

Manifesting *cloud mind* in this way uses a reduced power point expenditure as described under the *cloud mind* ability above.

## SAMPLE SHADOWMIND

**Mysk:** Human female rogue 1/psion (seer) 6/shadowmind 3; CR 10; Medium humanoid; HD 6d4+6 plus 4d6+4; hp 39; Init +6; Spd 30 ft.; AC 15, touch 13, flat-footed 13; Base Atk +5; Grp +4; Atk or Full Atk +6 melee (1d4+1, 19–20, dagger); SA psionics, sneak attack +2d6; SQ trapfinding; AL N; SV Fort +4, Ref +9, Will +10; Str 12, Dex 14, Con 13, Int 19, Wis 10, Cha 8.

**Skills and Feats:** Balance +4, Bluff +3, Disable Device +16, Escape Artist +6, Gather Information +5, Hide +7, Knowledge (local) +11, Knowledge (psionics) +13, Knowledge (the planes) +8, Move Silently +7, Open Lock +14, Psicraft +19, Search +13, Sleight of Hand +6, Spot +4, Survival +0 (+2 following tracks or on other planes), Tumble +12; Force of Will\*, Greater Power Penetration\*, Improved Diversion†, Improved Initiative, Iron Will, Mind over Body\*, Power Penetration\*.

\*Feat described in the *Expanded Psionics Handbook*.

† New feat described on page 110.

**Languages:** Common; Draconic, Dwarven, Elven, Orc.

**Psionic Powers Known** (power points 72; manifester level 8th): 1st—*conceal thoughts*, *destiny dissonance*, *dissipating touch*, *mind thrust* (DC 15), *precognition*; 2nd—*cloud mind* (DC 16), *concealing amorpha*, *concussion blast*, *id insinuation* (DC 16), *object reading*, *read thoughts* (DC 16); 3rd—*body adjustment*, *energy burst*, *mental barrier*, *mind trap*; 4th—*aura sight*, *psionic freedom of movement*, *mindwipe* (DC 18), *remote viewing* (DC 18).

**Sneak Attack (Ex):** Mysk deals an extra 2d6 points of damage on any successful attack against flat-footed or flanked targets, or against a target that has been denied its Dexterity bonus for any reason. This damage also applies to ranged attacks against targets up to 30 feet away. Creatures with *concealment*, creatures without discernible anatomies, and creatures immune to extra damage from critical hits are all immune to sneak attacks. Mysk can choose to deliver nonlethal damage with her sneak attack, but only when using a weapon designed for that purpose, such as a sap (blackjack).

**Trapfinding (Ex):** Mysk can find, disarm, or bypass traps with a DC of 20 or higher. She can use the Search skill to find, and the Disable Device skill to disarm, magic traps (DC 25 + the level of the spell used to create it). If her Disable Device result exceeds the trap's DC by 10 or more, she discovers how to bypass the trap without triggering or disarming it.

**Possessions:** bracers of armor +2, ring of protection +1, headband of intellect +2, cloak of resistance +1, 2 potions of cure moderate wounds, potion of cat's grace, dagger, 100 gp.

## SPYMASTER

Some adventurers glory in their reputations—the wider their exploits are known, the happier they are. By contrast, the spymaster prefers to avoid attention. She does her work quietly and in private, keeping well away from public scrutiny. To allay suspicions, she often maintains a cover identity by pretending to be a member of some other class—typically the one in which she began her career.

Spymasters are rarely popular, but so long as nation distrusts nation there will be work for those who can gather information that others wish to keep hidden. Many a ruler who publicly claims to abhor spymasters secretly employs a stable of them, if only to protect his own secrets from the spymasters of other nations. This set of circumstances, plus the secrecy inherent in the profession of spymaster and its high mortality rate, makes it impossible to determine how many spymasters are active in a setting at any given time.

Rogues make excellent spymasters because of their generous skill allotments and their propensity for sneakiness. Likewise, rangers have an edge when operating as spymasters in outdoor surroundings. However, a character of any class can become a spymaster—the more unlikely the combination may seem, the better the cover it provides. Some wizards and sorcerers use their spell ability as a cover for subterfuge, and some barbarians are far more subtle than they seem. Spymasters can be of any alignment. They range from self-serving information brokers who sell their services to the highest bidder to high-minded moles who penetrate and destroy corrupt organizations.

It's important for a spymaster to keep her personal emotions distinct from her professional attachments. She must be ready to liquidate someone she has come to like without a moment's thought if so ordered. Betrayal is her business, and her loyalty is always to her mission, not to the people she encounters while carrying it out.

Occasionally, a spymaster may find it expedient to infiltrate an adventuring party heading for the area where her real mission lies. In such a case, she behaves in all ways as a loyal party member until her goals and those of her companions diverge.



**Adaptation:** Nearly undetectable and constantly covering their tracks, spymasters are easily included in a campaign as single NPCs or villains. Spymasters work best on their own or with a small group of adventuring companions of other classes, so incorporating them into a campaign doesn't usually involve creating spymaster-specific organizations. Rather, spymasters serve as the eyes and ears of many organizations. Several of the organizations described in Chapter 6 of this book might make use of one or more high-level spymasters to train other members, keep tabs on rival organizations, and undertake special missions not suitable for the talents of their regular members. Every kingdom has or wants as many spymasters in its employ as possible, and many who have the talent for such work find themselves carefully watched and encouraged by agents of the crown.

**Hit Die:** d6.

## REQUIREMENTS

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

**Skills:** Bluff 8 ranks, Diplomacy 4 ranks, Disguise 8 ranks, Forgery 4 ranks, Gather Information 4 ranks, Sense Motive 4 ranks.

**Feat:** Skill Focus (Bluff).

## CLASS SKILLS

The spymaster's class skills (and the key ability for each skill) are Appraise (Int), Balance (Dex), Bluff (Cha), Climb (Str), Decipher Script (Int), Diplomacy (Cha), Disable Device (Int), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Jump (Str), Knowledge (geography) (Int), Knowledge (history) (Int), Knowledge (local) (Int), Knowledge (nobility and royalty) (Int), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Search (Int), Sense Motive (Wis), Sleight of Hand (Dex), Speak Language (n/a), Spot (Wis), Swim (Str), Tumble (Dex), Use Magic Device (Cha), and Use Rope (Dex).

**Skill Points at Each Level:** 8 + Int modifier.

## CLASS FEATURES

All of the following are class features of the spymaster prestige class.

**Weapon and Armor Proficiency:** Spymasters are proficient with all simple and martial weapons and with light and medium armor.

**Cover Identity (Ex):** A spymaster has one specific cover identity (such as "Murek, the tailor from Sumberton"). While operating in that identity, she gains a +4 circumstance bonus on Disguise checks and a +2 circumstance bonus on Bluff and Gather Information checks.

A spymaster can add an additional cover identity to her repertoire at 4th level and another at 7th level.

Should a spymaster wish to "retire" a cover identity and develop a new one, she must spend one week rigorously practicing subtle vocal intonations and body language before she earns the bonuses. Cover identities do not in themselves provide the spymaster with additional skills, proficiencies, or class features that others might expect of the professions pretended. Thus, a spymaster must be careful to choose identities that can withstand ordinary scrutiny.



*Gilifar, a spymaster*

Illustration by S. Ellis



**Undetectable Alignment (Ex):** The web of different identities and agendas inside a spymaster's mind makes it impossible for others to detect her alignment by means of any form of divination. This ability functions like an *undetectable alignment* spell, except that it is always active.

**Quick Change (Ex):** By 2nd level, a spymaster has become adept at quickly switching from one identity to another. She now can don a disguise in one-tenth the normal time (1d3 minutes) and don or remove armor in one-half the normal time.

**Scrying Defense (Ex):** Starting at 2nd level, a spymaster adds her class level to Will saves against divination (scrying) spells, as well as to Spot checks made to notice the sensors created by such spells.

**Magic Aura (Sp):** At 3rd level, a spymaster gains the ability to use *Nystul's magic aura* at will with a caster level equal to her class level. Most spymasters use this ability to shield their own magic items from detection.

**Sneak Attack (Ex):** Beginning at 3rd level, a spymaster deals an extra 1d6 points of damage when flanking an opponent or any time the target would be denied its Dexterity bonus. This extra damage applies to ranged attacks only if the target is within 30 feet. It increases to 2d6 points at 6th level. See the rogue class feature, page 50 of the *Player's Handbook*. If a spymaster gets a sneak attack bonus from another source (such as levels of rogue), the bonuses on damage stack.

**Slippery Mind (Ex):** Starting at 4th level, a spymaster has a second chance to wriggle free from any enchantment spells and effects. See the rogue class feature, page 51 of the *Player's Handbook*.

**Dispelling Scrying (Su):** At 5th level and higher, a spymaster can dispel a scrying sensor as if casting a targeted *greater dispel magic*. Her caster level is equal to her class level + 10. She can use this ability a number of times per day equal to 3 + her Intelligence modifier.

**Deep Cover (Ex):** At 7th level, a spymaster becomes able to quiet her mind and completely immerse herself in her cover identity. While she operates under deep cover, divination spells detect only information appropriate to her cover identity; they reveal nothing relating to her spymaster persona.

## SAMPLE SPYMASTER

**Gilifar:** Female half-elf rogue 5/spymaster 3; CR 8; Medium humanoid (elf); HD 8d6+8; hp 35; Init +7; Spd 30 ft.; AC 18, touch 14, flat-footed 18; Base Atk +5; Grp +4; Atk or Full Atk +8 melee (1d6-1/18-20, +1 rapier); SA

TABLE 2-21: THE SPYMASTER

Level	Base				Special
	Attack Bonus	Fort Save	Ref Save	Will Save	
1st	+0	+0	+2	+0	Cover identity, undetectable alignment
2nd	+1	+0	+3	+0	Quick change, scrying defense
3rd	+2	+1	+3	+1	<i>Magic aura</i> , sneak attack +1d6
4th	+3	+1	+4	+1	Cover identity, slippery mind
5th	+3	+1	+4	+1	Dispelling scrying
6th	+4	+2	+5	+2	Sneak attack +2d6
7th	+5	+2	+5	+2	Cover identity, deep cover

sneak attack +4d6; SQ cover identity, evasion, half-elf traits, low-light vision, *magic aura*, quick change, scrying defense, trap sense +1, trapfinding, uncanny dodge, undetectable alignment; AL N; SV Fort +4, Ref +9, Will +3; Str 8, Dex 16, Con 12, Int 10, Wis 13, Cha 14.

**Skills and Feats:** Balance +5, Bluff +15, Diplomacy +18, Disguise +12 (+14 acting), Forgery +13, Gather Information +14, Hide +14, Intimidate +3, Jump +1, Listen +4, Move Silently +14, Search +3, Sense Motive +11, Sleight of Hand +16, Spot +4 (+7 to notice scrying sensors), Tumble +14; Improved Initiative, Skill Focus (Bluff), Weapon Finesse.

**Languages:** Common, Elven.

**Sneak Attack (Ex):** Gilifar deals an extra 4d6 points of damage on any successful attack against flat-footed or flanked targets, or against a target that has been denied its Dexterity bonus for any reason. This damage also applies to ranged attacks against targets up to 30 feet away. Creatures with concealment, creatures without discernible anatomies, and creatures immune to extra damage from critical hits are all immune to sneak attacks. She can choose to deliver nonlethal damage with her sneak attack, but only when using a weapon designed for that purpose, such as a sap (blackjack).

**Cover Identity (Ex):** Gilifar has adopted a cover identity of Falimet, a pitiful beggar who asks for coins near the city gate.

**Evasion (Ex):** If Gilifar is exposed to any effect that normally allows her to attempt a Reflex saving throw for half damage, she takes no damage with a successful saving throw.

**Half-Elf Traits:** Half-elves have immunity to magic sleep effects. For all effects related to race, a half-elf is considered an elf.

**Magic Aura (Sp):** Gilifar can use *Nystul's magic aura* at will.



**Quick Change (Ex):** Gilifar can don a disguise in 1d3 minutes and don or remove armor in one-half the normal time.

**Scrying Defense (Ex):** Gilifar gains a +3 bonus on Will saves against divination (scrying) spells and a +3 bonus on Spot checks made to notice the sensors created by such spells.

**Trapfinding (Ex):** Gilifar can find, disarm, or bypass traps with a DC of 20 or higher. She can use the Search skill to find, and the Disable Device skill to disarm, magic traps (DC 25 + the level of the spell used to create it). If her Disable Device result exceeds the trap's DC by 10 or more, she discovers how to bypass the trap without triggering or disarming it.

**Uncanny Dodge (Ex):** Gilifar retains her Dexterity bonus to AC even when flat-footed or targeted by an unseen foe (she still loses her Dexterity bonus if paralyzed or otherwise immobile).

**Undetectable Alignment (Ex):** Gilifar's alignment is concealed as by an always active *undetectable alignment* spell.

*Possessions:* +2 leather armor, ring of protection +1, +1 rapier, cloak of resistance +1.

## STREETFIGHTER

Streetfighters have found a place, and even some small amount of fame, among the shadowy and dangerous regions of the world's great cities. Some leave their homes, putting their skills to the test against dangerous monsters in lost tombs or fighting for sport in front of the nobility, but they always remember the lessons of the streets.

Streetfighters never rest easy. They have seen violence and depravity to rival any dungeon adventurer, and they have survived because they never let their guard down. Rather than leaving a streetfighter suspicious or spent, this experience has forged his mind and body into that of a lean, quick-thinking combatant capable of seizing any advantage in battle.

Most streetfighters are fighter/rogues who have had to survive in dangerous urban environments their entire lives. Perhaps the strangest streetfighters are barbarians and rangers who adopt urban environments as their chosen homes. These wild men and women seek the challenges of the back alleys as a way of testing themselves and their experience in the wider world against the street smarts and tough talk of the city. Very few spellcasters have the bravado or the melee skill to become streetfighters.

**Adaptation:** With a few simple changes, the streetfighter prestige class can be used to represent any group of opportunistic fighters. Just change the description of the class, and it might be associated with a school of gladiatorial training in a city's elite urban patrol. Adding the Weapon Focus or Weapon Finesse feats to the requirements can also bring about large changes in the feel of the class. Weapon Focus (dagger) turns a streetfighter into a knife fighter, while Weapon Focus (rapier) makes the class well suited to a school of fencers from an urban environment.

**Hit Die:** d8.

## REQUIREMENTS

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

**Base Attack Bonus:** +5.

**Skills:** Bluff 5 ranks, Intimidate 5 ranks, Knowledge (local) 5 ranks.

**Feats:** Combat Expertise, Improved Feint.

## CLASS SKILLS

The streetfighter's class skills (and the key ability for each skill) are Bluff (Cha), Climb (Str), Disable Device (Int), Hide (Dex), Intimidate (Cha), Jump (Str), Knowledge (local) (Int), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Ride (Dex), Search (Int), Spot (Wis), and Tumble (Dex).

**Skill Points at Each Level:** 4 + Int modifier.

## CLASS FEATURES

All of the following are class features of the streetfighter prestige class.

**Weapon and Armor Proficiency:** Streetfighters gain no proficiency with any weapon or armor.

**Always Ready (Ex):** A streetfighter knows that an attack can come from any quarter, and that an innocuous conversation can turn into a deadly fight in an instant. Accordingly, he gains a +1 competence bonus on initiative checks. This bonus increases to +2 at 3rd level and to +3 at 5th level.

**Streetwise (Ex):** A streetfighter knows how to survive in dangerous urban areas; he gains a +2 competence bonus on Gather Information and Knowledge (local) checks.

**Stand Tough (Ex):** A streetfighter's toughness has been honed by years of hard living and dirty fighting. Starting at 2nd level, a streetfighter can stand tough once per day. When he would be damaged in combat (from a weapon or some other blow, but not from a spell or special ability), he can attempt to shake off the damage.