

D DRAGONSTAR™

GALACTIC RACES



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DRAGONSTAR™

GALACTIC RACES

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CHAPTER ONE

NEW RACES

INTRODUCTION

Fantasy Flight Games is pleased to present *Galactic Races*, a new sourcebook for the **Dragonstar** space fantasy campaign setting. *Galactic Races* contains detailed information on 16 new races for use in the **Dragonstar** setting as well as some new feats and a new concept called racial templates.

The Dragon Empire is always expanding, and explorers often come across races that they haven't encountered before. This makes it easy to add new races to an existing campaign if you decide that they haven't existed before now.

However, if you decide that the races in this book have long since been discovered, it's easy enough to explain why the PCs haven't encountered any before. You can simply localize the new races to areas the PCs haven't been to yet.

THE OPEN GAME LICENSE

Galactic Races is published under the terms of the Open Game License and the d20 System Trademark License. The OGL allows us to use the d20 System core rules and to publish game products derived from and compatible with those rules.

Open Game Content in this book includes game rules, statistics, abilities, mechanics, and material derived from the d20 System SRD, including all racial names, traits, and abilities. The descriptions and backgrounds of the races are designated as closed content.

MULTIPLE HIT DIE RACES

In an effort to keep level equivalents as low as possible and to make for simpler, more playable races, all of the races in this book begin with 1 Hit Die. If you or your DM feel that a specific race should have more than 1 Hit Die, simply add +1 to the level equivalent for each additional Hit Die you give the race.

RACIAL FEATS

Many of the races in this book have unusual feats either limited to their race or that they qualify for. Other than requiring a specific race as a prerequisite, these feats work just like normal feats.

SHARED RACIAL FEATS

Some racial feats apply to more than one race. In these cases, the feats were reproduced after each race that qualifies for the feat in order to minimize flipping through the book hunting for a specific feat during play. All racial feats that a specific race qualifies for will be listed at the end of its entry.

CENTAURS

Centaurs, sometimes referred to as “half-horses,” are fiercely independent creatures that have a deep mistrust of other races. The only exceptions to this are the elves, who have slowly managed to draw the centaur race from their secluded existence into the Dragon Empire. For the most part, centaurs are wild creatures that love their primitive existence; however, a few outspoken individuals have begun to embrace technology and the more modern style of living found throughout the Empire. Centaurs are generally viewed by others as a primitive, savage race that is finally taking its first reluctant steps into the modern age.

Centaurs live along the fringes of the Dragon Empire, close to the worlds of the Outlands. Nearly all the worlds that centaurs live on also have high elven populations. Centaurs have very tight-knit communities that can be found in the wilderness of their homeworlds, far from the cities and civilizations of other races. It is rare—but not impossible—to find a centaur living in an urban setting, or living in an area not predominantly populated by other centaurs. They cherish their traditions and customs, and often believe that extended contact with other cultures may dilute the culture that they have developed. This is one of many reasons why centaurs are so reluctant to deal extensively with the other races of the Empire.

Centaurs have a passionate kinship to nature and the wilderness. This is another reason why most centaurs prefer to remain among the more wild areas of a planet, where high technology is a rarity. Even the most adventurous of centaurs tend to dislike the cities of the Dragon Empire, and attempt to avoid being confined inside buildings, starships, or other manmade structures whenever possible. For this reason, centaurs that choose to leave the safety of their own settlements usually make their way to the Outlands where they can explore the

unknown reaches of new colony worlds. The Outlands has become the place where most races first encounter centaurs. Because of the race’s wilderness skills, the demand for centaur guides, explorers, scouts, and soldiers is quite high. In fact, their prowess has led the Dragon Empire to recently establish a special branch of the Royal Exploratory Service called the Imperial Expeditionary Taskforce. The IET specializes in exploring and surveying forested worlds. Primarily headed up by elves and centaurs, the formation of the IET has contributed tremendously towards the urbanization of this shy race.

Centaurs tend to either love or hate technological devices. Most centaurs love to speak at great lengths about the evils of science and technology. Over time, they’ve become convinced that such artificial aids are unnecessary and even harmful to leading a happy life. However, those centaurs who can be convinced to try technological devices tend to become obsessed with them. They have a special love of devices that can be wielded in combat or for tracking and exploring. However, even the most insignificant or useless gadget in the galaxy is of great interest to these centaurs—once the doorway to high-tech items has been opened, a centaur rarely turns away from it.

Money is still an alien concept for centaurs. Within their own sylvan communities, centaurs still make use of the same bartering system that they’ve had for centuries. While this system still works quite well for them, it has certainly made their acclimatization to the Dragon Empire much more difficult. It’s not uncommon, for example, for a centaur to attempt to trade a finely crafted battleaxe to a weapons dealer for a laser pistol. Centaurs have a hard time understanding the concept of monetary value, a flaw that has given them the reputation of being “easy marks” with criminals.

Personality: Among their own kind, centaurs are loud, outgoing, and gregarious. They love to dance and drink, and often throw grand festivals involving great quantities of food and wine. Though most outsiders would never suspect it, centaurs are in truth very friendly and personable individuals.

However, centaurs typically strike other races as an arrogant, sullen race at first glance. Centaurs simply do not trust strangers, and are not willing to offer their trust to them on blind faith. As a result of this, it takes a great deal of effort to win the confidence of a centaur. This old-fashioned sensibility is seen by others as rude and insulting, so such efforts rarely occur. When given an opportunity to get to know and trust creatures of other races, centaurs slowly drop their indifferent facade, and have been known to become great friends with dwarves, soulmechs, and other unlikely individuals. However, the journey towards friendship is usually a long and painful road for them.

Most centaurs are gallant, honorable creatures. They are steadfastly loyal to their friends, almost to a fault. In spite of this, other species often stereotype centaurs as a cruel race due to their callousness when dealing with others. However, despite their general dislike of nearly all other races, centaurs do not wish harm on others, they just want to be left alone.

Physical Description:

Centaur's possess the upper torso of a human and the lower body of a horse. Both halves of the centaur physique, though, are incredibly well-muscled and powerful. Centaurs tend to have long hair and a wild, unkempt appearance, although those centaurs more fully integrated into the Dragon Empire groom themselves somewhat more carefully.

Centaur's normally only wear clothing if in the presence of non-centaur's, or if entering a situation they believe to be dangerous. In either case, centaur's gravitate towards armor, environmental suits, or other functional clothing or pieces of equipment. Centaur's

believe that possessions should be practical, and do not tend to wear ornamental or decorative items.

Relations: Most centaurs would actually prefer to have no relations with any of the other races in the Dragon Empire. The one significant exception to this, of course, is the elven race, with whom the centaurs have been great friends for centuries. Centaurs trust the elves implicitly. The two races share a spiritual bond that unites them in many ways—they hold common beliefs regarding nature, magic, and the order of the universe. Were it not for the elves, the centaur race would have nothing at all to do with the Dragon Empire. Elves view centaurs as their stubborn, pessimistic cousins, while centaur's see elves as well-meaning but foolhardy optimists; however, there is always genuine affection and respect between the two races.



Centaur's can tolerate gnomes, halflings, and half-dragons, although they prefer not to deal with them. The cheerful nature of gnomes and halflings makes it difficult for centaurs to completely dislike the diminutive creatures. Meanwhile, the regal and magical nature of half-dragons gives them a powerful strength of personality that even the centaurs find difficult to ignore. Gnomes and halflings love dealing with centaurs, as they find the half-horses' curmudgeonly behavior a constant source of entertainment. Half-dragons, on the other hand, try to have as little to do with centaurs as possible, believing them to be archaic and paranoid creatures unworthy of their attention.

While centaurs can deal with humans and dwarves if absolutely necessary, they certainly have no love for those two races. Centaurs view humans as insensitive, arrogant creatures bent on destroying the natural world that the half-horses love so dearly. Dwarves, on the other hand, are dirty, arrogant, cave dwellers obsessed with material wealth. Dwarves typically return the centaurs' disdain—they view centaurs as an arrogant race out of touch with the rest of the Dragon Empire. Humans tend to be more patient and understanding with them, although patience can only go so far.

The centaurs' feelings towards half-orcs and goblins are even worse. They feel that such creatures are vile and destructive, and centaurs make every effort to have nothing to do with them. Since such creatures despise centaurs in return, the contact between these races tends to be mercifully rare.

Centaur's have the most difficulty dealing with one race in particular—the soulmechs. They believe that soulmechs represent everything they are not—cold, calculating, and as far from nature as one can imagine. The half-horses view soulmechs as unemotional robots with no care for the living world, and no matter how many times this viewpoint is disproven, they have difficulty accepting soulmechs as living and emotional creatures. To the centaurs, soulmechs represent everything they loathe about the Dragon Empire. To their credit, most soulmechs are surprisingly tolerant of such hostility, and do not harbor any ill will towards centaurs, although they certainly don't actively try to seek the friendship of the half-horses, realizing the futility of such an action.

Alignment: Most centaurs are good-aligned—despite their coarse behavior with others, they are typically well-meaning, virtuous creatures that abhor evil. Centaurs have little regard for either formality or rules, though, so most are either neutral or chaotic.

Centaur Lands: Centaurs tend to settle on heavily forested planets, particularly those with a high elf population. Centaurs tend to avoid any planet that has become extremely industrialized, even if they've learned to enjoy technology.

Religion: Most centaurs worship the Mother in her nature aspect, just like the elves. Centaurs see little validity to Dualism, though, since it does not focus primarily upon nature.

Language: Most centaurs learn the Elven language, as well as their mother tongue, Sylvan. Some centaurs are also quite fluent in Common, as they have limited dealings with humans and other races. More recently, a few have begun to learn Draconic as well, reluctantly starting the long process of integration into the Empire.

Names: Centaurs use elven naming conventions.

Adventurers: The centaurs' antisocial nature keeps most of them from leading a life of adventure. Those half-horses that leave home to join the Dragon Empire at large are typically extremely curious and outgoing, often wanting to explore the galaxy and meet new and interesting people, no matter what they look like.

Centaur Racial Traits:

- +8 Strength, +4 Dexterity, +4 Constitution, -2 Intelligence, +2 Wisdom: Although physically imposing and wise, centaurs are not very smart.
- Large: As Large creatures, centaurs have a -1 size modifier to Armor Class, a -1 size modifier on attack rolls, and a -4 modifier on Hide checks. They can use larger weapons than humans use, and their lifting and carrying limits are double those of Medium-size characters. Despite their size, centaurs still only have a reach of 5 ft.
- Monstrous Humanoid Traits: As monstrous humanoids, centaurs have darkvision 60 ft. and are immune to spells that target humanoids, such as *charm person* or *hold person*.
- Centaur base speed is 50 feet.
- +2 natural bonus to AC.
- Unusual Body Type: Because of their uncommon physiology, centaurs seldomly find clothing or armor that will fit them. Typically, they must have such items made. Because they are a Large, non-humanoid race, such items cost four times as much as normal, and are twice as heavy.
- Automatic Languages: Elven, Sylvan, and Common. Bonus Languages: Draconic.
- Favored Class: Ranger. A multiclass centaur's ranger class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). The centaur's affinity for the outdoors makes becoming a ranger an obvious choice.
- Level Equivalent: +3

DERRO

Derro are a foul and vile race, bred in the dark places beneath the earth, who have emerged to travel the blackness between the stars. Cunning and treacherous, they were a minor annoyance during the reign of the metallic dragons, but as the galaxy trembles under the claw of Mezzenbone, they have emerged as a major power.

Although most derro are unrelentingly sadistic, a few individuals have turned away from the cruelty of their race, instead seeking to escape the evil reputation that seems to follow them across the galaxy. Hated and hunted by their own people, these good-aligned derro often become grim loners, fighting to escape their past.

Personality: Derro live for cruelty, and by treachery. From the simplest children's games to the most complex plots and machinations of the elders, there is an all-consuming delight in the infliction of pain. A derro will torture a prisoner who is willing, even eager, to talk—and continue to torture him after he has said all he knows.

A good-aligned derro is often quiet and withdrawn, preferring to sit alone in the shadows of a tavern instead of joining his companions at a table filled with laughter and song. Such an individual often champions the weak, flying into a fierce rage when forced to witness any act of cruelty or bullying that reminds him of his own painful childhood.

Physical Description: Derro are about six inches taller than dwarves, and built along thinner lines. Their hair ranges from pure white to pallid yellow, and only about ten percent of the race is bearded, though most of the males have moustaches. Their skin color is almost white, tinted slightly bluish, and their eyes are violet orbs without pupil or iris.

Derro can live for 150 years, and reach adulthood at 25.

Relations: Derro do not get along well with anyone, including other derro. They especially hate dwarves and few derro will voluntarily work with a dwarf unless there is an outstandingly good reason. They find themselves

more comfortable with drow than with other races, and the rise of the drow to greater power under Mezzenbone has lifted the derro as well. Many dragons find having a derro advisor or chief interrogator to be extremely beneficial. Derro find humans tolerable, halflings disgusting, gnomes annoying, and others to be useful tools.

Good-aligned derro are much less choosy about the company they keep. Typically shunned by others, they respond easily to small acts of kindness, forming friendships with anyone willing to overlook their heritage.

Alignment: Derro are usually chaotic evil. They are filled with hate towards a universe that shunned them and drove them underground. Now that their star is rising under Mezzenbone, they intend to grab for all the power they can. Still, there are a few individuals of good alignment, though they are typically outcasts and criminals in the eyes of their people.

Derro Lands: Although found deep in the depths of many worlds, derro rule very few of them—their treacherous nature prevents them from forming cohesive power structures.

Religion: Derro worship the Destroyer and the Trickster in various aspects.

Language: Derro speak a perverted and debased form of Dwarven, barely recognizable as such. They also speak Undercommon, and a few can speak Common as well.

Names: Derro names are sharp and strong: Drangor, Turgan, Morkan, Tomgor. Male and female names sound alike—there are no gender-specific names. Derro do not have family names or care much for ancestry, another aspect of their Dwarvish heritage that they have rejected completely.

Adventurers: While most evil derro are found in the employ of the Imperial Special Police Directorate, player characters will most often be derro who have been driven from their homes by the cruelty of their people.



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Derro Racial Traits

- +2 Constitution, -2 Charisma. Derro are somewhat unappealing, but they are quite hardy, much like their dwarven cousins.
- Medium-size: As Medium-size creatures, derro have no special bonuses or penalties due to size.
- Derro base speed is 30 feet.
- Derro have darkvision up to 30 feet.
- Stonecunning: Derro receive a +2 racial bonus to checks to notice unusual stonework. Non-stone objects that are disguised as stone also count as unusual stonework. A derro who comes within 10 feet of unusual stonework can make a check as though actively searching and can use the Search skill to find stonework traps as a rogue can. A derro can also intuit depth, sensing the approximate distance underground.
- Gravity Sense: Derro are unusually sensitive to gravity. With a simple Spot check (DC 10) they can tell you exactly what the local gravity is. If the check fails, they can still get within 10% (high or low, at the DM's discretion). With a similar Spot check (DC 10), a derro can discern the direction of the strongest gravitational pull affecting them at any given time, even in the dead of space.
- +1 racial bonus to attack rolls against orcs and goblinoids.
- +2 racial bonus to Will saves against spells and spell-like abilities.
- +2 racial bonus to Appraise checks and Craft or Profession checks that are related to stone or metal.
- +2 racial bonus to Fortitude saves against all poisons.
- +4 dodge bonus against giants.
- Derro are highly resistant to magic, with a natural spell resistance of 18.
- Sunlight Vulnerability (Ex): Derro take 1 point of temporary Constitution damage for every hour they are exposed to sunlight, dying when their Constitution reaches 0. Lost Constitution points are recovered at the rate of 1 per day out of the sun.
- All Derro receive the Blind-Fight feat in addition to the feat all characters receive at 1st level.
- Automatic Languages: Dwarven and Undercommon. Bonus Languages: Dwarven.
- Favored Class: Fighter. A multiclass derro's fighter class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). Like their cousins the dwarves, derro are sturdy warriors.
- Level Equivalent: +1

DOPPELS

Mysterious and solitary, this offshoot of the doppelganger race is little more than an enigma to most of the Dragon Empire. Doppels have no homeworld to speak of—indeed, they have no cities, tribes, or organizations either. They are typically loners and mercenaries, selling their services to the highest bidder. Known for their calculating nature and the ability to stay eerily calm in even the most dangerous of situations, their very name sends a chill down the spines of the average Empire citizen. As far as most in the Empire are concerned, a doppel is an ominous threat able to change its face at will.

Typically, a doppel adopts an assumed identity when settling on a new world. The identity is chosen to blend in easily—if living on a predominantly elven world, that identity would be that of an elf. This is the identity that the doppel presents to the outside world. They rarely, if ever, present their true appearance to anyone except those they absolutely trust. Doppels lack a unique culture, and as such, have never developed any customs or history of note. Instead, they are content to adopt the ways of those they observe, adding new dimensions and little touches to their non-doppel identities with the information so gained.

Because their natural abilities lend themselves perfectly towards the art of deception, most doppels are involved with the criminal element in one form or other. Many are swindlers and thieves, using their abilities to assume the identities of others in elaborate con games. Others are spies and law enforcement agents, using their shapeshifting abilities to infiltrate criminal organizations with ease. Regardless of their motivations, however, doppels rarely take pleasure in the end result of their activities, whether stealing priceless gems from the Empire or exposing a traitorous legion to the authorities. Rather, they find pleasure in the act of deception itself—the goal of their deception is merely a formality.

Doppels are incredibly interested in technology, though not necessarily adept with it. This is because they realize that technology can be used to enhance their ability to change identities. Any sort of device that provides access to identity databases or that can enhance a disguise is instantly a valuable commodity to a doppel. For this reason, doppels constantly seek to establish friendships or alliances with hackers and other rogue programming geniuses—an individual who can create a new identity with a simple keystroke is a doppel's fondest dream. Normally, doppels have very little regard for money or material goods. They do hoard information, however, and will pay large amounts of money to acquire even the tiniest scraps of information. Most doppels believe that pure information is far more valuable than any other sort of commodity in the Dragon Empire.

Personality: Doppels tend to be reserved individuals, rarely initiating conversation or conflict, preferring instead to react to the actions and behaviors of others. They also prefer to remain forgetful to casual observers, so they try not to exhibit any memorable behaviors or speech patterns.

Doppels are born liars. Changing appearances and identities invariably lead to changing stories, and doppels are masters at telling blatant lies with a perfectly straight face. They have a remarkable memory for keeping track of what lies they've told to whom, and for blending stories they've read or heard into the background of their assumed identities in order to make those identities more believable. Empire psychologists have noted that the doppels' penchant for lying is somewhat pathological in nature—even when given an opportunity to simply speak the truth, doppels can rarely do so without some form of embellishment.

Though doppels are generally passive observers, they are fierce fighters when actually forced into combat. In

particular, they often choose to initiate combat if they believe an identity of theirs is about to be unnecessarily exposed—doppels are extremely protective of what they choose to reveal to others, and someone who exposes a doppel without permission will certainly be marked for retribution.

Physical Description: In their natural form, doppels are slender humanoids generally no taller than six feet in height. Despite their slim and often frail-looking appearance, though, they are very hardy individuals. Doppels possess pale, oily skin that is rough to the touch. Doppels have long, drawn faces, whitish eyes that lack pupils, and small,



expressionless mouths. While they can move quickly if they have to, doppels typically move with slow, deliberate purpose.

In their assumed forms, a doppel can be just about any humanoid form, ranging anywhere from four to eight feet in height and anywhere from half to double their normal body mass. They can also easily take the appearance of a humanoid of the opposite sex. While doppels can assume virtually a limitless number of humanoid forms, they usually have one or two favorite forms that they use when interacting with non-doppels. These forms also tend to have well-crafted identities and backgrounds that are constantly developed by the shapeshifters.

Doppels tend to possess an immense variety of clothing, all tailored for the various forms that they assume most frequently. However, the style of clothing chosen by the shapeshifters is normally quite bland, and tailored towards letting a doppel blend into a crowd. Doppels prefer to avoid clothing and possessions that may be memorable to observers.

Relations: The races of the Dragon Empire almost universally fear and despise doppels. Most creatures know little about the shapeshifters, but believe that they can change their appearance at will and are often involved in sinister activities. This general concern regarding doppels led to the Doppel Registration Decree in some regions—a law requiring that all doppels register their residence and identities with the Imperial Special Police Directorate. Doppels convicted of fraud or any other sort of deceptive crime also face more severe sentences in these parts of the Imperial justice system. However, this decree, while meant to control fears and possible threats involving doppels, has instead caused doppel resentment towards the Empire for infringing on their anonymity. It has also increased fear of the shapeshifting doppels, as many believe that the ISPD is gathering their personal information not to monitor the doppels, but to recruit them. Regardless of an individual doppel's real personality or intentions, the average Empire citizen's initial reaction to any doppel is likely to be mistrustful.

Doppels deal best with humanity and with the drow. Humans, while not entirely trusting of the dop-

pels' motives, are usually open-minded enough to believe that not all doppels are face-changing, shadowy assassins. Drow, on the other hand, deal with doppels whenever possible precisely because they hope that the doppels are the elusive killers of Empire legend. The other races of the Dragon Empire typically try to have as little involvement as possible with doppels. Dwarves, in particular, loathe the shapeshifters with a passion, and will go out of their way to expose or destroy any creature they suspect of being a doppel—the deceptive nature of the doppel is in complete opposition to the dwarves' blunt and direct approach to others. Doppels normally try to avoid contact with dwarves whenever possible, and tend not to utilize dwarven forms or identities unless absolutely necessary.

Alignment: The calm, detached nature of doppels tends to lead them towards neutral alignments. Though doppels certainly may lean towards either predominantly good or evil behavior, they are not usually disciplined enough to be of lawful alignment, nor disorganized enough to be called chaotic.

Doppel Lands: Doppels have no lands of their own. They are cultural chameleons that live among other races.

Religion: Most doppels who choose to follow a religion are Dualists. However, they see the Creator and the Adversary as a single entity with changing faces—much like themselves. Doppels have little interest in the Unification Church.

Language: Doppels speak Common and Draconic fluently. They are quite adept at learning other languages as well, and typically learn whatever languages they believe that their other identities would need to know.

Names: Doppels change their name the way other races change clothing. To a doppel, having a name isn't important—it's just a label for others to use.

Adventurers: The fiercely independent ways of the doppels lead most members of this shapeshifting race to some form of adventuring lifestyle. It's quite rare to find a doppel that is not an adventurer.

Doppel Racial Traits:

- +2 Wisdom, +2 Charisma, –2 Strength: Doppels are extremely cunning and charismatic, but lack the muscles of other races.
- Medium-size: As Medium-size creatures, doppels have no special bonuses or penalties due to their size.
- Doppel base speed is 30 feet.
- Shapechanger traits: As shapechangers, doppels have darkvision up to 60 feet. In addition, they are

immune to spells that target humanoids, such as *charm person* and *hold person*.

- +4 racial bonus to saves against all *sleep* and *charm* effects.
- Shapeshifting (Su): Doppels can cast *alter self* a number of times per day equal to three plus the doppel's Cha modifier. The doppel casts this spell as a 12th-level sorcerer and can remain in the chosen form indefinitely, even while unconscious or asleep, although a doppel reverts to its natural form if killed. The *alter self* ability is used to transform the doppel into a humanoid of either Small or Medium-size.
- +2 racial bonus on all Bluff and Disguise checks. When used in conjunction with *alter self*, doppels receive an additional +10 circumstance bonus to Disguise checks only.
- Automatic Languages: Common and Draconic. Bonus Languages: Dwarven, Elven, and Orc.
- Favored Class: Rogue. A multiclass doppel's rogue class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). The deceptive nature of a doppel's existence makes the class of the rogue a natural fit for them.
- Level Equivalent: +0

Doppel Racial Feats:

IMPROVED SHAPESHIFTING

You have improved your ability to change shape through practice.

Prerequisites: Doppel only.

Benefit: You may use your shapeshifting racial ability an additional three times per day.

Special: This feat may be taken multiple times.

MENTAL CHAMELEON

You have inherited some of your doppelganger ancestor's ability to read the thoughts of others.

Prerequisites: Doppel only.

Benefit: You can cast *detect thoughts* three times per day. You cast this spell as a sorcerer of your level. This is a supernatural ability. When using this ability, you receive an additional +4 circumstance bonus to both Disguise and Bluff checks.

Special: This feat may be taken multiple times. Each time you take it, it grants you three additional castings of *detect thoughts* per day.



ELEMS

Elems are creatures not of two worlds, but of two planes. They are beings born to human men and women on the Material Plane, but partially tainted with the stuff of the elements. They are usually born near permanent or powerful portals to one of the Elemental Planes.

Personality: The four major types of elem all have very noticeable personality tendencies as a group, though individuals vary greatly and some will deliberately rebel against others' expectations of them.

Air elems are flighty, creative, and sometimes distant. They tend to have rapidly shifting moods and whims. Their passions often wax and wane from day to day as they move through multiple social circles, never growing too close to anyone. Few can ever claim to really know an air elem.

Earth elems are just the opposite. Stolid, plodding, and sometimes uncreative, they are slow to take on any interest and even more reluctant to abandon it. Commitment and reliability are two of the traits an earth elem values the most. They like to have a routine with discipline and a fixed purpose—earth elems make excellent soldiers or bureaucrats. They are slow to anger, but hold grudges for a long time once enraged.

Fire elems are creatures of passion and destruction. Young fire elems are drawn to dangerous sports and activities, and will risk their lives with abandon. Older fire elems tend to either obsess on one or two closely held passions or go wild, continuing to ratchet up the risk until they go out in a blaze of glory.

Water elems are usually calm and reliable, though not nearly so stoic as earth elems. They are shy, revealing only a little of themselves until they build up a strong foundation of friendship and trust. Water elems can be unpredictable, however. Sometimes they are known to explode in anger over seemingly minor matters, only to quickly calm down a moment later.

Physical Description: Elems are roughly the same size and shape as normal humans. However, their alien nature is immediately evident—no one would mistake an elem for a pure-blooded human unless the elem was very well disguised.

Air elems have pale, almost translucent skin, and white or grey hair that tends to billow around them. No reflections appear in their eyes, which are usually light blue or grey. Their clothes ripple even if there is no breeze to stir them. When an air elem moves, its steps are light and graceful.

Earth elems have grey, brown, or deep red skin, which tends to be dry, thick, and hard. Their features are sharp and angular. Earth elems tend to have short hair that grows mostly towards the back of the head. They are built broadly and solidly, and move with a lumbering gait.

Fire elems tend to have either red or blonde hair that falls in streaming waves over their shoulders. Their skin is hot to the touch and deep red or deep orange in color. Their eyes literally glow—unless they wear dark glasses or contact lenses, a fire elem is visible in utter darkness as two tiny points of orange light. Fire elems have very long, flexible fingers and seem incapable of holding perfectly still.

Water elems have slightly translucent blue-green skin and light green hair. Their eyes are abnormally large, with large black irises. A water elem's skin is usually moist, but the moisture is cool and clean, not at all like sweat. There is often webbing between their fingers and toes, and their ears are usually flat against their skull.

Relations: Elems relate to other races in much the same way as humans do. Other races are less inclined to see elems as an offshoot of humanity, and often treat them with suspicion or caution at first. Air elems get on best with elves; earth elems with dwarves; water elems

with gnomes, and fire elems with orcs or half orcs. Dragons often take a liking to elems who match their own element—fire elems are often found as employees of red dragons, for instance.

Alignment: Earth and water elems are often lawful, while fire and air elems are often chaotic. Division between good and evil varies by individual.

Elem Lands: As a hybrid race, elems do not control any worlds or any territories. However, they tend to be divided by the circumstances that create them. Different types of elem come from different worlds.

Air elems often come from colonies in the upper atmospheres of gas giants, or from worlds with extremely dense atmospheres and violent storm systems.

Earth elems are most often born on large, high-gravity worlds, especially those where the major colonies or cities are located deep underground.

Fire elems are born on worlds of high volcanic activity, or on research stations orbiting exceptionally close to a star.

Water elems are usually born on worlds that have few land masses, particularly those with extensive underwater colonies.

Religion: Most elems accept the teachings of the Unification Church. Those who choose to become clerics often select a deity relating to their element (e.g., a fire elem might decide to worship the Smith, while a water elem may choose to follow the Stormlord.)

Language: Eelems speak Common and the appropriate elemental language (i.e., Aquan for water elems, Auran for air elems, Ignan for fire elems, and Terran for earth elems.)

Names: Eelems typically use human naming conventions.

Adventurers: Air elems often leap into adventures on a whim, only to find that they can't leap out quite so easily. The continual array of new sights and experiences keeps them coming back whenever they get bored.

Earth elems often find work as soldiers or bodyguards. Even when adventuring, earth elems prefer jobs with a steady routine, such as guarding a trading fleet or serving with a disciplined mercenary company.

Fire elems seek excitement. Their idea of excitement is a good brawl followed by a chase through the alleys. While air elems sometimes fall into adventure, fire elems jump in feet first with their eyes closed. They are often employed in positions of great danger, such as smugglers or bounty hunters.

Water elems are the least likely type of elem to go adventuring. Their philosophical nature does not lend itself well to most types of adventure, but some find that their spiritual quests require a great deal of travel.



Elem Racial Traits

- Medium-size: As Medium-size creatures,lems have no special bonuses or penalties due to their size.
- Level Equivalent: +0

In addition, each type of elem has several traits unique to it:

Air Elem

- +2 Intelligence, -2 Wisdom.
- Air elem base speed is 30 feet.
- Air elems act as though affected by a permanent *feather fall* spell. This is a supernatural ability.
- +2 racial bonus to all saves against air spells and effects.
- Electricity resistance 2.
- Air elems receive a +1 bonus to caster level when casting spells with the [Air] modifier or from the Air Domain.
- Automatic Languages: Common and Auran. Bonus Languages: Any (other than secret languages).
- Favored Class: Wizard. A multiclass air elem's wizard class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). The lifestyle of a wizard appeals to an air elem's need for constant and varied challenges.

Earth Elem

- +2 Constitution, -2 Dexterity: Earth elems are very sturdy and hard to hurt, but lack any form of grace.
- An earth elem's base speed is only 20 feet, reflecting their stiff and cumbersome physique.
- +2 racial bonus to AC.
- Earth elems have damage reduction 5/—, but only against subdual damage.
- +2 racial bonus to all saves against earth spells and effects.
- Acid resistance 2.
- Earth elems receive a +1 bonus to caster level when casting spells with the [Earth] modifier or from the Earth Domain.
- Automatic Languages: Common and Terran. Bonus Languages: Any (other than secret languages).
- Favored Class: Fighter. A multiclass earth elem's fighter class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). The warrior's rugged lifestyle appeals to the earth elem's stoic nature.

Fire Elem

- +2 Dexterity, -2 Constitution: Fire elems are agile, but lack the durability and solidity of most humans.
- Fire elem base speed is 35 feet due to their slightly less than solid nature.
- Fire elems suffer no penalties from smoke. Even the thickest smoke fails to either choke them or obscure their vision. This is an extraordinary ability.
- +2 racial bonus to all saves against fire spells and effects.
- Fire resistance 2.
- Fire elems receive a +1 bonus to caster level when casting spells with the [Fire] modifier or from the Fire Domain.
- Automatic Languages: Common and Ignan. Bonus Languages: Any (other than secret languages).
- Favored Class: Rogue. A multiclass fire elem's rogue class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). The excitement of a rogue's life appeals to a fire elem's volatile personality.

Water Elem

- +2 Wisdom, +2 Charisma, -2 Strength: Water elems are contemplative and well-spoken, but not physically powerful.
- Water elem base speed is 20 feet. In addition, they have a swim speed of 20 feet. A race with a swim speed can move through the water at the listed speed without making Swim checks. It gains a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. The race can always take 10 on Swim checks, even if rushed or threatened. Races can use the run action while swimming, provided they swim in a straight line.
- Water elems can breathe water as an extraordinary ability.
- +2 racial bonus to all saves against water spells and effects.
- Cold resistance 2.
- Water elems receive a +1 bonus to caster level when casting spells with the [Water] modifier or from the Water Domain.
- Automatic Languages: Common and Aquan. Bonus Languages: Any (other than secret languages).
- Favored Class: Cleric. A multiclass water elem's cleric class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). Water elems find that spiritual pursuits appeal to their meditative nature.

ELETI

The eteli (singular etelum) are undead. They resemble skeletons, but have independent minds and wills of their own.

An etelum is an animated skeleton formed from the remains of a humanoid creature. An etelum can create "offspring" by gathering the necessary magical energy into one of its own bones over the course of a year. It then places the empowered bone within a skeletal corpse that comes to life as the etelum's "child." This process is somewhat uncomfortable for the parent, but not really painful. The empowered bone remains part of the child's body.

The eteli may be undead, but they are neither unintelligent nor inherently evil. For ages, those around the eteli were unable to understand this fact, and regarded the race with fear, suspicion, and hostility. The eteli were forced to live isolated, lonely lives. They either hid their nature in order to exist amongst the living, or shunned the living altogether and lived in solitude. Eleti communities were rare, since gatherings of undead tend to spark anger and violence amongst the living.

All this changed with the advent of the Dragon Empire, which blessed the eteli with two great gifts.

The first gift is the tenet of active morality. Under this philosophy, individuals cannot be legally judged by their alignment, and must be judged by their actions. While this doesn't directly help the eteli get along in living society, it does make society more willing to accept them despite their disturbing appearance and undead nature. After all, if one's associates are orcs and drow, one will have fewer qualms about working with a living skeleton.

The Dragon Empire's second and more important gift is that of space travel technology. For it is in the cold, airless vacuum of space that the eteli have truly found their home. Eleti make excellent deep-space engineers,

technicians, and explorers because they are undead. They need no air, food, or water, and are naturally protected from heat, cold, and radiation. If a spacecraft with an eteli engineer needs an external repair, the engineer simply steps out the airlock and does the repair without a bulky vac suit to get in his way or worrying about his air supply if the repair runs longer than expected.

Personality: Before receiving the gifts of the Dragon Empire, the eteli were a melancholy race, forever isolated from the living societies of which they longed to be a part. Some eteli tried to earn their place among the living by performing good deeds. Others let their longing turn to bitterness and chose to attack the living instead.

As citizens of the Empire, the eteli can finally join society, but realize that the living will always be uneasy in their presence. Most eteli ignore the nervous glances from those around them and focus on doing their jobs.

A few eteli avoid the living altogether. They spend their immortal existence meditating on their undead state learning to understand their inherent magical nature. These mystics have no hostility towards the living, but can be dangerous when disturbed. They simply want to be left alone.

Physical Description: Eleti appear as animated humanoid skeletons. Little flesh clings to their bones, and their joints are held together solely by magic. Eleti stand five to six feet tall and weigh 60 to 80 lbs. Eleti of small size are three to four feet tall and weigh 20 to 25 lbs. This weight is clearly more than bones, but it is unknown what adds to their weight.

An infant etelum is similar to a human infant. It is ignorant and incapable of controlling its body. However, eteli mature to adulthood in about a year. After that, they do not age, and are effectively immortal.

When traveling in the Outlands or other areas where their appearance may cause problems, eteli dress to con-

ceal themselves. When working in space, eleti wear only thruster packs and harnesses for their tools.

Relations: The eleti have better relations with the living than they did before the Dragon Empire. Other races are still uneasy around them, but value their usefulness in space. It is a mark of pride to have an eletum engineer serving aboard one's spacecraft.

Drow, orcs, and half-orcs have no problem with the eleti. Better than any other race, they realize the importance of being judged by one's actions, not one's race or appearance. Of course, since these races are typically considered evil, having them vouch for an eletum's character is of dubious value.

Dragons and half-dragons are interested in the eleti only insofar as they can help expand the Empire. Eleti are often sought out and recruited into the Legions. Soldiers who are immune to the rigors of space are an invaluable asset. The eleti respect the dragons, but do not fear them. After all, they can hide in places few can follow.

Alignment: Eleti are independent creatures, with no preference towards any one alignment. They may be malicious, kind, or lawless depending on their own nature. Each is raised by its parent and taught how to interact with others. Because of this closeness, an eletum often has an alignment similar to its parent's.

Eleti Lands: Eleti congregate in small colonies far from habitable planets, typically beneath the surface of airless asteroids or dead, forgotten moons. Because the eleti don't need food or other resources, there is little for them to fight over, so their colonies are usually quiet, peaceful places.

Each colony reflects the spirits of its inhabitants. A colony of mystics, for example, may be nothing more than a series of underground meditation cells linked by bare rough-hewn tunnels. A more extroverted colony may have well-lit towers stretching miles above the surface, welcoming off-worlders in need of eleti services. A few colonies are mobile. Their homes are "boneships"—large spacecraft without airlocks or even windows to hold back the vacuum of space.

Religion: Some eleti offer homage to the Reaper, believing they owe their existence to the beneficence of the god of death. Others worship the Merchant with an eye towards increasing their wealth and power. Like alignment, however, religious beliefs vary wildly, and are mostly based passed down from parent to child.

Language: Eleti have no language of their own. They speak Common but may learn any other languages they choose. Despite the lack of a throat, eleti can

speak clearly. Their voices sound human, though there is a subtle hollow ring that can be distinguished by astute listeners.

Eleti also use a complicated sign language (unrelated to the drows' sign language) that allows them to communicate with each other in vacuum, where sound does not travel. This is not a secret language, and an eletum will often teach at least a few phrases to his companions so they can communicate in space.

Names: Most eleti have only one name, which is given to them by their parents and taken from the nearest humanoid culture. In the last century, a few eleti have taken to using the name of their colony as a second, family name.

Adventurers: It is not uncommon for an eletum to leave his colony in search of excitement or the acceptance of the living. Eleti can find adventure in space performing missions too dangerous for the living. They are often technicians or engineers, although some actively seek out more military paths.



Eleti Racial Traits

- +2 Dexterity: The magical nature that binds the eleti together gives them great speed and flexibility.
- No Constitution: Eleti are not living creatures and have no metabolism. They do not have a Constitution score, and as a result, eleti are immune to any effect that requires a Fortitude save unless the effect works on objects. A spellcasting eletum uses its Charisma modifier when making Concentration checks.
- Medium or Small size: Eleti may be of either Medium or Small size, chosen at 1st level. They gain all the normal benefits and restrictions for their size.
- Eleti base speed is 30 feet if Medium-size or 20 feet if Small.
- Eleti have darkvision up to 60 feet.
- +2 racial bonus on Hide and Move Silently checks. Eleti are naturally adept at stealth.
- +2 racial bonus on Freefall checks. Eleti have adapted to the lack of gravity in space, their new home.
- Immunities: Eleti are immune to cold damage and take only half damage from piercing or slashing weapons as they lack internal organs. In addition, they are immune to vacuum and radiation.
- Gravity Tolerance: All penalties due to high or low gravity are halved for eleti.
- Undead Traits: As undead creatures, eleti are immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. They are also not subject to critical hits, subdual damage, ability damage, ability drain, energy drain, or death from massive damage.
- Turn and Rebuke Undead: Eleti are subject to turning attempts by clerics and paladins. For purposes of turning, the eletum possesses a number of Hit Dice equal to its class levels. Turn and rebuke attempts have their normal effects on eleti. If a turn undead attempt would normally destroy an undead of the eletum's level outright, it receives a Will saving throw (DC 10 + cleric's class level + cleric's Charisma modifier). If the save fails, the eletum is destroyed. Even if the save succeeds, the eletum is still subjected to the turn effect.
- Command Undead: Successful command undead attempts allow the eletum a Will save (DC 10 + cleric's class level + cleric's Charisma modifier). If the Will save fails, the cleric may control the eletum as if by a *dominate person* spell. If the save succeeds, the eletum is able to retain control, though it is still affected as if by *charm person*.

- Automatic Languages: Common. Bonus Languages: Any (other than secret languages). Eleti may encounter any sorts of creatures during their travels and often learn to speak a broad variety of languages.
- Favored Class: Fighter. A multiclass eleti's fighter class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). The eleti's many resistances make them good front line fighters.
- Level Equivalent: +3.

Eleti Racial Feats

SELF CONTROL (GENERAL)

You are more capable of resisting commands from clerics and paladins than most of your race.

Prerequisites: Eleti only

Benefit: When resolving a command attempt, if your save succeeds, then you completely negate the command attempt.

IMPROVED SELF CONTROL (GENERAL)

You are more capable of resisting commands from clerics and paladins than most of your race.

Prerequisites: Self Control

Benefit: When resolving a command attempt, if your save fails, you are still able to retain control, though you are affected as if by *charm person*.

TURN RESISTANCE (GENERAL)

The eletum has learned to resist the channeled divine power of clerics and paladins and as a result gains additional resistance to attempts to turn, rebuke, command, or bolster undead.

Prerequisites: Eleti only

Benefit: When resolving a turn, rebuke, command, or bolster attempt, add a +3 bonus to the eletum's class levels.

Special: An eletum may gain this feat multiple times, and the benefits stack.

ITH-KON

Ever since the expanding Dragon Empire made contact with the stars surrounding the Dark Zone, bizarre rumors and even stranger creatures have been filtering into the Empire. One of the most terrifying of tales that has sprung up since the Explorer Corps first encountered this region has been the existence of a vast mind flayer kingdom. While found in small groups on a number of planets, these horrific creatures have always remained deep within those planets, unwilling to emerge into the interstellar society.

The drow of Mezenbone's ISPD are particularly keen on tracking down these tales—no other race has suffered as much at the hand of these ruthless horrors. So when stories of mind flayer-like creatures began to circulate along the fringes of the Dark Zone, the ISPD sprang into action. They launched an ill-fated expedition into the area. The security recordings from the ship were later recovered, showing the expedition members falling before the onslaught of a group of blurry figures that seemed to be able to see around corners and mentally stun their opponents. A year later, the first ith-kon turned itself in to the ISPD, revealing the information below. A day after that, the ith-kon was dead, killed by another member of its race that had somehow penetrated deep into the ISPD's headquarters. When the ISPD agents attempted to capture the assassin, it blew itself and most of the room apart with a device strapped around its waist. Since then, other ith-kon have turned rogue, but none have gone to the ISPD with further information.

The ith-kon, it turns out, were created by the mind flayers through careful breeding and unspeakable magical manipulation to serve as psionic commandos. As servitors, it was not deemed necessary for the ith-kon to share in the full mental powers of their mind flayer masters. Attempts to "prune" these abilities in the sub-

species gave rise to several new gifts, which allowed the ith-kon to achieve a more respectable place within the mind flayer hierarchy. Most importantly, they developed remarkable powers of stealth. With the ability to blend into their surroundings, the ith-kon quickly became spies operating within the Dragon Empire. The most powerful of the ith-kon can even stun their opponents with the powers of their mind alone, making them deadly combatants and assassins.

Personality: The typical ith-kon is quiet and secretive, going out of its way to avoid being the center of attention—except in private, where they prefer to terrify and dominate those they have cornered. They are very goal oriented, and without instructions or a self-imposed objective they become listless and depressed. They are careful planners and very deliberate in their actions, and rarely fail to account for the consequences of their acts. As junior partners (or most favored slaves, depending on who is asked) in the mind flayer's kingdom, their status is high, but only so long as the individual ith-kon achieves its assigned goals and advances the agenda of the race. As such, they tend to place deep trust in each other and hide their shared fear of their masters.

While they are initially mistrustful of everyone and everything, those who have operated outside the Dark Zone for extended periods often come to trust one or two close allies who have consistently helped them in the past. This uncharacteristic trust (something no mind flayer would ever consider) has helped the ith-kon to pull off assignments that their masters—with their more limited social skills—considered impossible.

Non-evil ith-kon are uncommon, but not impossible. In some cases a lone ith-kon has been grievously injured, and then nursed back to health by a kind-hearted individual. Ith-kon who place their trust in good indi-

viduals may also come to emulate their associates and gradually shift alignments. Within the Dark Zone, however, few ith-kon have the opportunity to consider moral alternatives, and those who rebel in this fashion are quickly slain.

Physical Description: Ith-kon share the same general shape as a mind flayer. They have gray skin, a lumpy head, bulbous eyes, and a roughly humanoid torso. Ith-kon are easily distinguished from their masters by the knowledgeable viewer due to their less numerous facial tentacles and heavier, more muscular build. These adaptations were originally intended to create a slave race, suited to physical labor and supervising other slaves. Ith-kon weigh between 140 and 200 lbs. They live for about 60 years (less if residing in the Dark Zone) and reach maturity after only 12 years.

Relations: Those ith-kon who have only known life in the Dark Zone have the disposition of a whipped dog—they will bite anything, including the hand that feeds them. But as they adapt to life outside of the Dark Zone, they can become surprisingly tolerant—anyone can be viewed as either an ally or a tool. As such, ith-kon can get along with almost all the races of the Dragon Empire. There is one notable exception—loyal ith-kon despise drow. This hatred seems to be encoded into their very cells, and is unwavering in its fierceness.

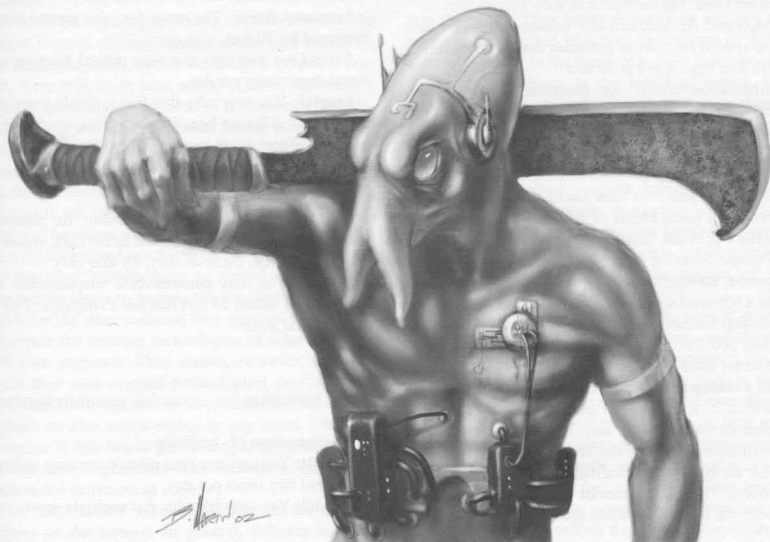
This natural animosity is only intensified by the fact that drow make up the majority of the ISPD, and are a major threat to the mind flayer kingdom.

Renegade ith-kon don't seem to suffer from this odd hatred, though they remain uncomfortable around drow. Somehow, by abandoning their masters, the ith-kon are able to suppress whatever conditioning the mind flayers have inflicted on them. These ith-kon are free to form their own opinions of the other races.

Alignment: Many ith-kon are evil, but exceptions exist. Virtually all ith-kon are lawful, and chaotic individuals are even rarer than good individuals. Chaotic members of the race are considered deviants by other ith-kon, while good-aligned individuals are merely seen as weak and soft-hearted.

Ith-kon Lands: The ith-kon have no worlds or territories of their own, but can be found on many worlds within the Dark Zone. Outside of that dangerous realm they are only found as individuals or small groups who do not announce their presence to others.

Religion: Ith-kon rarely have religious leanings—the ancient powers venerated in the Dark Zone would be hard to describe in Unification terms (being more of a form of ancestor worship among the mind flayer overlords). Outside of the nebula, some ith-kon find solace in the worship of the Reaper.



Language: All ith-kon speak Undercommon and Common. In addition, they sometimes learn other languages to spy on their enemies or to carry out their missions.

Names: All ith-kon are assigned a given name by their masters, which are followed by the designator “-kone”. This shows both their breed and rank within the mind flayer kingdom. Lower ranked creatures have only a rank designator, and do not receive names. They have no family names, but many take nicknames based on the identities they create for themselves. Often, rogue ith-kon will drop the “-kone” from their name to declare their independence from their mind flayer masters.

Male Names: Abold-kone, Grel-d-kone, Naveth-kone, Helvad-kone.

Female Names: Ferel-kone, Halal-kone, Nimil-kone, Zamil-kone.

Adventurers: Ith-kon outside of the Dark Zone are usually spies or messengers dispatched from the mind flayer kingdom, but this is a poor choice for player characters. A better choice is an ith-kon that has gone rogue, perhaps leaving traces of a faked death to avoid having packs of loyal ith-kon assassins sent to destroy them.

Ith-kon Racial Traits

- +2 Strength, -2 Wisdom, -2 Intelligence: The ith-kon were bred as servitors, and then moved into other roles, but the marks of their origins remain.
- Medium: As Medium-size creatures, ith-kon have no special bonuses or penalties due to their size.
- Ith-kon base speed is 30 feet.
- Aberration traits: As aberrations, ith-kon are immune to spells that target humanoids, such as *charm person* and *hold person*.
- Darkvision up to 120 feet.
- Chameleon Skin (Ex): Ith-kon can change their skin color to blend into their background at will. They receive a racial bonus of +10 to Hide checks. This ability does not function in bright light.
- Psionic Scouting (Sp): Once per day as a standard action, ith-kon can cast *clairaudience/clairvoyance* as a 6th-level sorcerer. However, unlike the spell, the ith-kon cannot use this ability to see further away than 300 feet.
- Mental Blast (Sp): An ith-kon may use this ability as a standard action against an opponent it can see within 20 feet a number of times per day equal to 1 plus its Cha bonus, if any. The target must make a Will save (DC 10 + the ith-kon's character level + the ith-kon's Cha modifier) or be stunned for 1 round. This ability cannot be used in conjunction with the ith-kon's psionic scouting ability.

- Light Blindness (Ex): Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds an ith-kon for one round. Ith-kon also suffer a -1 circumstance penalty on all attack rolls, saves, and checks when operating in bright light.
- Automatic Languages: Common and Undercommon. Bonus Languages: Draconic, Dwarven, Elven, Gnome, and Orc.
- Favored Class: Rogue. A multiclass ith-kon's rogue class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). The ith-kon were born and bred to be stealthy commandos operating in hostile areas.
- Level Equivalent: +0.

Ith-Kon Racial Feats

IMPROVED MENTAL BLAST

Your mental blast is extremely powerful.

Prerequisites: Ith-kon only.

Benefit: When you select this feat, choose one of the following benefits:

Increased DC: The DC of the Will save against your mental blast ability is increased by 2.

Increased Duration: Creatures affected by your mental blast are stunned for 1 additional round.

Increased Range: The range for your mental blast is increased by 20 feet.

Extra Use: You may use your mental blast an additional three times per day.

Special: You may take this feat multiple times. You may select different benefits each time or choose the same benefit multiple times. All benefits stack.

MINDSPEECH

You retain the mind flayer ability for telepathy, though your range is not as great as the dark masters'.

Prerequisites: 1st level only, ith-kon only.

Benefit: You may communicate telepathically with any creature within 20 feet that has a language. This is a supernatural ability.

SEER

You have spent time mastering your psionic scouting ability.

Prerequisites: Ith-kon only.

Benefit: You may use your psionic scouting ability an additional two times per day.

Special: You may take this feat multiple times.

KOBOLDS

Kobolds are notorious pack rats. Typically dwelling in nomadic tribes, kobolds live on the fringes of the civilizations of other races, “borrowing” what they can from these races in order to survive. Individually, kobolds tend to be cowardly, with an overdeveloped instinct for survival. When in a group, they have an aggressive pack mentality that often leads them to challenge opponents far more powerful than is wise. By nature, kobolds are impulsive and curious creatures—this has even led a few members of the race into a life of exploration and adventure.

Kobolds can literally be found anywhere within the Dragon Empire. On any charted world (and perhaps a few uncharted ones) within the Dragon Empire’s borders, there will be at least a few of these scavengers. Kobolds generally adopt some of the customs and ideology of the world they inhabit, taking whatever they find interesting and discarding the rest. They have little concern for traditions or for the past—only the future and the unknown holds any concern for them.

Kobolds are often called the “idiot savants” of the Empire. They have an instinctive knack for understanding complex technology that defies all logic. Despite the fact that most kobolds have no formal education and cannot even begin to explain the simplest principles of physics or the other sciences, they can easily use, adapt, and repair the existing technologies of other races for their own purposes. They cannot, however, create or invent their own original technological devices—they have little creativity, and do not possess the knowledge to make an idea into a reality in any event. The only exception to this lies in the field of trapmaking, where kobolds seem to possess a devious sense of originality, much to the detriment of others.

The “idiot savant” label also applies to the magical abilities of the kobold. In general, kobolds have no

patience for formal education, and most cannot even read or write. However, kobolds are distant relations to the dragons themselves, and as such they are born with innate magical talents just waiting to be tapped. A kobold wizard is a rare thing indeed, but the instinctive magic of sorcerers is a perfect fit for the kobold race.

Their love for technology makes most kobolds a constant nuisance to mechanics all over the Empire—they are constantly trying to borrow or outright steal any technological device that may catch their fancy, even if they have no idea as to the actual purpose of the devices that they take. They never throw these devices away, making the hoarded high-tech collections of kobolds extremely useful in the hands of certain individuals, and downright dangerous in the hands of others. While kobolds loathe actually sharing the devices in their collection with others, they love to show their collections to others whenever possible, despite the fact that they often have no clue what the devices they possess actually do. Kobolds also collect magical items in this manner, although to a lesser extent. A meeting between two or more kobolds almost necessitates immediate comparisons between their individual hoards, which is followed up with much arguing and some trading of items between the kobolds’ collection.

Personality: Kobolds love to talk, even if no one is listening. They are natural storytellers, and they constantly embellish the stories of their exploits to the point of being ridiculous. To a kobold, the truth is usually something that gets in the way of a good story. Kobolds always speak of themselves and their actions with a grand importance, no matter what the situation may be. However, they genuinely do not realize they’re bragging unless others point that fact out to them. They also love to talk tough, especially when they feel that there’s no danger of someone calling their bluff. Storytelling is a

competitive art among kobolds, where the ability to tell an outrageous and entertaining tale is a mark of pride. Unfortunately, kobolds don't realize that other races don't place similar values on storytelling—and because of this, their tales often lead them into trouble.

Despite their bravado while telling a story, when faced with actual conflict, kobolds prefer to talk their way out of combat. These are the times when the kobold's cowardly nature rears its ugly head—they will make incredible offers and concessions to an enemy in order to weasel out of a fight. Should their words prove useless, they always attempt to first flee or hide rather than actually engage in combat. Even a kobold sorcerer's choice of spells in such situations reflects this—spells like *charm person* and *sleep* are infinitely preferable to a kobold than *fireball*. A kobold that enters combat is a kobold that sees no other options for survival. "Don't worry, a kobold's got your back" is a common phrase used by dwarves to indicate an utterly hopeless situation—it is unfortunately also a harsh but accurate statement regarding the kobold's cowardly instincts.



Physical Description: Diminutive in stature, kobolds range between 3 and 4 feet in height. They have scaly, reptilian skin that can be an infinite number of dull colors, but most kobolds tend to be green, brown, or orange in coloration. They have doglike heads that seem disproportionately large next to their small, scrawny bodies. Their eyes are dark and red, constantly darting about and looking for something new—or maybe just an escape route.

Most kobolds either wear soiled rags or tattered clothes better suited for other races. This is because they would rather wear ready-made clothing that fits badly than make their own. This shabby appearance unfortunately encourages the disdain that other races have for kobolds. However, if a kobold possesses a high-tech gadget, that item is always prominently visible and highly polished, especially if other kobolds are around.

Relations: Most intelligent races view kobolds as nothing more than annoying vermin. Kobolds are generally disliked, but they are not hated. This is mostly because few races actually fear kobolds or believe that they could present any sort of real threat.

Since this general feeling of contempt for kobolds has endured for many generations among so many races, kobolds in turn regard almost all other races with a certain degree of dislike—until they want something from those selfsame races. Then, the kobolds suddenly try to become these races' newest best friends and allies. Kobolds like to nurse a grudge, but not at the expense of gaining something new and exciting, such as technological devices.

Kobolds are notorious for having a short attention span—a trait that has severely impacted their relations with nearly every intelligent race in the Dragon Empire. A kobold's promise is generally considered worthless, and overall, this assumption is accurate. Kobolds aren't necessarily liars, but they are forgetful—kobolds often make impossible or conflicting promises to other creatures in the hopes of impressing them. It often doesn't dawn on a kobold that such promises are not possible until well after they've been made, and by that point the kobold has usually forgotten that the promises were made in the first place. Combined with their impulsive behavior, it's small wonder that most races consider kobolds to be a sure sign of coming trouble.

The most productive relations that kobolds have with other races tend to be with humans and half-dragons.

Kobold Racial Traits

Humans find the kobolds to be highly entertaining, if slightly annoying, while kobolds are endlessly fascinated with the human ability to turn dreams into reality. Meanwhile, the high-born half-dragons recognize the fact that they are related by blood—no matter how distantly—to the lowly kobold, and try to treat them with a certain amount of respect. Kobolds don't always understand why a half-dragon would choose to treat them so nicely, but they are respectful in turn to the more powerful race.

Kobolds are also fascinated with soulmechs and the concept of mechanical life, and try to associate with the mechanical race whenever possible. However, most soulmechs find the disordered, haphazard existence of kobolds distasteful. Elves, dwarves, and other similar humanoid races do not view the kobolds with the same good-natured amusement—they see kobolds as a problem waiting to happen. Kobolds, in turn, find these humanoids to be condescending and arrogant. Most kobold alliances are made instead with the goblinoid races, although these partnerships are nearly always self-destructive. The goblinoids only want to exploit the kobolds' knack for modifying technology, and the kobolds quickly find themselves as servitors or slaves to their humanoid "partners."

Alignment: Due to their disorganized nature, kobolds are generally chaotically-aligned. Their selfish tendencies often lead to either a chaotic neutral or chaotic evil alignment, although this is by no means always the case. Those kobolds who venture out into the Empire for a life of adventure and excitement typically are of chaotic good or neutral good alignment.

Kobold Lands: Kobolds have no lands of their own. They are scavengers, living on the edges of the territory claimed by other races.

Religion: Kobolds that are actually disciplined enough to follow an organized religion tend to worship the Trickster. Kobolds appreciate a faith that places importance on cunning and guile instead of brute strength and pure intellect. However, most kobolds place little importance on religion, and choose not to follow any particular faith.

Language: Kobolds can speak both the Draconic and Common tongues. However, only a handful can read or write.

Names: Kobolds use draconic naming conventions, much to the half-dragons' displeasure.

Adventurers: Some curious kobolds have found the discipline to learn and to listen. These are the kobolds that set out from their homeworlds, wide-eyed and light-fingered. While rare, these kobolds are the daring sorts who seek fame and glory, and in doing so often become folk heroes for the entire kobold race, no matter how insignificant their exploits may actually be.

- +2 Dexterity, –4 Strength. Kobolds have lightning-fast reflexes, but are physically weak.
- Small: As Small creatures, kobolds receive the standard +1 size bonus to Armor Class, +1 size bonus on attack rolls, and a +4 size bonus on Hide checks. However, they must also use smaller weapons than those wielded by humans, and their carrying/lifting limits are three-quarters of those of Medium-size characters.
- Kobold base speed is 30 feet. For their size, kobolds are extremely fast.
- Darkvision: Kobolds can see in the dark up to 60 feet. Darkvision is black and white only, but is otherwise like normal sight, and kobolds are capable of functioning with no light at all.
- Light Sensitivity: Kobolds are sensitive to light—they are nocturnal creatures, and used to hiding in the darkness. They suffer a –1 penalty on attack rolls when fighting in brightly lit areas.
- +1 natural bonus to AC. Kobolds have leathery skin and a wiry musculature that makes them hard to hurt.
- +2 racial bonus on all Craft (trapmaking), Gather Information, Profession (mining), Repair, and Search checks. The kobolds' fascination with gadgetry aids them in repair work, and their reputation as harmless and rather laughable creatures often comes in handy when gathering information.
- Automatic Languages: Draconic. Bonus Languages: Common, Goblin and Orc.
- Favored Class: Sorcerer. A multiclass kobold's sorcerer class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). The dragon's blood that flows through the veins of the kobold race makes them quite skilled at the art of sorcery.
- Level Equivalent: +0

Kobold Racial Feats

INTUITIVE MECHANIC

You have a natural knack for fixing mechanical devices.

Prerequisites: Kobold only.

Benefit: Repair is considered a class skill for you, and your racial bonus to Repair checks increases to +4. In addition, you may always take 10 on Repair checks, even if stress and distractions would normally prevent you from doing so.

LIZARDFOLK

Strong and hardy, lizardfolk have evolved on many worlds, favoring those with large swampy areas. Though often considered an uncivilized species due to a rumor that they like to eat the flesh of other sentient beings, many lizardfolk have carved out effective niches for themselves and some have risen to positions of considerable power. Generally feared, they thrive under the cruel dominion of Mezzenbone.

Lizardfolk are primarily carnivorous, and most prefer raw meat, though they can digest it cooked as well. Some lizardfolk who must move in more refined circles have even managed to acquire a taste for it. Although it is widely believed that lizardfolk regularly eat other sentient beings, this is only true for a small percentage of the lizardfolk population, and then only in relation to certain religious rituals meant to honor their fallen foes.

Lizardfolk eggs are generally placed in hidden nests near to the main village; on civilized worlds, special ponds will be set up for these purposes. The hatching lizardfolk must then make their way from the nest to the village, where they will then be raised collectively. There is no concept of parentage—lizardfolk do not know or care whose offspring a particular child is.

Personality: Lizardfolk seem unemotional compared to other races. With little concept of compassion or empathy, they tend to take a very pragmatic—almost callous—point of view. While combative, lizardfolk do not fight unless there is something to gain—either for their race as a whole or for themselves.

Although generally calm and unflappable, once a lizardfolk has been grievously wronged, that individual will seek vengeance unrelentingly. Lizardfolk have been known to spend years tracking down the target of their wrath.

Because of the way they are raised, lizardfolk have little understanding of the importance of family to most

racess. This can cause them to commit major social faux pas or to greatly misjudge someone's actions. A lizardfolk, for example, would not expect someone to value their own child any more than any other child in the community. Thus, the lizardfolk would not anticipate the extremes to which someone would go to protect their children. Lizardfolk who have spent time with other races eventually learn to understand this intellectually, but they never grasp it on an emotional level—the concept is simply too alien to them.

Lizardfolk are more in tune with nature than many other races—they understand that the survival of their traditional way of life is linked to the continued existence of plentiful wetlands in which to hunt and lay their eggs. Thus, lizardfolk ambassadors and politicians often use their influence to push for the preservation or expansion of such places. Even less intelligent lizardfolk can be extremely protective of their territory, and will attack superior forces in order to retain it.

Physical Description: Lizardfolk are reptilian humanoids that range from 6 to 7 feet in height, with long tails approximately 3 to 4 feet in length. Generally, a lizardfolk weighs between 250 and 300 lbs. They normally have green, gray, or brown scales, which are dry to the touch. Lizardfolk are completely hairless, and lack visible external ears. Their feet are large, ending in clawed toes.

Relations: Lizardfolk get on well with dragons, and, as far as most of them are concerned, that's all they need. Among other races, relations can be tricky. Lizardfolk are not loathed by any of the major races, but neither are they loved. Dwarves can sometimes respect their strength and pragmatism, and humans find their naked self-interest to be a point of commonality. Orcs appreciate their combativeness, and draw their willingness to do vile deeds without qualm, provided the pay is

good. Non-drow elves find them uncultured and crude, and gnomes find their near-total lack of a sense of humor to be a grievous racial flaw.

Alignment: Lizardfolk tend to have a neutral component to their alignment. Excesses of passion are highly unusual among members of the race, and a lizardfolk exceptionally committed to an alignment is considered to be an extremist by his peers. An individual who has devoted his life to an extreme alignment—such as a paladin—is almost unheard of among the lizardfolk.

Lizardfolk Lands: Worlds where lizardfolk exist are common, but worlds where they are the sole or dominant intelligent species are rare. On most worlds, lizardfolk live in tropical jungles or swamps. On more civilized worlds, lizardfolk are quite happy to dwell in cities alongside other races, though they will keep their dwellings hot and humid if the technology permits. Wealthy lizardfolk almost always have extensive warm, shallow pools incorporated into their private dwellings.

Lizardfolk avoid cold worlds if at all possible, and try to stay indoors or shipboard if transit to such worlds is unavoidable.

Religion: Lizardfolk have a variety of native religions, usually centered around a pantheon of gods of hunting, war, water, weather, and survival. Lizardfolk priests from such cultures tend to have a shamanistic worldview, and at least half will be druids rather than clerics.

Some primitive lizardfolk warriors engage in a practice they refer to as *zithsala*, or the “battle feast.” When these warriors kill a respected opponent in combat, they eat a small portion of the opponent’s flesh. They believe that this allows the enemy’s spirit to enter their own body, preventing it from becoming trapped in its corpse and rising as undead. Warriors who practice *zithsala* consider it a great honor and bestow it only on opponents who exhibited great skill or honor before their death. This practice has led to rumors claiming that lizardfolk regularly eat the flesh of other sentient beings.

Lizardfolk who have left their native world or who were born on worlds steeped in the culture of the Dragon Empire embrace the Unification Church, usually worshipping the Warrior or the Mother.

Language: Lizardfolk generally speak Draconic, though most learn Common as well, particularly if they plan on leaving their homeworld.

Names: Lizardfolk names tend to use a lot of sibilant sounds, such as Ithil, Silithis, Sirth, and Xill. A lizardfolk usually acquires a name while very young. Names usually translate to something physically descriptive such as Bright Scale, Cracked Tooth, Long Tail, and so on. Some lizardfolk ask their companions to call them by their translated names to avoid mispronunciations.



Adventurers: Most lizardfolk who leave their tribe do so in order to pursue a specific goal. This might be to seek revenge on an individual that wronged them, or to stop the draining and strip mining of their home swamps. However, once out in the Dragon Empire, most lizardfolk find it hard to go home to the marshes again. There's simply too much to do and see in the galaxy for them to be happy fishing and scavenging for their food once more.

In other cases, lizardfolk have been rendered homeless by the destruction of their homelands. Even if they had previously left their tribe behind to adventure, this is a hard blow for a lizardfolk to take. These individuals often wander aimlessly, hiring themselves out as mercenaries while they look for a new place to live. Unfortunately, since another lizardfolk tribe is very unlikely to take in such refugees, their efforts are usually doomed to fail.

Lizardfolk Racial Traits

- +2 Strength, +2 Constitution, -2 Intelligence. Lizardfolk are strong and resilient, but somewhat slow-witted.
- Medium: As Medium-size creatures, lizardfolk have no special bonuses or penalties due to their size.
- Lizardfolk base move is 30 feet.
- +5 natural bonus to AC due to their thick, scaly hide.
- Natural Attacks: A lizardfolk can make two claw attacks and one bite attack. When not wearing gloves, its claw attacks deal 1d4 points of damage plus Strength modifier; a bite attack deals 1d4 points of damage plus one-half Strength modifier as a secondary attack. The bite attack is at a -5 penalty to the attack roll.
- +4 racial bonus to Freefall, Jump, Swim, and Balance checks. A lizardfolk's tail serves as a counterbalance and assists in swimming.
- Strong Lungs: Lizardfolk can hold their breath for a number of rounds equal to four times their Constitution score before having to check for drowning. Lizardfolk can hold their breath twice as long as a human.
- Automatic Languages: Draconic. Bonus Languages: Common.
- Favored Class: Druid. A multiclass lizardfolk's druid class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). Lizardfolk are extremely attuned to the natural processes of their environment.
- Level Equivalent: +2

Lizardfolk Racial Feats

MULTIATTACK (GENERAL)

You are adept at using all of your natural weapons at once.

Prerequisites: Three or more natural attacks.

Benefit: Your secondary attacks with natural weapons suffer only a -2 penalty to the attack roll.

Normal: Without this feat, your secondary natural attacks suffer a -5 penalty to the attack roll.

IMPROVED MULTIATTACK (GENERAL)

You can use all of your natural weapons at once without penalty.

Prerequisites: Multiattack.

Benefit: Your secondary attacks with natural weapons do not suffer a penalty to the attack roll.

Normal: Without this feat or Multiattack, your secondary natural attacks suffer a -5 penalty to the attack roll. With Multiattack, your secondary natural attacks suffer a -2 penalty to the attack roll.

SCALY HIDE (GENERAL)

Your leathery skin has become even more resistant to damage than usual among your race, although the stiff hide slows you down.

Prerequisites: Character level 6+, Lizardfolk only

Benefit: You gain damage reduction 1/—, but your base speed is reduced by 5 feet. The damage reduction from this feat can stack with other forms of damage reduction.

IMPROVED SCALY HIDE (GENERAL)

Your hide has become extremely tough and weathered, but you are even slower than before.

Prerequisites: Character level 12+, Scaly Hide, Lizardfolk only

Benefit: Your damage reduction from Scaly Hide increases to 2/—, and your base speed is reduced by an additional 5 feet. The damage reduction from this feat can stack with other forms of damage reduction.

ZITHSALA (GENERAL)

By eating a bit of flesh from a dead enemy, you can prevent that corpse from rising again as an undead.

Prerequisites: Lizardfolk only.

Benefit: As a full round action, you may perform the rite of *zithsala* on a corpse. To do so, you must eat a small portion of the corpse's flesh. Once you have performed the rite on a corpse, it cannot be animated as an undead. This effect ends if the corpse is brought back to life normally.

ORUK

It is believed that the precursors to the oruk were the result of various unions between starfaring orcs and the more primitive ogres that they encountered. These brutish giants are quite adept at employing strength and intimidation, yet they are much more disciplined than their orc or ogre kin.

Orcs are among the most populous races in the galaxy and they have expanded throughout the Empire and beyond. During this expansion, usually on less advanced worlds, the orcs would encounter ogre tribes. The ogre tribes were often little match for the more technologically advanced orcs and entire ogre populations were enslaved. Eventually, hybrid offspring were born.

Welcome in neither ogre nor orc company, these offspring, calling themselves "oruk," could find only companionship and comfort among each other. Left to their own devices, the oruk bred among themselves. Eventually, a new species developed. The oruk race resembles their orc and ogre kin, but also gained their own unique genetic characteristics. This genetic inbreeding resulted in much stronger oruk, with tough, durable skin, but it also created an entire population that lacked a normal lung capacity. The same thick skin and massive bone structure that gave the oruk their awesome strength that proved too rigid and inflexible to allow their lungs to expand properly. For the most part, the oruk remained on the primitive worlds of their ogre ancestors for thousands of years. There they developed a society of their own, untouched by other races.

Then the Dragon War came. The war brought an increase in offworlders and the oruk became exposed to the larger galaxy. In a short amount of time, it became clear to the dragons of Asamet that the oruk made excellent foot soldiers in the dragon's armies. The dragons recruited large numbers of oruk for their conflict. For the most part, the oruk were willing participants. They

relished the chance to obtain prestige and considerable personal wealth as part of the dragons' forces. Those oruk communities that defied the dragons' will were often subjected to harmful airborne chemicals and noxious spells until they submitted to the dragons' rule.

Although the oruk took heavy losses during the war, their resolve to survive and thrive was only strengthened. With lifespans relatively equal to that of their orc kin, generations of oruk were born on the battlefields during the Dragon War. When the war was over, many oruk found acceptance and even respect within the Imperial Legions. To this day, many oruk are career military as their parents and grandparents were before. Even those who do not serve in the military work in jobs that require strength and discipline. Despite their respiratory limitations, many oruk have taken to the spacer's life, where a strong arm and tough skin is almost always an asset. A few oruk have displayed an unusual talent for magic, which lead some to speculate that the oruk have some ogre mage blood in them as well.

Personality: Oruk are generally straightforward and gruff. They have little patience for those who appear timid or weak. They despise deceptions of all kinds and demand, and expect, total honesty in their dealings, although they don't always give it. Oruk are much more disciplined and controlled than either their orc or ogre kin, and they resent being thought of as stupid because of their large size and goblinoid appearance. They realize that there are times when intimidation, or even diplomacy, can achieve a desired end much more quickly and cleanly than a fight. Yet, when pushed or teased about their intelligence, they are aggressive and relentless fighters. Nonetheless, oruk are cunning enough to know when they are outnumbered or outgunned, and are careful to pick fights that they at least stand a chance of winning.

Physical Description: Oruk stand between 8 1/2 and 10 feet tall and weigh from 350 to 500 lbs. Their skin is often a muddy yellow, though some have a darker skin closer to a deep olive green or reddish-brown. Their long, coarse hair is often a deep black or an earthy brown. Oruk eyes are predominantly red or yellow in color and their gaping mouths sport pronounced lower canines that jut forth from the lower jaw like tusks. A few walk around in the stooped posture that is common among their orc kin.

Relations: Oruk face considerable prejudices and are often loners. Orcs have little use for oruk, seeing them as tainted halfbreeds. Likewise, ogres despise the oruk, but are too lazy or indifferent to expend the effort to eradicate them. Dwarves consider oruk to be as distasteful as other giants, even more so due to the oruk's orc heritage. Elves generally distrust them and even gnomes, usually accepting of other races, find oruk companionship undesirable.



Halflings are more tolerant of oruk, as are half-elves, but oruk are most comfortable around humans and half-orcs. Humans and half-orcs respect the oruk's ability to overcome adversity, the half-orcs particularly as they know the hardships that come with an orc heritage. Oruk also get along well with soulmechs, as they too are creatures drawn from two worlds, yet uniquely different from each.

Dragons and their kin find the oruk to be particularly useful. While the oruk tend to engage in freethinking, a trait not always desirable in a soldier, the dragons find them to be relatively easy to control, if necessary. The drow have begun employing the techniques of their dragon masters, but are not nearly as successful.

Alignment: Most oruk are lawful, reflecting their tendency to follow orders.

Oruk Lands: The oruk have no lands of their own. Most are found in mercenary companies or other military organizations. Large gatherings of oruk also occur in cities and major urban centers where they are more likely to be tolerated. A number of oruk communities have fled toward the Outlands to live their lives free of those who seek to oppress them. A few independent oruk strongholds remain on some of the more primitive worlds where the oruk developed. These worlds largely contain bleak wastelands and poor resources and, thus, were left relatively untouched by the Empire.

Religion: Many oruk worship the Warrior, who they praise for delivering them from a life of greater oppression by the orcs and ogres. The more aggressive and savage among the oruk heed the call of the Destroyer. A growing number, particularly those who are drawn to explore their heritage are drawn to Dualism. The majority of these worship the Adversary.

Language: Oruk generally speak Giant, the language of their ogre ancestors, but many also learn Common and Orc.

Names: Oruk typically have orc names, preferring to distance themselves from ogres.

Adventurers: Oruk are unusual in that most of them become adventurers. They lack a stable home life, so most of them set off to seek their fortune among the stars. Fortunately, their imposing size and incredible strength make them ideal mercenaries. Many oruk have found their place in life serving in the Legions. Others have decided that they want no part of their traditional lot in life and become smugglers or pirates.

Oruk Racial Traits

- +6 Strength, +4 Constitution, -2 Dexterity, -2 Wisdom, -2 Charisma: Oruk are strong and tough, but also clumsy and awkward.
- Large: As Large creatures, oruk have a -1 size modifier to Armor Class, a -1 size modifier on attack rolls, and a -4 modifier on Hide checks. They can use larger weapons than humans use, and their lifting and carrying limits are double those of Medium-size characters.
- Extended Reach: An oruk's reach is 10 feet.
- Oruk base speed is 30 feet.
- Darkvision up to 60 feet.
- Ore/Ogre Blood: For all special abilities and effects, an oruk is considered an orc or an ogre. Oruk, for example, can use special orc weapons or magic items with racially specific orc powers as if they were orcs. The same holds true for items with racially specific ogre powers.
- Inefficient Lungs: Due to their rigid bone structure and inflexible skin, the lungs of oruk are much less efficient than other humanoid. Unlike other creatures, an oruk can only hold his breath for a number of rounds equal to his Constitution score. In addition, oruk lungs are not as effective in absorbing oxygen from the air. Oruk characters suffer a -6 racial penalty to Fortitude saves in conditions of low oxygen or those resulting from altitude sickness. Their inefficient lungs and slow metabolism make oruk more vulnerable to attacks conveyed through gas, including *stinking cloud*, *cloudkill*, and poisonous gas. Oruk suffer a -4 racial penalty to saves against gas-based effects and attacks.
- Unusual Body Type: Because of their uncommon size, oruk seldomly find clothing or armor that will fit them. Typically, they must have such items made. Because they are a Large humanoid race, such items cost two times as much as normal, and are twice as heavy.
- Automatic Languages: Giant. Bonus Languages: Common, Draconic, Goblin and Orc. Oruk have difficulty with other languages and although they can understand and read all the bonus languages they know, they cannot speak them without spending skill points.
- Favored Class: Fighter. A multiclass oruk's fighter class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). Although they can be ferocious and aggressive, oruk tend to be more disciplined than their orcs and ogre ancestors.
- Level Equivalent: +2

Oruk Racial Feats

TOUGH SKIN (GENERAL)

Your tough skin can sometimes ward off blows.

Prerequisites: Character level 3+, oruk only

Benefit: You gain a +2 natural bonus to AC.

IMPROVED TOUGH SKIN (GENERAL)

Your skin has become extremely tough, often deflecting even solid hits from an opponents' weapons.

Prerequisites: Character level 6+, Tough Skin, oruk only

Benefit: Your natural bonus to AC from Tough Skin is increased to +4.

GREATER TOUGH SKIN (GENERAL)

Your skin is incredibly thick and tough, even by your race's standards. It can turn aside even the most powerful weapon.

Prerequisites: Character level 9+, Improved Tough Skin, oruk only

Benefit: Your natural bonus to AC from Improved Tough Skin is increased to +6.

MIGHTY STRENGTH (GENERAL)

Your mighty strength and hardened skin allow you to perform feats of strength that other races can only marvel at.

Prerequisites: Oruk only

Benefit: You receive a +4 racial bonus to all Strength checks.

INCREDIBLE STRENGTH (GENERAL)

Your strength is so great that even other oruk look at you in awe when you display it.

Prerequisites: Character level 3+, Mighty Strength, oruk only

Benefit: You receive a +8 racial bonus to all Strength checks.

LEGENDARY STRENGTH (GENERAL)

Your strength is legendary among your people.

Prerequisites: Character level 6+, Incredible Strength, oruk only

Benefit: You receive a +12 racial bonus to all Strength checks.

PERSHALA

The pershala are a nomadic cat-like race that are fascinated with speed. Although they are generally arrogant and self-serving, most other races are willing to tolerate the pershala because of the valuable piloting skills they provide.

The earliest pershala were undeniably planetbound, but archaeological artifacts make it clear that the race has always harbored a desire to achieve high speeds and flight. Pershala are powerful climbers and adept acrobats, skills that served their ancestors well when they first took to living among the trees of their native worlds. For the pershala, it was a relatively short progression from the treetops to the sky and then into space. Along the way, their acute senses, strong coordination, and obsession with speed made them natural pilots and caused them to push their vehicle technology to the limits. The other sentient races of the galaxy came to recognize the pershalan mastery of piloting and design ingenuity. Many races adopted pershalan techniques and hired pershalan trainers and mechanists. It was not long until the pershala could be found in garages, hangars and space stations throughout the galaxy.

When the Dragon War came, the pershala found themselves deeply embroiled in the conflict. Pershalan pilots, soldiers, and scouts fought bravely for both of the dragon kingdoms. Each side quickly recognized the strategic importance of pershalan training facilities and vehicle designs and their value to the enemy. Many pershalan strongholds were destroyed and entire planets were decimated and stripped bare over the course of the war. The losses of the more advanced technologies and designs were heavy on both sides. Some speculate that this devastation was one of the major reasons that the dragons agreed to cease hostilities and enter into the compromise that is the Dragon Empire.

After the war, many pershala found that they had no

homes to which they could return. As a result, many pershala continued doing what they knew best. A large number decided to remain in the military, where they have continued to serve with distinction within the Imperial fleets. Other pershala acquired new ships or redesigned their old ones, making these vessels their homes. They formed small caravans and fleets for protection and took up a nomadic lifestyle. Many travel from system to system looking for fresh resources or buyers for the trinkets they have acquired through their travels. There remain those pershala that feel cheated by the Empire's treatment of them during the war. A number of them pursue criminal lifestyles in some of the major urban centers in the Empire. Their heightened senses and speed serve their roguish trades well. A few have sought out worlds similar to those of their ancestors upon which to settle. They find they are well suited for the life of the ranger and live relatively secluded lives.

Regardless of where they live, most pershala still maintain their love of speed. The twin sports of hunting and racing were popular among the pershala long before they ever dreamed of voyaging through the galaxy. To this day, each sport holds a special place in their hearts. Indeed, the two are often combined into a single sport, which the pershala call *pertigren*, or "the honored chase." Every year, nearly every large concentration of pershala holds at least one or two of these events. *Pertigren* are always well attended by pershala and outsiders alike. Although creative variations abound, the event often involves a designated prey, four teams of protectors who guard it, and five teams of hunters. The hunters' goal is to catch the prey before it reaches a designated location. The event can cover anywhere from a single city block to several star systems, depending upon the resources of the pershalan sponsors. Many per-

shalan personal craft are designed with one or more of these events in mind.

Pershala are quite possessive of their property, particularly their vehicles, which most consider their home. Pershala vehicles are often marked with identifiable symbols or special runes that have great significance to their owners. Any vehicle that is operated by a pershala, even those they do not own, are named by the pilot. The ritual naming process is very significant to the pershala and the names are often derived from prominent family members, trusted friends, and other respected community individuals. Occasionally, this practice results in some confusion as a vehicle may share the same name as a trusted friend.

Pershala usually create elaborate security systems to guard their vehicles from theft or unauthorized use. They are quite possessive of their security codes and their granting of permission to use their personal vehicles, a trait that does not endear the pershala to most other races and adds to their reputations as arrogant loners. These jealous attitudes are not limited just to vehicles. A pershala is as likely to be possessive of his tableware as he is his starship or a tribal heirloom.

Personality: A pershala carefully considers any new purchase or acquisition. To a pershala the object's feel is as important as its function. They choose items that best suit their personality. Many pershala look upon teleportation devices and starcasting vehicles with little tolerance, bordering on disgust. To a pershala, these items generally feel wrong, as they accomplish the objectives of other forms of transportation, but lack the thrill and exhilaration those forms provide. Magic in general is disregarded by the majority of pershala, though their attitudes are slowly changing due to the magical advances and conveniences that have become commonplace during the benevolent rule of the Qesemet emperors.

Compulsive cleanliness is also a common trait among the pershala. They are extremely hygienic, which gives them all the more reason to want to keep "unclean" outsiders from handling their property. They generally abhor most forms of physical contact with others and have been known to flinch if they believe that even accidental contact is imminent. They find the cold, sterile touch of technology far preferable. Most bathe at least three times per day and nearly every pershala wears gloves almost constantly, changing them several times a day. This sits well with the majority of officials who prefer that the pershala keep their sharp claws hidden and unused.

Pershala are of great value to the Dragon Empire and the galactic community as a whole, and they know it. While some appreciate the pershalan penchant for frankness and honesty, most see it as more arrogance.



The pershala rarely attempt to alter this opinion. They easily get annoyed and agitated with others that they consider to be wasting their time. The pershala are often accused of being unapproachable, unfriendly, and aloof. In truth, they convey their emotions readily through their body movement and sounds. A pershala can almost always recognize the emotional state of another pershala, but other species have been unable to grasp or comprehend these complex patterns. Inevitably, an outsider will say or do something a pershala considers to be inappropriate or disrespectful. These miscommunications simply add to each races' unsavory opinions of the other.

Physical Description: Pershalan skin is covered in a fine coat of fur that is often a pale brown or muted grey. The hair on their heads and facial hair is usually much darker and includes deep olives or stark blacks. It is not uncommon for a pershalan male to wear a thick stylized mane. Pershalan eyes are predominantly a greenish-yellow with specialized pupils that are quite sensitive to changes in the ambient light. Their noses are slightly upturned in a feline manner located just above a mouth filled with sharp teeth. A pershala's most prominent characteristic is his long, flowing tail, which grants him considerable balance.

Relations: Pershala are grudgingly respected by all of the sentient races, but are generally undesirable as social company. For the most part, this suits the pershala fine. Of all the other races, the dwarves seem to understand the pershala the best. Neither is terribly interested in socializing. A dwarf keeps a pershala's fightercraft functioning and asks for nothing more in return than payment. Gnomes on the other hand, also provide excellent mechanical expertise, but few pershala have the patience to exploit it. Similarly, halflings share a common nomadic lifestyle and love of piloting, but pershalan mannerisms and attitudes often make them the target of halfling troublemaking.

Elves have much in common with the pershala, as each claims to produce the galaxy's best pilots. While they respect each other's skills, they are more likely to be rivals than friends. More than one such rivalry has turned deadly. The fact that a few elves have begun to participate in the pertigrens only adds to the fire. This rivalry is even greater among the pershala and the drow, since the drow have been given preferential treatment among the Empire's pilots since the ascension of Mezzenbone.

Pershalan merchants have increased their dealings with the half-elves and the humans during the past 5,000 years. Mutual profitability has eased the tensions caused by social differences and these races often coexist peacefully for a time before the nomadic pershala resume their travels.

Orcs, half-orcs, and their kin are considered unclean filth and the pershala avoid contact with their kind whenever possible. In contrast, the pershala approach soulmechs with a degree of reverence, for they alone have achieved a greater union of being and machine than the pershala. Pershala find the soulmechs' sterile forms oddly comforting.

The dragons and their kin respect the skills the pershala provide. On occasion, a half-dragon pilot will even seek out a pershalan mentor. It is said that Mezzabone has taken great pleasure in fueling the rivalry between his drow and pershalan pilots. He believes it keeps his warriors in top shape and he delights in the resulting chaos and bloodshed.

Alignment: Pershala lean towards chaos. Their inclination for high speeds and wild chases make them poor lawful candidates.

Pershalan Lands: Most pershala are nomadic, traversing the stars in small caravans. Those in the military are housed near urban centers, space stations, and strongholds throughout the Empire. A sizable portion of the population can also be found on less developed worlds in the Empire that still hold lush jungles.

Religion: Most Pershala are unwilling to place much faith in any one religion, but pay at least passing homage to most of the major deities. Those in the imperial fleets often worship the Warrior or the Destroyer, depending upon their alignments. The more nomadic tribes of pershala worship the Merchant. In addition, pilots who rely upon their chosen skycraft for survival pay at least some heed to the Smith in his technological aspects. Planetbound pershala and atmospheric fliers issue prayers to the Stormlord.

Dualism is slowly gaining appeal among certain segments of pershala who feel their biology and destiny sets them apart from the other races. They generally worship the Adversary.

Language: Pershala speak Pershalan, their own language. Pershalan uses body language as much as it uses spoken words. Most of them also learn Common in order to communicate with their employers.

Names: Pershala have a single name given to them at birth by their parents. No distinction is made between male and female names. Examples of Pershalan names include: Danas, Jellico, Karash, Nemmas, Paos, Renshan, and Thala.

Adventurers: Pershalan adventurers are typically freelance pilots or lawless smugglers. Their incredible piloting skills enable them to excel at any career that places them behind the controls of a vehicle. Some pershalan adventurers have even made a name for themselves traveling the Empire racing circuit professionally.

Pershalan Racial Traits

- +2 Dexterity, -2 Wisdom, -4 Charisma: Pershalan are quite adept and cunning, but they tend to be arrogant, standoffish and aloof.
- Medium-size: As Medium-size creatures, pershalan have no special bonuses or penalties due to their size.
- Pershalan base speed is 30 feet.
- Natural Attacks: A pershalan can make two claw attacks and one bite attack. When not wearing gloves, his claw attacks deal 1d4 points of damage plus Strength modifier; a bite attack deals 1d4 hit points of damage plus one-half Strength modifier as a secondary attack. The bite attack is at a -5 penalty to the attack roll.
- Low-light Vision: Pershalan can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- Slow Fall: A pershalan within arm's reach of a wall can use the wall to slow his descent. The pershalan takes damage as if the fall were 20 feet shorter than it actually is. This ability stacks with any slow fall ability gained through obtaining levels of a particular class, such as the monk. For instance, a pershalan with eight levels of monk has the equivalent of Slow Fall (70 ft.).
- +4 racial bonus to Balance, Climb, and Freefall checks: A pershalan's tail gives him exceptional balance, while his claws grant him superior climbing ability. In addition, pershalan can adapt quite easily to freefall.
- +2 racial bonus to Jump, Move Silently, and Pilot checks: Pershalan are accomplished leapers, while the padding on a pershalan's feet allows him to mask his movements. Additionally, Pershalan are quite at home behind the controls of vehicles of all kinds.
- +2 racial bonus to Listen and Spot checks: Pershalan have keen senses.
- Automatic Languages: Pershalan. Bonus Languages: Common, Gnome, Sylvan, and Terran.
- Favored Class: Pilot. A multiclass pershalan's pilot class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). Pershalan are natural pilots.
- Level Equivalent: +0

Pershalan Racial Feats

CATLIKE POUNCE (GENERAL)

With a great leap to attack, you can unleash the full fury of your claws and fangs while throwing yourself into the fray.

Prerequisite: Pershalan only.

Benefit: During the first round of combat, you may move then use a standard action to make a full attack. Note that this feat may be used if the move action is a charge.

MULTIATTACK (GENERAL)

You are adept at using all of your natural weapons at once.

Prerequisites: Three or more natural attacks.

Benefit: Your secondary attacks with natural weapons suffer only a -2 penalty to the attack roll.

Normal: Without this feat, your secondary natural attacks suffer a -5 penalty to the attack roll.

IMPROVED MULTIATTACK (GENERAL)

You can use all of your natural weapons at once without penalty.

Prerequisites: Multiattack.

Benefit: Your secondary attacks with natural weapons do not suffer a penalty to the attack roll.

Normal: Without this feat or Multiattack, your secondary natural attacks suffer a -5 penalty to the attack roll. With Multiattack, your secondary natural attacks suffer a -2 penalty to the attack roll.

PERSHALAN SENSES (GENERAL)

Your senses are particularly keen, even by your race's standards.

Prerequisites: Alertness, pershalan only.

Benefit: Your racial bonuses to Listen and Spot checks are increased to +6.

ENHANCED PERSHALAN SENSES (GENERAL)

You have developed your senses to animal-like sharpness.

Prerequisites: Character level 6+, Pershalan Senses, pershalan only.

Benefit: You gain the scent ability (see MM, Introduction, Special Qualities).

PEVISHAN

Touched at birth by the mysteries of the arcane, many believe the pevishan—quite literally—have magic in their blood. Stories of generations past suggest that the pevishan were born in the image of the god of magic, a chosen people who could truly master and control the arcane powers. Pevishan roam freely in the world of humans and with their outgoing demeanor, always seem to make friends and allies easily. Pevishan are most well known for their natural talents in the mystic arts, but if a friend or ally stands in harm's way, pevishan will do whatever is necessary to aid them. Whether using spellcraft, swordplay, or fisticuffs, the pevishan can be fierce combatants.

Since entering the Dragon Empire, pevishan have found new opportunities opening up before them, particularly in the Legions or as personal assistants to the aristocracy. However, because of the favor shown to them, some of the other races look upon them with jealousy.

Personality: Pevishan are more likely to be friendly than hostile. Charismatic by nature, pevishan have a particular flare for diffusing hostile situations with words and subtle spellcraft as opposed to sharp tongues and destructive magic. Most pevishan are naturally curious when it comes to a new field of magical study, but tend to favor their birth-schools above all others. When faced with fear or prejudice toward their unique appearance and abilities, most pevishan simply smile and make a serious effort to diffuse any hostile or fearful feelings with honesty and charm. This natural charm has served them well in the Empire, allowing them to smoothly integrate themselves into the power structure.

Physical Description: Pevishan are Medium-size humanoids who typically stand between 5 1/2 and 6 1/2 feet tall and weigh between 100 and 250 lbs. On average, male pevishan tend to stand slightly taller and

weigh more than females. Pevishan are very similar to humans in terms of physical description and musculature, though there are a few notable differences.

The most obvious difference is that pevishan are beings of magic; they were forged from it, and they live through it. At birth, all pevishan children have a series of birthmarks that resemble magical inscriptions from a particular school of magic (Evocation, Necromancy, etc.). Along with these markings, pevishan hair color also coincides with their "birth-school," as these castes are called. And finally, a pevishan's eyes have no irises (except for the necromancers) and have a faint glow that also coincides with his birth-school. Below are the colors for each birth-school and a brief description of how it might affect a pevishan's appearance and behavior.

Abjuration (Silver): A pevishan of this birth-school typically has silver-white hair and silver markings on his body. His eyes also glow with a silver sheen that can have a powerful effect on others.

Conjuration (Gold): Pevishan of this birth-school typically have no hair at all. Many of the other pevishan are somewhat envious of the conjurer's beautiful gold birthmarks and deep golden eyes.

Divination (White): Sometimes mistaken for the abjuration birth-school, the children of divination find that their white hair and hauntingly white eyes tend to make them look a little older than they are. Their birthmarks are barely noticeable.

Enchantment (Blue): A child of the enchantment birth-school is often the center of attention, as his blue hair, blue eyes, and radiant blue markings draw attention wherever he goes.

Evocation (Red): With fiery red hair and deep, crimson eyes the children of evocation often favor combat over rational discussion. The evoker wears his red markings like a barbarian might wear the war paint of a proud clan.

Illusion (Purple): With soft, subdued shades of purple, a pevishan illusionist prefers to blend into a crowd rather than show her true self, many times choosing to cover her lilac markings, hair, and eyes with long sleeves or hooded robes.

Necromancy (Gray and Black): The necromancers are sometimes the subjects of a certain amount of scrutiny and distrust because of their birth-school. With black hair streaked with gray, members of this birth school have coal-black eyes with gray irises.

Transmutation (Green): With deep green hair, birthmarks, and eyes, the children of transmutation change their looks often, whether it be hair-styles or clothing. Always changing, a child of transmutation is often characterized by extreme mood swings.

Pevishan reach adulthood at 22 years of age and typically live into their 50s, but some pevishan can live to be even older. Though strong in the arcane arts, pevishan life spans are very short. Only through magical means can a pevishan exceed his natural life span.

Relations: Most pevishan tend to blend into human societies well. With such a strong affinity for the arcane arts, pevishan tend to have close relations with members of the gnomish races. On the whole, pevishan view elves as a bit haughty (as many of the races do), dwarves as too serious, halflings as amusing, and humans as good allies. Since joining the Dragon Empire, pevishan have found half-dragons to be eager employers, although orcs, half-orcs, and drow view them with jealousy for the ease with which they move through society. As for soulmechs, many were created by pevishan, so they look upon the race with great respect. In general, a pevishan can get along with anyone until given a reason not to.

Alignment: Pevishan characters can cover the spectrum of alignments, from good to evil, chaotic to lawful. The magic that runs through the veins of the pevishan can have a strong influence on their psychology and actions, however. The alignment that each birth-school favors is listed below. As with any race, there are exceptions to the rules.

Birth School	Alignment
Abjuration	Lawful
Conjuration	Neutral
Divination	Lawful
Enchantment	Chaotic
Evocation	Any
Illusion	Chaotic
Necromancy	Lawful
Transmutation	Chaotic



Pevishan Lands: Almost all pevishan migrate to areas of high magical activity or centers of arcane study. Often, they are drawn to planets near unusual stellar phenomenon, such as black holes. Most prefer to live in large cities within the comfort of warm, clean homes with a datapad full of arcane knowledge.

As a race, the pevishan are hindered by an inability to function as a collective society over extended periods of time. Though most pevishan have a mutual respect for one another, their differing magical influences cause many disagreements in their communities. While they are of a single race, the birth-schools are too different from one another to truly unify. Thus, there are no planets dominated by pevishan, though they are found on many worlds.

Religion: As with their spectrum of alignments, pevishan religion tends to be equally diverse. Most pevishan worship a deity of magic or knowledge, who they believe to be their creator. Others adopt the religious customs of the lands in which they reside. Since joining the Empire, many pevishan have embraced the Unification Church, often worshipping the Magus. There are even a few Dualists among the pevishan, and they worship either the Adversary or the Creator, as their alignment dictates.

Language: Common is the chosen language of pevishan, but many also know Draconic and Gnome, particularly now that they often find employment working for half-dragons. Rumors persist that at one time the pevishan spoke an arcane language all their own, but centuries of wandering and interracial marriage have caused the ancient tongue to become lost, possibly forever.

Names: As with many of the facets of pevishan society, pevishan names tend to be widely diverse. Generations of travel and exploration have marked the pevishan in many ways. But the process of choosing names is probably the most heavily influenced, depending on the child's birth-school. For example, the children of transmutation have historically favored the elven races, and these pevishan tend to choose their own names when reaching maturity (as do most elves). The children of enchantment tend to favor more extravagant names that reflect the child's personality. Children of necromancy might opt for a simple, one-word name (something that can be easily forgotten, as they prefer not to draw attention to themselves).

Male Names: Monzel, Tret, Tazen-Ro, Jerrel, Viskin, and Flattziel.

Female Names: Kalia, Eliza, Ralla, Halie-Sun, Quizna, and Illia.

Adventurers: Pevishan adventurers can be motivated by several callings: exploration, love of excitement, lust for power, greed, or self-discovery. Many explore the

lands looking for some understanding and mastery of their powers or perhaps the origins of their race. Some pevishan feel the call of heroism and choose to wander evil or enslaved lands, working against the opposing forces as a hero of the people. Equally, many evil pevishan use their unique abilities to corrupt or enslave populations for their own sinister purposes. It is rumored that some of these latter pevishan have been offered high positions in the ISPD, much to the disgust of their drow subordinates.

Pevishan Racial Traits

- **+2 Charisma, -2 Strength:** Created as a magical race, the pevishan are not gifted physically, but rather mentally and socially.
- **Medium-size:** As Medium-size creatures, pevishan have no special bonuses or penalties due to their size.
- **Pevishan base speed is 30 feet.**
- **Low-light Vision:** With their unusually radiant eyes, pevishan can see twice as far as a human in dim light, moonlight, or torchlight. With low-light vision, pevishan retain the ability to distinguish colors and details in poor illumination.
- **Read Magic:** With such a strong affinity for magic, pevishan have the ability to *read magic* at will, as per the *read magic* spell (see PHB, Chapter 11, Spells).
- **Birth-School Benefits:** The player of a pevishan character must choose his birth-school during character creation. The character is literally infused with the power of this school, and receives the following benefits:
 - The character receives a +4 racial bonus to Spellcraft checks for tasks involving magic from the birth-school. The character also receives this bonus when he attempts to learn a new spell from the birth-school.
 - The character receives a +4 racial bonus on his saving throws to resist spells from the birth-school.
 - When the character casts a spell from his birth-school, the saving throw DC to resist the spell is increased by 1.
- **Tapping the Power:** Pevishan are a race born into magic. With such a strong connection to the energies of their birth-schools, pevishan can draw upon powers that many other races cannot. Each birth-school has access to a limited number of abilities that a pevishan can call upon in times of need. Below is a list of each birth-school and the abilities each provides.

Birth-School	Powers
Abjuration	<i>resistance, shield, endure elements</i>
Conjuration	<i>ray of frost, mount, summon monster I</i>
Divination	<i>detect poison, comprehend languages, detect secret doors</i>
Enchantment	<i>daze, sleep, hypnotism</i>
Evocation	<i>light, flare, magic missile</i>
Illusion	<i>ghost sound, change self, ventriloquism</i>
Necromancy	<i>disrupt undead, cause fear, chill touch</i>
Transmutation	<i>detect magic, expeditious retreat, message</i>

Each of these powers are usable a number of times per day equal to the pevishan's Charisma modifier. Also, a pevishan need not be a sorcerer or wizard to use these abilities—they are powers the pevishan are born with and learn to cultivate naturally during their childhood. When casting these spells, the pevishan's caster level is equal to his total class levels.

- Automatic Languages: Common. Bonus Languages: Draconic and Gnome.
- Favored Class: Sorcerer. A multiclass pevishan's sorcerer class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). Pevishan have magic coursing through their blood, making them powerful sorcerers.
- Level Equivalent: +2.

Pevishan Racial Feats

POWERFUL BLOOD (GENERAL)

You can tap the power more easily than other members of your race.

Prerequisites: Pevishan only.

Benefit: You can use each of your birth-school powers one additional time per day.

Special: You may take this feat multiple times.

EXPANDED BIRTH-SCHOOL POWERS (GENERAL)

You have developed your birth-school powers to an unusual degree, and have gained access to a number of new powers.

Prerequisites: Character level 6+, pevishan only.

Benefit: You gain the following additional birth-school powers, according to your birth-school. In addition, the saving throw DC to resist spells from your birth-school is increased by 2 instead of 1.

Birth-School	Powers
Abjuration	<i>protection from chaos/law/good/evil, protection from arrows</i>
Conjuration	<i>mage armor, summon monster II</i>
Divination	<i>true strike, see invisibility</i>
Enchantment	<i>charm person, hideous laughter</i>
Evocation	<i>flaming sphere, floating disk</i>
Illusion	<i>silent image, mirror image</i>
Necromancy	<i>ray of enfeeblement, scare</i>
Transmutation	<i>feather fall, levitate</i>

BIRTH-SCHOOL MASTERY (GENERAL)

You have completely mastered your birth-school powers, reaching an understanding of your magical nature that few pevishan ever achieve.

Prerequisites: Character level 12+, Expanded Birth-School Powers, pevishan only.

Benefit: You gain the following additional birth-school powers, according to your birth-school. In addition, the saving throw DC to resist spells from your birth-school is increased by 4 instead of 2.

Birth-School	Powers
Abjuration	<i>protection from elements</i>
Conjuration	<i>summon monster III</i>
Divination	<i>clairaudience/clairvoyance</i>
Enchantment	<i>suggestion</i>
Evocation	<i>wind wall</i>
Illusion	<i>displacement</i>
Necromancy	<i>halt undead</i>
Transmutation	<i>gaseous form</i>

ALCHEMICAL BLOOD (GENERAL)

You can use the magic in your blood to brew certain potions, depending on your birth-school.

Prerequisites: Character level 3+, Brew Potion, Powerful Blood, pevishan only.

Benefit: Once a month, you can brew a potion of one of your birth-school powers with no XP or gold cost. The brewing time remains unchanged. For instance, if your birth-school is Transmutation and you have the Birth-School Mastery feat, then you could brew a *potion of gaseous form* once per month.

QUASTA

As the Dragon Empire expanded, the range of intelligent races that one could encounter expanded with it. One race that was found with increasing frequency was the quasta. Formally acknowledged during the middle of the Copper Age, the coming of the Dragon Empire has been a great boon to this race. Quasta look nothing like the humanoid races, but share many mental traits, including a sense of mercantilism, a love for technology, and an insatiable curiosity. Once exposed to Imperial technology, the quasta leapt at the opportunity to join, and have worked with a sort of comic diligence to become respected traders and inventors.

Personality: Quasta thinking is dominated by two desires—a driving curiosity and a craving for respect.

Most quasta are able to rein in this inquisitive spirit enough to avoid major mishap, but put an unknown device or a clever puzzle in front of a quasta and it will work relentlessly to understand it. With their ability to examine an object from all angles at once and superior three-dimensional thinking ability, quasta make excellent technicians and pilots. Unlike most natural flyers, confined spaces do not disturb quasta, and they find space travel (especially on simpler, zero-gravity vessels) to be quite comfortable and indulge in it frequently.

Quasta are somewhat resentful of their relative size—it was exceedingly unfair of the gods to make nearly everyone else so much bigger! Combined with their unusual appearance, they feel they have to work twice as hard to gain respect in the Dragon Empire. Sometimes this backfires, leaving others with the impression that they are hyperactive and childlike. Other times this desire leads to dark ends—the handful of quasta wearing the silver trimmed black of the ISPD are as malicious and cruel as any drow. Most are simply efficient, and those who have worked closely with them realize that the quasta is a highly reliable associate,

determined to never, ever fail. Just don't make jokes about them where they can hear you.

Physical Description: A quasta's body is generally bird-like, with a wingspan of about 5 to 7 feet (though their bodies are much smaller) and weighing 75-100 lbs. There are significant differences, however. The head of a quasta is dominated by a single central eye, and there is no beak to speak of. Instead, the mouth is quite small and located below this eye, hidden by a protective ridge. The feathers are vivid green for most quasta, though parrot-colored variations are the norm on some worlds. Quasta enjoy using dyes and ornamentation to spice up their appearance, so many other colors and patterns are possible. Quasta have four hook-like limbs, two extending from each of their flanks, which they use in combination like a single hand. The arrangement looks awkward to most humanoids, but is actually quite functional and quasta have a noticeable gift for handling complex electronics and other technological devices. Quasta have no legs, instead maneuvering by an innate form of levitation. Unquestionably the quasta's most distinctive feature is their independent eyes. Each has between eight and ten floating eyes that accompany it everywhere. New eyes form as buds about one inch across along the quasta's back, and are periodically released to replace aging or damaged eyes. An eye will grow to up to six inches in diameter, and will fail (and be replaced) in about two years. These eyes range in color quite a bit, and eye coloration is a poor method of distinguishing between two quasta, since new buds do not necessarily match the colors of the eye being replaced. With their singular central eye and multiple lesser eyes, along with the quasta's ability to levitate, it is speculated that the quasta may be distantly related to beholders. The fact that beholders have been found on every world where quasta have been spotted and they seem to share the

same language only adds more weight to this theory.

Quasta have two genders, and the females lay clutches of anywhere from one to four eggs. Both parents generally tend to the children. Before making contact with the Empire, quasta had come to accept that only one child at best was likely to survive to adolescence at the age of 10, but the introduction of Imperial medical science has led to nearly all quasta children surviving. This has led to a population boom the quasta have yet to come to grips with, and driven many quasta into high risk, high reward occupations to support their growing families. The quasta lifespan has also been greatly improved, with individuals living to as old as 90 years in the Empire. Those quasta on backwater planets can still only expect to live to the age of 60 or so.

Relations: Quasta are friendly and outgoing—sometimes annoyingly so. As such they will happily deal with anyone who seems to share their interest in technology. While dwarven craftsmanship is greatly respected, the quasta have found special

delight in their dealings with gnomes. A gnome and quasta in the same room can rapidly degenerate into a technical discussion that leaves everyone else scratching their heads. Still, the quasta's acquisitive instincts make gnomes somewhat cautious around them—a technical secret revealed is likely to end up incorporated into some new gadget and sold far and wide by one of the quasta trading guilds. Quasta are also favorably inclined towards halflings. They believe that all of the smaller races need to stick together.

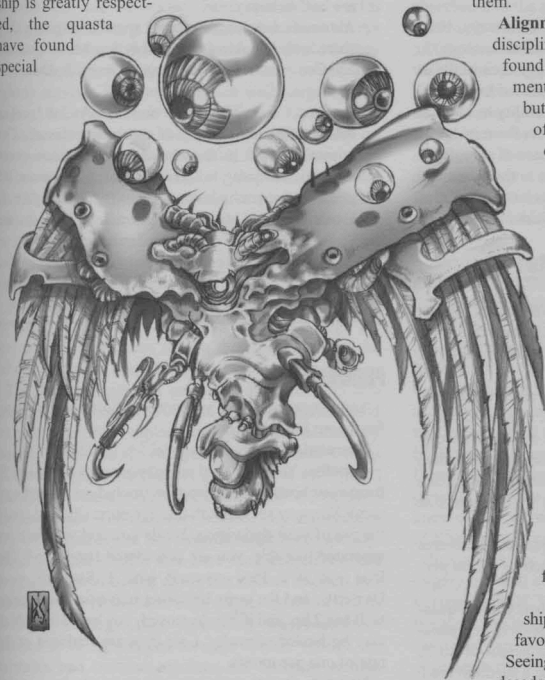
Quasta hold the dragons and dragon-kin in awe. The Dragon Empire is a masterpiece of craftsmanship in their eyes, having endured for millennia, and bringing powerful medicines to the quasta people. Many quasta do not understand the significance of the shift in rule from Qesemet to Asamet, and remain deeply loyal to the Empire and eager to serve its emperor.

Quasta are intrigued by soulmechs, and sometimes have to be physically restrained from examining them.

Alignment: Depending on their ability to discipline their own curiosity, quasta can be found of lawful, neutral, or chaotic alignment. Most quasta are of good alignment, but many neutral quasta also pursue lives of trade or research. Those few quasta of evil alignment have usually been driven to it by ridicule, or have taken on the attitudes of the Emperor. This last group is the most frightening, as many quasta are hugely loyal to the Empire, and as the reign of Mezenbone continues, it is likely that many more members of this race will turn to evil.

Quasta Lands: Quasta can often be found in small numbers on many imperial worlds, almost always on worlds plagued by beholders. They tend towards jungle climates and some light forests. Their population has exploded in the last 300 years as Imperial medicines have greatly reduced the quasta's crushing infant mortality rate. Now the colorful quasta can be found on nearly any high-tech world.

Religion: The quasta adopted the worship of the Unification Church quite easily, favoring the Judge, the Mother, and the All-Seeing Eye (The Magus). In the last few decades the worship of the Destroyer and the Reaper has taken an upswing as more quasta follow the example of the current Dragon Emperor.



Language: Quasta speak their own language, which is shared with the beholders, and Common. Many quasta deliberately practice speaking in a deep voice when dealing with others, as they despise sounding "tiny."

Names: Quasta children are not named at all, simply referred to as "little one" until adolescence. This practice is a holdout from the quasta's debilitating infant mortality rate. Upon reaching adolescence, the quasta may choose his or her own name, often an ancient form of a virtue that the young quasta aspires to. Since joining the Empire, quasta have adopted the habit of taking a surname after their personal name, based on the planet from which they came. As the quasta population grows, it seems likely they will have to devise a more varied naming scheme, but the quasta have yet to decide on what it will be.

Male Names: Aquii (nobility), Hecko (fortitude), Lusaqu (precision), Quisa (magic)

Female Names: Chalu (swiftest), Teema (perception), Uma (beauty), Yulil (healthy)

Adventurers: While quasta have always been involved in the use and development of technology, in recent years they have also begun to ply their skills as pilots—their own movements can be related to the controls of an air or space craft, and their ability to monitor a dozen indicators or screens at once lets them integrate combat information at the breakneck pace of a dogfight. With so many young quasta coming on to the scene, traditional, relatively safe technician roles have been filled and now quasta are seeking their fortunes elsewhere.

Quasta Racial Traits

- +2 Dexterity, -2 Strength, -2 Constitution: Quasta are quick to dodge blows or manipulate fine tools with their talons, but are not terrifically strong or hardy.
- Small: As Small creatures, quasta receive the standard +1 size bonus to Armor Class, +1 size bonus on attack rolls, and a +4 size bonus on Hide checks. However, they must also use smaller weapons than those wielded by humans, and their carrying/lifting limits are three-quarters of those of Medium-size characters.
- Aberration traits: As aberrations, quasta are immune to spells that target humanoids, such as *charm person* and *hold person*.
- Quasta base speed is 30 feet. Further, while a quasta cannot fly (their wings only assist them in maneuvering), they may levitate up to a height of 10 ft. above the ground, supporting up to a medium load. To go any higher requires a Jump check by the quasta. In zero gravity, the quasta may move freely in

any direction with a speed of 30 feet and good maneuverability. In an anti-magic zone, quasta may pull themselves along slowly with their wings and talons, but no faster than 5 ft. as a full round action, and may not take their 5 ft. bonus step while so impaired.

- Darkvision up to 60 feet.
- +2 racial bonus on all Pilot, Repair, and Use Device checks.
- +8 racial bonus on all Freefall checks.
- All-Around Vision (Ex): A quasta's multiple eyes move in a coordinated, constantly scanning pattern, giving them a +4 racial bonus to Spot and Search checks. In addition, they can't be flanked.
- Unusual Body Type: Because of their uncommon size, quasta seldomly find clothing or armor that will fit them. Typically, they must have such items made. Because they are a Small non-humanoid race, such items cost two times as much as normal, and are half as heavy.
- Automatic Languages: Quasta speak a language they share with beholders (commonly known as Quasta), and Common. Bonus Languages: Gnomish, Dwarven, Draconic.
- Favored Class: Mechanist or Pilot. At 1st level, a quasta must choose one of these two classes. The quasta's levels in the chosen class do not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). Quasta are well adapted to be either mechanists or pilots.
- Level Equivalent: +0.

Quasta Racial Feats

PROBING EYE

You may send one of your eyes a short distance away from your body to scout.

Prerequisites: Character level 3+, quasta only.

Benefits: You may send one of your eyes up to 100 ft. from your body in any direction (including around corners). You may see through this eye normally, and retain the use of your darkvision. While you and your eye are separated like this, you are considered flat-footed. The lone eye is a Fine creature with 1 Strength, your Dexterity, and the same levitating movement as a quasta. It has 2 hp, and if it is destroyed, you lose 2 hp, which may be healed normally. Lost eyes are replaced at the rate of one per month.

Normal: Quasta eyes may not normally be targeted separately from the main creature.

SATHONI

The sathoni are a race of plant-like creatures that, through the use of magic, have spread to worlds throughout the Dragon Empire. The sathoni have always had a special bond with the planets upon which they live. Indeed, they depend upon minerals, water, and light to survive. Their traditions are well steeped in the magical forces of nature. Yet, as their populations grew, the sathoni realized that they had to establish holds on other worlds to meet their demands for resources without harming their homeworlds. To this end, the sathoni created the great starstalks, massive plants that burst forth from their worlds, spanning immense distances until they reached other worlds. The sathoni traveled inside the starstalks to new resource-rich worlds. With them, they brought their native plants and way of life. If a world were unsuitable for habitation, the sathoni employed magic and their native fauna to change the new world's ecosystem to suit their needs. Thus, the sathoni colonized hundreds of worlds.

The sathoni expansion eventually brought them into contact with other races. Those that the sathoni could not win over with diplomacy, they overwhelmed by sheer numbers. As the number of worlds under sathoni occupation grew, the Sathoni Domain was established and sathoni expansion increased. Once the sathoni reached worlds with starcaster vessels, they realized that they could journey to new worlds much more quickly. Travel to other worlds that once took centuries could now be accomplished in days. The sathoni realized that nature—even enhanced through magic—at times had its limits. Technology, they concluded, was sometimes required to strengthen and enhance nature. Though the starstalks had become obsolete, the Sathoni Domain grew to encompass entire clusters of stars.

Then the Dragon War began. The twin kingdoms of Qesemet and Asamet quickly overshadowed the Sathoni

Domain. The Domain crumbled and was quickly absorbed into the newly created Dragon Empire.

Though their influence has diminished over the past 5,000 years, the sathoni have carved a respectable niche within the Dragon Empire. They have become the Empire's chief terraformers, employing many of their ancient techniques to make hostile planets more suitable for habitation by the dragon rulers and their kin. Sathoni advances in the areas of hydroponics and environmental engineering are rivaled only by those of the elves. However, the two races often differ in their opinion as to the extent to which technology should enhance or alter nature.

Although some sathoni remain embittered about the end of the Domain, most willingly accept the rule of the Empire. The traditions of the sathoni recognize and honor the cycles of nature. Just as the mighty oak grows above the saplings on the forest floor, robbing them of light, so too are the powerful dragons expected to usurp the resources of the weaker races. Night follows day just as war follows times of peace. Sathoni teachings explain that to everything there is a cycle. Such things are not to be fought, but merely accepted. The decline of the Domain and the rise of the Empire simply marked a new phase in the cycle of the universe. Certainly the dragons knew of this, as proven by the way that the compromise of Khelorn mirrors the cycles of nature.

Some sathoni, however, point to the fact that the mighty oak will eventually grow too heavy and too old to support itself. When it falls, it provides nutrients for the small saplings it once shaded. These sathoni believe that if they are patient enough, the Sathoni Domain will once again rise in prominence.

Until then, the sathoni go about their business. Many provide agricultural resources, while others seek new worlds for terraforming. The sathoni knowledge of

plants has given them considerable knowledge of poisons and the drow of the ISPD employ them regularly. A few still tend to the remaining starstalks that were left untouched by war. A few of these ancient starstalks support expansive urban centers, while others conceal pirate bases or societies of isolationists. Some say that secret cabals of "lost" sathoni dwell within the starstalks. There they bide their time, preparing the seeds of new starstalks with which to invade other worlds.

Personality: Sathoni, as a whole, are pleasant beings. They are quite open-minded and tolerant of different beliefs and ideas. They expect the same treatment from others and are surprised when they do not receive it. Their liberal attitudes tend to disturb other races. As a whole, sathoni seem to lack any apparent modesty. Most sathoni attempt to maximize their exposure to sunlight during the day and to limit the amount of their clothing, whenever possible. Many sathoni choose to remain relatively inactive while they engage in photosynthesis. Other races tend to perceive such inactivity as laziness. However, sathoni that are able to maximize their production of energy during the day are then able to be more active at night. Sathoni have no need to sleep and make excellent security personnel.

With natural life spans in excess of 500 years, the sathoni have acquired a unique patience. They are a non-violent race, believing that any dispute or disagreement will work itself out in time. The sathoni have a

strong appreciation for nature and tend to seek a synthesis between nature and technology.

Physical Description: Sathoni vary greatly in appearance, often changing with the seasons of their native or adopted worlds. They may grow in height anywhere from 4 feet to 7 feet tall. During the year, their skin changes from pale yellow to lush green, then deep red or brown before returning to a faint yellow. Similarly, the hair of sathoni changes with the seasons, with many sathoni losing their hair entirely during the winter season. While living on starships or space stations, sathoni try to maintain their seasonality. However, most sathoni spacers find that their seasonal changes begin to grow muted and indistinct until they are nearly always the same skin tone, usually a pale yellow-green or a muted brown, with hair color often a shade of red-brown all year round.

Relations: While open-minded, sathoni have better relationships with certain races than with others. Humans and halflings have life spans that equal those of young saplings and the sathoni treat them as such. Sathoni get along famously with gnomes due to their shared interests in both technology and magic. Half-elves and half-orcs always welcome sathoni tolerance. Likewise, the sathoni have few qualms with dealing with orcs, drow, or other shunned races.

The sathoni view the existence of soulmechs as simply another way in which technology and magic can preserve and perhaps even improve upon nature.



However, these views often place them in conflict with elves who see technology more as a blight on nature. Many elves believe that the sathoni have defamed their ties with nature and have perverted their druidic traditions. Such elves militantly oppose sathoni endeavors.

The dragons and half-dragons generally give little regard to the sathoni. While the sathoni may have once been a powerful force, the relative ease with which they were absorbed into the Empire proves that they are of little concern.

Alignment: Most sathoni are true neutral. Their unique insight into the cycles of nature tends to discourage them from adopting any of the extreme alignments.

Sathoni Lands: With the advent of starstalks, coupled with their advances in spacefaring technology, the sathoni can now be found throughout the Dragon Empire. Most choose to remain planetbound, avoiding prolonged stays on starships and space stations. Even those who do take to life between the stars often bring large numbers of plants or create elaborate gardens in their living quarters.

Religion: Sathoni worship many deities. Many planetbound sathoni are involved in agriculture and worship the Mother, in her nature aspect, as well as the Stormlord. Sathoni scientists and engineers often worship the Smith, the patron of technology, or the Magus in his aspect as the source of scientific knowledge. Sathoni assassins issue their prayers to the Reaper. A few sathoni practice Dualism, with nearly all of them worshipping the Creator.

Names: Sathoni typically adopt the name of a plant that they've come across in their travels. Because they use whatever word the plant is called by nearby natives, sathoni have names as varied as humans.

Adventurers: Often, sathoni will travel great distances to study unusual natural phenomena or rare plants. Sometimes they travel with other adventurers for safety.

Other sathoni have become accustomed to the rigors of space travel and enjoy journeying from one planet to the next, seeing all that the galaxy has to offer.

Sathoni Racial Traits

- +2 Constitution, +2 Wisdom, +2 Intelligence, -4 Dexterity: Sathoni are formidable and hearty, but their tough skin reduces their flexibility.
- Medium-size: As Medium-size creatures, sathoni have no special bonuses or penalties due to their size.
- Sathoni base speed is 30 feet.
- Natural Armor: A sathoni has +2 natural armor. Sathoni skin is extremely durable.
- Limited Regeneration: A sathoni that loses part of its body mass can regrow it in 1d2 days. Holding the

severed portion against the mass enables it to reattach instantly. In addition, the sathoni's natural healing rate is doubled.

- Plant Traits: Sathoni, like other plants, are immune to poison, *sleep*, paralysis, stunning, and polymorphing. They are not subject to critical hits or mind-influencing effects (charms, compulsions, phantasms, patterns and morale effects.)
- *Speak With Plants* (Sp): Sathoni can speak with plants once per day as the spell cast by a 5th-level druid.
- +4 racial bonus to Knowledge (nature) checks: Sathoni have an innate affinity for nature's processes.
- Darkness Sensitivity: Due to their dependency upon sunlight, sathoni suffer a -2 to attack rolls when in complete darkness. This penalty is in addition to any other penalty or miss chance caused by the darkness.
- Light Dependency: Sathoni produce their energy through photosynthesis and are dependent upon sunlight, or a similar source of light (the internal lighting aboard most starships is sufficient), in addition to water and minerals to make their own food. In normal climates, like other Medium-size characters, sathoni characters need at least a gallon of fluids to avoid dangerous thirst. Sathoni characters need to ingest about a pound of soil or similarly mineral rich substance and receive at least eight hours of sunlight per day to avoid starvation.

A sathoni character can go without water or light for 1 day plus a number of hours equal to her Constitution score. After this time, the character must make a Constitution check each hour (DC 10, +1 for each previous check) or sustain 1d6 points of subdual damage.

A sathoni character can go without soil for 3 days, growing in discomfort. After this time, the character must make a Constitution check each day (DC 10, +1 for each previous check) or sustain 1d6 points of subdual damage.

Sathoni characters that have taken subdual damage from lack of water, sufficient light, or soil are fatigued (see DMG, Chapter 3, Condition Summary). This subdual damage cannot be recovered until the character receives sufficient minerals, water or light, as needed. Neither magical healing that restores hit points (such as cure light wounds) nor the sathoni's regeneration ability heals this damage.

- Automatic Languages: Sylvan. Bonus Languages: Common, Elven, Gnome, and Terran.
- Favored Class: Druid. A multiclass sathoni's druid class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). Sathoni are natural druids.
- Level Equivalent: +1

SIARRANS

Siarrans are a race of artists, musicians, and rebels who love freedom above all else. They prefer an active life and are usually found traveling from world to world, alone or in groups, performing for whatever audience they can find. They often call themselves “children of the wind” and say they go where the wind takes them.

For most siarrans, “freedom” means the liberty not only to go where they wish, but also to do, say, and take whatever they like. There is no malice in their actions—they try not to hurt anyone or take from those who can’t afford the loss—but most siarrans believe that their sacred freedom is more important than obeying arbitrary laws. When their love of freedom brings them into conflict with the authorities, most siarrans prefer to avoid conflict by simply leaving the planet before local law enforcement can confine them.

Personality: Siarrans love freedom above all else. Like the wind they revere, they move where they will and refuse to be constrained. This is reflected throughout their culture and in their individual natures. When at rest, siarrans usually give the impression of a barely restrained energy. They seem ready to move in any direction with little notice. Even so, their movements never seem sudden because of their natural grace.

The siarrans appreciate things of beauty, particularly beauty of expressions. They prefer their art and their lives to be filled with activity, and it is rare that a siarran remains idle. They grow easily bored with a slow pace of life, a fact that fills many siarrans with wanderlust, often leading them to adventure.

To a siarran, life is a performance meant to be enjoyed. Even as they face danger, they relish the experience for its drama and appreciate their enemies’ beauty and strength. Some even take unnecessary risks for the sake of “putting on a good show.” Because of this attitude, siarrans may seem light-hearted or foolhardy to others.

Physical Description: Siarrans are typically tall and thin, between 5 1/2 and just under 7 feet in height. They weigh between 130 and 200 lbs. They have dark, copery brown, or even black complexions and light brown, blonde, white, or silvery hair. They have four arms—an upper pair placed at the shoulder, much like a human’s, and a second lean and thin pair a little above the waist. Their fingers are long and lithe, giving them superb manual dexterity. Their eyes slant upward at the outside, and they have high cheekbones and thin mouths.

Siarrans usually dress in draping, loose-fitting garments or robes. They use subtle embroidery to decorate their clothes, preferring patterns of earth tone or red threads. Performing siarrans wear brighter colors designed to attract attention. Siarrans are also known to adopt clothing styles from the realms they visit, sometimes combining them into a unique style all their own.

Siarrans are considered adults at age 25, and they live about 150 years.

Relations: Among the races of the core worlds, siarrans have a reputation as excellent performers with a penchant for thievery and mischief. As a result, siarrans are more common in the Outlands and other less-developed worlds, where their reputation is not as well known.

Siarrans have had excellent relations with elves for centuries, as they have much in common. A siarran will only steal from or otherwise harm an elf if absolutely necessary. Siarrans find humans to be lacking in subtlety and dwarves to be downright repressive. Soulmechs vary so radically from one to next, it is impossible for the siarrans to make any generalizations about them.

Siarrans are wary of dragons, half-dragons, and drow. Too often they have seen these races using their power to restrict the freedom of others. While the siarrans will rarely publicly defy the leaders of the Dragon Empire, they sometimes undermine the authorities through pro-

paganda, espionage, and sabotage.

Orcs and half-orcs are either pitied for their complete lack of artistry, or disdained for serving what the siarrans see as the oppressive Dragon Empire. In either case, orcs and half-orcs find the siarrans condescending at best, and infuriating at worst.

Nevertheless, siarrans believe in allowing everyone their own freedoms, and are rarely bothered by the cultural or social differences found among other peoples. They are willing to get along with most anyone (regardless of their opinions of the person) so long as that person does not restrict anyone else's freedom.

Alignment: Siarrans enjoy freedom of expression. They prefer to speak and do as they choose, demonstrating a chaotic bent. They prefer to avoid conflict, and avoid hurting others if they don't have to, but aren't above causing trouble if it's in the interests of preserving their own freedom. Most siarrans are neutral, though a few veer towards goodness.

Siarran Lands: Siarrans have no homelands of their own. According to tradition, they used to share a world in the Rimward Barrens with elves, dwarves, and humans. When the Dragon Empire took over the planet, the other races resisted—and were nearly wiped out for their impudence. The siarrans realized they could not stay on their home planet and retain their freedom, so they set off for the stars and have never looked back.

The siarrans flew to the stars on 10 enormous starships. Over the millennia, the 10 ships became the basis for the 10 siarran tribes. Though there are countless smaller ships of siarrans scattered across the Empire today, each of them can trace its history back to one of the first 10 ships, and the siarrans on board count themselves part of its tribe.

While siarran society was originally feudal, it has evolved into a clan-based council system. Each siarran tribe is ruled by a council of mystics. Every 10 years, the mystics of the 10 clans meet to discuss clan matters and to elect a new Namridoth, the siarran king. Siarrans with intertribal conflicts can bring them up at this time for the council to judge.

Namridoth is largely an honorary position. It is his responsibility to represent the siarrans to outsiders and to protect his people from outside threats. Since the siarrans are now spread across the galaxy and are largely autonomous, there is no need for a Namridoth to represent or protect them. Nevertheless, it is a great honor to be named Namridoth, and it usually goes to an old and venerable siarran.

Religion: Before fleeing their homeworld, the siarran mystics were priests of Allasyrain, a local good-aligned god of the wind. Allasyrain instructed his followers to be a gentle wind—unseen, unheard, harming no one, and allowing no one to touch them.



In the millennia following the siarran exodus, however, the mystics gradually adopted the Stormlord as their patron deity. The gentle goodness of Allasyrain was slowly replaced by the active chaos of the Stormlord, and the siarrans began to put their freedom above the welfare of those around them.

Today, most siarrans worship the Stormlord as a chaotic wind that blows them towards their destinies. They believe that because they are "children of the wind," their desires mirror the desires of the Stormlord himself. And because the will of gods is more important than the welfare of mortals, the siarrans are more than justified in doing whatever they need (or want) to do in order to maintain their freedom. Nevertheless, they recognize that wanton theft and destruction are a good way to try the Stormlord's patience—and end up slaving in a prison colony.

Language: The Siarran language is intricate and uses its own unique and lengthy alphabet. The airy tones and soft vowel sounds usually put listeners in mind of breezy days and dancing, as the words roll easily from one to the next. While this does make learning the language a foreboding prospect, once Siarran has been mastered it is ideal for expressing movement and emotion, both of which figure prominently in their songs.

Names: A siarran is usually given only a single name at birth. When traveling, siarrans will also refer to themselves by a tribal name derived from the first starships that left their homeworld. Siarrans will only rarely use a place name to identify themselves, as their people too often wander to new places.

Male Names: Allaet, Ballaran, Cionur, Dillaed, Fomael, Kessit, Tilaen, and Umrios.

Female Names: Amaera, Caelli, Diarral, Emaenc, Guenna, Jiassae, Paelloa, and Telliar.

Tribe Names: Botarran, Ebonael, Faerios, Killaen, Maaran, Rollit, Saanias, Tinael, Vellitas, and Zianur.

Adventurers: Siarrans are always on the move. They are most commonly found in small performing troupes, either with their own ship or booking passage on large freighters. These troupes usually perform for money, but they are driven by far more than greed. Siarrans are eager to see the galaxy and experience for themselves how the wind blows elsewhere.

Beyond the joys of travel and performance, siarrans champion freedom in all its forms. This can entangle them in local politics and other disputes. They have occasionally also been caught up in insurrections against the Dragon Empire, particularly while under Mezenbone's rule.

While siarrans are usually found in troupes, lone travelers are not uncommon—especially in the core worlds, where groups of siarrans may attract unwanted attention. Lone siarrans travel for the same reasons that troupes do, forever searching for more new songs, dances, and tales that need to be told.

Siarran Racial Traits

- +2 Dexterity, -2 Constitution: Siarrans are dextrous, but fragile.
- +8 racial bonus to Navigate. Siarrans are well-travelled.
- Weak Lower Arms: A siarran's lower arms are thinner than his upper arms and do not benefit as much from the muscles throughout the torso. As a result, a siarran's lower arms suffer a -2 penalty to Strength.
- Medium-size: As Medium-size creatures, siarrans have no special bonuses or penalties due to their size.
- Siarran base speed is 30 feet.
- Automatic Languages: Common and Siarran. Bonus Languages: Any (other than secret languages, such as Druidic). A siarran's many travels allow him to learn a wide variety of languages from a variety of cultures.
- Favored Class: Any. When determining whether a multiclass siarran suffers an XP penalty (see PHB, Chapter 3, Experience for Multiclass Characters), his highest-level class does not count. Siarrans pursue a number of skills and professions and they show aptitude in a wide variety of abilities.
- Level Equivalent: +0

Siarran Racial Feats

MULTIWEAPON FIGHTING (GENERAL)

You can fight with a weapon in each of your hands.

Prerequisite: Three or more arms.

Benefit: Your penalties for fighting with multiple weapons are reduced by 2. This feat functions just as Two-Weapon Fighting does for a creature with only two hands.

MULTIDEXTERITY (GENERAL)

You are adept at using all your hands in combat.

Prerequisite: Dex 15+, three or more arms.

Benefit: You ignore all penalties for using any of your three off hands. This feat functions as Ambidexterity does for a creature with two hands. Weapons wielded in your off hands still add only half your Strength bonus to damage.

TWO-GUN SHOOTING (GENERAL)

You can shoot with both weapons when you have a firearm in each hand. You can make one extra attack each round with the second weapon.

Benefit: Your penalties for firing two weapons are reduced by 2.

Normal: See SHB, Chapter 7, Firing Two Weapons.

Special: The Ambidexterity feat reduces the attack penalty for the second weapon by 4. These penalties are further reduced if the size category of both weapons is one size category smaller than yours.

TARN IDOUN

Among the most ancient races within the Dragon Empire are the mysterious tarn idoun. These beings of living crystal are the first creators of the *ioun stones*. Most have dedicated themselves to the studies of magic and technology and pursue knowledge in all its forms.

The exact origins of the tarn idoun appear to be lost to history. The first recorded contact with the race tells of a dwarven mining expedition that found rows of strange crystal shapes within an asteroid they had sought to mine. Floating around these crystalline forms were smaller crystals of various colors. When the dwarves touched them, the crystalline forms sprang to life and identified themselves as the tarn idoun. Other races encountered similar communities throughout the galaxy, sometimes on a moon and other times buried deep within a planet. The tarn idoun seemed to have no memory of life before being awakened and had no knowledge of how they had come to be found dormant in the caverns.

The tarn idoun adapted quickly to life among the sentient races. They employed their innate magical energies to allow their crystalline forms to interact with the technology and devices of the sentient races. The presence of the tarn idoun's arcane essence leads many to believe that the tarn idoun or their precursors are extraplanar in origin.

Within a few hundred years, the tarn idoun were an integral part of the galactic community. Their ability to make *ioun stones* led many tarn idoun to engage in trade and commerce with other races. Tarn idoun made welcome additions to survey and exploration teams where their attention to detail resulted in comprehensive star-charts and voluminous data on various planetary and stellar phenomena. Many tarn idoun turned their attention towards magic, creating new forms of magical protections and propulsion. The tarn idoun's natural talents for magic and the vast array of technology they encoun-

tered made the practice of technomancy a natural choice for many. To this day, the tarn idoun remain a prominent part of the interstellar community and several of the galaxy's greatest technomancers are drawn from this race.

At some point within the past 10,000 years, the tarn idoun established a strong tie with the dragons, who had begun rising in prominence within the galaxy. Indeed, some claim that it was the tarn idoun who first suggested that the dragons form a unified front, although scholars and the tarn idoun, themselves, dispute such claims. Nevertheless, the tarn idoun contacts with the dragons resulted in an agreement called the "Dragon Pact." The exact terms of this agreement have been lost, or intentionally obscured by history. Yet, speculation abounds.

Some believe the terms of the Dragon Pact hold the key to explaining the unusual behavior of the tarn idoun during the years that preceded the Dragon Wars. Just prior to the founding of Qesemet on Scion III, hundreds of thousands of tarn idoun, including those that allegedly forged the Dragon Pact, vanished, seemingly overnight in an event now known as the "Ioun Exodus." Whether they left for another area of space or were slaughtered in secret, no one, including the remaining tarn idoun know. What is known is that the dragons and their kin still afford considerable latitude to the tarn idoun. When the Dragon War broke out, the tarn idoun were one of the few races to remain truly neutral in the conflict. However, many of their crystalline cities and monuments, largely abandoned, were destroyed in the ensuing conflict.

Personality: Tarn idoun are inquisitive and methodical beings. Their work, whether researching spells or crafting firearms, is detailed and precise. To a tarn idoun magic and technology are relatively interchangeable—one merely a different form of the other. They are

often controlled and guarded in social situations. Generally passive, tarn idoun are slow to anger. An irate member of the species is a rare and horrifying sight. Fortunately, tarn idoun display little passion for things outside of their chosen field of study except for challenging puzzles or riddles. They are gender neutral and reproduce asexually, a trait that most sentient races find unusual.

Tarn idoun seem to have little comprehension of the concept of humor, at least as other races consider it. Often a tarn idoun will engage in behavior that other races find amusing, though the tarn idoun is often oblivious to its comedic value. However, there have been some instances in which a tarn idoun appears to be displaying a sense of humor—albeit a peculiar one.

Companionship does not come easily to tarn idoun. However, once forged, the bonds of friendship are strong between a tarn idoun and its comrade. Only a tarn idoun's most trusted allies are freely given an *ioun stone*. Such a gift is symbol of a deep trust between the tarn idoun and its companions. A companion of a tarn idoun that displays his *ioun stone* is welcomed in nearly every tarn idoun community as the *ioun stone* is a symbol to the tarn idoun that the companion is worthy of respect. The *ioun stones* are vessels of life force for a tarn idoun. They are objects to be cherished and revered. Even *ioun stones* obtained from other sources are closely guarded by a tarn idoun.

Physical Description: The bodies of the tarn idoun are composed of living crystal. They are vaguely humanoid in shape, but lack any discernible facial features. Most beings have difficulty distinguishing one tarn idoun from another. Their height varies from 4 1/2 to 5 1/2 feet tall. Tarn idoun possess innate arcane energies that their bodies' formidable crystal shell manages to contain and exploit. The limbs of the tarn idoun remain separate from its torso, eerily floating some distance away from the rest of the body. This distance can vary from less than a foot to nearly eight feet. Denied access to these energies, such as when subjected to an anti-magic field, the limbs reattach to the main torso greatly limiting their reach. Nearly every tarn idoun possesses an *ioun stone* that constantly circles within a few feet of the tarn idoun's head. A tarn idoun without an *ioun stone* is typically either a very young specimen, or it has recently given its stone away to a companion and is regrowing another.

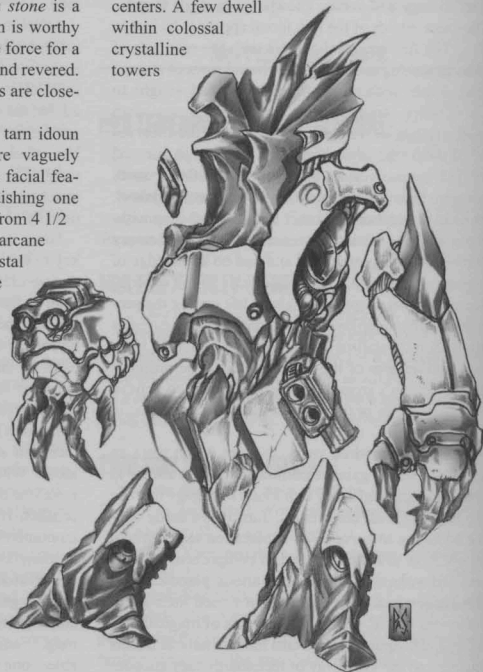
Relations: Tarn idoun get along quite well with dwarves, given each race's interests in things mechanical, although the dwarves at times resent the tarn idoun's

employment of magical solutions. Conversely, they also get along quite well with elves, though the elves often resent the tarn idoun's use of technology. It is no surprise then that tarn idoun get along best with soulmechs and gnomes. Gnomes, in particular, love the presence of tarn idoun as they make excellent marks for practical jokes—at least until the gnome gets tired of the tarn idoun's inability to "get it."

The tarn idoun admire the ability of humans and, to a lesser extent, the orcs to adapt to new situations. Both humans and orcs, however, find the extremely alien tarn idoun somewhat discomforting. This does not prevent power-hungry orcs from attempting to steal a tarn idoun's *ioun stone*.

Half-orcs, halflings and half-elves all enjoy the company of tarn idoun as prejudice seems to be a foreign concept to the crystalline beings. Dragons and their kin treat tarn idoun with great respect and demand the same of their drow servitors.

Tarn Idoun Lands: Tarn idoun are found on nearly every major planet in the Dragon Empire. They generally prefer isolated locations far from major population centers. A few dwell within colossal crystalline towers



placed amidst the Empire's great metropolises, where they live in relative seclusion.

Religion: Tarn idoun worship is rarely limited to a single god, though most find that they gravitate their prayers toward the Father and the Magus. Dualism, though tolerated, is practically unheard of among the tarn idoun.

Tarn Idoun Racial Traits

- **+2 Dexterity, +2 Intelligence, -2 Charisma, -2 Wisdom:** The floating limbs of the tarn idoun give them great flexibility. These energies may be suppressed as described below. Although tarn idoun are naturally intelligent, their alien outlook and mysterious quirks make interaction with them difficult and tends to lead them into trouble.
- **Medium-size:** As Medium-size creatures, tarn idoun have no special bonuses or penalties due to their size.
- **Speed (Su):** Tarn idoun base speed is 30 feet. Although the limited crystal form of a tarn idoun would normally inhibit its movement, the arcane energies within it allow it to move as other creatures its size. These energies may be suppressed as described below.
- **Outsider Traits:** Tarn idoun are descended from nonelemental creatures of extraplanar origin. They have darkvision with a range of 60 feet. A slain tarn idoun cannot be *raised* or *resurrected*, although a *wish* or *miracle* spell can restore it to life.
- **Extended Reach (Su):** Tarn idoun have a reach of 10 feet. By employing the arcane energies within their crystalline shells, tarn idoun can extend their limbs to allow them to reach further than other creatures their size. These energies may be suppressed as described below.
- **Damage Reduction:** A tarn idoun has damage reduction 2/—. A tarn idoun's skin is resistant to injuries.
- **Dragon Pact:** Tarn idoun receive a +4 racial bonus to Diplomacy checks involving dragons and half-dragons. This is a result of a pact that prominent tarn idoun made with the dragons just before the Dragon War.
- **Ioun Stone Creation (Su):** A tarn idoun can create charged *ioun stones* (see DMG, Chapter 8, Wondrous Items) from burned out *dull gray ioun stones*, which it can grow on its back. All tarn idoun starting characters begin with one *dull gray ioun stone*. If the tarn idoun wishes to create additional *dull gray ioun stones*, it may do so at the rate of one per month, snapping off the stones when they are finished forming. This does not cost the tarn idoun

anything. Once the tarn idoun has a *dull gray ioun stone* in hand, it can charge the stone, turning it into any other type of *ioun stone* through the following process:

First, the tarn idoun decides what sort of *ioun stone* it wants to create and then it begins to charge the stone. To charge a *dull gray ioun stone*, the tarn idoun simply sets it in orbit around its head for a number of days equal to the stone's market value divided by 1,000 gp. The tarn idoun's character level must equal or exceed the stone's market price divided by 1,000 gp and it must expend XP equal to 1/25 of the *ioun stone's* market value. Thus, an 8th-level tarn idoun can create any *ioun stone* with a market price of 8,000 gp or less. A 12th-level tarn idoun is no longer restricted to the type of *ioun stones* it can create. Regardless of the number of character levels the tarn idoun has when it creates an *ioun stone*, the *ioun stone's* caster level is always 12th. A tarn idoun does not need to meet any of the prerequisites for an *ioun stone* to create one in this manner.

- **Sonic Vulnerability:** A tarn idoun takes double damage from sonic attacks unless a save is allowed for half damage. A successful save halves the damage and a failure doubles it.
- **Arcane Essence (Ex):** Tarn idoun rely upon ancient arcane magic and innate energies to hold their crystalline form together. They possess a magical aura that can be sensed through detection spells, such as *detect magic*. The strength of a tarn idoun's magical aura depends upon its total number of character levels. A tarn idoun's total character levels are treated as the tarn idoun's "item caster level" when detected through magic (see PHB, Chapter 11, Aura Strength). Thus, a 7th-level tarn idoun emits an aura of moderate strength. A tarn idoun's magical aura registers as being of the Transmutation school.

If a tarn idoun's arcane essence is disrupted, then the tarn idoun loses its ability to competently interact with its surroundings. A tarn idoun that is subject to an anti-magic field suffers a -6 penalty to its Dexterity, its speed is reduced to 20 ft, and its reach diminishes to 5 feet. These penalties cease once the tarn idoun leaves the anti-magic field. Likewise, if a tarn idoun is the target of a successful dispel magic spell, it suffers the same penalties. For purposes of dispel checks, the tarn idoun's caster level is equal to its character level. A tarn idoun subject to the spell *disjunction* must make a Will save or be permanently subject to the penalties outlined above. The permanent loss of these abilities cannot be restored through restorative magic, such as *lesser restoration*, but can be restored through the use of a *wish* or *miracle* spell.

- Automatic Languages: Terran. Bonus Languages: Common, Draconic, Dwarven, and Ignan.
- Favored Class: Mechanist and wizard. A multiclass tarn idoun's mechanist class or wizard class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). Tarn idoun are equally adept with both technology and magic.
- Level Equivalent: +1

Tarn Idoun Racial Feats

SUPPRESSION RESISTANCE (GENERAL)

You are resistant to anti-magics that could otherwise temporarily or permanently cripple you.

Prerequisite: Tarn idoun only.

Benefit: You receive a +4 bonus to all saves against having your magic essence suppressed or dispelled.

Special: You may take this feat multiple times, gaining an additional +4 bonus each time you take it.

NEW IOUN STONE TYPES

Color	Shape	Effect	Market Price
Deep green	Prism	Damage reduction 1/+1*	1,000 gp
Deep yellow	Spindle	Damage reduction 2/+2**	2,000 gp
Pulsing blue	Ellipsoid	Creature may cast <i>detect magic</i> at will.	3,000 gp
Sparkling green	Sphere	Damage reduction 3/+3***	4,000 gp
Cracked	Ellipsoid	+1 competence bonus to checks	5,000 gp
Incandescent green	Sphere	+1 competence bonus to Fort saves	6,000 gp
Incandescent red	Rhomboid	+1 competence bonus to Ref saves	6,000 gp
Incandescent white	Prism	+1 competence bonus to Will saves	6,000 gp
Pulsing black	Spindle	+1 competence bonus to attack rolls	7,000 gp
Sparkling blue	Spindle	Damage reduction 4/+4†	8,000 gp
Vibrant yellow	Prism	+1 competence bonus to damage rolls	9,000 gp
Pitch black	Ellipsoid	Prevents level drain††	10,000 gp
Pulsing red	Sphere	Prevents death†††	11,000 gp
Sparkling green	Rhomboid	Damage reduction 5/+5‡	16,000 gp

* After absorbing 10 hp of damage, the stone burns out and turns dull gray. Does not stack with other damage reduction.

** After absorbing 20 hp of damage, the stone burns out and turns dull gray. Does not stack with other damage reduction.

*** After absorbing 30 hp of damage, the stone burns out and turns dull gray. Does not stack with other damage reduction.

† After absorbing 40 hp of damage, the stone burns out and turns dull gray. Does not stack with other damage reduction.

†† After preventing 3 levels of level drain, the stone burns out and turns gray.

††† When creature is reduced to -10 or fewer hps, the stone restores the creature to 0 hp and stabilizes it, then burns out and turns to dull gray.

‡ After absorbing 50 hp of damage, the stone burns out and turns dull gray. Does not stack with other damage reduction.



ULB

Most Imperial citizens consider the various slimes and oozes found on so many worlds to be a simple (if sometimes deadly) threat to be avoided or exterminated. The ulb are anything but.

Less common than many of the other races, the ulb flourish on hot, humid worlds. Even after they were discovered, it took several hundred years before anyone realized that they were an intelligent race, much less that they were an extremely pious race that worshipped aspects of the Unification gods.

Until recently, most citizens had never seen an ulb, except possibly in the largest of the Unification churches, and even then, they probably had no idea what exactly it was they were looking at. Most ulb have been content to either stay on their homeworlds or else join ships crewed entirely by their own kind. Given the damp, thickly smelling environments that they prefer, this was probably for the best for all concerned. However, with the long feared crowning of an Asamet emperor, the ulb have been increasingly active, making allies and earning favors to prepare for the dark times ahead that they claim were foretold by their prophets 6,000 years ago.

Personality: The thought processes of the ulb are unusual. They have a strong sense of community and family—they often band together in large groups based on shared ancestry. They believe in immortality through the actions of their children, who they see as an extension of themselves. Combined with their very long lifespan, this leads them to a relaxed, unhurried lifestyle in which the greatest good is to serve the race as a whole. This is tinged by their strong religious beliefs. Having taken up a religion similar to the Unification doctrine even before encountering the Empire, they view humanoid clerics in much the same light as the humanoids of the church view them—proof of the power of their gods. Or, as the ulb say, “It is amazing

and wonderful that creatures so different from ourselves can still be inspired by the divinity of the same gods.” Unlike many races, the ulb revere all of the Twelve equally and openly. Each has a place in their culture, and while the Reaper and Destroyer are frightening in their wrath, the faithful know that ulb clerics devoted to these powers exist to turn that fury on those who would threaten the survival of their race.

While almost identical to each other physically, the ulb vary wildly in outlook. They are roughly evenly distributed in terms of alignment, but even evil ulb will prey on non-ulb before turning on their own. Ulb also place great importance on age, according respect to their elders. Unfortunately most races do not live long enough to be counted as elders among the ulb, and those that do (elves and dragons) are generally not well liked by them because of their elitist views. Still, they are attentive to the voice of experience, and work well in groups once someone has proven their skills to the ulb in a crisis.

Physical Description: The ulb are large amorphous creatures, averaging 4 feet in diameter when mature. They are amorphous—able to adjust their shape at will by extending tentacle-like pseudopods to act as arms or legs. In any shape they are partially translucent, filled with a pale blue liquid and numerous greenish spheres. These spheres act like internal organs do in other creatures, containing structures that process food, filter out waste, and carry out the ulb’s thought processes. These distributed “organelles” make ulb amazingly resistant to some types of harm, while their thick, rubbery skins and fluid interiors leave them at great risk from other attacks. They can eat a wide variety of organic material including meat, vegetables, raw grains, etc., and must consume as much as a human.

Ul'b do not have distinct genders. Instead, they reproduce by budding. This takes a considerable amount of extra food intake and about two months of concentration on the part of the ul'b (-2 to all skill checks and saves during this period). Afterwards, a miniature ul'b 8 to 10 inches in diameter separates from the parent. Ul'b have strong parental instincts and will protect and raise their offspring for the 10 years it takes the bud to reach adolescence, when it will be roughly 3 feet in diameter. Ul'b live for up to 300 years if they can avoid injury and radiation poisoning, which accelerates their aging process. As ul'b grow older, their fluids and organelles become washed out, shifting from blues and greens to a milkier appearance.

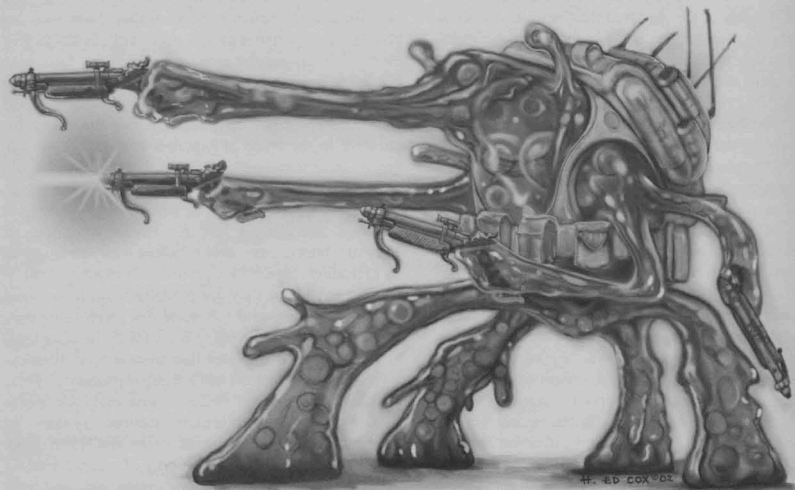
Ul'b vision is fairly primitive, consisting of specialized eyespots on stalks. This provides poor color vision, and ul'b are chronically nearsighted. However, large patches of the ul'b's skin instead act as both ears and speakers, able to detect and produce vibration. This allows ul'b to mimic speech despite having no lungs or vocal cords. An ul'b's ability to detect vibration (analogous to "hearing" for most races) is quite good, and some individuals have honed this to remarkable levels, becoming able to detect other creatures in their vicinity with ease.

Despite some rumors to the contrary, ul'b cannot extract oxygen from water through their membranes and

can drown as easily as any other air-breathing creature. They can, however, trap bubbles of air within their bodies, extending the time they can survive underwater. Without such preparation, they can "hold their breath" only about as long as other non-aquatic races.

Relations: Ul'b that have ventured off of their homeworlds find the company of humanoids fascinating, since other oozes leave much to be desired in terms of conversation. In spite of this, they have never been welcomed or treated favorably by the rulers of the Dragon Empire, and only see this situation growing worse with a red dragon upon the throne. All inroads they have made with galactic society have been through the Unification Church. That the Unification deities have seen fit to grant the prayers of ul'b clerics is their strongest argument for equality on worlds largely dominated by humanoids. While they get along cordially with most races, they often find themselves at odds with the elves. Ul'b believe elves to be narrowminded in their views of natural ecology, disregarding the slime and fungal ecosystems that dominate the ul'b homeworlds. With both sides possessing tremendously long lifespans, this has degenerated into long-winded debates that have lasted longer than most other races' lifespans.

Ul'b find the idea of humanoid soulmechs somewhat puzzling. They appreciate the desire to preserve the experience of individuals through technology, but have



difficulty relating to a soulmech as a living being—since obviously they are not. Unless an ulb has worked with a particular soulmech for several years, they are likely to treat the automata as a sort of clever, automated library of the recorded personality's thoughts. Only by seeing a soulmech grow over the course of years is this impression likely to change, no matter how often the "clever program" protests otherwise. Due to the radical difference in body types, no ulb has chosen to undergo the procedure themselves, equating existence in such a fixed form to be the equivalent of constant torture. Madness seems to be the most likely outcome of any such attempt.

Alignment: Ulb can be of any alignment, having no strong preference for any of them.

Ulb Lands: Ulb prefer damp climates and can adapt to most worlds so long as they avoid deserts. They are most frequently found on worlds that are dominated by fungal ecosystems, and as such rarely have had to share their worlds with humanoid races. In the last two centuries, the ulb have begun looking into developing vacuum-resistant fungal technologies like the living ships of the elves so that they can create self-growing colonies on moons or even large asteroids with sufficient water or ice. Acquiring new territory has become one of the race's highest priorities since the crowning of Mezenbone.

Religion: Ulb are amongst the most pious of their species' races. Virtually every ulb at least acknowledges one of the Unification deities as its preferred deity, and many make this preference widely known. Ulb hold clerics of all sorts in high regard, and will go out of their way to be courteous to such individuals.

Language: The ulb language is simply impossible for most other creatures to master—it would require the vocal range of a dolphin, a tuba, a tenor opera singer and about 200 wind chimes combined. While melodious and even soothing, none of the major humanoid races can speak it without the aid of a translator. On the other hand, some individuals can understand it unaided, much to the surprise of any Ulb whose "private" conversations are overheard and understood. With portions of their bodies acting much like electronic speakers, ulb do not share this difficulty in speaking the languages of other races. Indeed, some ulb have become famous as linguists, diplomats, and impersonation artists. A bardic ulb is an amazing performer, able to both sing and accompany itself with several reproduced musical instruments.

Names: As ulb names are nonsensical in humanoid terms, they always adopt nicknames from the language of whatever race they deal with most.

Adventures: Ulb have become increasingly active in recent years, and are now found among many groups of

adventurers, adding the flexibility of their unique abilities to the strengths of others. With their strong sense of community, such ulb adventurers rarely operate alone, and can be essential in smoothing over the differences between their humanoid teammates. After all, if they can work successfully with a 4-foot-tall ball of ooze, their own differences can hardly be unsolvable!

Ulb Racial Traits

- **-2 Dexterity, +2 Constitution:** Ulb biology allows them to resist many threats, but they are both sluggish and not very nimble by human standards.
- **Medium:** As Medium-size creatures, ulb have no special bonuses or penalties due to their size.
- **Ulb base speed is 20 feet.** An ulb may withdraw its pseudopod legs, and adhere directly to surfaces. This reduces the ulb's speed to 5 feet, but it grants a +10 racial bonus to Climb checks while doing so. Extending or retracting its pseudopod legs is a move-equivalent action.
- **Ooze Traits:** Ulb are unusual for oozes, being intelligent, but they do share many of the features of that creature type. They are immune to poison, *sleep*, paralysis, stunning, and polymorphing. Further, they are not subject to critical hits and cannot be flanked. Finally, they gain +10 hp due to their construction.
- **While an ulb may hold multiple items at once, they may only concentrate on a single limb and a secondary limb at one time.** This gives them the same modifiers that a humanoid using items in his main hand and off hand would have. The only significant difference is the ulb may designate different limbs to be their main limb and off-hand limb at the beginning of each round.
- **Air bubbles:** If allowed one full minute to prepare, an ulb can trap extra air within its body. This allows the ulb to hold its breath for double the normal duration before beginning to make drowning checks. This process is quite uncomfortable to the ulb, and cannot be maintained for longer than 10 minutes out of every 4 hour period.
- **Amorphous:** Ulb can compress their bodies tight enough to squeeze through a round hole that is 6 inches in diameter. In addition, they receive a +12 racial bonus to Escape Artist checks.
- **Nearsighted:** Ulb cannot sense anything beyond 60 feet away.
- **Piercing Susceptibility:** While ulb have thick, multi-layered skins and internal baffles, being deeply stabbed still causes them grievous injury. All piercing weapons have their critical multiplier increased by 1 when used on an ulb.

- **Radiation Susceptibility:** Radiation is quite dangerous to single-celled beings like the ulb, and causes an additional point of damage per die to them. Further, an ulb cannot bud for a number of weeks equal to the damage inflicted as the ulb's internal chemistry purges and repairs damaged DNA. Any radiation attack immediately ages the ulb 1 year for every die of damage it inflicts.
- **Unusual Body Type:** Because of their uncommon shape, ulb seldomly find clothing or armor that will fit them. Typically, they must have such items made. Because they are a medium non-humanoid race, such items cost two times as much as normal.
- **Automatic Languages:** Ulb speak their own language and Common. **Bonus Languages:** Any spoken language. Ulb have highly adaptable vocal abilities, and may reproduce the sounds, intonation, and inflection of any species that they have the opportunity to study and listen to.
- **Favored Class:** Cleric. A multiclass ulb's cleric class does not count when determining whether or not there is an XP penalty for multiclassing (see PHB, Chapter 3, Experience for Multiclass Characters). Ulb are an extremely pious race.
- **Level Equivalent:** +1

UlB Racial Feats

BLINDSIGHT 30' RADIUS

You are able to sense tiny vibrations near you.

Prerequisites: Character level 6+, Listen +8, ulb only.

Benefit: You gain the blindsight special quality with a range of 30 feet (see MM, Introduction, Special Qualities).

BLINDSIGHT 60' RADIUS

You have enhanced your vibratory sensitivity to levels rarely reached by your race.

Prerequisites: Character level 12+, Listen +16, Blindsight 30' Radius, ulb only.

Benefit: Your blindsight ability's range increases to 60 feet.

ENHANCED FLEXIBILITY

You are even more flexible than most members of your race.

Prerequisites: Character level 6+, ulb only.

Benefit: You can compress yourself tightly enough to fit through a round hole 3 inches in diameter. In addition, your racial bonus to Escape Artist checks increases to +18.

EXTEND PSEUDPODS

You may extend your manipulative pseudopods a greater distance than most members of your race.

Prerequisites: Character level 9+, ulb only.

Benefit: As a move-equivalent action, you may extend or retract your pseudopods. While they are extended, your reach increases to 10 feet, but you suffer a -2 penalty to your Dexterity.

EXTRA SECONDARY LIMB

You may split your attention among your pseudopods in such a way that you can maintain an additional secondary limb at any given time.

Prerequisites: Ulb only.

Benefit: You can form one additional arm. This limb is treated as an extra off hand for purposes of attacking.

Special: You may take this feat a number of times equal to your Intelligence modifier (minimum 1).

MULTIWEAPON FIGHTING (GENERAL)

You have learned to fight with a weapon in each of your hands.

Prerequisite: Three or more arms.

Benefit: Your penalties for fighting with multiple weapons are reduced by 2. This feat functions just as Two-Weapon Fighting does for a creature with only two hands.

MULTIDEXTERITY (GENERAL)

You are adept at using all your hands in combat.

Prerequisite: Dex 15+, three or more arms.

Benefit: You ignore all penalties for using any of your off hands. This feat functions as Ambidexterity does for a creature with two hands. Weapons wielded in your off hands still add only half your Strength bonus to damage.

TWO-GUN SHOOTING (GENERAL)

You can shoot with both weapons when you have a firearm in each hand. You can make one extra attack each round with the second weapon.

Benefit: Your penalties for firing two weapons are reduced by 2.

Normal: See SHB, Chapter 7, Firing Two Weapons.

Special: The Ambidexterity feat reduces the attack penalty for the second weapon by 4. These penalties are further reduced if the size category of both weapons is one size category smaller than yours.

RACIAL TEMPLATES

INTRODUCTION

Sentient life is endlessly adaptable. When races come across planets that are close, but not perfect fits for their needs, often they'll terraform the planet. However, if time is short or the technology isn't available, sometimes it's easier to adapt the race to the world.

Racial templates allow you to greatly expand the number of races available in **Dragonstar**. You can simulate a halfling that has lived on a high-G planet all her life, or a dwarf that has been genetically altered to breathe both air and water.

RACIAL TEMPLATE GUIDELINES

Typically, no more than one racial template should be applied to the same character without DM permission. It's easy to take the concept to ridiculous extremes and create an arctic, night-adapted, space-hardened, high-G human, but without a really good explanation of how and why the character came about, DMs should disallow such combinations. Racial templates were created to give players a bit more control over the character creation process, not give them the powers they need when they need them.

PRIMITIVE RACES

The following traits can be used to represent a truly primitive race that has had little or no exposure to technology.

- +2 racial bonus to Climb, Handle Animal, Intuit Direction, Jump, Listen, Ride, Spot, Swim, and Wilderness Lore checks.
- -2 penalty to Demolitions, Freefall, Knowledge (all), Navigation, Pilot, Repair, Research, Urban Lore, and Use Device checks.
- In addition, a character from such a race must spend two full levels gaining experience with advanced technology before acquiring the Technical Proficiency feat.

ADVANCED RACES

The following traits can be used to represent a race that has progressed beyond the typical technology available in the Dragon Empire.

- -2 penalty to Climb, Handle Animal, Intuit Direction, Jump, Listen, Ride, Spot, Swim, and Wilderness Lore checks.
- +2 racial bonus to Demolitions, Freefall, Knowledge (all), Navigation, Pilot, Repair, Research, Urban Lore, and Use Device checks.
- In addition, a character from such a race begins play with the Technical Proficiency feat.

AMPHIBIOUS

“Amphibious” is a racial template that can be applied to any race that lacks a swim speed. When colonizing a world that is rich in aquatic resources, sometimes colonists are modified to survive both above and below water.

Personality: As the base species.

Physical Description: The feet and hands of amphibious races are webbed to make swimming easier, and they possess a small set of gills—either on the throat or behind the ears. Body hair is minimal to reduce friction underwater, and the skin itself is often softer and damp to the touch.

Relations: As the base species.

Alignment: As the base species.

Amphibious Lands: Amphibious races often settle near the shore to harvest resources from both sea and land.

Religion: As the base species.

Language: Amphibious creatures speak Aquan in addition to any languages spoken by their base species.

Names: As the base species.

Adventurers: As the base species.

Amphibious Racial Traits

- **Gills:** An amphibious race can breathe normally both above and below water.
- **Swimming:** Aquatic races gain a swim speed equal to their base species' speed +10 ft. However, they are somewhat clumsy on land and their normal ground speed is equal to their base species' speed -10 ft. (minimum 5 ft.).

A race with a swim speed can move through the water at the listed speed without making Swim checks. It gains a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. The race can always take 10 on Swim checks, even if rushed or threatened. Races can use the run action while swimming, provided they swim in a straight line.

- Regardless of the nature of the race's attack types, it suffers no penalties when attacking underwater with a natural attack. Weapon attacks follow the normal rules for attacking underwater.
- The race can use all of its skills and feats underwater without penalty (except those that do not normally function underwater).
- **Drying Out:** An amphibious race suffers 1 point of temporary Constitution damage for every 6 hours it spends without expo-

sure to water. The rate of damage increases to 1 point every 3 hours in particularly dry and arid conditions, but decreases to 1 point every 12 hours in especially moist and humid conditions.

- **Automatic Languages:** As base species, plus Aquan.
- **Level Equivalent:** Same as base species.



HIGH-G

"High-G" is a racial template that can be applied to any race. After a race has lived on a planet with high gravity for several generations, the younger members of the race acclimate to the new environment. Their muscle strength increases, but fine muscle control atrophies.

Personality: As the base species.

Physical Description: A high-G race is shorter and stouter than the base species. While its average weight remains the same, its average height decreases by 6 inches.

Relations: As the base species.

Alignment: As the base species.

High-G Lands: As the base species, except on planets with a higher gravity.

Religion: As the base species.

Language: As the base species.

Names: As the base species.

Adventurers: As the base species.

High-G Racial Traits

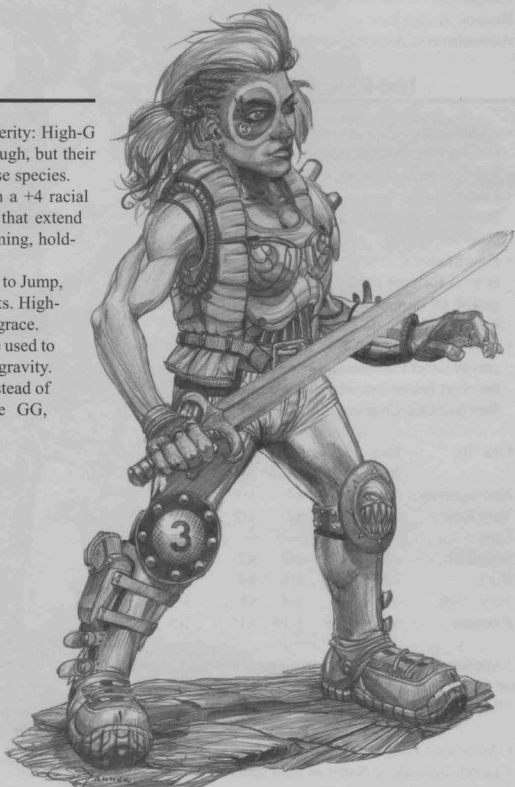
- +2 Strength, +2 Constitution, -4 Dexterity: High-G races are extraordinarily strong and tough, but their movements are clumsier than their base species.
- Excellent Stamina: High-G races gain a +4 racial bonus to checks for physical actions that extend over a period of time (running, swimming, holding their breath, and so on).
- High-G races suffer a -2 racial penalty to Jump, Balance, Tumbling, and Freefall checks. High-G races are clumsy at tasks requiring grace.
- High-G Acclimation: High-G races are used to high gravity rather than standard gravity. Therefore, they use the chart below instead of the standard gravity modifiers (see GG, Chapter 5, Gravity.)

Gravity	Dex Mod	Str Mod	Misc Mod*	Fall Mod**	Flying Mod
Microgravity	-16	+16	x16	1/16	x5
Very Low	-8	+8	x8	1/8	x4
Low	-4	+4	x4	1/4	x3
Standard	-2	+2	x2	1/2	x2
High	—	—	—	—	—
Very High	-2	-2	1/2	x2	1/2
Extreme	-4	-4	1/4	x4	1/3

*Applies to Jump checks, carrying capacity, up speed, base speed, and range increments.

**Applies to falling damage and down speed.

- Automatic Languages: As base species.
- Level Equivalent: Same as base species +1.



LOW-G

"Low-G" is a racial template that can be applied to any race. After a race has lived on a planet with low gravity for several generations, the younger members of the race acclimate to the new environment. Their muscle strength atrophies, but muscle control is heightened.

Personality: As the base species.

Physical Description: The race is taller and thinner than the base species. While its average weight remains the same, its average height increases by 6 inches.

Relations: As the base species.

Alignment: As the base species.

Low-G Lands: As the base species, except on planets with a lower gravity.

Religion: As the base species.

Language: As the base species.

Names: As the base species.

Adventurers: As the base species.

Low-G Racial Traits

- -2 Strength, -2 Constitution, +4 Dexterity: Low-G races are extremely agile and nimble, but easily tire and lack strength in their limbs.
- Low-G races gain a +2 racial bonus on Jump, Balance, Tumbling, and Freefall checks. Low-G races are extremely adept at tasks requiring grace.
- Poor Stamina: Low-G races suffer a -4 racial penalty to checks for physical actions that extend over a period of time (running, swimming, holding their breath, and so on).
- Low-G Acclimation: Low-G races are used to low gravity rather than standard gravity. Therefore, they use the chart below instead of the standard gravity modifiers (see GG, Chapter 5, Gravity.)

Gravity	Dex Mod	Str Mod	Misc Mod*	Fall Mod**	Flying Mod
Microgravity	-4	+4	x4	1/4	x3
Very Low	-2	+2	x2	1/2	x2
Low	—	—	—	—	—
Standard	-2	-2	1/2	x2	1/2
High	-4	-4	1/4	x4	1/3
Very High	-8	-8	1/8	x8	1/4
Extreme	-16	-16	1/16	x16	1/5

*Applies to Jump checks, carrying capacity, up speed, base speed, and range increments.

**Applies to falling damage and down speed.

- Automatic Languages: As base species.
- Level Equivalent: Same as base species.



NIGHT-ADAPTED

"Night-Adapted" is a racial template that can be applied to any race that has eyes and does not have darkvision 90 ft. or more. Some worlds will only support subterranean colonies, and sometimes the Dragon Empire in only interested in a planet as a mining resource. In these instances, rather than waste the energy it would take to light the tunnels the Empire recruits colonists that are at home in the dark already.

Personality: As the base species.

Physical Description: The only noticeable physical difference between a night-adapted race and its base species is a brilliant shine to the eyes that reflects in the light.

Relations: As the base species.

Alignment: As the base species.

Night-Adapted Lands: Night-adapted races often seek out subterranean tunnels and mines to inhabit.

Religion: As the base species.

Language: Night-adapted creatures speak Undercommon in addition to any languages spoken by their base species.

Names: As the base species.

Adventurers: As the base species.

Night-Adapted Racial Traits

- **Night Eyes:** A night-adapted race has darkvision 60 ft. If the base species already has darkvision, its range is increased by 60 ft. The "shine" applied to the night-adapted race's eyes allows them to see in the dark much more efficiently than members of their base species.
- **Light Blindness (Ex):** Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds a night-adapted race for 1 round. They also suffer a -1 circumstance penalty on all attack rolls, saves, and checks when operating in bright light. If the base species already had such a penalty, then it is increased by -1.
- **Automatic Languages:** As base species, plus Undercommon.
- **Level Equivalent:** Same as base species.



SPACE-HARDENED

“Space-hardened” is a racial template that can be applied to any race. Space-hardened races have been adapted to survive unprotected in space for short periods of time.

Personality: As the base species.

Physical Description: Space-hardened races have thicker skin than their base species, along with protective membranes that can be closed over their eyes.

Relations: As the base species.

Alignment: As the base species.

Space-Hardened Lands: Space-hardened races prefer to dwell in space where their abilities are most useful.

Religion: As the base species.

Language: As the base species.

Names: As the base species.

Adventurers: As the base species.

Space-Hardened Racial Traits

- **Reinforced Lungs:** A space-hardened race can hold their breath in vacuum as though they were underwater. Extensive pressure baffles and synthetic reinforcements in the space-hardened race's respiratory system prevent the air from being sucked out of their lungs.
- **Enhanced Lung Capacity:** Space-hardened races can hold their breath for a number of rounds equal to five times their Constitution score.
- **Internal Gyroscope:** You receive a +4 competence bonus to all Freefall checks. In addition, if you are spinning out of control, you may make a free attempt to right yourself once per round. You can do this even if there is nothing for you to grab onto or propel yourself with, but you suffer a -4 penalty to the check in those circumstances.
- **Gas Susceptibility:** -4 racial penalty to saves against gas-based attacks or effects. Space-hardened races have extremely efficient lungs, which ironically makes them more susceptible to gas attacks than their base species.

- **Slow Healing:** The natural healing rate of a space-hardened race is halved. Due to the complex and delicate machinery laced throughout their respiratory system, space-hardened races need more time to recover from injuries as the machinery repairs itself.
- **Automatic Languages:** As base species.
- **Level Equivalent:** Same as base species.



ARCTIC

"Arctic" is a racial template that can be applied to any race. Arctic races have been adapted for worlds that are extremely cold and barren.

Personality: As the base species.

Physical Description: Arctic races have a thick white coat of fur on their skin. Their feet (if humanoid) are heavily furred with claws on the toes and thick pads on the bottom.

Relations: As the base species.

Alignment: As the base species.

Arctic Lands: Arctic races prefer lands that are perpetually covered in snow.

Religion: As the base species.

Language: As the base species.

Names: As the base species.

Adventurers: As the base species.

Arctic Racial Traits

- **Insulated:** Arctic races have cold resistance 5. If an arctic race's base species already had cold resistance, it is increased by 5. Arctic races never suffer damage from extremely cold conditions (see DMG, Chapter 3, Cold Dangers).
- **Reduced Food Needs:** Arctic races only have to eat half as often as normal races, but when they do eat, they require twice as much food as normal (see DMG, Chapter 3, Starvation and Thirst Dangers).
- **Fire Vulnerability:** Arctic races suffer a -4 racial penalty to all saving throws caused by heat or fire damage.
- **Heat Weakness:** When a member of an arctic race fails a Fortitude save to avoid suffering damage from very hot conditions, the damage dealt is normal instead of subdual damage (see DMG, Chapter 3, Heat Dangers).
- **Snow Walking:** Arctic races suffer no movement penalties when walking on snow or ice.
- **Automatic Languages:** As base species.
- **Level Equivalent:** Same as base species.

DESERT

"Desert" is a racial template that can be applied to any race. Desert races have been adapted for worlds that are extremely hot and arid.

Personality: As the base species.

Physical Description: Desert races have thick, rugged skin. Their feet (if humanoid) are wider and flatter than their base species with thick pads on the bottom.

Relations: As the base species.

Alignment: As the base species.

Desert Lands: Desert races prefer lands that are very hot and dry, ideally covered in sand or ash.

Religion: As the base species.

Language: As the base species.

Names: As the base species.

Adventurers: As the base species.

Desert Racial Traits

- **Insulated:** Desert races have fire resistance 5. If a desert race's base species already had fire resistance, it is increased by 5. Desert races never suffer damage from extremely hot conditions (see DMG, Chapter 3, Heat Dangers).
- **Reduced Water Needs:** Desert races only have to drink half as often as normal races, but when they do drink, they require twice as much water as normal (see DMG, Chapter 3, Starvation and Thirst Dangers).
- **Ice Vulnerability:** Desert races suffer a -4 racial penalty to all saving throws caused by cold or ice damage.
- **Cold Weakness:** When a member of a desert race fails a Fortitude save to avoid suffering damage from very cold conditions, the damage dealt is normal instead of subdual damage (see DMG, Chapter 3, Cold Dangers).
- **Sand Walking:** Desert races suffer no movement penalties when walking on loose sand.
- **Automatic Languages:** As base species.
- **Level Equivalent:** Same as base species.

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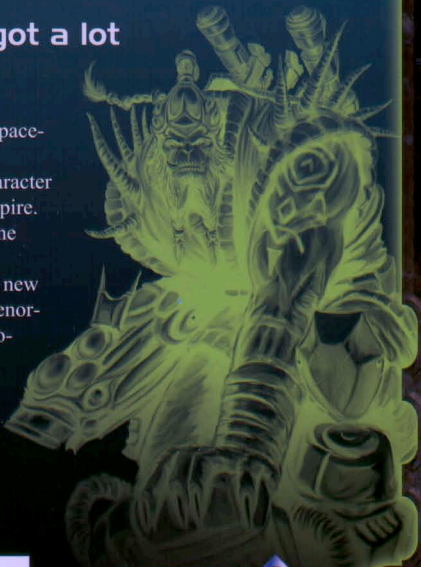
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