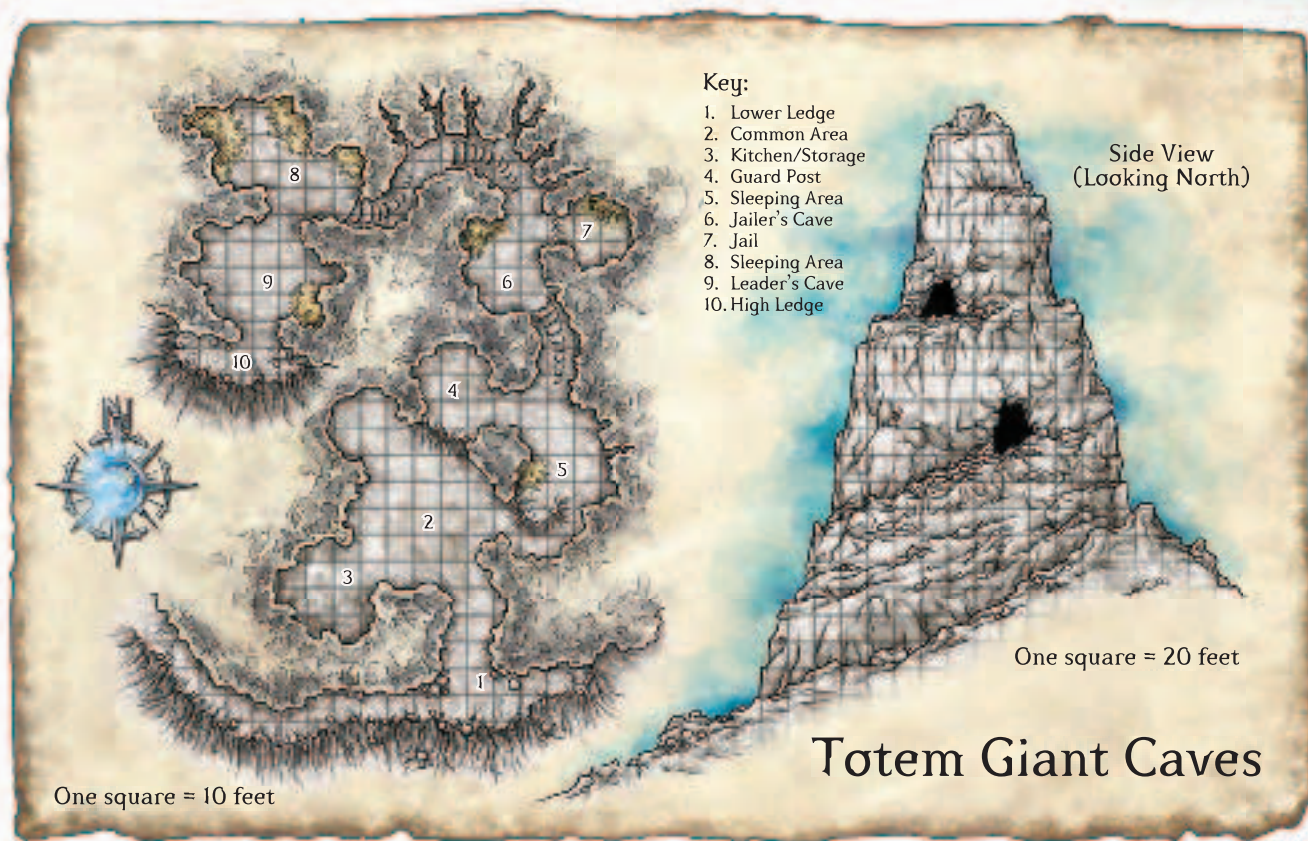
totem chakra, he also gains a trill attack

that stuns three creatures within 20 feet for 1d4 rounds (Will negates, DC 16).

**Great Raptor Mask (Su):** A totem giant gains a +6 competence bonus on Spot checks.



Totem giant



## Key:

1. Lower Ledge
2. Common Area
3. Kitchen/Storage
4. Guard Post
5. Sleeping Area
6. Jailer's Cave
7. Jail
8. Sleeping Area
9. Leader's Cave
10. High Ledge

Side View  
(Looking North)

One square = 20 feet

## Totem Giant Caves

One square = 10 feet

**Essentia Pool:** A totem giant has an essentia pool of 6 (including +2 for the Bonus Essentia feat and +1 for the Cobalt Rage feat) and an essentia capacity of 3 (or 4 for any soulmeld bound to his totem chakra). He typically invests 2 points in his Cobalt Rage feat, 2 points in his *frost helm*, and 2 points in his *great raptor mask*.

**Rock Catching (Ex):** A totem giant gains a +4 racial bonus on his Reflex save when attempting to catch a thrown rock.

**Totem Chakra Bind (Su):** A totem giant can bind one of his soulmelds to his totem chakra, gaining the benefits thereof. The sample totem giant has bound his *frost helm* to his totem chakra.

## TOTEM GIANT SOCIETY

Totem giant tribes settle in the regions preferred by their magical beast patrons, finding nearby caves or building crude huts in which to live. Their reverence toward magical beasts does not preclude hunting them, however, and the greatest totem giant warriors wear the skins of their totem creatures as symbols of their prowess and honor.

TOTEM GIANTS  
WITH CLASS LEVELS

A totem giant's favored class is barbarian. Totem giant totemists are also common, since the abilities of that class can build on their natural meldshaping abilities. Chieftains and other great warriors of the tribe might also have levels in the totem rager prestige class (see page 153).

## INCARNUM GOLEM

**Large Construct (Incarnum)****Hit Dice:** 11d10+30 (90 hp)**Initiative:** +1**Speed:** 30 ft. (6 squares)**Armor Class:** 18 (–1 size, +1 Dex, +8 natural), touch 10, flat-footed 17**Base Attack/Grapple:** +8/+16**Attack:** Slam +11 melee (2d8+4)**Full Attack:** 2 slams +11 melee (2d8+4)**Space/Reach:** 10 ft./10 ft.**Special Attacks:** Adaptive attack**Special Qualities:** Damage reduction 5/adamantine, darkvision 60 ft., fast healing 5, immunity to magic, low-light vision**Saves:** Fort +3, Ref +4, Will +3**Abilities:** Str 19, Dex 13, Con —, Int —, Wis 11, Cha 1**Skills:** —**Feats:** —**Environment:** Any**Organization:** Solitary, pair, or gang (3–4)**Challenge Rating:** 10**Treasure:** None**Alignment:** Always neutral**Advancement:** 12–18 HD (Large); 19–33 HD (Huge)**Level Adjustment:** —

*This towering humanoid form appears to be made of smoky glass plates reinforced with shimmering metal bands. Shapes seem to writhe within the glass, shifting beneath the surface.*

*Incarnum golem*

An incarnum golem is made from magically hardened glass reinforced with adamantine and iron and infused with the energy of incarnum. The creature stands 11 feet tall and weighs about 2,500 pounds.

The spirit energy bound within an incarnum golem allows it to adapt its attacks to fit the situation. Thus, it becomes a more formidable foe as combat progresses. The incarnum bound within the golem's form repairs the damage it takes even while it amplifies attacks that have proven successful.

### Combat

An incarnum golem is a fearsome opponent that can adapt quickly to its opponent's abilities while improving its own attacks with nearly every swing. In combat, it tends to focus on a single target until it dies or moves out of reach.

**Adaptive Attack (Ex):** When it strikes, an incarnum golem adapts its attack to take advantage of weaknesses in the opponent's defenses. Each round that it successfully damages a living creature, it gains a cumulative +1 insight bonus (maximum +5) on attack rolls and damage rolls against that opponent. This bonus remains in force until the golem deals damage to a different living creature. For example, the first time an incarnum golem damages a living foe, a +1 bonus applies to each of its attacks against that target in subsequent rounds. The next time it hits that foe, the bonus increases to +2. During any round that it misses the target, the bonus does not increase. If the incarnum golem hits a different target at any point in that progression, the bonus against the first

target is lost, and a new bonus begins to accrue against the new target.

**Immunity to Magic (Ex):** An incarnum golem is immune to the effect of any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A *dispel evil*, *dispel good*, *dispel chaos*, *dispel law*, or *dismissal* spell resets an incarnum golem's adaptive attack bonus to +0 and dazes the creature for 1 round. A *banishment* spell also resets an incarnum golem's adaptive attack bonus but dazes the golem for 1d4+1 rounds. While the golem is dazed by either of these effects, its fast healing ability is suppressed.

### Construction

An incarnum golem's body must be sculpted from adamantine, iron, and plates of magically hardened glass. These materials cost a total of 7,500 gp. Creating the body requires a DC 15 Craft (sculpting) check.

CL 11th; Craft Construct (see page 303 in the *Monster Manual*), ability to shape a soulmeld, *animate object*, *limited wish*, *planar binding*, caster must be at least 11th level; Price 47,500 gp; Cost 27,500 gp + 1,600 XP.

## INCARNUM WRAITH

### Medium Undead (Incarnum, Incorporeal)

**Hit Dice:** 6d12 (39 hp)

**Initiative:** +6

**Speed:** Fly 40 ft. (8 squares) (perfect)

**AC:** 16 (+2 Dex, +4 deflection), touch 16, flat-footed 14

**Base Attack/Grapple:** +3/—

**Attack:** Incorporeal touch +5 melee (1d4 plus drain essentia)

**Full Attack:** Incorporeal touch +5 melee (1d4 plus drain essentia)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** Create spawn, essentia drain

**Special Qualities:** Darkvision 60 ft., incorporeal traits, undead traits

**Saves:** Fort +2, Ref +4, Will +7

**Abilities:** Str —, Dex 15, Con —, Int 7, Wis 14, Cha 18

**Skills:** Hide +11, Listen +8, Spot +9

**Feats:** Ability Focus (essentia drain), Alertness, Improved Initiative

**Environment:** Any

**Organization:** Solitary, pair, or gang (3–5)

**Challenge Rating:** 5

**Treasure:** None

**Alignment:** Always neutral evil

**Advancement:** 7–12 HD (Medium)

**Level Adjustment:** —

*A shadowy, midnight-blue form hovers in the air. Its vaguely humanoid form twists and reshapes constantly, but regardless of how its features change, its visage retains an expression of menace.*

In rare situations, the soul energy of pure incarnum takes on a semimaterial form. Such an amalgam of souls is a sentient undead creature known as an incarnum wraith. Because the many souls that compose its form have varying alignments, the incarnum wraith tends to favor neutrality over

any particular ethical outlook. However, its warped mental state causes it to hate all living creatures—particularly those who channel incarnum.

An incarnum wraith's specific features are indistinct and malleable, and it might display a variety of different faces during a single encounter as it shifts among the many souls that make up its form. As an incorporeal creature, it is weightless.

An incarnum wraith speaks Common.

## Combat

An incarnum wraith approaches its target silently, then strikes with its incorporeal touch attack to drain *essentia*.

**Create Spawn (Su):** Any humanoid that has an *essentia* pool and is slain by an incarnum wraith becomes a new incarnum wraith in 1d4 rounds. Its body remains intact and inanimate, but its spirit is torn free from its corpse and transformed. Such spawn are under the command of the incarnum wraith that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

A humanoid that does not have an *essentia* pool is merely dead if slain by an incarnum wraith. It does not become a new incarnum wraith.



*Incarnum wraith*

**Essentia Drain (Su):** Any living creature hit by an incarnum wraith's incorporeal touch attack must succeed on a DC 19 Fortitude save or lose 1d4 points of *essentia*. The save DC is Charisma-based.

If the creature struck does not have *essentia*, or its *essentia* pool is already depleted, it takes Constitution damage equal to the points of *essentia* that would normally be lost.

Whether it drains *essentia* or Constitution, an incarnum wraith gains 5 temporary hit points on each successful attack. Lost *essentia* returns to the character's *essentia* pool when the wraith is destroyed, or 1 hour after the loss occurs, whichever comes first.

## LOST

Though they were once normal creatures, the lost have been tainted by incarnum and bound to negative emotions or ideals. Many of these miserable beings are misshapen wretches who have fled to the wilderness and gradually degenerated into savages, but a few are cunningly social and well groomed. The hunchbacked madman foaming at the mouth and screaming about the flies in his heart, the eyeless savage leaping through the wood, the effete noble with a penchant for bloodletting, and even the griffon that descends upon hapless travelers in the wild with his gore-encrusted beak and talons—all these creatures and more are lost.

Forever separated from its mortal brethren, a lost is pinned to the depths of hate and rage by a single wisp of pure incarnum. A lost is created when a passing strand of uncontrolled soul energy strikes a creature that happens to share its negative emotional state at that moment. For example, a human who is angry at a merchant for fleecing him out of his hard-earned silver might encounter a strand of incarnum that embodies anger in the alley near the merchant's stall. The incarnum permanently bonds the wrath to the man's soul and amplifies it until it becomes blind rage. This bonding process fiercely intensifies the creature's heartbeat, making it audible at a distance of 5 feet with a DC 20 Listen check. Once the bonding is complete, the creature gains the lost template.

Each lost appears as a deformed version of its former self, though the type and extent of the deformities vary widely from one individual to another. The creature's mental stability is also hampered to a greater or lesser extent based on the emotion to which it is bound. For example, a lost dwarf who has retained his wits might wear a single glove to cover the twisted remains of his fingers, while a lost human blacksmith might drool, twitch, and stumble like a mad dog. None but the most deviously insane lost bother with dress or personal upkeep; they simply sleep where they can and let their clothes deteriorate into rags. But even a lost that successfully disguises its nature cannot escape its traitorous heart. Thus, the rare lost that attempts to masquerade as fully humanoid haunts noisy public places to mask its telling heartbeat.

No lost has ever been restored to its former state, but sages speculate that a method might exist to redeem at least some of these creatures. The exact means of doing so is left to the DM to devise, but it should require a quest of some sort.

A lost that retains an Intelligence score of 3 or higher speaks any languages that it knew before acquiring the template.

## SAMPLE LOST

This example uses a 1st-level human commoner as the base creature.

### Lost, 1st-Level Human Commoner Medium Humanoid (Incarnum)

**Hit Dice:** 1d4+5 (7 hp)

**Initiative:** +0

**Speed:** 40 ft. (8 squares)

**AC:** 13 (+3 natural), touch 10, flat-footed 13

**Base Attack/Grapple:** +0/+2

**Attack:** Slam +2 melee (1d4+2)

**Full Attack:** Slam +2 melee (1d4+2)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** Fury of wrath

**Special Qualities:** Damage reduction 1/magic, twisted mind

**Saves:** Fort +2, Ref +0, Will -1

**Abilities:** Str 14, Dex 10, Con 14, Int 2, Wis 8, Cha 8

**Skills:** Listen +1, Profession (teamster) +6, Spot +1

**Feats:** Skill Focus (Profession [teamster]), Toughness

**Environment:** Any

**Organization:** Solitary

**Challenge Rating:** 1/2

**Treasure:** None

**Alignment:** Neutral evil

**Advancement:** By character class

**Level Adjustment:** —

*A limping wreck of a man stares at the surrounding landscape with a swollen, incarnadine eye. A single trickle of black liquid escapes from the corner of his mouth. His clothes are in tatters, and he reeks of the wilderness.*

This lost was a teamster who saw his childhood sweetheart horribly beaten to death by a gang of thugs the day before he was to marry her. Overwhelmed with rage at her attackers, he had the misfortune to attract a stray wisp of wrathful incarnum.

This lost commoner has degenerated to animal intelligence. He spends most of his time scavenging in back alleys for bread crusts or rooting in the forest for grubs.

## COMBAT

When this lost commoner spies humanoids, his wrath and hunger drive him to attack. If he slays one opponent, he attempts to break off the combat and drag the corpse off to feed on it.

**Fury of Wrath (Ex):** On his first turn, this lost gains 2 temporary hit points and a +1 bonus on damage rolls. These bonuses last for 10 rounds.

## SAMPLE ELITE LOST

This example uses a 3rd-level nymph barbarian as the base creature.

### Dolcianne, Elite Lost, 3rd-Level Nymph Barbarian Medium Fey (Incarnum)

**Hit Dice:** 6d6+18 plus 3d12+9 (67 hp)

**Initiative:** +4

**Speed:** 50 ft. (10 squares), swim 20 ft.

**AC:** 24 (+4 Dex, +3 natural, +3 leather, +4 deflection), touch 18, flat-footed 24

**Base Attack/Grapple:** +6/+8

**Attack:** Spiked chain +11 melee (1d10+3) or slam +8 melee (1d4+2)

**Full Attack:** Spiked chain +11/+6 melee (1d10+3) or slam +8 melee (1d4+2)

**Space/Reach:** 5 ft./5 ft. (10 ft. with spiked chain)

**Special Attacks:** Blinding beauty, song of misery, spell-like abilities, spells, stunning glance

**Special Qualities:** Damage reduction 5/magic, damage reduction 10/cold iron, low-light vision, twisted mind, unearthly grace, wild empathy +10

**Saves:** Fort +12, Ref +14, Will +13

**Abilities:** Str 14, Dex 18, Con 16, Int 10, Wis 17, Cha 19

**Skills:** Concentration +12, Diplomacy +6, Escape Artist +13, Handle Animal +13, Heal +12, Hide +20, Listen +12, Move Silently +20, Ride +6, Sense Motive +12, Spot +12, Survival +7, Swim +10, Use Rope +4 (+6 with bindings)

**Feats:** Combat Reflexes, Weapon Finesse, Dodge, Exotic Weapon Proficiency (spiked chain)

**Environment:** Forest

**Organization:** Solitary

**Challenge Rating:** 9

**Treasure:** Standard

**Alignment:** Neutral evil

**Advancement:** By character class

**Level Adjustment:** —

*The beauty of this female is undeniable as it is unsettling. Her fey features include pointed ears and a shy smile, but her gaze has a sad quality that gives her a melancholy air.*

At the moment that the uncontrolled incarnum struck her, Dolcianne was mourning the passing of a dryad she had known for many years. The incarnum strand bound and amplified the primary emotion that Dolcianne was feeling at the time—namely, misery. Now a demented



Lost

creature of the forest, she lives like a savage and torments all those around her.

Should Dolcianne ever recover from her lost state, she would be a powerful ally for her rescuers.

## COMBAT

Because of her own misery, Dolcianne is driven to cause pain and sadness to any living creatures she sees. She is especially cruel to human, elf, or half-elf females, since they remind her all too much of her lost friend.

**Blinding Beauty (Su):** Any creature within 30 feet of Dolcianne that looks directly at her must succeed on a DC 17 Fortitude save or be permanently blinded, as though by the *blindness* spell. Dolcianne can suppress or resume this ability as a free action. The save DC is Charisma-based.

**Rage (Ex):** Once per day, Dolcianne can enter a state of fierce rage that lasts for 8 rounds. The following changes are in effect as long as she rages: hp increase by 45; AC 22, touch 16, flat-footed 22; Grp +10; Atk +13 melee (1d10+5, spiked chain) or +10 ranged (1d4+4, slam); Full Atk +13/+8 melee (1d10+5, spiked chain) or +10 ranged (1d4+4, slam); SV Fort +14, Will +15; Str 18, Con 20; Swim +12. At the end of her rage, Dolcianne is fatigued for the duration of the encounter.

**Song of Misery (Ex):** As a free action, Dolcianne can begin a droning song. Every creature within 30 feet who can hear her is fascinated for as long as the song continues, plus 1 round thereafter (Will negates, DC 18). The sight of her does not allow a new saving throw, but any attack made against an affected character—even if the attack comes from Dolcianne herself—automatically ends the effect. Song of misery is a mind-affecting effect.

**Spell-Like Abilities:** 1/day—*dimension door*. Caster level 7th.

**Spells:** Dolcianne casts divine spells as a 7th-level druid.

*Druid Spells Prepared* (caster level 7th): 0—*cure minor wounds*, *detect magic*, *flare*, *guidance*, *light*, *resistance*; 1st—*entangle* (DC 14), *faerie fire*, *longstrider*, *obscuring mist*, *speak with animals*; 2nd—*barkskin*, *bear's endurance*, *bull's strength*, *cat's grace*; 3rd—*cure moderate wounds*, *protection from energy*, *spike growth* (DC 16); 4th—*ice storm*.

**Stunning Glance (Su):** As a standard action, Dolcianne can stun a creature within 30 feet with a mere glance. The target creature must succeed on a DC 17 Fortitude save or be stunned for 2d4 rounds. The save is Charisma-based.

**Possessions:** +1 *shadow leather armor*, masterwork spiked chain, *wand of cure moderate wounds* (50 charges), *boots of elvenkind*, matching platinum earrings, necklace and anklets (worth 2,400 gp as a set), 350 gp emerald navel ring, 80 pp.

## TACTICS

Dolcianne prefers to use her exceptional Hide and Move Silently skills to ambush groups of humanoids. She prepares her defensive spells first (see Power-Up Suite, below), then reveals herself from a point within 30 feet of her targets, hoping to blind them with her blinding beauty and stop them in their tracks with her song of misery. If she gains surprise, she casts an *ice storm* centered on an obvious spellcaster.



## Dolcianne's Lair

If only one or two opponents are still capable of fighting at that point, she draws her spiked chain and looks for attacks of opportunity against charging combatants. Otherwise, she moves away and casts a spell, such as *entangle* or *spike growth*, before moving another 50 feet away. She continues to use such hit-and-run tactics, depending on her superior speed to keep her out of her foes' reach.

When Dolcianne is finally engaged in melee, she activates her rage and wades in with her spiked chain. During a fight, she seeks to maximize her attacks of opportunity with the spiked chain and her Combat Reflexes feat. If forced to flee, she uses *dimension door* and *obscuring mist* to cover her escape.

**Power-Up Suite:** If she has time to prepare for a battle, Dolcianne casts *longstrider*, *barkskin*, *cat's grace*, *bear's endurance*, and *bull's strength*, in that order.

## CREATING A LOST

"Lost" is an acquired template that can be added to any living creature with an Intelligence score of at least 3 (referred to hereafter as the base creature).

A lost uses all the base creature's statistics and abilities except as noted here.

**Size and Type:** A lost's type does not change, but it gains the incarnum subtype. Size is unchanged.

**Speed:** The creature's base land speed increases by 10 ft. Though a lost might stumble and twitch, it can be surprisingly nimble when closing for a kill. Any swim, fly, or burrow speeds the base creature might have do not increase.

**Armor Class:** The base creature's natural armor bonus improves by 3.



**Attack:** A lost retains all the attacks of the base creature and also gains a slam attack if it didn't already have one. If the base creature can use weapons, the lost retains this ability. A creature with natural weapons retains those natural weapons. A lost fighting without weapons uses either its slam attack or its primary natural weapon (if it has any). A lost armed with a weapon uses its slam or a weapon, as it desires.

**Full Attack:** A lost fighting without weapons uses either its slam attack (see above) or its natural weapons (if it has any). If armed with a weapon, it uses the weapon as its primary attack along with a slam or other natural weapon as a natural secondary attack.

**Damage:** Losts have slam attacks. If the base creature does not have this attack form, use the appropriate damage value from the table below according to the lost's size. If the base creature already had a slam attack, it retains its old damage value or uses the appropriate value from the table below, whichever is better. A lost's natural weapon attacks deal the same base damage as the corresponding attacks of the base creature did.

Size	Base Slam Damage
Up to Tiny	1
Small	1d3
Medium	1d4
Large	1d6
Huge	1d8
Gargantuan	2d6
Colossal	2d8

**Special Attacks:** A lost has all the special attacks of the base creature, except for any spells that it can no longer cast because of its reduced Intelligence score. In addition, it gains a new special attack based on the particular emotion that has been fused to its soul, as given on the following table.

Emotion	Special Attack
Despair	Mirror of despair
Hatred	Bile of hatred
Misery	Song of misery
Wrath	Fury of wrath

**Bile of Hatred (Ex):** Once every 1d4 rounds, a hateful lost can spew acidic bile in a 30-foot cone as a standard action. Every creature in the area takes 1d4 points of acid damage per character level of the lost. A successful Reflex save halves this damage. The save DC is Constitution-based.

**Fury of Wrath (Ex):** A wrathful lost automatically enters a ragelike state on its first turn in combat. While in this state, it gains a number of temporary hit points equal to twice its character level and a bonus on damage rolls equal to one-half its character level (rounded up). Its fury lasts for 10 rounds.

**Mirror of Despair (Ex):** The gaze of a despairing lost is unsettling to sentient creatures. Any creature with an Intelligence score of 3 or higher that is within 30 feet of the lost and can see it must make a Will save or become shaken for 2d6 rounds. Success indicates that the creature cannot be affected again by the same lost's mirror of despair for 24 hours. Mirror

of despair is a mind-affecting fear effect. The save DC is Charisma-based.

**Song of Misery (Ex):** As a free action, a miserable lost can begin a droning song. Every creature within 30 feet who can hear it is fascinated for as long as the song continues, plus 1 round thereafter (Will negates). The mere sight of the lost does not allow a new saving throw, but any attack made against an affected character—even if the attack comes from the lost itself—automatically ends the effect. Song of misery is a mind-affecting effect. The save DC is Charisma-based.

All lost are immune to the emotion-based special attacks of other lost, even if they don't share the same emotion.

**Special Qualities:** A lost has all the special qualities of the base creature, plus the following special qualities.

**Damage Reduction (Su):** A lost has damage reduction equal to one-half its character level (rounded up) that can be bypassed by magic weapons (maximum 10/magic at character level 20). A lost's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

**Twisted Mind (Ex):** A lost's mind is demented and difficult to control. If the creature fails its saving throw against a mind-affecting spell or effect, it can attempt to save again 1 round later at the same DC. The lost gets only this one extra chance to succeed on its saving throw.

**Abilities:** Alter from the base creature as follows: Str +4, Con +4, Int -6 (minimum 1). If the lost's Intelligence score falls to 2 or 1, the creature regresses to an animal state and commences living off the wild as best it can.

**Organization:** Any.

**Challenge Rating:** Same as the base creature +1.

**Alignment:** Always evil (any).

**Level Adjustment:** —

## MIDNIGHT CONSTRUCT

### MIDNIGHT CONSTRUCT, LESSER

**Medium Construct (Incarnum)**

**Hit Dice:** 4d10+20 (42 hp)

**Initiative:** +2

**Speed:** 40 ft. (8 squares)

**AC:** 18 (+2 Dex, +6 natural), touch 12, flat-footed 16

**Base Attack/Grapple:** +3/+8

**Attack:** Slam +8 melee (1d6+8)

**Full Attack:** Slam +8 melee (1d6+8)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** —

**Special Qualities:** Construct traits, damage reduction 2/magic, darkvision 60 ft., low-light vision

**Saves:** Fort +1, Ref +3, Will +1

**Abilities:** Str 21, Dex 15, Con —, Int —, Wis 11, Cha 10

**Skills:** Hide +2\*

**Feats:** —

**Environment:** Any

**Organization:** Solitary

**Challenge Rating:** 3

**Treasure:** None

**Alignment:** Same as creator

**Advancement:** —

**Level Adjustment:** —

## MIDNIGHT CONSTRUCT

### Large Construct (Incarnum)

**Hit Dice:** 10d10+30 (85 hp)

**Initiative:** +1

**Speed:** 40 ft. (8 squares)

**AC:** 22 (–1 size, +1 Dex, +12 natural), touch 10, flat-footed 21

**Base Attack/Grapple:** +7/+22

**Attack:** Slam +17 melee (1d8+11)

**Full Attack:** 2 slams +17 melee (1d8+11)

**Space/Reach:** 10 ft./10 ft.

**Special Attacks:** —

**Special Qualities:** Construct traits, damage reduction 5/magic, darkvision 60 ft., low-light vision

**Saves:** Fort +3, Ref +4, Will +3

**Abilities:** Str 33, Dex 13, Con —, Int —, Wis 11, Cha 10

**Skills:** Hide –3\*

**Feats:** —

**Environment:** Any

**Organization:** Solitary

**Challenge Rating:** 7

**Treasure:** None

**Alignment:** Same as creator

**Advancement:** —

**Level Adjustment:** —

## MIDNIGHT CONSTRUCT, GREATER

### Huge Construct (Incarnum)

**Hit Dice:** 16d10+40 (128 hp)

**Initiative:** +0

**Speed:** 50 ft. (10 squares)

**AC:** 26 (–2 size, +18 natural), touch 8, flat-footed 26

**Base Attack/Grapple:** +12/+35

**Attack:** Slam +25 melee (2d6+15)

**Full Attack:** 2 slams +25 melee (2d6+15)

**Space/Reach:** 15 ft./15 ft.

**Special Attacks:** —

**Special Qualities:** Construct traits, damage reduction 10/magic, darkvision 60 ft., low-light vision

**Saves:** Fort +5, Ref +5, Will +5

**Abilities:** Str 41, Dex 11, Con —, Int —, Wis 11, Cha 10

**Skills:** Hide –8\*

**Feats:** —

**Environment:** Any

**Organization:** Solitary

**Challenge Rating:** 10

**Treasure:** None

**Alignment:** Same as creator

**Advancement:** —

**Level Adjustment:** —

*A black-hued, angular, humanoid form strides through the night, evidently intent on some dark mission. Its hands end in long claws, and its body seems almost crystalline in nature.*

Midnight constructs are animated creations of pure incarnum. Most are created through the use of the *conjure midnight construct* spells (see page 100), but occasionally they spontaneously manifest in areas of strong magic. Midnight constructs come in a variety of sizes, though even individuals of the same size vary slightly from each other.

A midnight construct's physical appearance is determined by its shaper. It can appear as any creature of its size category, or as a hybrid of body parts from different creatures, or in any other form the shaper desires.

### Combat

A midnight construct acts at the command of its shaper. As a free action, the shaper can direct it to attack particular enemies, use specific tactics or powers, or do nothing at all.

A midnight construct's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

**Essentia Modifications (Su):** When a spellcaster creates a midnight construct by means of one of the *conjure midnight construct* spells, she can grant it one or more of the following modifications by investing essentia in it. Some of these powers can be given to any midnight construct; others can be given only to standard or greater midnight constructs, as indicated in parentheses after the ability name. Midnight constructs that spontaneously manifest do not gain these benefits.

**Combat Power (Any):** The midnight construct gains a +1 enhancement bonus on attack rolls and damage rolls per point of essentia invested.



*Midnight construct*

*Illus. by A. Stokes*

**Damage Reduction (Any):** The midnight construct's damage reduction value increases by 2 per point of essentia invested.

**Deadly Aura (Standard and Greater Only):** Every living creature adjacent to the midnight construct at the end of its turn takes 1d6 points of damage per point of essentia invested (Fort DC 10 + 1/2 construct's HD + essentia invested halves).

**Fly Speed (Standard and Greater Only):** The midnight construct gains a fly speed of 20 feet per point of essentia invested (perfect maneuverability).

**Land Speed Increase (Any):** The midnight construct's land speed increases by 10 feet per point of essentia invested.

**Teleportation (Greater Only):** As a move action, the midnight construct can teleport up to 20 feet per point of essentia invested.

**Soulburning Aura (Greater Only):** Every living creature adjacent to the midnight construct at the end of its turn takes 1 point of Strength damage per point of essentia invested (Will negates, DC 10 + 1/2 construct's HD + essentia invested).

**Construct Traits:** A midnight construct has immunity to poison, *sleep*, paralysis, stunning, disease, death effects, necromancy effects, mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects), and any effect that requires a Fortitude save unless it also works on objects or is harmless. It is not subject to extra damage from critical hits, nonlethal damage, ability damage, ability drain, fatigue, exhaustion, or energy drain. It cannot heal damage, but it can be repaired.

**Skills:** \*In areas of darkness or shadowy illumination, a midnight construct gains a +10 racial bonus on Hide checks.

## NECROCARNUM ZOMBIE

A necrocarum zombie is a corpse animated with the warped form of soul energy known as necrocarum (see page 132). Though it physically resembles a traditional zombie, the necrocarum zombie is cruel, cunning, and devastatingly quick.

### SAMPLE NECROCARNUM ZOMBIES

#### Goblin Necrocarum Zombie

##### Small Undead (Evil, Incarnum)

**Hit Dice:** 1d12+3 (9 hp)

**Initiative:** +5 (includes +2 from incarnum speed)

**Speed:** 40 ft. (8 squares) with incarnum speed; base 30 ft.

**AC:** 15 (+1 size, +3 Dex, +1 natural), touch 14, flat-footed 12

**Base Attack/Grapple:** +0/-2

**Attack:** Slam +3 melee (1d4+2)

**Full Attack:** Slam +3 melee (1d4+2)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** —

**Special Qualities:** Damage reduction 5/magic and slashing, essentia pool 1, incarnum defense, incarnum speed, undead traits

**Saves:** Fort +0, Ref +5, Will +0

**Abilities:** Str 15, Dex 17, Con —, Int 10, Wis 10, Cha 1

**Skills:** Hide +15, Move Silently +11

**Feats:** Toughness<sup>B</sup>

**Environment:** Any

**Organization:** Any

**Challenge Rating:** 1/2

**Treasure:** None

**Alignment:** Always neutral evil

**Advancement:** —

**Level Adjustment:** —

#### Human Necrocarum Zombie

##### Medium Undead (Evil, Incarnum)

**Hit Dice:** 1d12+3 (9 hp)

**Initiative:** +4 (includes +2 from incarnum speed)

**Speed:** 40 ft. (8 squares) with incarnum speed; base 30 ft.

**AC:** 14 (+2 Dex, +2 natural), touch 12, flat-footed 12

**Base Attack/Grapple:** +0/+3

**Attack:** Slam +3 melee (1d6+3)

**Full Attack:** Slam +3 melee (1d6+3)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** —

**Special Qualities:** Damage reduction 5/magic and slashing, essentia pool 1, incarnum defense, incarnum speed, undead traits

**Saves:** Fort +0, Ref +4, Will +0

**Abilities:** Str 17, Dex 15, Con —, Int 10, Wis 10, Cha 1

**Skills:** Hide +6, Listen +4, Move Silently +6, Spot +4

**Feats:** Toughness<sup>B</sup>

**Environment:** Any

**Organization:** Any

**Challenge Rating:** 1/2

**Treasure:** None

**Alignment:** Always neutral evil

**Advancement:** —

**Level Adjustment:** —

#### Worg Necrocarum Zombie

##### Medium Undead (Evil, Incarnum)

**Hit Dice:** 4d12+3 (29 hp)

**Initiative:** +5 (includes +1 from incarnum speed)

**Speed:** 60 ft. (12 squares) with incarnum speed; base 50 ft.

**AC:** 18 (+4 Dex, +4 natural), touch 14, flat-footed 14

**Base Attack/Grapple:** +3/+8

**Attack:** Bite +8 melee (1d6+5) or slam +8 melee (1d6+5)

**Full Attack:** Bite +8 melee (1d6+5) or slam +8 melee (1d6+5)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** —

**Special Qualities:** Damage reduction 5/magic and slashing, essentia pool 1, incarnum defense, incarnum speed, undead traits

**Saves:** Fort +1, Ref +8, Will +1

**Abilities:** Str 21, Dex 19, Con —, Int 6, Wis 10, Cha 1

**Skills:** Hide +8, Listen +4, Move Silently +11, Spot +4, Survival +0 (+4 tracking by scent)

**Feats:** Alertness, Toughness<sup>B</sup>, Track

**Environment:** Any

**Organization:** Any

**Challenge Rating:** 3

**Treasure:** None

**Alignment:** Always neutral evil

**Advancement:** 5–6 HD (Medium); 7–12 HD (Large)

**Level Adjustment:** —

*Troll necrocarnum zombie***Troll Necrocarnum Zombie****Large Undead (Evil, Incarnum)****Hit Dice:** 6d12+3 (42 hp)**Initiative:** +8 (includes +4 from incarnum speed)**Speed:** 50 ft. (10 squares) with incarnum speed; base 30 ft.**AC:** 21 (–1 size, +4 Dex, +8 natural), touch 13, flat-footed 17**Base Attack/Grapple:** +4/+16**Attack:** Slam +11 melee (1d8+8) or claw +11 melee (1d6+8)**Full Attack:** Slam +11 melee (1d8+8) or 2 claws +11 melee (1d6+8) and bite +7 melee (1d6+4)**Space/Reach:** 10 ft./10 ft.**Special Attacks:** —**Special Qualities:** Damage reduction 5/magic and slashing, essentia pool 2, incarnum defense, incarnum speed, undead traits**Saves:** Fort +2, Ref +9, Will +4**Abilities:** Str 27, Dex 18, Con —, Int 6, Wis 10, Cha 1**Skills:** Hide +4, Listen +6, Move Silently +8, Spot +7**Feats:** Alertness, Iron Will, Toughness<sup>B</sup>, Track**Environment:** Any**Organization:** Any**Challenge Rating:** 4**Treasure:** None**Alignment:** Always neutral evil**Advancement:** —**Level Adjustment:** —**Girallon Necrocarnum Zombie****Large Undead (Evil, Incarnum)****Hit Dice:** 7d12+9 (56 hp)**Initiative:** +7 (includes +2 from incarnum speed)**Speed:** 60 ft. (12 squares), climb 60 ft. with incarnum speed; base 40 ft., climb 40 ft.**AC:** 21 (–1 size, +5 Dex, +7 natural), touch 14, flat-footed 16**Base Attack/Grapple:** +5/+17**Attack:** Slam +12 melee (1d8+8) or claw +12 melee (1d4+8)**Full Attack:** Slam +12 melee (1d8+8) or 4 claws +12 melee (1d4+8) and bite +7 melee (1d8+4)**Space/Reach:** 10 ft./10 ft.**Special Attacks:** —**Special Qualities:** Damage reduction 5/magic and slashing, essentia pool 2, incarnum defense, incarnum speed, undead traits**Saves:** Fort +2, Ref +10, Will +4**Abilities:** Str 26, Dex 21, Con —, Int 2, Wis 10, Cha 1**Skills:** Climb +16, Hide +5, Move Silently +14, Spot +5**Feats:** Iron Will, Toughness (2), Toughness<sup>B</sup>**Environment:** Any**Organization:** Any**Challenge Rating:** 4**Treasure:** None**Alignment:** Always neutral evil**Advancement:** 8–10 HD (Large); 11–21 HD (Huge)**Level Adjustment:** —**Cloud Giant Necrocarnum Zombie****Huge Undead (Evil, Incarnum)****Hit Dice:** 17d12+3 (113 hp)**Initiative:** +9 (includes +6 from incarnum speed)**Speed:** 80 ft. (16 squares) with incarnum speed; base 50 ft.**AC:** 27 (–2 size, +3 Dex, +16 natural), touch 11, flat-footed 24**Base Attack/Grapple:** +12/+34**Attack:** Slam +24 melee (2d6+14)**Full Attack:** Slam +24 melee (2d6+14)**Space/Reach:** 15 ft./15 ft.**Special Attacks:** —**Special Qualities:** Damage reduction 5/magic and slashing, essentia pool 3, incarnum defense, incarnum speed, undead traits**Saves:** Fort +5, Ref +13, Will +7**Abilities:** Str 39, Dex 17, Con —, Int 12, Wis 10, Cha 1**Skills:** Climb +23, Craft (any one) +11, Diplomacy –3, Hide –1, Intimidate +5, Listen +12, Move Silently +7, Perform (harp) –4, Sense Motive +6, Spot +12**Feats:** Awesome Blow, Cleave, Improved Bull Rush, Improved Overrun, Iron Will, Power Attack, Toughness<sup>B</sup>**Environment:** Any**Organization:** Any**Challenge Rating:** 8**Treasure:** None**Alignment:** Always neutral evil**Advancement:** —**Level Adjustment:** —

A necrocarnum zombie resembles a shambling corpse with black motes of light slowly swimming under its rotting skin. Its body is so redolent of death that it frequently attracts

scavenging animals, which nibble at its extremities should it sit for too long without orders.

Unlike a magically animated zombie, a necrocarum zombie has sentience of a sort and can follow basic instructions quite well. It obeys its creator's commands without question.

### Combat

A necrocarum zombie has its own *essentia* pool that it can invest to improve its abilities. When not in combat, it keeps its *incarnum* speed fully invested to ensure that it can act first and move up to battle enemies. Once in melee (or if it can't reach its foe), it shifts its *essentia* to *incarnum* defense.

**Damage Reduction:** A necrocarum zombie gains damage reduction 5/magic and slashing.

**Essentia Pool:** Each necrocarum zombie has a number of *essentia* points equal to 1 + 1 per 6 HD. It can invest this *essentia* in its *incarnum* speed and *incarnum* defense special abilities as if they were *soulmelds* (that is, as a swift action). Each of its *essentia*-based abilities has a capacity of 1 + 1 per 6 HD.

**Incarnum Defense:** A necrocarum zombie can invest *essentia* to gain an insight bonus to its AC and on its saving throws. The value of this bonus equals the points of *essentia* it has invested in this ability.

**Incarnum Speed:** A necrocarum zombie can invest *essentia* to gain an insight bonus to all its speeds. The value of this bonus equals +10 feet per point of *essentia* it has invested in this ability. The creature also gains an insight bonus equal to twice the points of invested *essentia* on initiative checks.

## CREATING A NECROCARNUM ZOMBIE

"Necrocarum zombie" is an acquired template that can be added to any corporeal creature (except an undead) that has a skeletal system (referred to hereafter as the base creature).

A necrocarum zombie uses all the base creature's statistics and abilities except as noted here.

**Size and Type:** The creature's type changes to undead, and it gains the evil and *incarnum* subtypes. It retains any other subtypes the base creature had except alignment subtypes (such as good) and subtypes that indicate kind (such as goblinoid or reptilian). It does not gain any augmented subtype. The creature's Hit Dice, base attack bonus, saves, and skill points change as given below. Size is unchanged.

A necrocarum zombie uses all the base creature's statistics and special abilities except as noted here.

**Hit Dice:** All Hit Dice from class levels are dropped, and each of the creature's remaining Hit Dice increases to a d12. If the creature has no Hit Dice remaining, it gains 1d12.

**Armor Class:** The base creature's natural armor bonus increases by a value based on the zombie's size, as given in the following table.

Size	Natural Armor Bonus Increase
Tiny or smaller	+0
Small	+1
Medium	+2
Large	+3
Huge	+4
Gargantuan	+7
Colossal	+11

**Base Attack Bonus:** A necrocarum zombie has a base attack bonus equal to 3/4 of its Hit Dice (as a cleric).

**Attacks:** A necrocarum zombie loses any weapon proficiencies that the base creature possessed. It retains all the natural attacks of the base creature, and it also gains a slam attack if it didn't already have one. A necrocarum zombie's natural weapons, as well as any weapons it wields, are treated as magic and evil-aligned for the purpose of overcoming damage reduction. A necrocarum zombie fighting without weapons uses either its slam attack or its primary natural weapon (if it has any). A necrocarum zombie armed with a weapon uses its slam or a weapon, as it desires.

**Full Attack:** A necrocarum zombie fighting without weapons uses either its slam attack (see above) or its natural weapons (if it has any). If armed with a weapon, it uses the weapon as its primary attack along with a slam or other natural weapon as a natural secondary attack.

**Damage:** Necrocarum zombies have slam attacks. If the base creature does not have this attack form, use the appropriate damage value from the table below according to the necrocarum zombie's size. If the base creature already had a slam attack, it retains its old damage value or uses the appropriate value from the table below, whichever is better. A necrocarum zombie's natural weapon attacks deal the same base damage as the corresponding attacks of the base creature did.

Size	Base Slam Damage
Fine	1
Diminutive	1d2
Tiny	1d3
Small	1d4
Medium	1d6
Large	1d8
Huge	2d6
Gargantuan	2d8
Colossal	4d6

**Special Attacks:** A necrocarum zombie loses all the special attacks of the base creature.

**Special Qualities:** A necrocarum zombie loses all the special qualities of the base creature, and it gains the following special qualities.

**Damage Reduction:** A necrocarum zombie gains damage reduction 5/magic and slashing.

**Essentia Pool:** A necrocarum zombie has a number of *essentia* points equal to 1 + 1 per 6 HD. It can invest this *essentia* in its *incarnum* speed and *incarnum* defense special abilities as if they were *soulmelds* (that is, as a swift action). Each of its *essentia*-based abilities has a capacity of 1 + 1 per 6 HD.

**Incarnum Defense:** A necrocarum zombie gains an insight bonus to its AC and on its saving throws. The value of this bonus equals the points of *essentia* it has invested in this ability.

**Incarnum Speed:** A necrocarum zombie gains an insight bonus to all its speeds. The value of this bonus equals +10 feet per point of *essentia* it has invested in this ability. The creature also gains an insight bonus equal to twice the points of invested *essentia* on its initiative checks.

**Saves:** The necrocarnum zombie's base save bonuses are as follows: Fort + 1/3 HD, Ref +1/2 HD +2, and Will +1/3 HD.

**Abilities:** Increase from the base creature as follows: Str +4, Dex +4. A necrocarnum zombie has no Constitution score, its Wisdom score changes to 10, and its Charisma score changes to 1.

**Skills:** A necrocarnum zombie loses any skill points derived from class levels. If this process leaves it with no skill points, it gains skill points equal to (2 + Int modifier) × 4. Hide, Listen, Move Silently, and Spot are treated as class skills for the necrocarnum zombie. It loses any racial skill bonuses the base creature had (including a human's extra skill points) and gains a +4 racial bonus on Hide and Move Silently checks.

**Feats:** A necrocarnum zombie loses any feats derived from class levels and any racial bonus feats the base creature had (including the extra feat a human gains). It gains Toughness as a bonus feat.

**Environment:** Any.

**Organization:** Any.

**Challenge Rating:** A necrocarnum zombie's challenge rating depends on its Hit Dice, according to the following table.

Hit Dice	Challenge Rating (Large or Smaller)
1/2	1/4
1	1/2
2	1
3	2
4	3
5–7	4
8–10	5
11–14	6
15–18	7
19–22	8

**Modifiers**

+4 HD	+1
Each size category larger than Large	+1

**Treasure:** None.

**Alignment:** Always neutral evil.

**Advancement:** As base creature, or — if the base creature advances by character class.

**Level Adjustment:** —.

## RILKAN

Rilkans are gregarious, rakish daredevils who revere trade and the garnering of knowledge.

The average rilkan stands about as tall as a human and weighs about 160 pounds. She wears beautiful, finely made garments that harmonize with her colorful neck and forearm scales, which can range from turquoise to sapphire to ruby.

Because rilkans love trade and new experiences, they venerate merchants and tale-tellers. They are also calculated risk-takers, so they hold their heroes in high regard. Their settlements are typically ruled by trading costers and similar organizations.

Like the skarns (see page 15), the rilkans are descended from the enigmatic race known as the mishtai. Though the rilkans bear an ancient grudge toward their sister race, they get along quite well with members of most other humanoid races.

Rilkans speak Common, but many know additional languages as well. They enjoy learning new tongues, not only to better communicate with other races, but also purely for the pleasure of learning.

## COMBAT

Whatever the rilkan does on the battlefield, she does with style and panache. Rilkan combat tactics are as varied as individual rilkans, but they enjoy taking risks that carry a reasonable probability of success.

## SAMPLE RILKAN WARRIOR

**Rilkan, 1st-Level Warrior**

**Medium Humanoid (Reptilian)**

**Hit Dice:** 1d8+1 (5 hp)

**Initiative:** +1

**Speed:** 30 ft. (6 squares)

**AC:** 16 (+1 Dex, +4 chain shirt, +1 buckler), touch 11, flat-footed 15

**Base Attack/Grapple:** +1/+1

**Attack:** Masterwork rapier +2 melee (1d6/18–20) or light crossbow +2 ranged (1d8/19–20)

**Full Attack:** Masterwork rapier +2 melee (1d6/18–20) or light crossbow +2 ranged (1d8/19–20)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** —

**Special Qualities:** Racial aid, racial knowledge

**Saves:** Fort +3, Ref +1, Will –1

**Abilities:** Str 10, Dex 13, Con 13, Int 9, Wis 8, Cha 10

**Skills:** Bluff +2, Diplomacy +2, Jump +1, Knowledge (all) +0

**Feats:** Weapon Finesse

**Environment:** Any

**Organization:** Solitary, pair, gang (3–6 plus 1 3rd-level rogue), or company (5–12 plus two 3rd-level rogues plus one 4th-level incarnate)

**Challenge Rating:** 1/2

**Treasure:** See possessions

**Alignment:** Chaotic good

**Advancement:** By character class

**Level Adjustment:** +0

*A lithe humanoid gazes inquisitively at her opponents, a smile half-formed on her face. A bright band of pebbly scales on her neck betrays her nonhuman nature.*

A rilkan warrior is trained for battle, but she has many other interests as well. She keeps a sharp eye on her surroundings to avoid unpleasant surprises.

## Combat

A rilkan warrior is open to talking out differences as often as she is to fighting. When battle begins, she tends to leap into combat with spirit and aplomb.

**Racial Aid:** Any time this rilkan warrior succeeds in using the aid another action to assist another rilkan, she adds +3 to her ally's roll rather than +2.

**Racial Knowledge:** All Knowledge checks are treated as trained skill checks for this rilkan warrior, regardless of whether she actually has ranks in the skill. She also gains a +1 competence bonus on all Knowledge checks and bardic knowledge checks.

**Possessions:** Chain shirt, heavy wooden shield, masterwork rapier, light crossbow with 10 bolts, *potion of expeditious retreat*, 23 gp.

The sample rilkan warrior presented here had the following ability scores before racial adjustments: Str 12, Dex 11, Con 13, Int 9, Wis 8, Cha 10.

## SAMPLE RILKAN ROGUE

**Rilkan, 3rd-Level Rogue**

**Medium Humanoid (Reptilian)**

**Hit Dice:** 3d6+3 (16 hp)

**Initiative:** +3

**Speed:** 30 ft. (6 squares)

**AC:** 18 (+3 Dex, +5 +1 *chain shirt*), touch 13, flat-footed 15

**Base Attack/Grapple:** +2/+2

**Attack:** Masterwork rapier +6 melee (1d6/18–20) or masterwork light crossbow +5 ranged (1d8/19–20)

**Full Attack:** Masterwork rapier +6 melee (1d6/18–20) or masterwork light crossbow +5 ranged (1d8/19–20)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** Improved flanking, sneak attack +1d6

**Special Qualities:** Evasion, racial aid, racial knowledge, trapfinding

**Saves:** Fort +2, Ref +6, Will +0

**Abilities:** Str 10, Dex 17, Con 13, Int 10, Wis 8, Cha 14

**Skills:** Bluff +12, Diplomacy +6, Disguise +10, Hide +8, Intimidate +6, Jump +6, Knowledge (all) +1, Move Silently +8, Sleight of Hand +10, Speak Language (Common, Elven), Spot +5, Tumble +9

**Feats:** Dodge, Persuasive<sup>B</sup>, Weapon Finesse

**Environment:** Any

**Organization:** Solitary, pair, gang (1 plus 3–6 1st-level warriors), or company (2 plus 5–12 1st-level warriors plus one 4th-level incarnate)

**Challenge Rating:** 3

**Treasure:** See possessions

**Alignment:** Chaotic good

**Advancement:** By character class

**Level Adjustment:** +0

Rilkan rogues are swashbuckling masters of derring-do who prefer to leap or tumble down from balconies to meet their enemies in mortal combat. They prefer working in teams to take advantage of their improved flanking ability.

Rogues of this race are also surprisingly knowledgeable about a wide array of topics, and they love a good conversation with an intelligent wizard or bard as much as they do a fight.

## Combat

A rilkan rogue is quite capable of sneaking up on an enemy, but she would much rather announce her presence with heroic authority. She relies on flanking and superior tactics rather than stealth to take down her foes.

**Improved Flanking (Ex):** This rilkan rogue gains a +4 bonus on attack rolls rather than the normal +2 bonus

whenever she flanks an enemy. Any other rilkans flanking the same foe gain the same bonus as she does.

**Racial Aid:** Any time this rilkan rogue succeeds in using the aid another action to assist another rilkan, she adds +3 to her ally's roll rather than +2.

**Racial Knowledge:** All Knowledge checks are treated as trained skill checks for this rilkan rogue, regardless of whether she actually has ranks in the skill. She also gains a +1 competence bonus on all Knowledge checks.

**Substitution Levels:** Rilkan rogue 1st, 3rd (see page 47).

**Possessions:** +1 *chain shirt*, masterwork rapier, masterwork light crossbow with 10 bolts, *potion of cure light wounds*, 32 gp.

The sample rilkan rogue presented here had the following ability scores before racial adjustments: Str 12, Dex 15, Con 13, Int 10, Wis 8, Cha 14.

## SAMPLE RILKAN INCARNATE

**Rilkan, 4th-Level Incarnate**

**Medium Humanoid (Incarnum, Reptilian)**

**Hit Dice:** 4d6+4 (25 hp)

**Initiative:** +3

**Speed:** 30 ft. (6 squares)

**AC:** 19 (+1 Dex, +5 +1 *chain shirt*, +3 +1 *heavy steel shield*), touch 11, flat-footed 18

**Base Attack/Grapple:** +2/+3

**Attack:** +2 *battleaxe* +6 melee (1d8+4/×3) or *dissolving spittle* +3 ranged touch (1d6 acid)

**Full Attack:** +2 *battleaxe* +6 melee (1d8+4/×3) or *dissolving spittle* +3 ranged touch (1d6 acid)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** Chakra bind, *detect opposition*, soulmelds

**Special Qualities:** Essentia pool 4, evasion, incarnum radiance 1/day, moderate aura of chaos, racial aid, racial knowledge, uncanny dodge

**Saves:** Fort +6, Ref +5, Will +6

**Abilities:** Str 12, Dex 12, Con 14, Int 8, Wis 15, Cha 12

**Skills:** Bluff +3, Diplomacy +3, Knowledge (arcana) +6, Knowledge (all others) –1

**Feats:** Lightning Reflexes, Weapon Focus (battleaxe)

**Environment:** Any

**Organization:** Solitary, pair, or company (1 plus 5–12 1st-level warriors plus 2 3rd-level rogues)

**Challenge Rating:** 4

**Treasure:** See possessions

**Alignment:** Chaotic neutral

**Advancement:** By character class

**Level Adjustment:** +0

A rilkan incarnate lives life to the fullest, seeking out every opportunity for new experiences and knowledge.

## Combat

A rilkan incarnate relies on her agility and speed to win the day. After activating her incarnum radiance ability, she charges into combat and attempts to take out the toughest-looking foe first. What could be more heroic?

**Soulmelds:** This rilkan incarnate can shape four soulmelds, drawn from the incarnate list. Each of her soulmelds has a maximum essentia capacity of 2. She currently has the



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following soulmelds shaped. All of the benefits they provide are included in the statistics above.

**Bluesteel Bracers (Su):** This rilkan incarnate gains a +2 insight bonus on initiative checks and a +1 insight bonus on weapon damage rolls.

**Dissolving Spittle (Su):** This rilkan incarnate can spit to a range of 30 feet, dealing 1d6 points of acid damage with a successful ranged touch attack.

**Impulse Boots (Su):** This rilkan incarnate gains the uncanny dodge ability, as well as a +1 enhancement bonus on Reflex saves. Because this soulmeld is bound to her feet chakra, she also gains evasion.

**Incarnate Weapon (Su):** This rilkan incarnate has created a +2 battleaxe with chaotic alignment from incarnum.

**Detect Opposition (Sp):** This rilkan incarnate can detect law at will, as the spell of the same name (caster level 4th).

**Essentia Pool (Su):** This rilkan incarnate has an essentia pool of 4, and her essentia capacity is 1 (or 2 for her soulmelds). She normally has 2 points of essentia invested in her *incarnate weapon*, 1 in her *bluesteel bracers*, and 1 in her *impulse boots*. If melee combat is not her best option, she shifts 2 points of essentia from *incarnate weapon* to *dissolving spittle*, increasing the damage dealt by that soulmeld to 3d6.

**Incarnum Radiance (Su):** Once per day, this rilkan incarnate can activate this ability as a free action, gaining a +10-foot sacred bonus to her base land speed for 5 rounds. This adjustment also increases her Jump modifier by 4.

**Racial Aid:** Any time this rilkan incarnate succeeds in using the aid another action to assist another rilkan, she adds +3 to her ally's roll rather than +2.

**Racial Knowledge:** All Knowledge checks are treated as trained skill checks for this rilkan incarnate, regardless of whether she actually has ranks in the skill. She also gains a +1 competence bonus on all Knowledge checks.

**Possessions:** +1 chain shirt, +1 heavy steel shield, *potion of cure moderate wounds*, 17 pp, 19 gp.

The sample rilkan incarnate presented here had the following ability scores before racial and level-based adjustments: Str 14, Dex 10, Con 13, Int 8, Wis 15, Cha 12.

## RILKAN ENCOUNTERS

The following groups of rilkans can be encountered in a tavern within a rilkan settlement.

**EL 1:** Two carousing rilkan warriors are deep in their cups. They hurl insults repeatedly at the party, and only an honorable duel will satisfy them.

**EL 4:** A gang of rilkans (four 1st-level warriors and a 3rd-level rogue) has been scuffling in the street, but the four warriors have now surrounded the taunting rogue. The fight isn't serious since the rilkans have yet to draw their weapons, but the PCs might not realize that fact right away. The rilkans don't mind if the characters get involved, but if any PC deals lethal damage to any rilkan, all five of them immediately turn on that character and make him the target of their jibes and their swords.

## SKARN

Skarns are proud, sophisticated warriors who constantly strive for perfection of form.

With a height of about 6 feet and a weight of approximately 210 pounds, a typical skarn is significantly more massive than an average human. Skarns adorn their spines with jewelry, and even in everyday circumstances they keep these natural weapons polished and sharp.

The hierarchical skarn society features clearly defined social classes. As a race, skarns prefer cities to rural communities. They prize architecture as an art form, and their cities display a wide range of different yet harmonizing styles of construction and engineering.

Like their sister race, the rilkans (see page 12), the skarns are descendants of the mysterious mishtai, a long-vanished progenitor race. Despite their shared heritage, the skarns look down on the rilkans for their supposed contribution to the mishtai's failure to create a perfect race. The skarns treat most other races as inferior, though this viewpoint rarely carries any malice.

Skarns speak Common. When they deign to learn other languages, they prefer the tongues of those few races or creatures that they consider close to equals, such as Abyssal, Celestial, Draconic, Elf, and Infernal.

## COMBAT

Skarns are adept at fighting with their arm spines and use them as much as possible in combat. In addition, skarns who can wield incarnum use their soulmelds to enhance their combat prowess.



## SAMPLE SKARN WARRIOR

**Skarn, 1st-Level Warrior**

**Medium Humanoid (Reptilian)**

**Hit Dice:** 1d8+1 (5 hp)

**Initiative:** -1

**Speed:** 20 ft. (4 squares)

**AC:** 15 (-1 Dex, +6 banded mail), touch 9, flat-footed 15

**Base Attack/Grapple:** +1/+3

**Attack:** Masterwork greatsword +3 melee (2d6+5/19-20) or arm spines +3 melee (1d6+2)

**Full Attack:** Masterwork greatsword +3 melee (2d6+5/19-20) or arm spines +3 melee (1d6+2)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** —

**Special Qualities:** —

**Saves:** Fort +3, Ref -1, Will -1

**Abilities:** Str 14, Dex 9, Con 13, Int 10, Wis 9, Cha 8

**Skills:** Climb -2, Intimidate +5, Ride +3

**Feats:** Power Attack

**Environment:** Any

**Organization:** Solitary, squad (2-5 plus one 3rd-level monk), or company (5-10 plus one 4th-level incarnate)

**Challenge Rating:** 1/2

**Treasure:** See possessions

**Alignment:** Lawful neutral

**Advancement:** By character class

**Level Adjustment:** +0

*This solidly built humanoid assumes a proud stance and holds his head high. Long blue spines, polished and sharp, protrude from his arms.*

A skarn warrior is slow to anger, but once battle begins, he fights ferociously until either he or his foe is dead. Though he rarely offers parley, he grants quarter to an honorable opponent who asks for it.

A skarn warrior typically uses Power Attack when attacking with his greatsword, taking a -1 penalty on his attack roll to gain a +2 bonus on damage rolls (included in the statistics above).

**Possessions:** Banded mail, masterwork greatsword, 3 gp.

The sample skarn warrior presented here had the following ability scores before racial adjustments: Str 12, Dex 11, Con 13, Int 10, Wis 9, Cha 8.

## SAMPLE SKARN MONK

**Skarn, 3rd-Level Monk**

**Medium Humanoid (Reptilian)**

**Hit Dice:** 3d8+3 (20 hp)

**Initiative:** +1

**Speed:** 40 ft. (8 squares)

**AC:** 14 (+1 Dex, +2 Wis, +1 bracers of armor +1), touch 13, flat-footed 13

**Base Attack/Grapple:** +2/+4

**Attack:** Arm spines +5 melee (1d8+2) or masterwork shuriken +4 ranged (1d2+2)

**Full Attack:** Arm spines +3/+3 melee (1d8+2) or masterwork shuriken +2/+2 ranged (1d2+2)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** Flurry of blows, spine strike

**Special Qualities:** Evasion, still mind

**Saves:** Fort +4, Ref +4, Will +5 (+7 against enchantment)

**Abilities:** Str 14, Dex 12, Con 13, Int 10, Wis 15, Cha 8

**Skills:** Balance +3, Climb +10, Intimidate +4, Jump +14, Tumble +9

**Feats:** Deflect Arrows<sup>B</sup>, Improved Unarmed Attack (spines), Stunning Fist<sup>B</sup>, Weapon Focus (spines)

**Environment:** Any

**Organization:** Solitary, pair, or squad (1 plus 2-5 1st-level warriors)

**Challenge Rating:** 3

**Treasure:** See possessions

**Alignment:** Lawful neutral

**Advancement:** By character class

**Level Adjustment:** +0

*This lithe, wiry humanoid wears a white robe with the sleeves cut short to display the spines along his arms.*

A skarn monk includes mind as well as body in his racial goal of perfection of form. He is patient with those who are less perfect than he, but he responds quickly and decisively to threats.

## Combat

A skarn monk uses his spines as effectively as another monk would use her fists. He endeavors to neutralize foes with his stunning fist (delivered with a spine attack) as soon as combat opens. If he faces a powerful enemy, he uses Tumble to move in and get out of reach quickly; otherwise, he delivers a flurry of spine attacks.

**Spine Strike (Ex):** For the purpose of monk class features, this skarn monk can treat his arm spine attack as if it were an unarmed strike.

**Stunning Fist:** Stun 1 round; 3/day; Fort DC 12 negates.

**Possessions:** Bracers of armor +1, 5 masterwork shuriken, *potion of cure moderate wounds*, *potion of blur*, 23 pp.

The sample skarn monk presented here had the following ability scores before racial adjustments: Str 12, Dex 14, Con 13, Int 10, Wis 15, Cha 8.

## SAMPLE SKARN INCARNATE

**Skarn, 4th-Level Incarnate**

**Medium Humanoid (Incarnum, Reptilian)**

**Hit Dice:** 4d6+12 (33 hp)

**Initiative:** +0

**Speed:** 20 ft. (4 squares)

**AC:** 19 (+6 +1 breastplate, +3 +1 heavy steel shield), touch 10, flat-footed 19

**Base Attack/Grapple:** +2/+4

**Attack:** +1 longsword +6 melee (1d8+3 plus 2d6 electricity) or arm spines +4 melee (1d6+2)

**Full Attack:** +1 longsword +6 melee (1d8+3 plus 2d6 electricity) or arm spines +4 melee (1d6+2)

**Space/Reach:** 5 ft./5 ft.

**Special Attacks:** Incarnum radiance 1/day, soulmelds

**Special Qualities:** Chakra bind, damage reduction 2/chaotic, *detect opposition*, *essentia pool 4*, moderate aura of law

**Saves:** Fort +7, Ref +3, Will +6

**Abilities:** Str 14, Dex 11, Con 16, Int 10, Wis 14, Cha 8

**Skills:** Climb +0, Intimidate +8, Jump –8, Knowledge (arcana) +5, Spellcraft +5  
**Feats:** Lightning Reflexes, Weapon Focus (longsword)  
**Environment:** Any  
**Organization:** Solitary, pair, or company (one plus 5–10 1st-level warriors)  
**Challenge Rating:** 4  
**Treasure:** See possessions  
**Alignment:** Lawful neutral  
**Advancement:** By character class  
**Level Adjustment:** +0

This human-looking creature regards the world with a set jaw that bespeaks determination. The wicked-looking spines along his arms glimmer in the sunlight.

A paragon of law and discipline, a skarn incarnate embodies his alignment to the fullest. He favors soulmelds that boost his staying power in melee, but he also appreciates the ability to deal significant amounts of damage.

### Combat

Once a fight breaks out, a skarn incarnate wastes no time in launching himself at a foe. Wielding his incarnum-crafted longsword ferociously, he deals blows that crackle with the power of lightning.

**Chakra Bind (Feet):** Bound to this skarn incarnate's hands chakra, the *lightning gauntlets* soulmeld allows him to deliver the electricity damage as part of a melee attack with a handheld weapon.

**Detect Opposition (Sp):** This skarn incarnate can use *detect chaos* at will, as the spell of the same name.

**Essentia Pool (Su):** This skarn incarnate has an essentia pool of 4, and his essentia capacity is 1 (or 2 for his soulmelds). He typically invests 2 points of essentia in his *adamant pauldrons*, 1 point in his *incarnate weapon*, 1 point in his *lightning gauntlets*, and 1 point in his *vitality belt*. If he needs to deal extra damage, he shifts 1 point of essentia from his *adamant pauldrons* to his *lightning gauntlets*, increasing the electricity damage dealt by that soulmeld by 1d6.

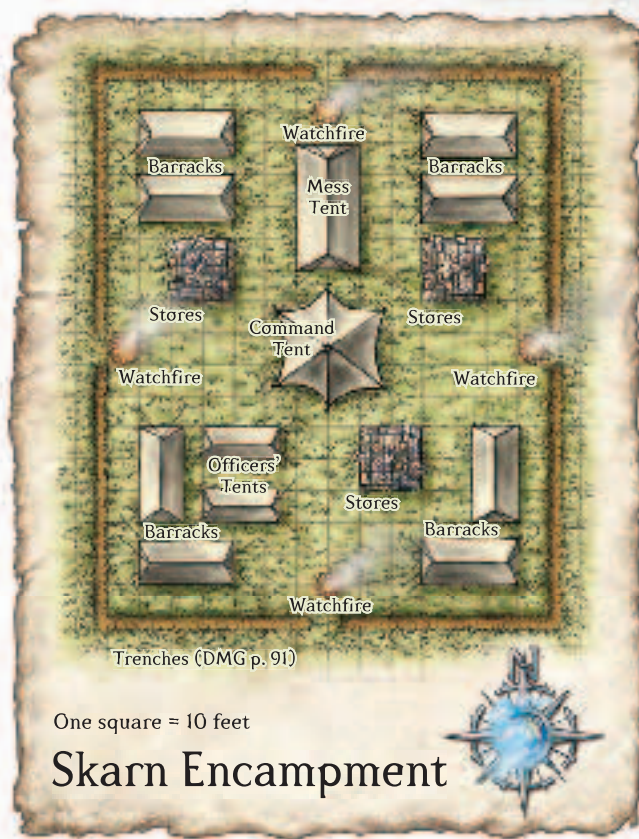
**Incarnum Radiance (Su):** Once per day, this skarn incarnate can activate this power as a free action, gaining a +1 sacred bonus on his melee attack rolls for 6 rounds.

**Soulmelds:** This skarn incarnate can shape four soulmelds, drawn from the incarnate list. Each soulmeld has a maximum essentia capacity of 2. He currently has the following soulmelds shaped.

**Adamant Pauldrons (Su):** This skarn incarnate gains 25% fortification against critical hits and sneak attacks. He also gains damage reduction 2/chaotic.

**Incarnate Weapon (Su):** This skarn incarnate has created a +1 *longsword* with a lawful alignment.

**Lightning Gauntlets (Su):** Once per round, this skarn incarnate can deal an extra 2d6 points of electricity damage on melee or melee touch attacks. The *lightning gauntlets* are bound to his hands chakra.



One square = 10 feet

## Skarn Encampment

**Vitality Belt (Su):** This skarn incarnate gains a +4 morale bonus on Constitution checks and Constitution-based skill checks. He also gains +4 bonus hit points.

**Possessions:** +1 *breastplate*, +1 *heavy steel shield*, *potion of cure serious wounds*, 31 gp.

The sample skarn incarnate presented here had the following ability scores before racial and level-based adjustments: Str 12, Dex 13, Con 15, Int 10, Wis 14, Cha 8.

## SKARN ENCOUNTERS

The following groups of skarns can be encountered in nearly any campaign environment.

**EL 2:** Four patrolling skarn warriors mounted on heavy warhorses approach the party on the road. Like other skarns, they prefer not to “lead with their swords.” If not attacked, they attempt to parley first, explaining their presence and inquiring about the party’s intentions. If they deem it necessary, they attack without mercy.

**EL 6:** As nightfall approaches, the PCs encounter a company of skarns (10 1st-level warriors led by a 4th-level incarnate) that has camped along the road. Sentries accost any PCs who approach and inform them politely that this area is off-limits to them. Though they avoid overtly rude or insulting behavior, their superior tones might well rub chaotic PCs the wrong way, resulting in a fight. If attacked, the skarns defend themselves without hesitation.

## SOULEATER

### Large Outsider (Evil)

**Hit Dice:** 8d8+40 (76 hp)

**Initiative:** +1

**Speed:** 30 ft. (6 squares)

**Armor Class:** 18 (–1 size, +1 Dex, +8 natural), touch 10, flat-footed 17

**Base Attack/Grapple:** +8/+17

**Attack:** Bite +12 melee (2d6+5)

**Full Attack:** Bite +12 melee (2d6+5) and 2 claws +10 melee (1d6+2)

**Space/Reach:** 10 ft./10 ft.

**Special Attacks:** Consume soul, soulless aura

**Special Qualities:** Telepathy, vulnerability to turning

**Saves:** Fort +11, Ref +7, Will +9

**Abilities:** Str 20, Dex 13, Con 21, Int 10, Wis 12, Cha 14

**Skills:** Climb +16, Jump +16, Hide +8, Intimidate +13, Listen +12, Move Silently +12, Spot +12, Swim +16

**Feats:** Improved Natural Attack (bite), Iron Will, Multiattack

**Environment:** The Gray Wastes of Hades

**Organization:** Solitary, pair, or mob (7–12)

**Challenge Rating:** 7

**Treasure:** Standard

**Alignment:** Always neutral evil

**Advancement:** 9–14 HD (Large); 15–25 HD (Huge)

**Level Adjustment:** —

*Darkness emanates from an indistinct, vaguely humanoid shape. Its eyes glow like coals, and its oversized mouth is filled with massive teeth. A cold, dark mist coalesces around the creature, swirling as if some force were drawing it inside the body.*

Souleaters feed on soul energy, devouring life in its purest form by consuming incarnum. These horrific creatures roam the Gray Wastes searching for living creatures to sate their unending appetites. Occasionally, a souleater slips through a planar gateway to spread death wherever it roams.

A souleater stands 10 feet tall and weighs nearly 1,000 pounds. It vaguely resembles a human, except for its glowing eyes and its huge, toothy maw.

Souleaters do not speak, but they do understand all spoken languages. In the rare cases when they attempt to communicate with others, they do so telepathically.

### Combat

A souleater relishes being at the center of a combat because it can draw upon multiple life forces. It favors situations in which its prey is already engaged in battle with other living creatures, since each creature that dies adds to its power. The souleater targets lightly armored foes first so that it can accumulate more power before turning on the harder-to-hit foes.

**Consume Soul (Su):** A souleater automatically draws in the soul energy of all creatures that die within 30 feet of it. From each soul captured in this manner, it gains +10 hp and a +1 bonus on attack rolls and saving throws.

These bonuses fade after a period of 10 minutes per character level of the creature that died.

At the end of this period, the soul has been entirely consumed.

A creature whose soul has been trapped by a souleater cannot be raised from the dead until the souleater is slain. If the souleater manages to consume the soul entirely, the creature can be returned to life only by a *miracle*, *true resurrection*, or *wish*.

### Soulless Aura (Su):

A souleater emanates a misty aura of negative energy, which drains away the essence of nearby souls. Each living creature within 30 feet of a souleater gains a negative level, which persists as long as the souleater remains within that range. This negative level never results in actual level loss.

A souleater does not gain extra hit points from the negative levels that this aura bestows on other creatures, but it does gain a +2 insight bonus on attack rolls and damage rolls as long as at least one living creature (other than another souleater) is within this aura.

The soulless aura also makes the manipulation of incarnum more difficult. Any character within 30 feet of a souleater who attempts to shape a soulmeld, bind a soulmeld or magic item to a chakra, or invest or reallocate *essentia* must succeed on a DC 20 Concentration check to do so.

Souleaters are immune to the soulless auras of other souleaters.

**Telepathy (Su):** A souleater can communicate telepathically with any creature within 100 feet that has a language.



*Souleater*

**Vulnerability to Turning (Ex):** If a souleater is subjected to a turn undead attempt, it must succeed on a Fortitude saving throw (DC 10 + character's effective turning level) or be dazed for 1 round.

## Summoning Souleaters

An evil spellcaster who knows the *summon monster VII* spell can choose to permanently remove the huge fiendish monstrous scorpion from the list of creatures that he can summon either with *summon monster VII* or with higher-level summoning spells. If he does so, he can replace it with the souleater. Once the spellcaster learns higher-level summoning spells, he can use them to summon multiple souleaters if he has chosen this option.

## SOULFUSED CONSTRUCT

In rare situations, raw incarnum can bond with nonsentient animated matter—such as the body of a construct—and imbue it with a semblance of life. The soul energy of the incarnum becomes, in essence, the now-living construct's spirit, granting it a modicum of sentience and free will.

A soulfused construct typically understands Common or another humanoid language (such as Dwarven, Elven, or Orc) but cannot speak or write unless it pays skill points for the Speak Language skill.

## SAMPLE SOULFUSED CONSTRUCT

This example uses a flesh golem as the base creature.

### Soulfused Flesh Golem

**Large Construct (Incarnum, Living Construct)**

**Hit Dice:** 9d10+30 (79 hp)

**Initiative:** +4

**Speed:** 30 ft. (6 squares)

**AC:** 19 (–1 size, +10 natural), touch 9, flat-footed 19

**Base Attack/Grapple:** +6/+15

**Attack:** Slam +10 melee (2d8+5)

**Full Attack:** 2 slams +10 melee (2d8+5)

**Space/Reach:** 10 ft./10 ft.

**Special Attacks:** Berserk

**Special Qualities:** Damage reduction 5/adamantine, dark-vision 60 ft., essentia pool 2, immunity to magic, living construct traits, low-light vision, soulbound resistance (2 essentia)

**Saves:** Fort +5, Ref +5, Will +7

**Abilities:** Str 21, Dex 11, Con 10, Int 3, Wis 11, Cha 5

**Skills:** Spot +6

**Feats:** Cleave, Improved Initiative, Iron Will, Power Attack

**Environment:** Any

**Organization:** Solitary

**Challenge Rating:** 8

**Treasure:** None

**Alignment:** Chaotic neutral

**Advancement:** By character class

**Level Adjustment:** —

*The eyes of an apparently lifeless automaton crafted from human body parts suddenly display a gleam of intelligence.*



*Soulfused flesh golem*

*Illus. by W. England*

A soulfused flesh golem is a particularly disturbing manifestation of incarnum's ability to grant life to the lifeless. This ability seems all the more ironic in this case, since the golem is composed of once-living body parts.

The soulfused flesh golem understands Common, though it has no ability to communicate in that language or any other.

## COMBAT

Like a typical flesh golem, this creature uses its powerful fists to deal horrendous wounds. Unlike a normal golem, however, it is quite capable of adapting its tactics to fit its foes or situation. It opens combat using Power Attack, taking a –2 penalty on attacks in exchange for a +2 bonus on damage rolls (not included in the statistics above), but it discards that strategy if it proves to be incapable of hitting its opponent. A soulfused flesh golem prefers to take on weak or unarmored foes, and it seeks them out even at the price of drawing attacks of opportunity while moving past other enemies.

**Berserk (Ex):** When a soulfused flesh golem enters combat, its elemental spirit (which is still bound to it, despite the presence of incarnum) has a cumulative 1% chance each

round to break free, causing the golem to go berserk. The uncontrolled golem goes on a rampage, attacking the nearest living creature or smashing some object smaller than itself if no creature is within reach. Thereafter, it moves on to spread more destruction. The soulfused golem's creator, if within 60 feet of the creature, can try to regain control by speaking firmly and persuasively to it and making a DC 19 Charisma check. After 1 minute of inactivity, the golem's berserk chance resets to 0%.

**Essentia Pool:** This soulfused flesh golem has 2 points of essentia, which it invests in its soulbound resistance ability (see below).

**Immunity to Magic (Ex):** A soulfused flesh golem is immune to the effect of any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A magical attack that deals cold or fire damage slows a soulfused flesh golem (as the *slow* spell) for 2d6 rounds, with no saving throw.

A magical attack that deals electricity damage breaks any *slow* effect on a soulfused flesh golem and heals 1 point of damage for every 3 points of damage it would otherwise deal. If the amount of healing would cause the golem's hit points to exceed their normal maximum, the creature gains any excess as temporary hit points. For example, a soulfused flesh golem hit by a *lightning bolt* heals 3 points of damage if the attack would normally have dealt 11 points of damage. A soulfused flesh golem gets no saving throw against attacks that deal electricity damage.

**Soulbound Resistance (Su):** A soulfused flesh golem can invest its essentia in this quality. Every point of invested essentia grants it a +1 resistance bonus on its saves (included in the statistics above). The maximum capacity of this quality is 2.

### LIVING CONSTRUCT SUBTYPE

A living construct is a new subtype of construct—a created being given sentience and free will through powerful and complex creation enchantments. Living constructs combine aspects of both constructs and living creatures, as detailed below.

**Features:** A living construct derives its Hit Dice, base attack bonus progression, saving throws, and skill points from the template that gave it sentience or the class it selects.

**Traits:** A living construct possesses the following traits (unless otherwise noted in a creature's entry).

—Unlike other constructs, a living construct has a Constitution score. A living construct does not gain bonus hit points through a Constitution bonus (or penalty) as other living creatures do.

—Unlike other constructs, a living construct does not have low-light vision or darkvision.

—Unlike other constructs, a living construct is not immune to mind-influencing effects.

—Immunity to poison, sleep effects, paralysis, disease, nausea, fatigue, exhaustion, and energy drain.

—A living construct cannot heal damage naturally.

—Unlike other constructs, living constructs are subject to critical hits, effects requiring a Fortitude save, death from massive damage, nonlethal damage, stunning, ability damage, ability drain, and death effects or necromancy effects.

## CREATING A SOULFUSED CONSTRUCT

"Soulfused" is an acquired template that can be added to any construct that has neither an Intelligence score nor the living construct subtype (referred to hereafter as the base creature).

A soulfused construct uses all the base creature's statistics and abilities except as noted here.

**Size and Type:** A soulfused construct's type does not change, but it gains the living construct subtype (see Living Construct sidebar). Size is unchanged.

**Hit Dice:** The soulfused construct retains the base creature's Hit Dice and hit points (but see *Advancing a Soulsark*, page 198).

**Special Qualities:** A soulfused construct has all the special qualities of the base creature except its construct traits, which it loses. It gains the living construct traits detailed in the sidebar, as well as the following special qualities.

**Essentia Pool:** The incarnum possessing the soulfused construct's form gives it an essentia pool equal to 1 + 1 per 6 HD it possesses.

**Soulbound Resistance:** A soulfused construct can invest its essentia in this special quality as if it were a soulmeld. Every point of invested essentia grants it a +1 resistance bonus on all saving throws. The maximum essentia capacity of this quality is as normal for a character of the construct's character level.

**Abilities:** Increase from the base creature as follows: Dex +2, Cha +4. The soulfused construct also gains an Intelligence score of 3 and a Constitution score of 10.

**Skills:** The soulfused construct gains skill ranks equal to its HD + 3. All skills except Speak Language are considered cross-class. Most soulfused constructs spend the majority of their skill points on Listen or Spot, and any

—Unlike other constructs, a living construct can use the run action.

—Living constructs can be affected by spells that target living creatures as well as by those that target constructs. Damage dealt to a living construct can be healed by a *cure light wounds* spell or a *repair light damage* spell, for example, and a living construct is vulnerable to a *harm* spell. However, spells from the healing subschool provide only half their normal effects to a living construct.

—A living construct responds slightly differently from other living creatures when reduced to 0 hit points. A living construct with 0 hit points is disabled, just like a living creature. He can take only a single move action or standard action in each round, but strenuous activity does not risk further injury. When he has fewer than 0 hit points but more than -10, a living construct is inert. He is unconscious and helpless, and he cannot perform any actions. However, an inert living construct does not lose additional hit points unless more damage is dealt to him, as with a living creature that is stable.

—Can be raised or resurrected.

—Does not need to eat, sleep, or breathe, but can still benefit from the effects of consumable spells and magic items, such as *heroes' feast* and potions.

—Does not need to sleep, but must rest for 8 hours before preparing spells.

odd point that might be left over to learn Common or some other language.

**Feats:** The soulfused construct gains feats at the rate of 1 + 1/3 HD, just as a normal creature does. Common feats selected by such creatures include Improved Initiative, Improved Natural Attack, Iron Will, and Power Attack.

**Organization:** Solitary.

**Challenge Rating:** Same as the base creature +1.

**Alignment:** Usually chaotic (any). The fusion of incarnum and construct rarely produces a disciplined or orderly mindset.

**Advancement:** By character class.

**Level Adjustment:** Same as the base creature +1.

## SOULSPARK

### LEAST SOULSPARK

**Tiny Outsider (Alignment\*, Incarnum, Native)**

**Hit Dice:** 2d8+4 (13 hp)

**Initiative:** +5

**Speed:** 20 ft. (4 squares), fly 30 ft. (perfect)

**Armor Class:** 14 (+2 size, +1 Dex, +1 natural), touch 12, flat-footed 13

**Base Attack/Grapple:** +2/−6

**Attack:** Soul blast +5 ranged (1d4+1)

**Full Attack:** Soul blast +5 ranged (1d4+1)

**Space/Reach:** 2-1/2 ft./0 ft.

**Special Attacks:** Soul blast

**Special Qualities:** Amorphous, damage reduction 1/alignment\*\*, essentia pool 2, evasion, incarnum shroud

**Saves:** Fort +5, Ref +4, Will +4

**Abilities:** Str 10, Dex 13, Con 15, Int 6, Wis 13, Cha 13

**Skills:** Diplomacy +3, Hide +14, Knowledge (history) +3, Listen +6, Move Silently +6, Sense Motive +6, Spot +6

**Feats:** Improved Initiative

**Environment:** Any

**Organization:** Solitary, pair, or flood (3–8)

**Challenge Rating:** 1

**Treasure:** Standard

**Alignment:** Always chaotic neutral, lawful neutral, neutral good, or neutral evil

**Advancement:** 3 HD (Tiny)

**Level Adjustment:** —

### LESSER SOULSPARK

**Tiny Outsider (Alignment\*, Incarnum, Native)**

**Hit Dice:** 4d8+8 (26 hp)

**Initiative:** +6

**Speed:** 20 ft. (4 squares), fly 30 ft. (perfect)

**Armor Class:** 16 (+2 size, +2 Dex, +2 natural), touch 14, flat-footed 14

**Base Attack/Grapple:** +4/−4

**Attack:** Soul blast +8 ranged (1d6+2)

**Full Attack:** Soul blast +8 ranged (1d6+2)

**Space/Reach:** 2-1/2 ft./0 ft.

**Special Attacks:** Soul blast

**Special Qualities:** Amorphous, damage reduction 3/alignment\*\*, essentia pool 4, evasion, incarnum shroud

**Saves:** Fort +6, Ref +8, Will +5

**Abilities:** Str 10, Dex 15, Con 15, Int 6, Wis 13, Cha 15

**Skills:** Diplomacy +4, Hide +17, Knowledge (history) +5,

Listen +8, Move Silently +9, Sense Motive +8, Spot +8

**Feats:** Improved Initiative, Lightning Reflexes

**Environment:** Any

**Organization:** Solitary, pair, or flood (3–8)

**Challenge Rating:** 3

**Treasure:** Standard

**Alignment:** Always chaotic neutral, lawful neutral, neutral good, or neutral evil

**Advancement:** 5 HD (Tiny)

**Level Adjustment:** —

### SOULSPARK

**Tiny Outsider (Alignment\*, Incarnum, Native)**

**Hit Dice:** 6d8+12 (39 hp)

**Initiative:** +8

**Speed:** 20 ft. (4 squares), fly 30 ft. (perfect)

**Armor Class:** 19 (+2 size, +4 Dex, +3 natural), touch 16, flat-footed 15

**Base Attack/Grapple:** +6/−1

**Attack:** Soul blast +13 ranged (1d8+3)

**Full Attack:** Soul blast +13 ranged (1d8+3)

**Space/Reach:** 2-1/2 ft./0 ft.

**Special Attacks:** Soul blast

**Special Qualities:** Amorphous, damage reduction 5/alignment\*\*, essentia pool 6, evasion, incarnum shroud

**Saves:** Fort +7, Ref +11, Will +6

**Abilities:** Str 13, Dex 18, Con 15, Int 6, Wis 13, Cha 17

**Skills:** Diplomacy +5, Hide +21, Knowledge (history) +7, Listen +10, Move Silently +12, Sense Motive +10, Spot +10

**Feats:** Improved Initiative, Lightning Reflexes, Weapon Focus (soul blast)

**Environment:** Any

**Organization:** Solitary, pair, or flood (3–8)

**Challenge Rating:** 5

**Treasure:** Standard

**Alignment:** Always chaotic neutral, lawful neutral, neutral good, or neutral evil

**Advancement:** 7 HD (Tiny)

**Level Adjustment:** —

### GREATER SOULSPARK

**Tiny Outsider (Alignment\*, Incarnum, Native)**

**Hit Dice:** 8d8+16 (52 hp)

**Initiative:** +9

**Speed:** 20 ft. (4 squares), fly 30 ft. (perfect)

**Armor Class:** 21 (+2 size, +5 Dex, +4 natural), touch 17, flat-footed 16

**Base Attack/Grapple:** +8/+0

**Attack:** Soul blast +16 ranged (1d12+5)

**Full Attack:** Soul blast +16 ranged (1d12+5)

**Space/Reach:** 2-1/2 ft./0 ft.

**Special Attacks:** Soul blast

**Special Qualities:** Amorphous, damage reduction 10/alignment\*\*, evasion, essentia pool 8, incarnum shroud

**Saves:** Fort +8, Ref +13, Will +7

**Abilities:** Str 13, Dex 21, Con 15, Int 6, Wis 13, Cha 21

**Skills:** Diplomacy +7, Hide +24, Knowledge (history) +9, Listen +12, Move Silently +16, Sense Motive +12, Spot +12  
**Feats:** Improved Initiative, Lightning Reflexes, Weapon Focus (soul blast)  
**Environment:** Any  
**Organization:** Solitary, pair, or flood (3–8)  
**Challenge Rating:** 7  
**Treasure:** Standard  
**Alignment:** Always chaotic neutral, lawful neutral, neutral good, or neutral evil  
**Advancement:** 9–12 HD (Tiny); 13–20 HD (Small)  
**Level Adjustment:** —

*A mote of energy floats across the ground. It resembles a small ball of light surrounded by wispy tendrils of blue incarnum energy.*

Soulsparks are sentient embodiments of incarnum energy. Though a least soulspark can be formed by means of the *soulspark familiar* soulmeld, most are independent creatures formed spontaneously from incarnum.

A soulspark wanders the world alone, but it might choose to follow any other creature it encounters, helping or hindering as its alignment dictates. Chaotic soulsparks tend to be mischievous, while lawful ones loyally follow and attend to their adopted companions. Good soulsparks help creatures in need, while evil ones look for opportunities to take advantage of others when they least expect it.

A soulspark is about the size of an open hand, roughly 8 inches across. Because it is a being of energy, it has negligible weight. The glow of an individual soulspark's body can be as bright as a sunrod or as dim as a candle, depending on the creature's mood and whim (or its creator's will, in the case of a soulspark familiar). Soulsparks glow brightly when angered or happy, and more dimly when sad or bored. Lacking appendages, the soulspark cannot hold or manipulate objects other than by nudging them.

Soulsparks understand Common, and perhaps even other languages, but they do not speak. They communicate empathically by altering their luminosity and shifting their color slightly. Most creatures with a need to garner information from a soulspark eventually work out signals that it can use for "Yes" and "No" responses.

## Combat

A soulspark darts around the battlefield, using its soul blast on targets near the outskirts of the fight. If severely injured, it backs away, focusing its essentia into healing itself before returning to the fight.

**\*Alignment Subtype:** A soulspark's alignment subtype matches its nonneutral alignment component.

**Amorphous (Ex):** A soulspark is not subject to critical hits. Creatures that flank it gain none of the normal benefits of flanking.

**\*\*Damage Reduction (Su):** A soulspark has damage reduction of a type opposed to its nonneutral alignment. For example, a chaotic neutral soulspark has DR 5/lawful, and a neutral evil soulspark has DR 5/good.

**Incarnum Shroud (Su):** A soulspark manifested naturally can manipulate the soul energy surrounding its form and use it for a variety of purposes. This ability gives the creature

an essentia pool equal to its HD. It can invest or reallocate this essentia into the following special abilities as a swift action, as if the abilities were soulmelds.

Each ability has an essentia capacity equal to one-half the soulspark's HD.

**Offense:** A soulspark gains a +1 insight bonus on attack rolls and damage rolls for every point of essentia invested.

**Defense:** A soulspark gains a +1 insight bonus to AC and on saving throws for every point of essentia invested.

**Healing:** A soulspark gains fast healing at a rate equal to twice the number of essentia points invested.

A soulspark created by means of the *soulspark familiar* soulmeld does not have this ability. Instead, it relies upon essentia provided by its shaper.

**Soul Blast (Su):** A soulspark attacks by focusing soul energy on its target as a ranged attack with a range of 5 feet. It gains a bonus on its damage roll equal to its Charisma bonus (if any). This doesn't provoke attacks of opportunity.

## Advancing a Soulspark

A soulspark not created by means of the *soulspark familiar* soulmeld gains 1 additional point of essentia to invest in its incarnum shroud for each Hit Die it gains. Its Dexterity and Charisma scores each increase by 1 for every 4 additional Hit Dice.

## Soulsparks and the Soulspark Familiar Soulmeld

A least soulspark can be shaped by meldshapers using the *soulspark familiar* soulmeld. When *soulspark familiar* is bound to certain chakras, the power of the soulspark is increased (see page 86 for details).

A *soulspark familiar* does not have its own essentia pool or the incarnum shroud ability. Instead, it draws upon the essentia of the meldshaper who shaped it, gaining similar abilities as its shaper desires.



Soulspark



Illus. by D. Griffith



When the god of death shattered the Primal Font, the soul energy that once existed only in one place in the multiverse began to spread throughout the planes. Slowly but surely, incarnum seeped into all living things, and eventually, some creatures began manifesting a special ability to use this power in ways never before imagined by deity or mortal.

Adding a new rule system, particularly one as significant as the incarnum rules in this book, can be challenging. To ease the transition, this chapter provides helpful points, background information, and additional rules to help you, the Dungeon Master, run a campaign that includes the mysterious power of meldshaping. Unlike the rest of this book, this chapter is intended primarily for the DM's eyes.

It is certainly possible to introduce incarnum and its users into an ongoing campaign without giving any serious thought to the means and reasons behind its sudden appearance. Whether an NPC soulborn appears to challenge the player characters or a player creates a totemist as a replacement character in mid-campaign, the campaign can proceed as normal with no sweeping changes. Some players and DMs will want to know more, however, and this chapter is intended to answer those questions in a way that works for your game.

If you include incarnum characters in your game, you should make an effort to incorporate elements of incarnum into the adventures you use as well. Perhaps the paladin that was slated to assist the PCs in an upcoming

adventure becomes a lawful good soulborn instead, or the wraith trapped within the ancient tomb becomes an incarnum wraith. You don't have to call attention to such occurrences—in fact, leaving them unexplained adds exciting mystery to the game.

That said, allowing an incarnum character or two in the game doesn't have to change the style of your adventures. Just as not every adventure necessarily includes an arcane spellcaster, you needn't include an incarnum-based feature in every adventure you run. Such efforts will likely feel forced and artificial, particularly in an ongoing campaign that up to this point has not included incarnum.

## CAMPAIGN ARCS

The simplest method of adding incarnum and meldshaping to your game is to employ a “revisionist” approach: Such elements were always present, but until now, the characters hadn't encountered them or realized such options were available.

To fully implement this approach, you can alter the origins of certain NPCs or particular events to use incarnum rather than some other magical power. Perhaps the master of an evil cult dedicated to terrorizing local towns is actually an evil incarnate, rather than a cleric of an evil deity. As long as the PCs can't easily point to a specific past instance where that



NPC used an ability that can't be explained as a manifestation of his (new) incarnum-based abilities, this shouldn't upset the verisimilitude of your game. And if everyone at the table is comfortable with a little revision of past events, you can take some liberties with that as well.

If you're not comfortable with this kind of revisionist history in your campaign, consider introducing incarnum through the events of the campaign. The rest of this section presents three suggestions for ways to expose your players and their characters to incarnum gradually, over the course of several adventures with a sweeping, epic scope.

## CAMPAIGN ARC: OPENING THE WELLSPRING

Maybe your players haven't encountered other incarnum-using characters before because the PCs themselves are among the first in the world to tap into the energy of souls. This could be because your world is young, and meldshaping simply represents a magical "technology" that has not yet been discovered. You might decide that some significant event needs to occur before meldshaping becomes possible—that before anyone can make use of incarnum, the mysterious Wellspring must first be opened.

You could build a short campaign arc around the opening of the Wellspring. Ideally, you want the Wellspring open so that characters can begin using the incarnum rules quickly, but you still want the quest to feel significant and the players to have a sense of accomplishment once they achieve that goal.

The Wellspring, an enormous cobalt blue monolith, stands in the middle of a barren wasteland in an out-of-the way part of your campaign world. It might be in the middle of Raurin, the Dust Desert, in the FORGOTTEN REALMS setting. In the EBERRON setting, it could lie somewhere in Xen'drik, or in the Frostfell—or perhaps it is guarded by dragons somewhere near the coast of Argonnessen. In the CORE DUNGEONS & DRAGONS world, it might be hidden in the Dry Steppes or the Sea of Dust, or it might stand somewhere in the vast dungeons under Castle Greyhawk. Whatever location you choose, getting there should be an adventure in itself, but not an insurmountable obstacle.

The Wellspring is formed of a solid slab of incarnum. It is a portal through which souls enter the Material Plane to be born in mortal bodies, and through which souls leave when their mortal bodies perish, from there to make their way to the Outer Planes. While the Wellspring stands intact, incarnum cannot be used for meldshaping because all soul energy must pass through the portal, and its design prohibits the use of stray incarnum.

The existence of the Wellspring suggests that meldshaping is not new to the world, but actually very ancient and simply forgotten. Perhaps the abuse of incarnum led to the downfall of an ancient civilization—the Imaskari or the ancient giants of Xen'drik, for example—and the survivors of that civilization or even the deities themselves erected the Wellspring to prevent such abuse from happening again. Or the Wellspring simply might be the means the gods created for souls to enter and leave the world, and meldshaping through incarnum remains an untapped possibility. In any case, "opening" the Wellspring by shattering it does not prevent its primary function of allowing souls to enter and

leave the Material Plane, but it does make meldshaping and all other uses of incarnum possible.

What makes the PCs go looking for the Wellspring? An ancient scrap of prophecy comes to light, scrawled in a crumbling tome of magical lore the PCs discover on their latest adventure, uttered by a blind oracle they seek out for wisdom, or received in answer to a *legend lore* spell:

*Behold the Wellspring's hallowed gate  
Through which all souls in birth and death  
Must pass for good or ill. The fate  
Of all who now draw breath,  
Who once have lived, who yet will be,  
Is bound in cobalt mystery.*

You can alter this fragment so it at least tangentially addresses the information the PCs were seeking from the oracle or spell that provides it, but they should still have to search out other sources to learn more about the Wellspring.

Unless one of the PCs can make a DC 30 Knowledge (arcana) check, learning more about the Wellspring requires visiting huge libraries or seeking out the wisest sages. In that process, they can piece together the history of the Wellspring as you've established it for your world. They might eventually discover that the scrap of prophecy they heard is only part of a longer epic poem describing the establishment of the Wellspring as well as its destruction.

The information they gather about the Wellspring should also suggest to the PCs that they should seek it out. Perhaps the solution to an otherwise unrelated problem they face also lies in the Wellspring—or in the hands of its guardian (an ancient dragon, a powerful demon or angel, or an apparently ordinary human who is destined to live forever).

Only when the PCs reach the Wellspring do they begin to suspect that destroying it might be a good idea. While the Wellspring prohibits the free flow of incarnum around the world, some seepage occurs in its immediate vicinity, so the PCs can get a taste of what incarnum might make possible. Perhaps the Wellspring's guardian is a meldshaper or incarnum creature, the PCs discover incarnum items that only function near the monolith, or they find incarnum spells scrawled on the surface of the Wellspring, in many different hands. Perhaps the guardian himself is inappropriately named: He might be one who has sworn to open the Wellspring and cannot pass from the world until his oath is fulfilled.

Opening the Wellspring presents something of a paradox: It can be shattered only by dealing 50 points of damage to it with an *incarnate weapon*. Figuring out how to shape this soul-meld becomes the next stage of the PCs' quest, and because of the limiting function of the Wellspring, one that can be completed only in close proximity to the great monolith.

Once a PC learns how to shape an *incarnate weapon* (presumably, by taking a level in the incarnate class) and uses it to shatter the Wellspring, incarnum is liberated into the world. Naturally, this has some negative side effects—almost certainly, a sudden proliferation of the lost—but it also makes meldshaping possible. One of the PCs becomes the first meldshaper in historical memory, and others might soon follow by taking levels in the soulborn or totemist class or one of the prestige classes presented in Chapter 6. Azurins begin to be born in the world, too late to be player characters, but you might decide to allow an existing human PC to be

transformed into an azurin in the process of shattering the Wellspring. Dusklings, too, make their way to the world from whatever plane they call home.

The first incarnum-wielding characters have new abilities to explore, but they also must cope with the scarcity of incarnum-related resources. For instance, the incarnum items described in Chapter 5 might have to be crafted by the characters themselves, or discovered within ruins dating back to a time before the establishment of the Wellspring.

## CAMPAIGN ARC: THE SECRET KEEPERS

Another approach to bringing incarnum into your campaign is to assert that it has always been present but has gone unnoticed by the masses or been kept secret through your world's entire history—until now.

How could it go unnoticed for so long? Perhaps it was discovered and implemented by a different culture far from the center of action in your campaign. If you're running a game focused in the North of the FORGOTTEN REALMS setting, perhaps incarnum has been used for years in Durpar and Estagund, far away to the south and east. Or perhaps those who use incarnum are members of a tiny cabal sworn to utter secrecy about the nature of their craft. In the EBERRON setting, they might be a working group of an organization such as the Twelve, allowing characters with ties to the Twelve to earn the chance to become initiated into this secretive cabal.

Imagine that incarnum has always been a part of your world, but its mysteries are hidden away in dusty tomes buried in ancient libraries, awaiting discovery by a group of explorers or treasure seekers. Incarnum occasionally makes its presence known, but few possess the understanding required to distinguish an incarnum wraith from a more mundane wraith or to differentiate the lost from the simply mad or possessed. Azurins are occasionally born among human societies, and travelers sometimes return from far-ranging expeditions with descriptions of skarns and rilkans, but meldshaping remains virtually unknown.

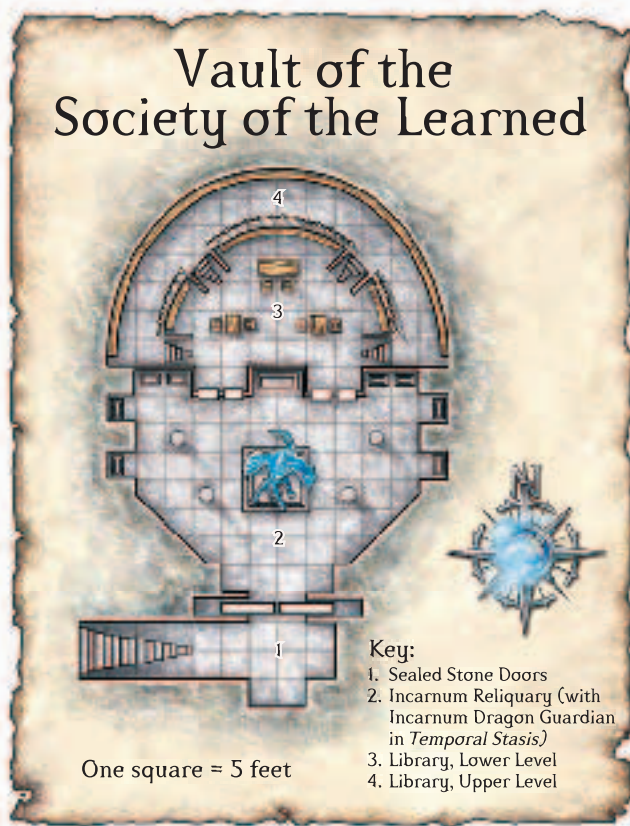
In recent years, a cabal of erudite scholars has developed an interest in these widely scattered but apparently related phenomena. This cabal, known as the Society of the Learned, begins a scholarly campaign to uncover the secrets of incarnum and handsomely pays adventuring parties who bring them tomes containing such secrets.

Unfortunately, the actions of the Society bring them (and the PCs, if they undertake missions at the Society's behest) into conflict with a secretive order of meldshapers known as the Azure Sentinels. This tiny organization has actively preserved the knowledge of incarnum from ancient times down to the present, while going to great lengths to keep that knowledge utterly secret from anyone outside its own membership. Members of the Sentinels include incarnates posing as clerics within religious orders and soulborn hiding within orders of knights and paladins, as well as umbral disciples and witchborn binders who serve as assassins for the order. Quickly noticing the increased efforts of the Society of the Learned, the Azure Sentinels step up their own efforts to keep this knowledge out of the hands of outsiders, and they begin offering their own bounties for ancient tomes.

Initially, the player characters might be contacted by either organization and hired to retrieve lost tomes from ancient ruins. If it suits your preferred style of play, these adventures can be very straightforward: The PCs enter a dungeon, fight its denizens, defeat the evil opponents (members of the organization they don't work for), and return to their beneficent employers with the tomes. The element of racing with an opposing force to recover an item that both groups seek can create a high level of tension and excitement in these adventures.

You might also consider a more complicated possibility: The Society of the Learned puts the word out that it is seeking the Tome of Murthien the Soul-Render, a book of ancient lore last seen in the Temple of the Nineteen Stars before it was overrun by the Darkling Horde. This news spreads primarily through scholarly circles and makes its way to a PC wizard through learned connections. At the same time, the Azure Sentinels make inquiries about hiring adventurers to enter the ruined Temple of the Nineteen Stars, and word reaches the PCs through the underworld connections of the party's rogue. Lacking more specific information, the PCs decide to take the job, believing that they are accepting a commission from a single employer. When they discover the Tome of Murthien the Soul-Render, however, they have to decide what to do with it, lacking any real information about either organization. Perhaps they simply decide to keep the Tome for themselves, plumbing its secrets but earning the enmity of both organizations.

A further twist is that neither organization is clearly good or evil. The Society of the Learned is motivated primarily by a thirst for knowledge. Many scholars among its ranks seek this knowledge for benevolent reasons or just for knowledge's



own sake, although some do seek power for their own evil ends. Similarly, the Azure Sentinels are secretive and mysterious, and while they include militant members who wouldn't hesitate to steal or kill to protect the order's secrets, they are not all evil. Thus, adventures involving the conflict and competition between these two groups will not necessarily devolve to each doing its level best to kill all the members of the other.

Once the PCs get involved in this conflict, however, it is difficult not to choose a side. And once they choose a side, their involvement only escalates. Soon they are leading raids on the Society's extradimensional vaults—or defending those vaults against Sentinel raids. Naturally, they continue to search for the lore at the center of the dispute, always finding themselves at the heart of the conflict. As these adventures progress, the PCs can learn, from friend and foe, more about incarnum along the way.

This gradual learning about incarnum is the heart of this campaign arc, at least in terms of bringing the rules in this book into play. The PCs' adventures might take them to distant lands where skarns and rilkans dwell or to the home plane of the duskings, which could provide the players with an opportunity to replace a fallen PC with a new character from one of these races. Their acquisition of incarnum-related lore is certain to include the discovery of incarnum magic items, and PCs could gradually learn the incarnum feats they need to gain *essentia* to invest in those items. Eventually (and it is best to delay this), one or more of the PCs might learn the secrets of meldshaping. If they are working for the Azure Sentinels, they might reach such a level of trust and respect within the organization that they become full members, eligible to study under the incarnate and soulborn masters of the Sentinels. On the other hand, if they work for the Society or remain free agents, they might simply piece together enough information to learn meldshaping independently, simultaneously making themselves very dangerous to the Azure Sentinels and extremely valuable to the Society of the Learned.

Eventually, however, a new threat emerges that forces the PCs to negotiate a truce between the Sentinels and the Society. Something schemes to stop the free flow of incarnum through the planes. Perhaps a powerful necrocarnate sets up a great black monolith (similar to the Wellspring described in the previous section) designed to corrupt or harvest souls as they pass between mortal life and the worlds beyond. Maybe the minions of a demon prince seek to divert those souls to the Abyss to feed their master so he can ascend to godhood. Or perhaps a mighty dragon situates himself at a font of soul energy to feed on raw incarnum at the point where it comes into the Material Plane. In any event, the plans of this malevolent force threaten the very existence of incarnum and all who use it. To overcome this threat, the PCs must force the Society of the Learned and the Azure Sentinels to put aside their differences and work together to defeat the evil forces.

## CAMPAIGN ARC: THE LAST MISHTAI

Another way to present the idea that incarnum and all the incarnum-related creatures and effects in this book have always been around is to assume that the use of incarnum is geographically isolated—on another continent or another

plane. The location might be unimaginably remote, on a demiplane that connects to the Material Plane for only one year out of every 10,000 years, or simply in a distant country the PCs have never visited or heard much about. Wherever the incarnum-users have developed, in this campaign arc, they infiltrate an existing setting with a purpose, bringing intrigue and adventure with them.

The campaign arc begins when the skarn Vishtek II, Potentate Perfect of the city Nor, discovers a tantalizing reference in a recently recovered planar codex. The text refers to “the last mishtai,” a survivor of the cataclysm that destroyed the mishtai progenitor race. According to the codex, a lone mishtai avoided his race's destruction by making a flight to the homeland of the PCs (or someplace much nearer the center of your campaign's action).

The dominant skarn culture still seeks to attain the mishtai's great goal: perfection of form. They believe that they are close, thanks to incarnum and centuries of meldshaping. After reading the reference to the last mishtai, the Potentate Perfect stops at nothing to find the mysterious survivor and learn his or her secrets. The highly ordered skarn society is immediately mobilized. The hammers of smiths ring loud, lurid flames burn through the night in the high tower windows of the Temple of Wee Jas, and the Ceremony of Seekers is postponed at the Mishtoran amphitheater. The spine fighters begin to prepare for a war of conquest over anything that might stand between them and the last mishtai.

As the skarns send an exploratory vanguard to the PCs' homeland, the characters' first encounter might be with lost creatures tainted by wisps of stray incarnum that seem to waft before the approaching skarn forces. For great effect, consider turning an acquaintance or friend of the PCs into a lost. As the PCs research the bizarre ailment afflicting their friend, they learn of more lost appearing in ever-increasing numbers as the skarns draw closer.

While the city of Nor's military searches for the last mishtai, other factions also join in the hunt. A lawful evil band of skarns known as Bones and Spines has no qualms about leaving dead bodies piled in the streets of the heroes' city while searching for the last mishtai. The PCs' first encounter with a meldshaper could be when they face Bones and Spines. During this encounter, emphasize the alien quality of the invaders. Use soulmelds whose visual and mechanical effects are not easily duplicated by spells. If the PCs capture one of the Bones and Spines band, they can interrogate him and learn more of the forces that are marching toward their homeland.

The rilkans are not immune to the lure of finding the last mishtai, and they follow the skarns in two main groups. First come various rilkan daredevils, looking to write their names in the history books by being the first to locate the last mishtai. One or more of these daredevils undoubtedly offers to join the PCs' adventuring company, praising their spirit and reputation for derring-do. The second group of rilkans to arrive consists of merchants. Always happy to supply goods and services to opening markets, the rilkan merchants might provide the first opportunity for the PCs to purchase incarnum magic items.

Duskings seem to be drawn to areas where incarnum is used, and the arrival of skarns and rilkans lures these fey from

their extraplanar homes to these new lands. PCs might find themselves drawn into territorial disputes and other conflicts between the newly arrived dusklings and fey creatures native to lands the heroes hold dear.

The presence of all these incarnum creatures also induces the birth of azurins (as well as the arrival of azurins from distant lands, seeking the last mishtai for their own reasons). These unusual births in human communities create a profound unease and an unfocused, frustrated anger among the populace. Pitchforks pounding in town square protests become common. Existing enemies in your campaign might choose this time of social strife to make a grab for political or geographical power by playing to the anger of the mobs. They promise retribution and bloodshed for the “defective” births, but they don’t much care whose blood is shed. If the PCs are not major political powers themselves, one or more factions might hire them to gather “dirt” on an opposing faction, possibly requiring a visit to the now-ruined and monster-infested castle of the opposition’s birth to find embarrassing documents or artifacts.

The major power brokers of the land begin to form ties with the distant skarn city of Nor. The Potentate Perfect wants a treaty that allows him to billet his soldiers in one of your setting’s cities. The skarns do not know the disposition or power of the last mishtai, and they want to be prepared for anything. At the same time, rilkan states and businesses attempt to ally with political regimes. Whereas the skarns are unwilling to share control of the last mishtai, should he be found, the rilkans are opposed to the idea of “controlling” another living creature at all. They’re in it only for the adventure and the coin. Consequently, rilkan capitalists might finance PC adventuring parties against a share of future loot, and rilkan bards might pay the PCs for interviews after each successful dungeon foray seeking the knowledge and location of the last mishtai.

Does the last mishtai really exist? And if so, is he located in the characters’ home region? These are questions left to the DM to answer as best suits her campaign.

- One answer is that the last mishtai no longer exists as an individual. He has used incarnum to merge his consciousness with an entire race—this is the origin of the rilkans’ racial knowledge pool.
- Another answer could be that the last mishtai still lives and is conducting experiments to force everyone on the plane to assume his idea of the perfect form. The culmination of the campaign could be a rush to stop the last mishtai from remaking every living creature in his own image.
- Still another answer could be that the last mishtai has been a prisoner for millennia, bound by *imprisonment* or placed in *temporal stasis* deep underground, surrounded by nests of behirs, purple worms, and ropers. The deities have placed him here for his hubris; only they are allowed to attain perfection of form. Or perhaps the last mishtai is hiding from the gods, who want to strike him down; this could explain why he is so hard to find.
- A final possible answer is that the mishtai is alive and well, living a contemplative life in a small village and amused by the frenetic energy spent in tracking him down. He has in fact achieved perfection of form, and he offers it to the characters—for a price, of course. This leads to more

adventures; perhaps the last mishtai wants to see the skarn and rilkan races reconciled, surely an epic quest if there ever was one!

## INCARNUM LOCATIONS

Incarnum is more than a tool to be wielded in mortal hands. Sometimes, it is an uncontrolled force that taints negative emotions to form the lost (see page 181). And even though it is fundamentally a force of life and animation, incarnum can also permeate sites and locations. This section describes a few special terrain features related to incarnum and details a planar touchstone suffused with incarnum.

### INCARNUM TERRAIN

The eight types of sites and terrain described here add an element of incarnum to the environment in which an adventure takes place.

To make the best use of this terrain, ensure that the player characters have a good reason to travel through it and not simply go around it. Perhaps the ruins they seek are located in a soulclamor forest, or the dreadful monster they must slay has emerged from its lair in a necrocarnum bog. Used this way, incarnum terrain becomes an additional part of the challenge of an adventure or encounter, rather than an encounter in itself.

You shouldn’t feel bound by the terrain types described here. For example, there’s no reason you couldn’t create a soulclamor bog or a necrocarnum desert instead.

#### Dolmen Circle

*Great slabs of stone rise from the earth as if summoned from the rock itself. The stones form a great ring, each pair of standing stones supporting another great horizontal slab above them.*

Whether dolmen circles were raised in prehistoric times or are more recent constructions, powerful magic almost certainly figured in their establishment. Some quality of the site heightens the power of incarnum, whether the pattern of the standing stones or an invisible crossing of lines of power marked by the circle, and calls to the lost like the voice of home.

A dolmen circle is formed of about 30 large slabs of stone erected in a circle roughly 100 feet in diameter, with stones laid across the top of the slabs to form a continuous circle. The slabs are hewn stone (DC 25 Climb check) and stand about 20 feet high. Sometimes, smaller circles of stones stand within the larger circle. The whole area might be encompassed by a trench or a berm (see page 91 of the *Dungeon Master’s Guide*), forming an outer circle up to around 300 feet in diameter. Dolmen circles appear in areas of plains terrain.

While within 300 feet of the center of a dolmen circle, any creature with the incarnum subtype gains a +1 morale bonus on attack rolls, weapon damage rolls, saving throws, and skill checks.

Unfortunately for those who try to gain the benefits of a dolmen circle, these places act as beacons for the lost. Any creature with the lost template that comes within 1 mile of a dolmen circle must make a DC 23 Will save or travel immediately to the circle and make its new lair within sight



of the stones. A lost creature that makes a successful saving throw is immune to the lure of that dolmen circle for 24 hours. This is a mind-affecting enchantment (compulsion) effect similar to the *sympathy* spell.

Members of the Pentifex Order (see page 209) consider dolmen circles sacred.

If the stones of a dolmen circle are moved to a new location and restored to their precise positions relative to one another, there is a flat 50% chance that the effects of the circle persist. Considering that each stone weighs between 25 and 50 tons, this would be no small undertaking.

### Incarnate Earth

*The plants here seem unusually large and colorful, almost bursting with life. Berries are plump and ripe, trees are tall and free of rot, and even the grass seems vibrantly alive.*

In certain places, the very soil is suffused with incarnum, which lends vibrancy to everything in the area. The soil and everything that grows in it has the faintest tint of blue.

Incarnate earth typically appears in roughly circular areas 3d8×10 feet in diameter. These areas also might contain other terrain types, though they are more common in places where life abounds—such as verdant forests and teeming swamps—than in desolate areas such as deserts, tundras, and mountaintops. The incarnate earth has little effect on the terrain features in the area, except that forests are usually dense or medium (rather than sparse), and all types of terrain contain more and heavier undergrowth than usual.

Any character with an *essentia* pool finds the size of that pool increased by 1 as long as she remains in an area of incarnate earth.

Standing water is rare around incarnate earth; the vital energy in the area seems to encourage water to move. Where small pools or springs do occur, drinking a draft of water provides the same benefit as activating an *essentia jewel* (see page 113), adding 1 to the drinker's *essentia* pool for 1 round. Drinking this water, like drinking a potion, is a standard action that provokes attacks of opportunity. The effect of drinking is not cumulative with the benefit from being in an area of incarnate earth, and a draft loses its potency 1d4 hours after being removed from the area. A character can only benefit from the effect of a single draft in any given round.

If incarnate earth is dug up and transplanted to another location, it requires soil at least 2 feet deep in a 15-foot-diameter area to provide any benefit. Smaller quantities of incarnate earth isolated from their source do not function.

### Lost Site

*The air in this place seems thick and heavy, suffused with a palpable gloom. Just standing here seems to stir up the worst kinds of emotion.*

Lost sites are very similar to the lost creatures described in Chapter 7 (see page 181)—places where negative emotions are tied to the land itself, twisting everything there into a mirror of the hatred, wrath, despair, or misery that suffuses the sites. Faces contorted with hatred or wracked with despair appear in the bark of trees or clumps of moss. Howls of wrath or moans of misery are heard on the wind. The animals in the area mimic the emotions of the site in their behavior.

A lost site is typically defined by some other geographical boundary, and its effects extend throughout the area so defined. Thus, a lost site might be a stand of trees, a single building or ruined structure, a lake, a mountain peak, a valley, or some other area easily defined by natural or artificial features. Occasionally, a lost site encompasses a much larger area, such as a huge forest, a city, a mountain range, or a desert. Lost sites can contain any other terrain type, from dense forests to sandy deserts. The site's lost nature has no effect on the terrain features within it.

Creatures entering a lost site are exposed to a disease that is functionally similar to *mindfire* (see page 292 of the *Dungeon Master's Guide*) and must make a successful DC 12 Fortitude save to avoid contracting this illness. After a 1-day incubation period, infected creatures take 1d4 points of Intelligence damage. Once per day thereafter, infected characters must succeed on another saving throw or take the same damage. Unlike *mindfire*, the victim must make three successful Fortitude saves in a row (rather than just two) to recover from this illness. Leaving the lost site has no effect on the progress of the illness.

If an infected creature takes 6 or more points of Intelligence damage while within the bounds of a lost site, the creature immediately gains the lost template described on page 183. Only living creatures with an Intelligence score (before disease damage) of at least 3 are at risk of becoming lost.

A more immediate risk to characters entering a lost site is the danger that incarnum they shape and use might pick up the tainted emotions of the site. Any time a character in a lost site reallocates essentia, the character must make a Will save against a DC equal to 5 + the size of the character's essentia pool. If the saving throw fails, the character is temporarily stricken by a powerful emotional effect, depending on the dominant emotion of the lost site.

**Despair:** Affected creatures suffer the effects of a *crushing despair* spell for 1d4+1 rounds.

**Hatred:** Affected creatures suffer the effects of a *song of discord* spell for 1d4+1 rounds.

**Misery:** Affected creatures are *confused* for 1d4+1 rounds.

**Wrath:** Affected creatures gain the benefits of a *rage* spell for 1d4+1 rounds. Further, creatures must enter melee each round they are affected—by preference with the nearest enemy, but failing that, with the nearest creature, whether it is friend or foe.

There is no way to move the effects of a lost site to a new location.

## Midnight Grove

*Great black trees hung with blue-gray moss block any view of the sky from this place. Though there is no breeze, the moss twists and sways in the air, and at times even seems to reach toward you.*

A midnight grove is a stand of trees suffused with incarnum of the worst sort. The power of the grove drains essentia from creatures within it, and then uses that power to form midnight constructs.

A midnight grove is typically 5d12×10 feet in diameter. It is functionally identical to a sparse forest, made up of typical trees and light undergrowth in roughly half the squares within the grove. These terrain features are unaltered by the incarnum in the grove.

Any character entering a midnight grove must immediately make a DC 17 Fortitude save or lose 1d4 points of essentia. If the creature does not have an essentia pool (or its essentia pool is already depleted), it takes 1d4 points of Constitution damage instead. Characters who remain in the grove must repeat this saving throw every 10 minutes.

As soon as the midnight grove has drained a total of 4 points of essentia, it uses them to form a lesser midnight construct (see page 184). If it has drained more than 4 points of essentia, it invests the extra into the construct to give it special abilities. Once the grove has drained 10 points of essentia, the construct becomes a normal midnight construct (instead of a lesser one), with any essentia in excess of 10 points providing it with special abilities. Finally, once the grove has drained 16 points of essentia, it forms a greater midnight construct.

Thus, a grove with 9 points of drained essentia to spend creates a lesser midnight construct (4 Hit Dice) with 5 points of essentia invested to give it special abilities. As soon as the grove drains 1 more point of essentia, the construct transforms instantaneously into a normal midnight construct (10 Hit Dice) with no essentia available for special abilities. When the grove has drained 15 points of essentia, it has 5 points to invest in its midnight construct. When the grove drains 1 more point of essentia, the construct



*A midnight grove seeks to ensnare unwary travelers*

becomes a greater midnight construct (16 Hit Dice) with no special abilities.

The midnight construct attacks any creature within the grove or up to 50 feet beyond its borders, but it does not stray farther than that from its grove. It carries any dead characters to an edge of the grove, where they rapidly decompose. After 24 hours, no corpse remains. In its place stands a new tall tree, extending the grove's influence by 10 feet in that direction.

It is not possible to relocate a grove's effects except, perhaps, by encouraging it to extend in one direction while clearing trees on the grove's opposite side, causing it to move very slowly across the landscape.

## Necrocarnum Bog

*Fetid gray water pools between clumps of blackened reeds. Here and there, bones jut up from the muck, and the stench of the place is reminiscent of a charnel house.*

In a necrocarnum bog, incarnum has fused with the necromantic forces inherent at the site of a great massacre or costly battle, transforming the place into a swamp of death.

A necrocarnum bog typically extends anywhere from a few hundred yards to several miles in diameter, depending on the size of the slaughter that occurred there and on the age of the bog (older ones are larger). It is similar to a swamp (see page 88 of the *Dungeon Master's Guide*), but areas of shallow bog are even more common than usual, with correspondingly fewer areas of undergrowth.

Undead of all sorts roam necrocarnum bogs, especially creatures with ties to incarnum, such as incarnum wraiths

and necrocarnum zombies (both described in Chapter 7). In fact, any corporeal creature with a skeletal system that dies within a necrocarnum bog instantly reanimates as a necrocarnum zombie. Such zombies attack the nearest living creature at will.

**Deadsand:** An insidious danger in a necrocarnum bog is the threat of deadsand. While functionally similar to quicksand, deadsand also has a negative energy effect that reduces the essentia pool of a living creature trapped within by 1d4 points each round. Creatures with no essentia pool (or an essentia pool reduced to 0) take 1d4 points of Constitution damage instead. To make matters worse, necrocarnum zombies lurk in deadsand, grappling creatures trapped in the bog.

### Soulclamor Forest

*The trees in this forest grow close together, weaving their branches together to block any view of the sky. You have an almost constant sense that something is moving at the edge of your field of vision, but the forest seems still when you look directly at anything. Not so the sounds, however—the air is filled with a constant low murmur like voices, but no distinct words.*

Some forests, for reasons that are unclear, draw incarnum to them and gain a sort of collective consciousness as a result. The mind of a soulclamor forest is barely sentient, but it reacts with strong emotion to the use of incarnum within its bounds.

A soulclamor forest can be an isolated wood or part of a larger forest, and its area ranges widely in size. A typical soulclamor forest is 2d20 miles across. For most purposes, it is identical to dense forest.

Any creature that attempts to reallocate essentia while in an area of soulclamor forest must make a DC 15 Concentration check to do so. Failure indicates that the character's essentia remains allocated as it was previously.

Something about the nature of a soulclamor forest draws powerful predators to its sheltering trees. Traveling through an area of soulclamor forest typically results in encounters with an average Encounter Level about two levels higher than normal for the surrounding forest or other adjacent terrain, and encounters are 2% more likely to occur each hour.

### Soulless Waste

*If possible, this area is even more lifeless than the surrounding desert. Nothing grows, no snakes or vermin scurry, and no wind blows. Something about the place weighs heavily as you travel through; even talking seems like too much effort.*

A soulless waste is an area where no incarnum can flow. It is said to result from a blighting disease or curse that ruins the land, preventing anything from growing and hedging out animal life. Some incarnates with a religious bent call these areas Nerull's footprints, and speak of the places where the death god's feet touched the earth as he traveled to shatter the Primal Font.

Soulless wastes are 2d4 miles in diameter and are found in the middle—often the exact center—of more ordinary desert terrain. The terrain within a soulless waste is ordinary tundra, sandy desert, or rocky desert, the same as the terrain outside the wasted area.

It is impossible to shape soulmelds within the bounds of a soulless waste. If a character attempts to unshape an existing soulmeld and shape a new one, he finds that he cannot shape the new one, and he must make a DC 15 Concentration check to keep the old soulmeld shaped.

Far worse, it is impossible to invest essentia in any receptacle while within a soulless waste. Characters with an essentia pool do not lose that pool, and they can still lose essentia as a result of spells or special abilities (such as the touch of an incarnum wraith), but they cannot invest essentia in soulmelds, class features, feats, spells, or other receptacles. In a soulless waste, essentia invested in any receptacle, even an incarnum feat, returns immediately to the character's essentia pool, remaining uninvested until the character leaves the waste.

### Wildsoul Zones

*This area seems no different from its surroundings, but you find your incarnum abilities scrambled as you pass through it.*

A wildsoul zone is indistinguishable from the surrounding terrain, which can be any kind of natural terrain or artificial construction, such as a dungeon. Characters who rely on the use of incarnum find their abilities jumbled within such a zone, however.

A typical wildsoul zone is a roughly circular area with a radius of 2d4×5 feet. The presence of a wildsoul zone has no physical impact on the terrain within it, and in fact, these zones move randomly, sometimes creeping slowly at the rate of 5 feet per week, and sometimes zooming from one region to another.

Any character with an essentia pool who enters a wildsoul zone finds her essentia randomly reinvested. One way to determine this reinvestment is to proceed down a list, beginning with the character's shaped soulmelds, continuing with feats, and ending with any other receptacles the character has. For each receptacle on this list, roll 1d6–1 to determine how much essentia is now invested in it. (If the character's essentia capacity is only 2 or 3, roll 1d4–1 instead.) Stop when the character's entire essentia pool is invested or the list is exhausted, in which case any remaining essentia is uninvested.

If you use physical objects to represent the character's essentia and soulmelds, such as tokens or beads on the essentia tracker on page 220, you can simply gather up all the beads and drop them on the sheet(s) with the character's melds. Essentia are invested where they land; any beads that land off the sheet(s) represent uninvested essentia. If more beads land on any soulmeld than its capacity, the extra essentia is uninvested.

Once the character's essentia is randomly reinvested in this fashion, the character cannot reallocate essentia, though she can invest any essentia that remained uninvested. Any invested essentia remains invested as determined until the character leaves the wildsoul zone.

When the character leaves the zone, essentia that was invested in incarnum feats and other all-day investments returns to where it was invested before the character entered. Essentia that was reinvested in other receptacles stays where it is, but the character is now free to reallocate the essentia as desired.

There is no known means of controlling or restricting the movement of a wildsoul zone.

## THE BASTION OF SOULS

### Encounter Level 9 Planar Touchstone

*Faceted crystal surfaces glow with the emerald, sapphire, and other hues of precious gems. Clear crystalline trees sprout thickly from the floor, laden with brilliant points of white light. The sound of thousands of crystal leaves constantly chiming like bells fills the air. A blaze of brilliant light shines in the center of this area.*

The Bastion of Souls is one of several fonts of preincarnate souls, created before there were deities and existing without any divine influence. Incarnum flows like water through the heart of the Bastion, passing from the Bastion to the Material Plane to enter mortal flesh.

The Bastion is made of solidified positive energy—unbreakable, impenetrable to magical entry, and unresponsive to magical methods to learn about the interior. Creatures inside it cannot summon aid with calling or summoning spells. Inside the Bastion, the visual brilliance of the Posi-

tive Energy Plane is absent and gravity becomes objective (rather than subjective), but it otherwise conforms to the traits of the Positive Energy Plane.

Inside the Bastion of Souls, crystalline trees sprout preincarnate souls, which appear like brilliant points of light. When “ripe,” a soul falls from the tree in a flash of brighter light and the preincarnate soul flies off, soon to incarnate somewhere in the multiverse. If picked before it is ripe, the preincarnate soul withers and dies within 10 rounds, dooming a creature somewhere in the multiverse to a soulless birth.

At the center of the Bastion is the Node, where soulstuff coalesces from the very fabric of the Positive Energy Plane. From the Node, it is drawn to nurture the crystal trees where the souls grow, but soul energy also flows from the Node directly to the Material Plane in the form of incarnum.

**Location:** The Positive Energy Plane.

**Initial Encounters:** Roll on the Bastion of Souls encounter table when the characters visit the site for the first time, or for the first time in over a year.

**Subsequent Encounters:** Once the characters clear out the Bastion, on subsequent visits the chance of an encounter

## PLANAR TOUCHSTONES

Certain places in the cosmos resonate with unique forms of energy. The Bastion of Souls, described here, is one such place. The cosmological association of linked planes, demiplanes, and connective dimensional realms creates a vast network over which the energy of existence itself is channeled. Less-connected demiplanes and planes are the nodes of this network, while the most highly connected planes are the hubs, where their many linkages to other planes suffuse them with excess energy. Those able to form a linkage with a hub are rewarded with a heady charge of supernatural power. These hubs, usually places already resonant with mythic possibility, are known as planar touchstones.

The Planar Touchstone feat described below (originally presented in the *Planar Handbook*) allows those who possess some association with a given planar location—in the form of an object native to the planar touchstone—to forge a link. A link forged with a planar touchstone provides a base ability that is always active. The link also provides characters with the possibility of supercharging their abilities by making a personal visit to a touchstone site. Such a visit allows the power inherent in the touchstone to discharge directly into the visitor, granting the character a higher-order ability that she can call upon a limited number of times before it is exhausted. Additional visits to that planar touchstone (or any other touchstone) can revitalize her charge, as needed. If she visits a touchstone other than the one she originally linked to when taking the feat, she swaps out the base ability of the old site for the new, and gains the higher-order ability of the new site (while losing any remaining higher-order uses of the old site). For those intimately familiar with planar touchstones, visiting one or more touchstones is known as “taking the touchstone tour.”

### FEAT: PLANAR TOUCHSTONE

Forge a link between you and power-rich planar locations, referred to as planar touchstones.

**Prerequisites:** Portable object of at least 250 gp value native to any designated planar touchstone site, Knowledge (the planes) 8 ranks.

**Benefit:** Choose any site designated as a planar touchstone for which you also possess an object native to that location, as noted in this feat’s prerequisite. When this feat is first taken, forging a link between yourself and a chosen planar touchstone takes 24 hours of uninterrupted concentration. To forge a link, you must spend 10 experience points and expend the object described in this feat’s prerequisite.

Once the link is forged, you gain the base ability described for that touchstone. If you physically visit the planar location once you’ve forged a link, you also gain a higher-order ability with a limited number of uses, as described for that planar touchstone. You can repeatedly visit the planar touchstone, each time recharging your usages of the higher-order ability. Usages of a higher-order ability do not stack, so visiting your planar touchstone prior to using up any of your higher-order usages confers no additional benefit.

Once you’ve established a link with one planar touchstone site by taking this feat, you can also freely visit other planar touchstones. When you do so and fulfill the higher-order ability’s recharge condition for the alternate site, you immediately gain the base ability of the new planar touchstone site and lose the base ability of the previous site. You also lose any remaining uses of the higher-order ability of your previously selected site (if any), and instead gain the specified number of higher-order ability uses appropriate to the new site.

In this way, you can “unplug” from one site and “plug in” to a new planar touchstone site as often as you desire. Thus, after expending the raw materials and experience points for making your first connection, making subsequent connections with different sites is as easy as fulfilling the higher-order recharge condition.

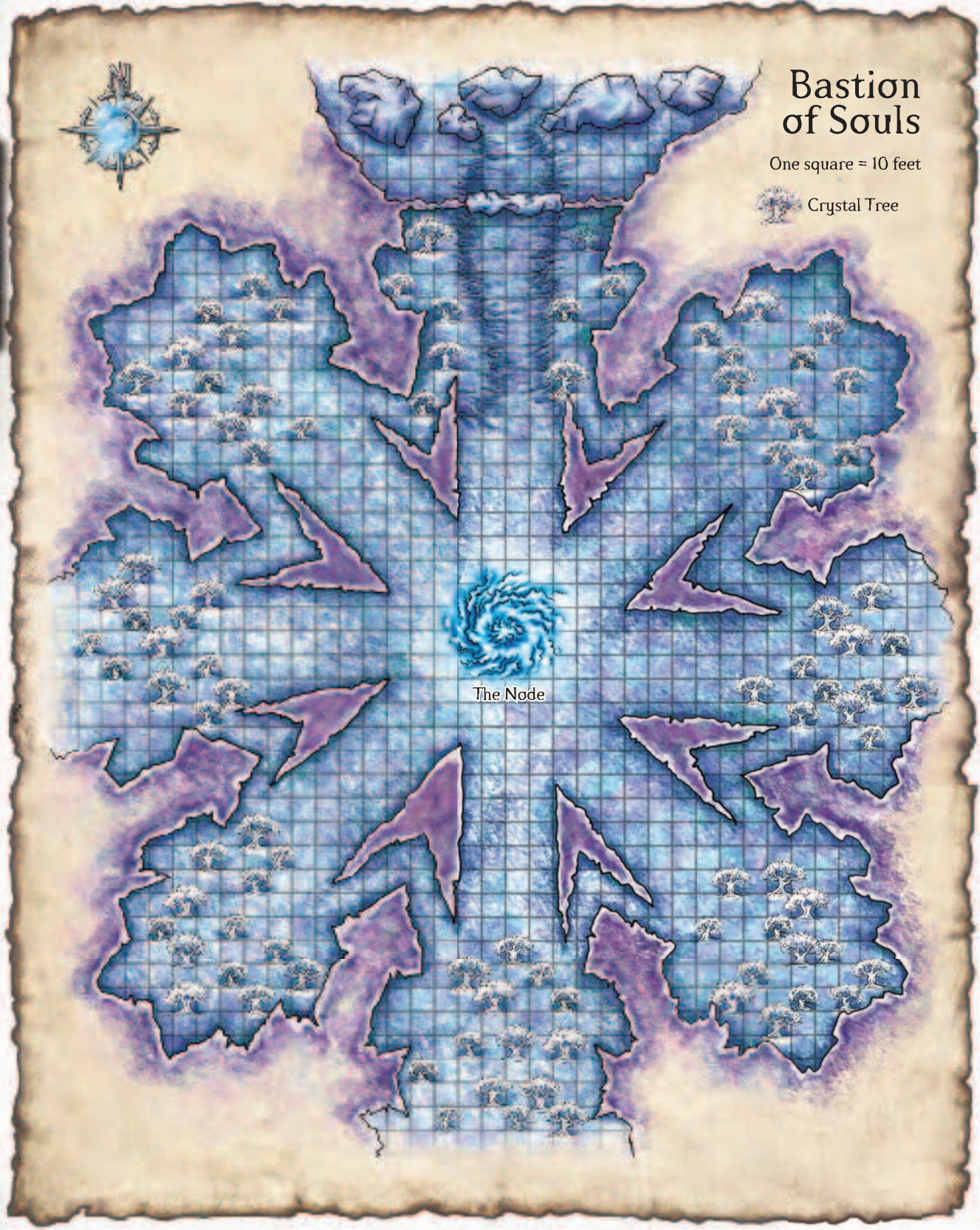
**Special:** You can take this feat more than once. Each time, you gain the base ability to retain one more planar touchstone location in addition to your previous ability. You also gain the capacity to retain uses of one more planar touchstone’s higher-order ability.





# Bastion of Souls

One square = 10 feet



The Node

#### BASTION OF SOULS ENCOUNTERS

d%	Encounter	Average EL
01–10	1d3 ravids	7
11–25	1d3 young incarnum dragons	9
26–50	1d6 4th-level skarn incarnates and 1 skarn fighter 5/spinemeld warrior 1	9
51–75	2d4 xag-yas	9
76–90	1 juvenile incarnum dragon	9
91–100	1 human paladin 6/incandescent champion 5 11	11

is only 60%. If the PCs fail to visit the location for more than a year, they must roll for encounters as if they had never visited the site.

**Base Ability:** You gain 1 point of essentia. (See the Planar Touchstone sidebar, which describes the feat needed to gain abilities from planar touchstones.)

**Recharge Condition:** Immerse yourself in the flowing stream of soul-stuff.

**Higher-Order Ability:** When you activate this ability, you can bind one additional soulmeld or magic item to one of your available chakras, exceeding your normal limit of simultaneous chakra binds. This chakra bind lasts for 1 day.

**Higher-Order Uses:** 1.

#### XAG-YA (ENERGON)

CR 4

N Medium elemental (incorporeal)

**Init** +3; **Senses** darkvision 60 ft.; Listen +0, Spot +4

**Languages** None

**AC** 17, touch 17, flat-footed 14

**hp** 27 (5 HD)

**Immune** poison, sleep, paralysis, stunning, critical hits, flanking

**Resist** incorporeal

**Fort** +2, **Ref** +7, **Will** +1

**Speed** fly 20 ft. (good) (4 squares)

**Melee** incorporeal touch +6 (1d6 plus positive energy) or

**Ranged** positive energy ray +6 touch (1d8)

**Base Atk** +5; **Grp** —

**Atk Options** positive energy lash (undead take extra 2d8+5 damage from touch; can heal living creatures for 2d8+5)

**Special Actions** turn undead 5/day (+4, 2d6+9, 5th), explosion

**Abilities** Str —, Dex 17, Con 12, Int 7, Wis 10, Cha 18

**SQ** cannot be raised or resurrected

**Feats** Combat Reflexes, Extra Turning

**Skills** Hide +7, Spot +4

**Explosion (Su)** When reduced to 0 hp, a xag-ya's body is destroyed in an explosion of positive energy that deals 1d8+9 points of damage to everyone in a 20-foot-radius burst (Fort DC 16 half).

## THE PENTIFEX ORDER

*"This is the tale that the caste mothers tell, in their camps under the star-shadows of the dolmens, when night is deep on the world and dawn is far away.*

*"In the beginning, fourteen archmagi sacrificed seventeen eyes to bring incarnum to our world. With these precious drams of eternal soulstuff, they hedged in the encroaching Ravener, and so the Starved Age began.*

*"The first living creature of Incarnum was a duskling fey, born of a ewe and a shower of moonlight. This was Ilvit, called the Opener, and so the Fecund Age began.*

*"The last living creature of Incarnum shall be the daughter of the encroaching Ravener, hedged and proud. She will gather all the lost and make of them a scourge to flay the land. And so the gyre turns, and so the stars dim.*

*"Children, guard the ancient sites and hunt the lost, that the scourge falls lightly when it comes."*

—Meredythe Gorbabyn,  
Pentifex Monolith

Dedicated to policing the use and abuse of incarnum in the world, the Pentifex Order is an example of an incarnum-related organization with potential appeal to characters of any race, class, and even alignment. The lost are their favored enemies, and necrocarnates their sworn foes. Under the banner of preventing the misuse of incarnum, the Pentifex Order draws incarnates, soulborn, and totemists alongside clerics, paladins, wizards, fighters, and rogues (to name but a few) to join in their vital mission.

## JOINING THE PENTIFEX ORDER

The Pentifex Order stands ready to embrace anyone who will take up its cause and prove loyal to its goals. The only absolute prerequisite for joining the order is having an essentia pool. The order doesn't care whether you have that pool by virtue of belonging to an incarnum race, taking levels in a meldshaping class, or taking incarnum feats.

**Entry Requirements:** Essentia pool 1.

The Pentifex Order maintains a large force of loose affiliates and a much smaller core of initiates ranked in a strict hierarchy. Most of the highest-ranking members of the order are incarnates, with a few soulborn in the mix. The lower levels of the hierarchy include characters of all classes who aid the goals of the order simply by doing whatever they do best—putting their particular skills and talents to use in battling the lost and thwarting the schemes of necrocarnates.

When a character is accepted as an affiliate member of the Pentifex Order, she receives basic training in the nature of the lost and effective means to recognize and combat them. Further training is not necessary unless the character requests it, until such time as she is ready to advance into the upper hierarchy of the order.

## PENTIFEX ORDER BENEFITS

The primary concern of the Pentifex Order is controlling dangerous incarnum, and the order does everything it can, with its limited resources, to assist those who are engaged in that work.

**Goods:** The Pentifex Order has few material resources to spare, especially for affiliate members. For initiates into the higher ranks of the order, however, they provide armor and weapons of a peculiar brushed-gold color that carries hints of red and brown. These serve as a badge of membership and authority within the order. These weapons and armor are made of a metal called pentifex, which is functionally equivalent to steel, distinguished only by its unique appearance. The order trades pentifex magic weapons and armor for otherwise identical steel ones at no cost to the initiate.

Thus, a character who becomes an initiate in the order can freely trade her +2 *full plate* for pentifex +2 *full plate*, but she could replace an adamantine +1 *greatsword* only with a pentifex +1 *greatsword*, which would be neither as valuable nor as powerful. Naturally, an initiate of the order is under no compulsion to use pentifex items—they simply serve as an emblem of the order.

**Services:** The Pentifex Order includes a large number of spellcasters willing and able to cast spells and make magic items on behalf of their fellow members. With a successful level check (DC 10 + double the spell level), a member of the order can locate another member willing to cast one of the new spells presented in Chapter 5 at 75% of the normal cost. With a successful level check (DC 10 + item's caster level), a member of the order can likewise find a fellow member willing to craft one of the new magic items presented in Chapter 5 and charge only 75% of the item's market price.

**Information:** The Pentifex Order is a font of knowledge about incarnum, and particularly about the lost and necrocarnates. If you are an affiliate member, you have contacts within the organization who can make one of the following skill checks on your behalf, using the indicated bonus, as long as the subject matter is related to one of these topics: Knowledge (history) +15, Knowledge (arcana) +18, Knowledge (the planes) +18, Knowledge (religion) +15.

If you are a member of the upper hierarchy of the order, add twice your monolith rank to the Knowledge skill modifier indicated above.

**Status:** While the affiliate members of the Pentifex Order are a large confederacy of equals, the initiates, called monoliths, are ranked in a strict hierarchy. Any affiliate member who performs a great service for the benefit of the order—not simply ridding the world of a powerful necrocarnate or a plague of lost, but actually advancing the standing of the order itself—can apply for recognition as a monolith. Before this status is granted, the character must undergo a month of intensive training, learning more of the ways of the lost and the corruption of necrocarnum from several other monoliths. Once that training is complete, the character becomes a monolith with the rank of Dolmen Novice.

Monoliths carry titles, from Dolmen Novice (the lowest) to Wellspring Monolith (the highest). The numbers below are useful when adding ranks to Knowledge skill modifiers (as described above).

Monolith Rank	Monolith Title
1	Dolmen Novice
2	Dolmen Initiate
3	Dolmen Master
4	Monolith Ward
5	Monolith Keeper
6	Monolith Founder
7	Pentifex Monolith
8	High Monolith
9	Wellspring Monolith

## PLAYING A MEMBER OF THE PENTIFEX ORDER

You know something other people do not know, or choose not to know—stray incarnum poses a threat to the world.

For centuries, uncontrolled incarnum has escaped careless meldshapers' hands, floating as it will, bonding with whatever it encounters. Usually, these random bonds are harmless, but occasionally, wild incarnum encounters a life force and binds it to twisted and evil thoughts. These creatures, perhaps caught by incarnum in a moment of hate and forever bound to that thought, must be struck down wherever they are found.

**Combat:** Your class, not your membership in the Pentifex Order, is the primary determinant of your role in and approach to combat. Your membership in the order should determine your priorities—fighting the use of necrocarnum and eliminating the lost—and, to a lesser extent, your methods, since you must have some knowledge of using incarnum to join the order in the first place. The Pentifex Order encourages even its nonmeldshaping members to learn and use incarnum feats and spells, and to acquire and employ incarnum magic items. Beyond these guidelines, you are free to enter combat in the ways and using the means that suit you best.

**Advancement:** The Pentifex Order offers extensive opportunities for advancement. Once you advance from affiliate membership to the ranks of the monoliths, you can expect regular promotions through the ranks (every 6 to 12 months) as long as you continue to complete important missions successfully. Significant failures slow down your advancement, but nothing short of becoming lost or employing necrocarnum earns you expulsion from the order.

As you advance, you also will be expected to demonstrate an increasing mastery of incarnum. Even if you were a fighter who dabbled in incarnum feats as an affiliate member and earned your way into the monoliths with no more extensive use of incarnum than that, you will not progress past the rank of Dolmen Master without some more advanced ability, such as you would gain by taking levels in a meldshaping class or adopting a prestige class such as incandescent champion.

**Missions:** In general, the Pentifex Order relies on its affiliate members to seek out their own missions. Whenever an affiliate member comes across a clutch of lost or a vile necrocarnate, that member can call on the resources of the order to deal with the problem—or simply deal with it independently.

Monoliths function in much the same way, but they can expect occasional assignments to specific missions as well—perhaps once a year. These missions typically arise when an affiliate member comes across a problem too big to handle alone. When this occurs, the leaders of the order find and dispatch monoliths who are available and able to address the problem.

## THE PENTIFEX ORDER IN THE WORLD

*“Without the Pentifex Order, the world might even now be suffering a plague of soulless births. They are the custodians, not of our souls' fate—that would be the clerics—but of all souls' destiny.”*

—Thiera Donassik, azurin soulborn

The Pentifex Order provides a structure for a party of player characters who all use incarnum to some extent. If every character in the party is at least an affiliate member of the order,

then all the characters share at least one goal in common, allowing them to pursue missions that are important to all of them and report back to a single organization.

**Organization:** The upper hierarchy of the Pentifex Order's initiates has already been described. Many of the monoliths have given their entire lives over to the mission of the Pentifex Order. They live in nomadic caravans and travel constantly between dolmen circles, cleansing these sacred sites from the plague of lost that typically infests each one.

Sometimes, monoliths establish camps at dolmen circles—tent villages and small wooden buildings that cluster around the ancient stones. The monoliths believe that dolmen circles attract incarnum that would otherwise wander loose and uncontrolled and treat them as sacred sites.

A monolith of one of the three highest ranks—

Pentifex Monolith, High Monolith, or Wellspring Monolith—leads each caravan and dolmen camp. All who carry these ranks are collectively known as Phoenix Stewards and together form the governing council of the Pentifex Order. The entire worldwide council has never been known to meet in remembered history, but local councils convene regularly. Any time an incarnum-related threat arises, all Phoenix Stewards within the threatened area meet together to address the problem. Wellspring Monoliths naturally have the most prominent voices in these conclaves, but every member can speak freely, and lower-ranking members can out-vote higher-ranking ones.



*The banner of the Pentifex Order*

### NPC Reactions

Few people know of the existence of the Pentifex Order unless they are also familiar with incarnum and those who use it. Most people are bewildered by the strange-looking pentifex armor worn by some monoliths, but that has little or no impact on their reaction to the monolith. In general, most NPCs allow factors other than the character's membership in the Pentifex Order to determine how they respond to him.

The main exceptions are NPCs who wield necrocarnum, whether they have adopted the necrocarneate prestige class or not. All necrocarneates know (or quickly learn) that the members of the Pentifex Order are their sworn foes, and they grow to hate the order with a commensurate degree of loathing. Anyone who uses necrocarnum always has an initial reaction of hostile to someone he can identify as a member of the Pentifex Order.

### PENTIFEX ORDER LORE

Characters with Knowledge (arcana) can research the Pentifex Order to learn more about them.

**DC 10:** "The Pentifex Order—they're the ones with the weird golden armor, right?"

**DC 15:** "The Pentifex Order is a group of people who use incarnum and are dedicated to preventing its abuse."

**DC 20:** "Their particular enemies are crazed necromancers who use incarnum to power their fell magic. The order also hunts the lost—people bound to a negative emotion by passing wisps of incarnum. They're found in caravans traveling between strange circles of standing stones."

### THE PENTIFEX ORDER IN THE GAME

Like incarnum itself, the Pentifex Order might be a new arrival in your campaign world, recently established to provide a support structure to people who are learning to plumb the secrets of this new source of magic. It might

have been around for centuries, simply hidden from view. Perhaps incarnum was used in ancient times and then forgotten, while the Pentifex Order was the only repository of knowledge of this lost art.

In any event, the Pentifex Order provides a useful means of organizing player characters around the use of incarnum. Similar to a church, a knightly order, or an explorer's society, the Pentifex Order can provide a home base and common ground for a PC party.

**Adaptation:** If your campaign includes specific villains or organizations that use incarnum for fell purposes or oppose the use of incarnum at all, they are natural enemies for the Pentifex Order, and you might want to build the order specifically around this opposition.

In some campaign settings, the Pentifex Order might be a branch of a church hierarchy or an arcane institution. They could be monastic in nature, housed in monasteries spread throughout the countryside rather than camped at dolmen circles.

If you use the material in *Draconomicon* in your campaign, the Pentifex Order could loathe the disciples of Ashardalon fully as much as they despise necrocarneates, because of that ancient dragon's invasion of the Bastion of Souls.

**Encounters:** Members of the Pentifex Order are most likely to be encountered in the context of their opposition to the lost and the use of necrocarnum. In this role, they might frequently serve as allies to the PCs when their work leads them to similar goals. If the PCs dabble in the use of necrocarnum, however, or find one of their friends transformed into a lost, they might find themselves in opposition to the order. However you use an encounter with members, it's best to highlight their role as stewards of incarnum, fiercely opposing any abuse of this powerful substance.

*Moonlight on Glass (EL 7):* This encounter is best used at night while the PCs camp under the stars. Gilles Veprain

is a particularly devout Dolmen Novice keen on slaying a lost that he has been tracking for a week. He initially suspects the PCs. In fact, in the darkness and his zeal, he probably ambushes the adventuring party without bothering to make certain that they are the lost he hunts. If a PC makes a DC 15 Knowledge (religion) or DC 15 Knowledge (history) check, she can recognize the phoenix over a dolmen circle emblazoned on Gilles's shield as the symbol of the Pentifex Order. Subsequently, a DC 10 Diplomacy check convinces Gilles to call off his attack. At that point, the lost that Gilles has been tracking descends upon the weakened party and Gilles, forcing them to fight back-to-back for survival (use Dolcianne, the lost nymph barbarian presented on page 182, for the second part of this encounter).

**GILLES VEPRAIN****CR 6**

Male human incarnate 6

LN Medium humanoid (incarnum)

**Init** +5; **Senses** Listen +1, Spot +1**Languages** Common**AC** 21, touch 12, flat-footed 20; Dodge, Mobility**hp** 35 (6 HD); **DR** 3/chaos**Fort** +7, **Ref** +3, **Will** +7 (+9 against charm/compulsion)**Speed** 20 ft. (4 squares) or fly 20 ft. (perfect)**Melee** +3 good-aligned longsword +7 (1d8+4/19–20)  
or**Ranged** javelin +4 (1d6+1)**Base Atk** +3; **Grp** +4**Special Actions** incarnum radiance 1/day (+2 to melee attack rolls, duration 5 rounds)**Combat Gear** 2 *potions of cure moderate wounds***Essentia Pool** 8; **Capacity** 2 (3 for soulmelds); **Chakra Binds** 2; **Soulmelds** 4**Soulmelds and Essentia Investment** (CL 6th):*Adamant pauldrons* 3 (25% chance to negate critical hits and sneak attacks; DR 3/chaos)*Airstep sandals* 1 (fly 20 ft., perfect; bound to feet chakra)*Crystal helm* 1 (+2 resistance bonus on Will saves against charm and compulsion effects; +1 deflection bonus to AC; melee attacks have force descriptor; bound to crown chakra)*Incarnate weapon* 3 (creates +3 *lawful longsword*)**Spell-Like Abilities** (CL 6th):At will—*detect chaos***Abilities** Str 12, Dex 13, Con 15, Int 8, Wis 15, Cha 10**SQ** chakra binds (crown, feet, hands), moderate lawful aura, rapid meldshaping 1/day**Feats** Bonus Essentia, Dodge, Improved Initiative, Mobility**Skills** Jump –9, Knowledge (religion) +8**Possessions** combat gear plus 2 javelins, *pentifex* +1 *breastplate*, *pentifex* +1 *heavy shield*, backpack, 1 week's rations, full wine skin, 11 gp, 19 sp, 1 tourmaline earring with a wagon intaglio (182 gp)

## Appendix: Epic-Level Meldshapers

Regardless of the method used to attain 21st level, once a character reaches that point, he or she is considered an epic character. Epic characters—those whose character level is 21st or higher—are handled slightly differently from non-epic characters. While they continue to gain most of the customary benefits of gaining levels, some benefits are replaced by alternative gains.

Despite the twenty-level limit indicated in the class tables earlier in this chapter, you can advance a melding class beyond 20th level (see Epic Characters, page 208 of the *Dungeon Master's Guide*). You can also advance the level of a ten-level prestige class beyond 10th level, but only if the character level of the advancing character is already 20th or higher. You cannot advance the level of a class with fewer than ten levels beyond the maximum level described for that class, regardless of the character level of the advancing character.

Rules for figuring the epic save bonus, epic attack bonus, experience points, class skill max ranks, cross-class skill max ranks, and ability increases for epic-level characters are covered on page 206 of the *Dungeon Master's Guide*. The *Dungeon Master's Guide* also presents the basic epic class features that any class gains upon advancing to 21st level and above, regardless of whether that class uses incarnum.

### EPIC ESSENTIA CAPACITY

Essentia capacity—the maximum quantity of essentia you can invest in a soulmeld, incarnum feat, or other ability that allows essentia investment—continues to improve as your character level increases, though at a slower rate than it did at non-epic levels. Consult the Epic Essentia Capacity table to determine your capacity.

#### EPIC ESSENTIA CAPACITY

Character Level	Essentia Capacity
21st–30th	4
31st–40th	5
41st–50th	6
51st–60th	7
... and so on.	

### EPIC INCARNATE

Standing as an exemplar of her principles, the epic incarnate wields moral or ethical forces as weapons in his struggle against those who oppose his alignment.

**Hit Die:** d6.**Skill Points at Each Additional Level:** 2 + Int modifier.

**Incarnum Radiance:** The epic incarnate can use this ability one additional time per day for every five levels he attains beyond 18th level (5/day at 23rd level, 6/day at 28th level, and so on.). The sacred bonus granted improves by 1 (for good or lawful incarnates), by 2 (for evil incarnates), or +10 feet (for chaotic incarnates) for every five levels above 20th.

**Rapid Meldshaping:** The epic incarnate can use this ability one additional time per day for every six levels he attains beyond 17th level (4/day at 23rd level, 5/day at 29th level, and so on.).

**Meldshaping:** The epic incarnate does not gain any additional soulmelds, essentia, or chakra binds after 20th level. His meldshaper level continues to increase, however.

**Bonus Feats:** The epic incarnate gains a bonus feat every two levels higher than 20th (22nd, 24th, and so on).

## EPIC SOULBORN

The epic soulborn is a mighty champion of her chosen alignment, shaping her soulmelds for maximum martial capability.

**Hit Die:** d10.

**Skill Points at Each Additional Level:** 2 + Int modifier.

**Smite Opposition:** The epic soulborn can use this ability one additional time per day for every five levels she attains beyond 20th (6/day at 25th level, 7/day at 30th level, and so on.).

**Share Incarnum Defense:** The epic soulborn can use this ability one additional time per day for every four levels she attains beyond 17th (4/day at 21st level, 5/day at 25th level, and so on.).

**Meldshaping:** The epic soulborn does not gain any additional soulmelds, essentia, or chakra binds after 20th level. Her meldshaper level continues to increase by one for every two levels of soulborn gained.

**Bonus Feats:** The epic soulborn gains a bonus feat every three levels after 20th (23rd, 26th, and so on).

## EPIC TOTEMIST

The epic totemist is a fierce warrior of nature, though some more rightfully compare him to a force of nature itself.

**Hit Die:** d8.

**Skill Points at Each Additional Level:** 4 + Int modifier.

**Rebind Totem Soulmeld:** The epic totemist can use this ability one additional time per day for every four levels he attains beyond 20th (5/day at 24th, 6/day at 28th, and so on.).

**Meldshaping:** The epic totemist does not gain any additional soulmelds, essentia, or chakra binds after 20th level. His meldshaper level continues to increase, however.

**Bonus Feats:** The epic totemist gains a bonus feat every two levels after 20th (22nd, 24th, and so on).

## EPIC FEATS

Like the epic feats detailed in the *Dungeon Master's Guide* and the *Epic Level Handbook*, these feats are available only to characters whose character level is 21st or higher. They expand the abilities of melding characters beyond the limits of 20 levels on those classes.

### BONUS SOULMELD [EPIC]

You gain newfound meldshaping ability.

**Prerequisite:** Ability to shape five soulmelds.

**Benefit:** Choose a meldshaping class for which you can shape at least five soulmelds. The number of soulmelds for that class you can have shaped at any given time increases by one.

**Special:** You can gain this feat multiple times. Each time you select this feat, it increases your number of soulmelds for a chosen class by one.

### EPIC ESSENTIA [EPIC]

You unlock more of your inner soul energy.

**Prerequisite:** Ability to shape three soulmelds.

**Benefit:** You gain 3 points of essentia.

**Special:** You can gain this feat multiple times, up to a maximum equal to one-third the number of soulmelds you are capable of shaping. For example, a character who can shape six soulmelds can take this feat twice.

### EXTRA CHAKRA BIND [EPIC]

You gain the ability to use more of your body's centers of power in conjunction with your soulmelds.

**Prerequisites:** Three chakra binds, ability to bind soulmelds to your lesser chakras.

**Benefit:** The number of chakras to which you can bind soulmelds increases by one.

**Special:** You can gain this feat multiple times.

### OPEN HEART CHAKRA [EPIC]

You open up one of your body's most potent centers of power, allowing you to bind a soulmeld or a magic item to your heart chakra.

**Prerequisites:** Con 19, character level 21st.

**Benefit:** You can now bind a soulmeld or a magic item to your heart chakra.

In addition, you gain hit points equal to one-half your Hit Dice. Each time you gain an even-numbered HD (such as when advancing from 21 HD to 22 HD upon gaining a level), you gain 1 additional hit point. If you lose an even-numbered HD (such as by losing a level from 22nd to 21st), you lose a hit point permanently.

### OPEN SOUL CHAKRA [EPIC]

You gain the ability to bind soulmelds to your body's most potent center of power: your soul chakra.

**Prerequisites:** Con 21, character level 24th.

**Benefit:** You can now bind a soulmeld or a magic item to your soul chakra.

In addition, you gain a +2 insight bonus on damage rolls made against creatures whose alignment opposes any component of your alignment. For example, a lawful good character would gain this bonus against chaotic creatures and against evil creatures. Neutral characters can treat the four "extreme" alignments (lawful good, chaotic good, lawful evil, and chaotic evil) as opposed to their alignment for purposes of this feat.

### RAPID MELDSHAPING [EPIC]

You can shape a meld in seconds.

**Prerequisites:** Meldshaper level 12th, Knowledge (arcana) 15 ranks.

**Benefit:** Once per day, you can unshape one of your existing soulmelds and immediately shape another soulmeld. This process requires a full-round action and provokes attacks of opportunity. The soulmeld that you shape cannot be bound to a chakra, even if the soulmeld that you unshape was bound to a chakra.

**Special:** You can gain this feat multiple times. Each time you select this feat, you can use it one additional time per day.

## REBIND SOULMELD [EPIC]

You can change which bodily center of power your soulmeld draws upon.

**Prerequisites:** Meldshaper level 12th, Double Chakra, Knowledge (arcana) 15 ranks.

**Benefit:** Choose a specific chakra, such as hands. Once per day, you can unbind one of your soulmelds currently occupying and bound to that chakra and immediately bind another soulmeld to that chakra. The soulmeld to be newly bound must already be shaped and must also be occupying that chakra. This process requires a full-round action and provokes attacks of opportunity.

**Special:** You can gain this feat multiple times. Each time you select this feat, you can use it one additional time per day.

# Appendix: The Essentia Tracker

The essentia tracker is a vital tool for incarnum-wielding characters. It allows you to manage your essentia efficiently and easily by providing a visual and tactile reference sheet for in-game use.

Though the essentia tracker (and information below) refers to soulmelds, the tracker works for all essentia receptacles, including incarnum feats, magic items, class features, and even spells. Below you'll find some tips on using this tool to speed play.

## PREPARING THE ESSENTIA TRACKER

To use the essentia tracker, you'll need a stash of tokens, such as glass beads, dice, small coins, or the like. These tokens represent your essentia pool (one token per point of essentia). It's easiest if the tokens are all alike (if not identical, try to make sure they're at least the same shape and size) and that they can't be easily confused with anything else you're using in the game (such as the dice you use to roll attacks or damage, or tokens used to mark spell areas).

If you anticipate your essentia pool temporarily changing size during the game—such as from a spell or other effect—you'll need some extra tokens. Again, it's easiest if these “temporary essentia” tokens are easily distinguished from your regular essentia tokens, so that you can add or remove them quickly when the effect ends.

Next, photocopy the essentia tracker on page 220 of this book, or print a copy from the *DUNGEONS & DRAGONS* website at [www.wizards.com/dnd](http://www.wizards.com/dnd). (Permission is granted to photocopy this page for personal use only). For starting characters, one copy of the sheet is enough for a session, though at higher levels, you will likely want multiple pages to track your various soulmelds, incarnum feats, and so on.

Finally, write down the key details for each of your soulmelds, one per box.

**Soulmeld:** The name of the soulmeld or other receptacle.

**Chakra:** The chakra occupied by the soulmeld (if any). This does not necessarily indicate an active chakra bind (see Bind, below).

**Base Effect:** The basic effect of the soulmeld (not including any additional benefits gained from essentia investment or chakra binds).

**Bind Effect:** The benefit granted if the soulmeld is bound to a chakra. Check the box if the soulmeld is bound to a chakra.

**Essentia Effect:** The benefit granted when essentia is invested in the soulmeld.

Below the Essentia Effect line is a row of numbers from 1 to 6. These numbers indicate both the soulmeld's essentia capacity and your current essentia investment. For now, just circle the number that represents the maximum essentia capacity of each soulmeld. The default essentia capacity for soulmelds is found on Table 2–1: Essentia Capacity, but the specific capacity might vary from one box to the next, based on your class features, feats, or other special abilities.

## USING THE ESSENTIA TRACKER

Once all the information is recorded, you're ready to start playing. When you make your initial investment in your soulmelds, place the tokens on the numbered spaces in each box according to the desired investment. For instance, if you want to invest 2 points of essentia in a soulmeld, place tokens on the 1 and 2 spaces in that soulmeld's box.

Later, when you reallocate your invested essentia, just move tokens from one box to another, covering the appropriate numbers in the new box. Your current essentia investment is always equal to the highest number covered by a token. (Of course, every number smaller than that one must also be covered—just putting a token on 3 doesn't mean that your investment is 3 unless both 1 and 2 are also covered!) Remember that you can't place essentia tokens on a number higher than the circled number, since that's your maximum essentia capacity, unless some effect allows you to exceed this capacity.

If you have one or more essentia receptacles that don't allow free reallocation (such as incarnum feats), you might wish to designate the essentia in those receptacles in such a way that you don't forget and accidentally move it to a different receptacle. Using different-colored tokens is one option, but whatever accomplishes this goal is fine.

## PREPARING A NEW ESSENTIA TRACKER

Since your selection of shaped soulmelds likely changes from session to session (and maybe even within an individual session), the same sheet won't necessarily be able to reflect your current choices. Here are three options for revising your essentia tracker, from simple to complex.

- Use a fresh essentia tracker each time you reshape soulmelds. This is a bit tedious, but it ensures that all information in front of you is current and correct. It's the simplest method, particularly if you're new to the rules.

- Erase unshaped soulmelds, replacing them with newly shaped soulmelds. This is less work than the previous option, but it's still somewhat onerous, particularly if you frequently reshuffle your soulmeld selection. It's also pretty straightforward to use and understand—what you see is what you have.
- Add each newly shaped soulmeld to the essentia tracker in its own box (using additional sheets as needed). Use the check

box in the upper left corner to indicate which soulmelds are currently shaped and available for use. This requires the least rewriting, but it can become somewhat confusing if you change your soulmeld selection dramatically from day to day, as much of the space taken up on the sheets won't be applicable to that day's activities. Still, this is the most complete way to track your essentia, so if you can handle that much information, consider using this method.

1      2      3      4      5      6

<input type="checkbox"/>	SOULMELD _____ CHAKRA _____					
BASE EFFECT _____						
<input type="checkbox"/>	BIND EFFECT _____					
ESSENTIA EFFECT _____						
1	2	3	4	5	6	

1      2      3      4      5      6

<input type="checkbox"/>	SOULMELD _____ CHAKRA _____					
BASE EFFECT _____						
<input type="checkbox"/>	BIND EFFECT _____					
ESSENTIA EFFECT _____						
1	2	3	4	5	6	

<input type="checkbox"/>	SOULMELD _____ CHAKRA _____					
BASE EFFECT _____						
<input type="checkbox"/>	BIND EFFECT _____					
ESSENTIA EFFECT _____						
1	2	3	4	5	6	

<input type="checkbox"/>	SOULMELD _____ CHAKRA _____					
BASE EFFECT _____						
<input type="checkbox"/>	BIND EFFECT _____					
ESSENTIA EFFECT _____						
1	2	3	4	5	6	

<input type="checkbox"/>	SOULMELD _____ CHAKRA _____					
BASE EFFECT _____						
<input type="checkbox"/>	BIND EFFECT _____					
ESSENTIA EFFECT _____						
1	2	3	4	5	6	

<input type="checkbox"/>	SOULMELD _____ CHAKRA _____					
BASE EFFECT _____						
<input type="checkbox"/>	BIND EFFECT _____					
ESSENTIA EFFECT _____						
1	2	3	4	5	6	

<input type="checkbox"/>	SOULMELD _____ CHAKRA _____					
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<input type="checkbox"/>	SOULMELD _____ CHAKRA _____					
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## ABOUT THE AUTHORS

RICHARD BAKER is a senior designer for Wizards of the Coast, Inc. His most recent roleplaying game design credits include *Complete Arcane* and *Monster Manual v.3.5*. Richard is also the *New York Times* best-selling author of the novel *Condemnation*. Richard lives in Washington State with his wife and two daughters.

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# MAGIC OF INCARNUM™ CHARACTER SHEET



CHARACTER NAME \_\_\_\_\_

PLAYER \_\_\_\_\_

CLASS AND LEVEL \_\_\_\_\_

RACE \_\_\_\_\_

TYPE AND SUBTYPE \_\_\_\_\_

ALIGNMENT \_\_\_\_\_

DEITY \_\_\_\_\_

SIZE \_\_\_\_\_

AGE \_\_\_\_\_

GENDER \_\_\_\_\_

HEIGHT \_\_\_\_\_

WEIGHT \_\_\_\_\_

CAMPAIGN \_\_\_\_\_

ABILITY NAME	ABILITY SCORE	ABILITY MODIFIER	TEMPORARY SCORE	TEMPORARY MODIFIER
<b>STR</b> STRENGTH				
<b>DEX</b> DEXTERITY				
<b>CON</b> CONSTITUTION				
<b>INT</b> INTELLIGENCE				
<b>WIS</b> WISDOM				
<b>CHA</b> CHARISMA				

TOTAL	ARMOR BONUS	SHIELD BONUS	DEX MODIFIER	SIZE MODIFIER	NATURAL ARMOR	DEFLECTION MODIFIER	MISC. MODIFIER
<b>AC</b> ARMOR CLASS	= 10 +	+	+	+	+	+	+

**TOUCH**  
ARMOR CLASS

**FLAT-FOOTED**  
ARMOR CLASS

TOTAL	NONLETHAL DAMAGE
<b>HP</b> HIT POINTS	
WOUNDS/CURRENT HP	

DAMAGE REDUCTION

TOTAL	DEX MODIFIER	MISC. MODIFIER
<b>INITIATIVE</b> MODIFIER	=	+

CONDITIONAL AC MODIFIERS	ESSENTIAL POOL

CLASS SKILL?	SKILL NAME	KEY ABILITY	SKILL MODIFIER	ABILITY MODIFIER	MAX RANKS	
					(CLASS)	(CROSS-CLASS)

<input type="checkbox"/> APPRAISE ■	INT					
<input type="checkbox"/> BALANCE ■	DEX*					
<input type="checkbox"/> BLUFF ■	CHA					
<input type="checkbox"/> CLIMB ■	STR*					
<input type="checkbox"/> CONCENTRATION ■	CON					
<input type="checkbox"/> CRAFT ■ ( _____ )	INT					
<input type="checkbox"/> CRAFT ■ ( _____ )	INT					
<input type="checkbox"/> CRAFT ■ ( _____ )	INT					
<input type="checkbox"/> DECIPHER SCRIPT	INT					
<input type="checkbox"/> DIPLOMACY ■	CHA					
<input type="checkbox"/> DISABLE DEVICE	INT					
<input type="checkbox"/> DISGUISE ■	CHA					
<input type="checkbox"/> ESCAPE ARTIST ■	DEX*					
<input type="checkbox"/> FORGERY ■	INT					
<input type="checkbox"/> GATHER INFORMATION ■	CHA					
<input type="checkbox"/> HANDLE ANIMAL	CHA					
<input type="checkbox"/> HEAL ■	WIS					
<input type="checkbox"/> HIDE ■	DEX*					
<input type="checkbox"/> INTIMIDATE ■	CHA					
<input type="checkbox"/> JUMP ■	STR*					
<input type="checkbox"/> KNOWLEDGE ( _____ )	INT					
<input type="checkbox"/> KNOWLEDGE ( _____ )	INT					
<input type="checkbox"/> KNOWLEDGE ( _____ )	INT					
<input type="checkbox"/> KNOWLEDGE ( _____ )	INT					
<input type="checkbox"/> KNOWLEDGE ( _____ )	INT					
<input type="checkbox"/> LISTEN ■	WIS					
<input type="checkbox"/> MOVE SILENTLY ■	DEX*					
<input type="checkbox"/> OPEN LOCK	DEX					
<input type="checkbox"/> PERFORM ■ ( _____ )	CHA					
<input type="checkbox"/> PERFORM ■ ( _____ )	CHA					
<input type="checkbox"/> PERFORM ■ ( _____ )	CHA					
<input type="checkbox"/> PROFESSION ( _____ )	WIS					
<input type="checkbox"/> PROFESSION ( _____ )	WIS					
<input type="checkbox"/> RIDE ■	DEX					
<input type="checkbox"/> SEARCH ■	INT					
<input type="checkbox"/> SENSE MOTIVE ■	WIS					
<input type="checkbox"/> SLEIGHT OF HAND	DEX*					
<input type="checkbox"/> SPELLCRAFT	INT					
<input type="checkbox"/> SPOT ■	WIS					
<input type="checkbox"/> SURVIVAL ■	WIS					
<input type="checkbox"/> SWIM ■	STR*					
<input type="checkbox"/> TUMBLE	DEX*					
<input type="checkbox"/> USE MAGIC DEVICE	CHA					
<input type="checkbox"/> USE ROPE ■	DEX					
<input type="checkbox"/> _____	_____					
<input type="checkbox"/> _____	_____					

SAVING THROWS	TOTAL	BASE SAVE	ABILITY MODIFIER	MAGIC MODIFIER	MISC. MODIFIER	TEMPORARY MODIFIER	CONDITIONAL MODIFIERS
<b>FORTITUDE</b> (CONSTITUTION)							
<b>REFLEX</b> (DEXTERITY)							
<b>WILL</b> (WISDOM)							

**BASE ATTACK BONUS** \_\_\_\_\_

**SPELL RESISTANCE** \_\_\_\_\_

GRAPPLE	TOTAL	BASE ATTACK BONUS	STRENGTH MODIFIER	SIZE MODIFIER	MISC. MODIFIER
MODIFIER	=	+	+	+	+

**SPEED** \_\_\_\_\_

ATTACK	ATTACK BONUS	DAMAGE	CRITICAL
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RANGE	TYPE	NOTES
AMMUNITION		

ATTACK	ATTACK BONUS	DAMAGE	CRITICAL
--------	--------------	--------	----------

RANGE	TYPE	NOTES
AMMUNITION		

ATTACK	ATTACK BONUS	DAMAGE	CRITICAL
--------	--------------	--------	----------

RANGE	TYPE	NOTES
AMMUNITION		

ATTACK	ATTACK BONUS	DAMAGE	CRITICAL
--------	--------------	--------	----------

RANGE	TYPE	NOTES
AMMUNITION		

ATTACK	ATTACK BONUS	DAMAGE	CRITICAL
--------	--------------	--------	----------

RANGE	TYPE	NOTES
AMMUNITION		

■ Denotes a skill that can be used untrained. □ Mark this box with an X if the skill is a class skill for character.  
\*Armor check penalty, if any, applies. (Double penalty for Swim.)





EXPERIENCE		
EXPERIENCE		
NEEDED FOR NEXT LEVEL	LEVEL ADJUSTMENT	ECL

## ARMOR/PROTECTIVE ITEMS

ARMOR/PROTECTIVE ITEM	TYPE	AC BONUS	MAX DEX
CHECK PENALTY	SPELL FAILURE	SPEED	WEIGHT
SPECIAL PROPERTIES			

SHIELD/PROTECTIVE ITEM	AC BONUS	WEIGHT	CHECK PENALTY
SPELL FAILURE		SPECIAL PROPERTIES	

PROTECTIVE ITEM	AC BONUS	WEIGHT	SPECIAL PROPERTIES

PROTECTIVE ITEM	AC BONUS	WEIGHT	SPECIAL PROPERTIES

## AFFILIATIONS AND ENEMIES

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## RACIAL TRAITS

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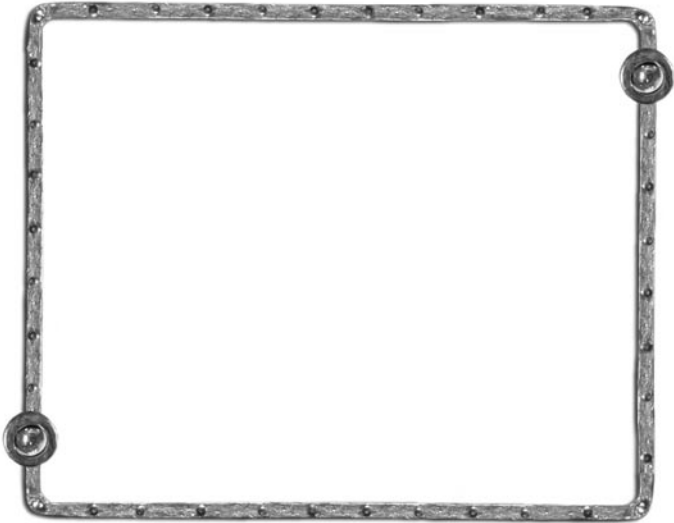
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CHARACTER ILLUSTRATION

## CLASS FEATURES

CLASS FEATURE	PAGE REF.
NOTES	
CLASS FEATURE	PAGE REF.
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CLASS FEATURE	PAGE REF.
NOTES	



SOULMELD \_\_\_\_\_ CHAKRA \_\_\_\_\_

BASE EFFECT \_\_\_\_\_

BIND EFFECT \_\_\_\_\_ BIND

ESSENTIA EFFECT \_\_\_\_\_

**1 2 3 4 5 6**

SOULMELD \_\_\_\_\_ CHAKRA \_\_\_\_\_

BASE EFFECT \_\_\_\_\_

BIND EFFECT \_\_\_\_\_ BIND

ESSENTIA EFFECT \_\_\_\_\_

**1 2 3 4 5 6**

SOULMELD \_\_\_\_\_ CHAKRA \_\_\_\_\_

BASE EFFECT \_\_\_\_\_

BIND EFFECT \_\_\_\_\_ BIND

ESSENTIA EFFECT \_\_\_\_\_

**1 2 3 4 5 6**

SOULMELD \_\_\_\_\_ CHAKRA \_\_\_\_\_

BASE EFFECT \_\_\_\_\_

BIND EFFECT \_\_\_\_\_ BIND

ESSENTIA EFFECT \_\_\_\_\_

**1 2 3 4 5 6**

SOULMELD \_\_\_\_\_ CHAKRA \_\_\_\_\_

BASE EFFECT \_\_\_\_\_

BIND EFFECT \_\_\_\_\_ BIND

ESSENTIA EFFECT \_\_\_\_\_

**1 2 3 4 5 6**

SOULMELD \_\_\_\_\_ CHAKRA \_\_\_\_\_

BASE EFFECT \_\_\_\_\_

BIND EFFECT \_\_\_\_\_ BIND

ESSENTIA EFFECT \_\_\_\_\_

**1 2 3 4 5 6**

SOULMELD \_\_\_\_\_ CHAKRA \_\_\_\_\_

BASE EFFECT \_\_\_\_\_

BIND EFFECT \_\_\_\_\_ BIND

ESSENTIA EFFECT \_\_\_\_\_

**1 2 3 4 5 6**

SOULMELD \_\_\_\_\_ CHAKRA \_\_\_\_\_

BASE EFFECT \_\_\_\_\_

BIND EFFECT \_\_\_\_\_ BIND

ESSENTIA EFFECT \_\_\_\_\_

**1 2 3 4 5 6**

SOULMELD \_\_\_\_\_ CHAKRA \_\_\_\_\_

BASE EFFECT \_\_\_\_\_

BIND EFFECT \_\_\_\_\_ BIND

ESSENTIA EFFECT \_\_\_\_\_

**1 2 3 4 5 6**

SOULMELD \_\_\_\_\_ CHAKRA \_\_\_\_\_

BASE EFFECT \_\_\_\_\_

BIND EFFECT \_\_\_\_\_ BIND

ESSENTIA EFFECT \_\_\_\_\_

**1 2 3 4 5 6**



# CHAKRAS AND BODY SLOTS

SOULMELD	BOUND
SOULMELD	BOUND

## CROWN CHAKRA

Headband, helmet, hat, phylactery. Abilities related to mental improvement, ranged attacks, interaction, morale, and alignment.

SOULMELD	BOUND
SOULMELD	BOUND

## BROW CHAKRA

Eye lenses, goggles. Abilities related to vision.

SOULMELD	BOUND
SOULMELD	BOUND

## HANDS CHAKRA

Gloves, gauntlets. Abilities related to quickness and destructive power.

SOULMELD	BOUND
SOULMELD	BOUND

## RING BODY SLOTS

No corresponding chakras.

SOULMELD	BOUND
SOULMELD	BOUND

## ARMS CHAKRA

Bracers, bracelets. Abilities related to combat and allies.

SOULMELD	BOUND
SOULMELD	BOUND

## FEET CHAKRA

Boots. Abilities related to movement.

SOULMELD	BOUND
SOULMELD	BOUND

## THROAT CHAKRA

Amulet, brooch, medallion, necklace, periapt, scarab. Abilities related to protection and discernment.

SOULMELD	BOUND
SOULMELD	BOUND

## SHOULDERS CHAKRA

Cloak, cape, mantle. Abilities related to transformation and protection.

SOULMELD	BOUND
SOULMELD	BOUND

## HEART CHAKRA

Shirt, vest, vestment. Abilities related to physical and class ability improvement.

SOULMELD	BOUND
SOULMELD	BOUND

## WAIST CHAKRA

Belt. Abilities related to physical improvement.

SOULMELD	BOUND
SOULMELD	BOUND

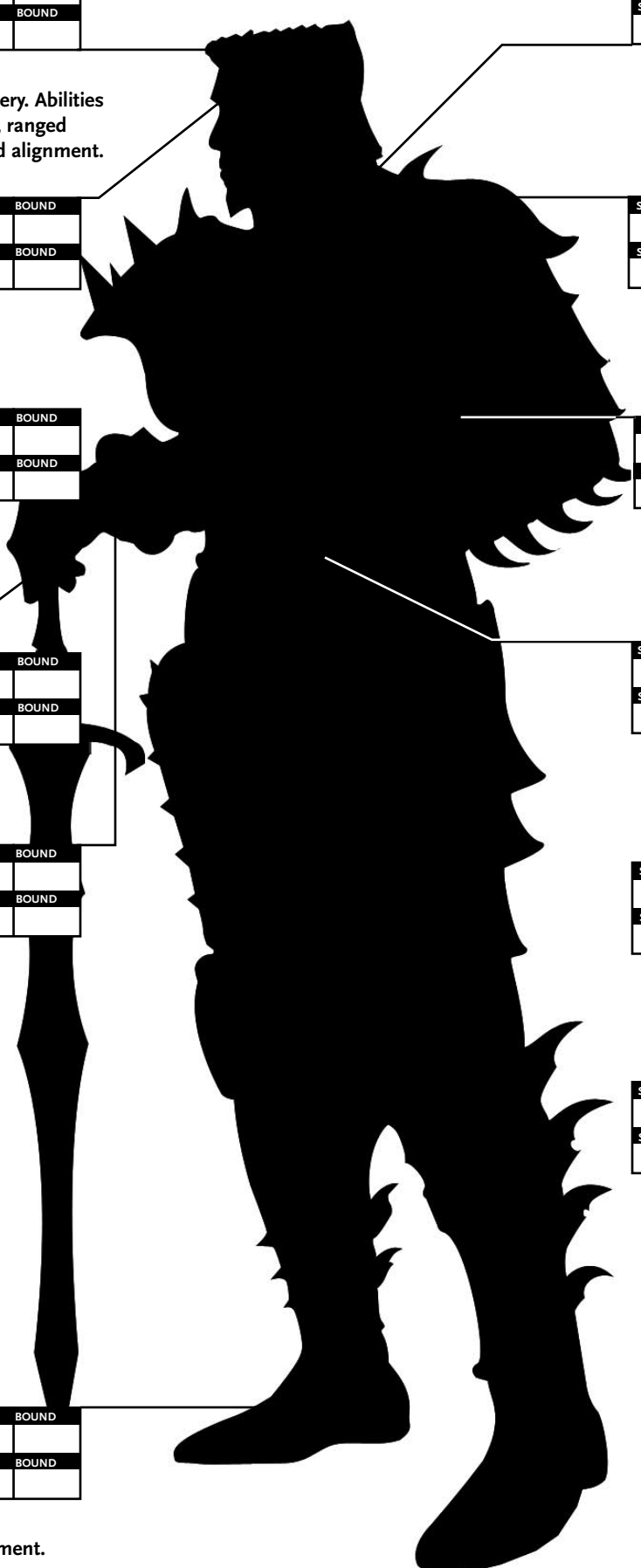
## SOUL CHAKRA

Robe, armor. Multiple effects and abilities.

SOULMELD	BOUND
SOULMELD	BOUND

## TOTEM CHAKRA

No corresponding body slot.



## Harness a New and Original Source of Magical Power

Drawn from the ambient life energy that fills the multiverse, *incarnum* is the essence of all creatures. Incarnum flows as a deep blue, radiant mist, and those with the knowledge to harness this energy can shape it into objects of great power, called soulmelds. Using soulmelds crafted from raw incarnum, an adventurer opens up new avenues of ability never available before.

In the tradition of the *Expanded Psionics Handbook*, the *Magic of Incarnum*<sup>™</sup> game supplement presents an alternative to conventional magic that grants access to a new source of power. Characters of all classes can experience incarnum through feats, spells, psionic powers, and prestige classes, while incarnum-wielding standard classes such as the incarnate and the soulborn allow players to take full advantage of incarnum's amazing properties.

The *Magic of Incarnum* game supplement includes a wealth of options and advice about incorporating this new power source into ongoing or brand-new campaigns.

To use this supplement, a player needs the *Player's Handbook*<sup>™</sup>. A Dungeon Master also needs the *Dungeon Master's Guide*<sup>™</sup> and *Monster Manual*<sup>™</sup>.



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