



Courage is Magic

A Roleplaying Game of Spells, Danger, and
Friendship



Edition 1.16 –

Equestria Unwound



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What's New in This Version?

- Balancing of the Races
- New Race: Bat Ponies!
- New Class: Spirit of Chaos, Lord of Insanity.
- New Advanced Class: Cryomancer, Mistress of Ice.
- New Advanced Class: Trick-or-Treater, the one who knocks.
- New Character Sheet (See last page).
- Adventure's stance sees some improvement.
- Huge buff to Loyalty's level one power
- Big buff to Illusion, and some rewritten powers for better clarity.
- Increase in Alchemy's Utility's damage.
- Many tiny nerfs I don't want to point out.
- Some beneath-the-hood fixes to formatting that **greatly** enhance my quality of life when editing.

What's Next?

- Weapons and implements
- Spirit of Inspiration: Based on Iron Will. This will be CiM's version of the DnD bard; a leadership class that buffs allies by chanting slogans, striking poses and demoralizing foes by putting on intimidating sneers at them.



Chapter 1: Rules



Equestria is a gorgeous land filled with brave ponies, dangerous beasts and endless possibilities.

But to explore that space requires proper knowledge of the rules.

The following chapter is dedicated to explaining:

- **What** rules are different from a standard game of DnD 4.0
- **How** the new Stat point system works
- **How** the level system works, what advanced classes are.
- **What** a new player needs to create their character.

Stat System

Courage is Magic makes full use of the standard 4.0 DnD system's combat system. Everything that can be done in that game can comfortably translate to a campaign of CiM. Though there are significant differences.

A **New Stat System** has been introduced into Courage is Magic that replaces the DnD one for the sake of streamlining gameplay and allowing new players easier access to the rules.

Instead of six stats there are now four.

- **Strength** remains the same, and is associated with physical melee damage, lifting heavy loads and powering through foes.
- Constitution and Dexterity are now **Integrity**. This stat determines how much health the player has, how agile they are, the amount of damage they deal with ranged weapons and how hard they are to hit.
- Intelligence is now **Knowledge**, and is associated with the player's ability to decipher riddles, puzzle out problems and understand the infinite mysteries of magic.
- Wisdom and Charisma are now **Friendship**. This stat determines how gregarious the player is, their ability to communicate well with others and understand their natural surroundings.



Stats have been simplified too.

- **Instead** of using the 1-20 system that DnD uses, Courage is Magic uses a 1-6 system.
- **Stat modifiers** have been removed, instead replaced by the actual stats themselves.

Example: In DnD, when you hit someone with a sword, you would add your stat modifier damage. So a 12 strength would be +1 modifier: thus +1 damage.

In CiM, if you hit someone with a sword, you simply add the strength score itself to the damage. So 1 Strength is +1 damage. 4 Strength is +4 damage, and so on.

The level bonus system has changed too

- **Instead** of dividing your level by half and rounding down for your level bonus to AC, Damage, Attack and Skills, it is now **Equal** to your level
- **For Example**, if you are level 3, you gain +3 to AC, your damage rolls, your attack rolls, and your skills.



Leveling System

A **New Leveling System** has been created for Courage is Magic that replaces the 1-30 range that DnD uses.

Players now have a leveling range of 1-10.

- **Levels 1-3** are considered equal to 1-10 in DnD terms, where characters are discovering their world, and players are learning the game.
- **Levels 4-7** are considered equal to 11-20 in DnD terms, and players will find their characters significantly more powerful. Magic items become more plentiful, and the leveling slows down.
- **Levels 8-10** are equal to 21-30 in DnD terms, and at this point characters are equal in power to essential main characters of the show. Their decisions shape the world around them, and they unlock new abilities that crush the competition.



Players enjoy the following benefits when leveling up.

- A **health point** boost based on the player's class.
- A **merit point** every level that they can spend as they wish.
- A **Level Bonus** to AC, damage, attacks and skills.
- A **New Ability** every level.
- A **Stat Bonus** every even numbered level.

At level 8 players pick an advanced class.

- All advanced classes are **dependent** on what Spirit your character is. They are listed directly after each Spirit's section.
- Advanced classes **stack** with the benefits that come with the base class. So when you reach level 8, 9, and 10, you gain the abilities of both your base Spirit and advanced class.
- At level 8, players may also start spending the merits they gain on **Advanced Merits**.



Creating a New Character



Character Creation in *Courage is Magic* can be a bit daunting for the new player. But follow this handy guide and you'll have a pony ready to explore in no time at all!

Print off a copy of the Character Sheet from the last page of this booklet

- **Consider** which race you would like to be. Equestria is full of diverse life, so modify characters as you wish to reach one that suits you.
- **Look** at the classes (Spirits), and read the introductions. They describe what a character will be good at, whether it's saving allies, bringing pain to enemies, or controlling combat situations.
- **Ask** your DM for help! They are the ultimate arbitrator of rules and the world. What they say goes, and that means overriding anything that is not liked or clear in this guide. These types of callings are affectionately known as "House Rules" in tabletop gaming circles, and they are great.

Generate your character

- **Place** the appropriate stats where you need them. Each class has a primary stat that all abilities run off, such as Friendship for Laughter. It is important that you make this stat your highest, and continue to increase it as you level up.
- **The stat spread is 4,3,2,2.** This means that at character creation one of your stats will be 4, one will be 3, and two will be 2. Consider which skills you'd like to be better in to better decide on your spread.
- **Get your bonus and penalty stats, and racial abilities from your race.** Besides roleplaying a certain race, you also get cool perks based on which one you choose that will help you in your adventures.
- **Get your Health Points (HP) from your class' first page.** This area also tells you which items and armor you can utilize to buff your abilities further.
- **Familiarize yourself with your abilities.** Getting into combat without knowing what your character is capable of not only makes your turn longer, but also puts you at a severe tactical disadvantage. It is strongly recommended you read up how the system works in the *Dungeons and Dragons 4.0* handbook.



Chapter 2: Races



Earth Pony

Strong, reliable ponies that are in tune with the world and try to keep their hooves on the ground

Racial Traits

Ability Scores: +2 Strength, +1 Integrity

Size: Medium

Speed: 6 Squares

Vision: Normal

Skill Bonuses: +4 Athletics, +2 Endurance, +2 Nature

Chords of Muscle: +5 racial bonus to all rolls for lifting, pushing, sliding, or pulling.

Muddy Hooves: As long as you have your hooves upon the ground, you receive a +5 bonus to perception checks against a pony making a stealth check within 5 squares. This also allows you to roll against completely invisible characters.

These rolls may be made reflexively when a stealthed pony enters within five squares of you while Muddy Hooves is active.

Firmly Planted: When there is a force that would move you about – a push, slide or pull – you can choose to move 1 square less than the effect's total dictates. If you were to only move 1 square, you can choose not to move at all.

In addition, when an attack would knock you prone, you may immediately make a saving throw to avoid falling prone.



The original work horses of Equestria, Earth Ponies proudly make their way in life without the benefit of magic or flight. This doesn't leave them any less capable than the other races, however. Instead, it has let them develop a close connection with the land, along with the benefit of hardiness that comes from working the earth.

A proud and industrious race that is more than willing to trade their crops or crafts to the other races. It is said that where an Earth Pony strikes dirt, a town is sure to follow.

Play an earth pony if you want...

- To be strong, reliable and a leader
- To advance the culture of Equestria
- To easily tackle all challenges
- To be a part of a proud tradition of ponies that work with what they have to make the most of life

Pegasus

Dexterous, quick ponies that take delight in the thrills adventure has to offer



Racial Traits

Ability Scores: +2 Integrity, +1 Friendship, -1 Strength

Size: Medium

Speed: 5 Squares (Ground), 6 Squares (Flight)

Vision: Normal

Skill Bonuses: +2 Athletics, +4 Acrobatics, +2 Perception

Zippy: +4 racial bonus to initiative rolls.

Air Superiority: When in flight, a pegasus deals 3x damage on a critical strike, rather than the regular 2x damage.

This stacks with items or class skills that increase crit multipliers.

Eagle Eyes: You are able to size up an opponent within seconds. Make a perception check versus dc 15 + level of enemy (e.g. level 1 enemy 15 + 1 = 16) to perform this ability.

If you succeed, you may know the enemy's total life, damage resistance types and speed, plus lore if the DM sees fit.

Though other races may look at pegasi as aloof or too engaged in seeking thrills to be reliable, they have a tremendous track record on coming to the aid of the other races in times of need. Without any expectation of self-gain, a pegasus would gladly lay down their life to help their friends.

Being a creature of the sky leaves the pegasus in the unique position of influencing the weather. This is done through communicating with the clouds, or working in their massive factories dedicated to keeping Equestria's eco-system strong.

Play a pegasus if you want...

- To be fast, and unhindered by gravity
- To prove that you are made of the right stuff
- To blow the competition away
- To be a part of protecting Equestria selflessly in between finding adventure through influencing the weather and making friends

Unicorn

Intelligent, magical ponies that push the boundaries of magical knowledge while spreading friendship



Racial Traits

Ability Scores: +3 Knowledge, +1 Friendship, -1 Strength

Size: Medium

Speed: 5 Squares

Vision: Normal

Skill Bonuses: +4 Arcana, +2 History, +2 Insight

Focused Student: For every time you level, you gain an extra +1 skill point to two skills of your choice.

Magic Kindergarten: You have received basic training in the principles and use of magic. As such you may use telekinesis out of combat at will, regardless of your chosen Spirit.

From the Heart: You may sacrifice up to your level in health points once per day to add extra damage to any spell of your choice. This damage is double to the amount of hp you sacrificed.

For example, if at level 4 you used telekinesis to inflict seven points of damage with a boulder, you could sacrifice 4 hp to increase the damage by 8.

This damage is permanent until you sleep for six hours or more and cannot be healed in any way before then.

Out of all the races that reside in Equestria, the unicorn is unique in their ability to manipulate the energy in their souls for casting spells. It is said the bigger the heart of the unicorn, the more powerful the magic they can bring to bear in the defense of their friends.

Unicorns are sometimes seen as haughty because of their powerful abilities, but this is hardly the truth. Their magic brings a certain amount of discipline to their life that is needed to be carefully watched over. It is rumored that in times of a unicorn without proper control of their emotions can affect reality around them without realizing it.

Play a unicorn if you want...

- To bring your intelligence to bear on a problem
- To use your mind to overcome matter
- To wield magic with sheer will alone
- To be a part of Equestria's elite dedicated to furthering the country's wealth of knowledge for the betterment of all pony kind

Foal

Never to be dismissed, Colts and Fillies are the future of Equestria, raring to go forth and adventure.

Racial Traits

Ability Scores: +2 Friendship, +1 Integrity, -1 Strength

Size: Small

Speed: 6 Squares (Ground), 4 Squares (Flight)

Vision: Normal

Skill Bonuses: +2 Acrobatics, +4 Stealth, +2 Thievery

Luck of the Draw: You choose earth, pegasus or unicorn at character creation for your type of foal.

This affects what type of classes and movement you have. For example: A pegasus foal may fly and pick the Loyalty class.

Talent Show: Foals chase after new opportunities with enthuse, but care little for studying and training. You do not train skills at character creation. Instead, after any six hour rest, you pick a skill, and it receives a +10 bonus until you sleep once more.

Idolize: You want to be just like your hero! Once per day, after an ally crits, on the foal's turn, they may make their first successful attack into a crit as well.

Sugar Rush: Ever seen a filly drink a Slurpee? Once per day, you may double your movement speed for one round. If you run during this round, you may move in any pattern you desire instead of a straight line.

Time to Grow Up: At level 5 or above, you may choose to grow up. You grow into your full race, losing all your Foal traits, and gaining 2 skill trainings.

However, you may keep your class.



Foals hold an important place in pony society because so much relies on them. There is a heavy emphasis put on letting them experience the world and all its wonders in pursuit of their cutie marks, and ultimately their purpose in life. To this end, it is not uncommon to come across adventurous colts and fillies more than willing to take on all challenges life can throw at them without batting an eye.

Play a foal if you want...

- To be the quickest in the party
- To be flexible in what you pursue
- To be just like your idol
- To be a young filly or colt that wants to strike out into the world today for the betterment of all pony kind, rather than tomorrow

Zebra

Misunderstood but benevolent, zebras work to better the world through their encyclopedic



Racial Traits

Ability Scores: +2 Knowledge, +1 Integrity, -1 Friendship

Size: Medium

Speed: 5 Squares

Vision: Normal

Skill Bonuses: +2 Arcana, +2 Heal, +4 Nature

Vagabond Spirit: A lifetime of being chased out of towns by suspicious residents has made traveling with your home upon your back a necessity. You may make thievery checks on objects equal up to your size without a penalty. This includes hiding objects on your person.

Uncivilized: Animals do not innately fear your presence. Predatory creatures and monsters, such as manticores, dragons and tigers will not attack you unless you take a hostile action towards them.

You may roll a nature check with a DC set by the DM to communicate with an animal. The DC is determined by the complexity of the communication desired.

Natural Remedies: Once per battle you are capable of allowing an ally within 10 squares to reroll a failed save as a reactionary free action.

When they reroll, they may in addition use a healing surge to heal life equal to your heal skill's total.

Zebras are equines in a rare position of being seen as ponies by the rest of Equestria without being accepted by those that makeup the populace. Travelers from distant lands, they are generally seen in small numbers, and outside the restrictive confines of a city. Their penchant for rhyming is near legendary amongst pony aristocracy.

Play a zebra if you want...

- To be mysterious at first brush
- To be in tune with nature and its benefits
- To be able to bring unique knowledge to the group
- To be a zebra that brings an outsider's view of the world to a party in a refreshing manner

Griffon

Aggressive, intimidating predators that will go to any length to protect those they feel are their friends.

Racial Traits

Ability Scores: +2 Strength, +1 Integrity, -1 Friendship

Size: Medium

Speed: 5 Squares (Ground), 5 Squares (Flight)

Vision: Normal

Skill Bonuses: +2 Athletics, +4 Intimidate, +2 Streetwise

Territorial: Each time an ally is damaged within 5 squares, a griffon's critical strike chance is increased by +1. Upon a successful critical strike this bonus resets to 0.

E.g. Two allies are hit within Territorial range, your regular critical strike of 20 becomes 18-20. You roll an 18, and thus a critical strike. Your critical strike range becomes 20 once more.

Lionhearted: At will, as a free action, when you fail a save, you may choose to take 2 damage automatically. This damage is permanent until you take an extended rest, and stacks.



One would think that griffons would find it difficult being in a pony dominated world, where they have little influence on the Equestrian society. But the reality is the exact opposite, for these predators love a challenge. In the eyes of a griffon, proving one's dominance is far more important than maintaining a governmental position.

These beautiful, deadly creatures strive to be the best at whatever they put their talons to. They have little use for magic. Instead of relying on little tricks, a griffon often says, it should come down to strength and endurance.

Play a griffon if you want...

- To be an intimidating protector of your friends
- To prove you are the best around, on earth or in the sky
- To be a predator amongst herbivores
- To be a griffon that uses every opportunity to better yourself for the benefit of all around who rely on you

Changeling

Sly, monstrous foes of Order and Good, living in the moment, while preparing for the future of their race.



Feeding with Amore Parasite

Since changelings cannot rest like a normal creature, they must always be on the search for a new source of love to drain. Even those who willingly give up their emotions to these insects find their strength slipping, skin growing pale and eyes appearing sullen. Happiness becomes a fleeting emotion for them and their dreams become tormented.

To feed, a changeling typically needs one hour of free time to stalk, entrap and consume love in privacy. The DM is welcome to decide how exactly this works, whether scenes are played out or if it's just a roll once per day.

Here is a suggested roll. The player first rolls streetwise to look for their quarry. Then a bluff to determine how well their hunt went. Feel free to include bonuses or penalties based on how the rolls went – or even guards descending on the monster if things go too poorly.

Racial Traits

Ability Scores: +1 to Two Stats of Choice, -1 Friendship

Size: Medium

Speed: 5 Squares (Ground), 5 Squares (Flight)

Vision: Low-Light

Skill Bonuses: +2 Arcana, +2 Bluff, +2 Diplomacy

Monstrous Amalgamation: Changelings may use magic and fly, as long as they have the appropriate body parts associated with these abilities manifested. (IE: A changeling in disguise without a horn cannot use magic)

Amore Parasite: Changelings do not sleep, and cannot renew dailies, healing surges or wakefulness by resting. Instead, they must absorb love from a willing subject once per 24 hours (using magical compulsion or other means).

This drains the victim, leaving them with a stacking -2 penalty to all stats until they sleep. (Stats cannot go below 1).

Face Mare: A changeling can shift forms at will. This is a standard action.

While in disguise, characters may roll arcane to detect the illusion magic around a changeling. If they see a changeling acting differently than what they are trying to be, they may roll perception. For both, the changeling rolls bluff against.

Unlike the less prolific unicorns, that manifest their power through strength from within, the alien-like race of changelings prey on the emotions of other species for this purpose.

This is done all in the name of their Queen Chrysalis, whom they regard with a fervor even the most zealous of ponies find frightening. Perhaps it is also engrained in their very nature, for without powerful love to feed off of, they would just wither away.

Play a changeling if you want...

- To be the sly face of the group you've infiltrated
- To use clever words and tactics to stay hidden
- To help prepare the way for your Queen's coming
- To be one of many changelings working in secret for the betterment of your kind, at the expense of all of Equestria

Crystal Pony

Immortal, influential ponies that adhere faithfully to their laws and past, while leading into the future.

Racial Traits

Ability Scores: +2 Knowledge, +1 Friendship, -1 Integrity

Size: Medium

Speed: 5 Squares (Ground), 5 Squares (Flight)

Vision: Normal

Skill Bonuses: +2 Arcana, +4 History, +2 Diplomacy

Eternal Empire: You choose earth, pegasus, or unicorn at character creation for your type of Crystal Pony. This affects what type of classes and movement you have. For example: A pegasus Crystal Pony may fly and pick the loyalty class. In addition, you are immortal, sustained by the Crystal Heart.

Arcane Attunement: When magic is cast near you, or you are within 5 squares of a magic item, you automatically detect it. In addition, you receive +5 to Arcana rolls to determine what type of spell or magic it is.

Shine Bright: Once per day, you may call upon the power of the crystal heart to show your true crystalline form. For an hour you gain +5 to Diplomacy rolls and Damage Resistance (Magic) equal to your level.

Crystalline Heart: You are immune to mind control, sleep and fear effects.



The Crystal Empire is an enigmatic land, with a people that have been subjugated by evil for millennia. Now, free to follow their hearts' desires, the world has suddenly opened up to them.

It is said that the beautiful crystalline form of a pony represents the inner strength that they resonate in the world. This is seemingly true, as they are capable of being influenced by magic from the outside. Strong diplomats and ponies steeped in tradition, they are masters of building and expanding their empire through peaceful means.

Play a Crystal Pony if you want...

- To bring knowledge of the past to the group
- To influence the hearts and minds of those you meet while fighting against controlling foes
- To shine for the Empire over Equestria
- To play an active role in the shaping of a kingdom that was one lost to time

Bat Pony

Mysterious, dark ponies that are capable of manipulating the shadows who guard the night.



Racial Traits

Ability Scores: +2 Integrity, +1Strength, -1 Friendship

Size: Medium

Speed: 5 Squares (Ground), 5 Squares (Flight)

Vision: Nightvision

Skill Bonuses: +2 Intimidate, +2 dungeoneering +4 stealth

Disregard Gravity: You are capable of standing and walking on any surface regardless of gravity as if it was the natural ground. When contact is lost with the surface, gravity takes over once more.

Shadow Master: Bat ponies **cannot** manipulate the weather like pegassi, instead they may mold shadows in the same fashion a pegasus can move clouds about.

Once per day, you may spend a full round to drag together darkness that provides full concealment for 1d3 rounds in a close burst equal in size to your level.

E.g. you are level 3, your congealed shadows concealment would be 3x3 squares big, centered on top of you.

Screech: You are capable of breaking glass and windows with your ultrasonic screech. Once per encounter, you may roll an intimidate vs an enemy's AC as a minor action. If you succeed, they are stunned for 1d3 rounds.

Inexorably bound to the will of the Princess of the Night, Bat Ponies have suffered under Luna's banishment; few in number and relegated to only a minor role in the Equestrian Royal Guard and society.

Now with the return of their Princess, these creatures of the night have enjoyed a renaissance where their proficiency in warding off danger during the night has come to recognition. They are stronger than pegassi, though not as quick, and can go where no other creature can. Slowly they are working their way back into acceptance through loyal service above-and-beyond the call of duty.

Play a Bat Pony if you want...

- To be a hunter in the dark
- To show your loyalty to Equestria
- To make the shadows a friend
- To lead your companions into the darkest corners of Equestria, and back to safety again

Minotaur

Boisterous, dominating personalities set these mythical creatures apart from their pony companions.



Racial Traits

Ability Scores: +2 Integrity, +1 Strength, -1 Knowledge

Size: Medium

Speed: 5 Squares

Vision: Normal

Skill Bonuses: +2 Dungeoneering, +4 Endurance, +2 Insight

Mythical Presence: You receive a permanent +2 morale bonus to AC through presence alone. Allies within sight and hearing also receive this benefit, so long as you are conscious.

This effect **does not** stack with other minotaur's Mythical Presence auras.

Iron Willed: When you use a healing surge, rather than healing for a quarter of your life, the amount you replenish is equal to your Endurance skill, if it is equal to or higher than a quarter of your life.

Labyrinth Sense: A minotaur is never lost, having an innate sense of which direction to head. When you are in a group traveling to a location you have read about, or been to, you may travel at double speed without any chance of losing your way.

Minotaur have etched out a position in Equestria as being the go-to folk for learning how to carry one's self with sureness. These bipedal creatures completely dominate any world stage they step upon, turning heads and swaying opinions.

Though they're not the fastest, or smartest beings around, minotaur more than overcome these physical handicaps with a natural affinity for controlling conversations and combat through proper motivation and intimidating poses.

Play a minotaur if you want...

- To push your allies to greater heights
- To push through challenges and limits with a bull-headed attitude
- To know what makes your friends tick, and work with strengthening their will by a combination of example and words

Diamond Dog

Long, sharp claws scratch and tear away at the earth beneath the very hooves of those above.



Racial Traits

Ability Scores: +2 Strength, +1 Integrity, -1 Knowledge

Size: Medium

Speed: 5 Squares

Vision: Ultravision

Skill Bonuses: +2 Bluff, +4 Nature, +2 Thievery

Minecraft: Diamond Dogs move through the ground like a Seapony cuts through the sea. Once per battle, you may leap into the ground and dig up to 10 squares away. You may resurface when you desire as a free action, but until you do, you may not take any actions and are untargetable by all attacks.

Shovel Claws: Your claws are perfectly suited for both work and combat. Your unarmed strikes now gain a bonus to damage equal to your level.

This stacks with merits and class abilities that boost unarmed melee strikes.

Sensitive Ears: Your perked up ears are well-tuned to finding new creatures to pick on and capture. You receive a +5 Perception on checks that involve hearing.

Diamond dogs are a world apart from the surface society above. Seldom seen and often dreaded, it is not much of a wonder that their very appearance strikes disbelief of their presence in the pony folks above.

As their society does not oft interact with dragons that naturally feed on gems, their obsession with the precious stones has grown exponentially, as their hoards only grow rather than diminish. Though sometimes the pursuit of more gems and the curious nature of the world above draws them out.

Play a diamond dog if you want...

- To mix greed with need
- To wrangle a group of allies into helping you for your own needs, and possibly theirs
- To be a mixture of an antagonizing force that is too valuable to extricate from by providing dearly needed strength when it counts

Chapter 3: Spirits



Spirit of Honesty

"Ahm gunna learn ya' how t'er be polite!"



Class Traits

Role: Defender. Your damage reductions and abilities to redirect the enemy's attention make you the cornerstone of your party.

Key Ability Scores: Strength (Primary), Integrity (Secondary).

Armor Proficiencies: Light, Medium, Heavy

Weapon Proficiencies: Simple melee, military melee, simple ranged, military ranged

Hit Points at 1st Level: 6 + Integrity

Hit Points per Level Gained: 3

Healing Surges Per Day: 6 + Integrity

Play Style: This class is for players that want to be the center of attention in combat and for the party. Honesty's ability to absorb a massive amount of damage and redirect it lends them to a more wild style of play. But don't let your seeming invulnerability go to your head, there is always something out there willing to push you past your breaking point.

Reliable. This is the first word that comes to mind when anypony begins speaks of a pony with the Spirit of Honesty. These souls are always more than pleased to take on the burdens of others without expecting anything in return.

Whether serving as members of the Equestrian Royal Guard, traveling the countryside in search of a new land or working on the farm, Honesty ponies are the vanguard of Equestrian society in all their roles.

In the heat of combat, Honesty ponies shrug off blows that would stagger lesser ponies as if they were nothing. They are unswerving in their role as protector – going so far as to come back from the brink of unconsciousness at the merest sign of a friend in need.

	Level 1	Level 2	Level 3	Level 4	Level 5	Level 6	Level 7	Level 8	Level 9	Level 10
Health	6 + integrity	+3	+3	+3	+3	+3	+3	+3	+3	+3
Ability	Apple Buckin'	Buck up	Determination	Trojan Horse	Buy Some Apples	Rodeo	Fancy Hoof-Work		Long Memory	Triumph of Truth
Merit Points	2		1		1		1		1	
Bonus to Stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats

Apple Buckin'

Honesty 1

You slide in amongst your enemies and throw your back hooves up wildly. Dust is kicked up and your foes stumble about in a futile attempt to get away.

Encounter (Special) ♦ Martial, Weapon

Special: You can use this action twice per encounter, but only once per round. At level 8 you can use this power three times per encounter.

Standard Action Close burst 1

Target: Each enemy in burst

Attack: Strength vs. AC

Hit: 1[W] + Strength damage, and the hit enemy is knocked prone. On their next attack, the enemy is forced to attack you. If they are not in range, they must move within range.

Increase damage to 2[W] + Strength modifier at 5th level.

Buck Up

Honesty 2

You laugh as daggers shatter against your hide and arrows bounce off your coat. Your massive chords of muscle beneath layers of armor prevent enemies from doing more than nicking your hide.

At Will ♦ Martial, Stance

Minor Action Personal

Effect: As long as you remain in this stance, you gain Damage Reduction (Physical) equal to your strength.

Determination

(Utility) Honesty 3

Mind over matter, or in your case, pure stubbornness to be brought down by the rain of blows falling upon you keeps you going.

Daily ♦ Martial

Minor Action Personal

Effect: For 1d3 rounds, you gain Damage Reduction (Physical) equal to double your strength. This does not stack with Buck Up.

Trojan Horse

Honesty 4

You trick your opponents into thinking they have an opportunity to lay a deadly strike on you. But when they attack, it's too late for them to realize you're using their inertia against them.

Encounter ♦ Martial

Standard Action Personal

Effect: You run in a straight line up to double your base movement speed.

If an enemy is capable of attacking you and is in melee range, they must attack. If they hit they take damage equal to your Damage Reduction (Physical) amount.



<Buy Some Apples>

Honesty 5

You spit out words that would make a Shadowbolt blush. You kiss your momma with that mouth?

Daily ♦ Martial

Standard Action **Close Burst 4**

Target: Each enemy in burst that can hear you

Attack: Strength vs. Intelligence

Hit: The enemy is taunted for 1d4 rounds. It must do everything in its power to attack you in melee range for this time duration. If something or somepony is holding them back, they will ravenously attack them until they can move towards you.

Rodeo

Honesty 6

You bring your bronco busting skills to bear. A combination of strength, speed and fancy rope-work that'd make a city slicker gawk brinsas that stubborn enemy down.

Encounter ♦ Martial, Weapon

Standard Action **Ranged 20**

Target: 1d6 targets

Attack: Strength vs. Intelligence

Hit: You drag the enemy to melee range and deal 2[W] + Strength damage. The enemies are bound up and can't move until they make an escape check equal to 10 + your damage reduction.

Fancy Hoofwork

(Utility) Honesty 7

In the heat of battle, no pony moves quite like you. You easily sidestep even the quickest strikes, making it look as easy as square dancin' with a box.

Encounter ♦ Martial

Immediate Reaction **Personal**

Trigger: You are hit

Effect: You move up to your speed (Ground or Flight), and ignore the damage and its effects.

In addition you may use up to two healing surges.



Long Memory

Honesty 9

Unfortunately for others, you're not the kind to up and forget when one's done yer wrong. That's alright though – you'll take payment for their wrong doing in the form of teeth

Daily ♦ Martial

Move Action **Personal/Melee**

Effect: You triple your Damage Reduction (Physical) for 3 rounds. All damage reduced during this period is added up into a Memory Pool.

At the end of your 3rd round, you must either heal for the total of your Memory Pool, or make a Strength vs. AC attack on an enemy in melee range. If you succeed, they take physical damage equal to your Memory Pool. Your Memory Pool resets after this.

Triumph of Truth

Honesty 10

You are the pinnacle of sturdiness and reliability. Enemies of truth wilt beneath your gaze, and even fear has lost its sway totally over you.

Permanent ♦ Martial

Personal

Effect: Your Damage Reduction (Physical) in Buck Up stance doubles

Every time you are hit in a battle, you gain 1 point of Damage Reduction (Physical) until you are knocked unconscious or the battle ends.

Spirit of Kindness

"Hush now...quiet now. It's time to lay your sleepy head."



Class Traits

Role: Healing Striker. You move about the battlefield at blinding speeds, bringing your allies back to life while destroying your enemies silently.

Key Ability Scores: Friendship (Primary), Integrity (Primary)

Armor Proficiencies: Light, Medium

Weapon Proficiencies: Simple melee, military melee, simple ranged, military ranged

Hit Points at 1st Level: 4 + Integrity

Hit Points per Level Gained: 2

Healing Surges Per Day: 3 + Integrity

Play Style: This class is for players that want to stealthily move behind the scenes of combat, deciding who lives and dies. You have the potential to bring an enemy to their knees with crippling poisons, or you can fashion these herbs to prop up a bloodied ally. This class is high risk and reward. As such, you will have to make some hard choices on what to do and when.

Attentive. Where other ponies dash headlong into action, gathering up valor and the wounds that come with them, you move out of sight, tending to hurt ponies or silencing those boastful enemies. Because nopony hurts your friends.

Whether studying up on anatomy along with learning new medical treatments, or concocting new strands of virulent poisons with horticulture, Kindness ponies are both saviors and dangerous protectors.

Kindness ponies are always on the lookout for those that are incapable of defending themselves or in need of a helping hoof, ready to step forward without a selfish thought. Animals of all kinds understand this, and afford these ponies the proper respect they deserve.

	Level 1	Level 2	Level 3	Level 4	Level 5	Level 6	Level 7	Level 8	Level 9	Level 10
Health	4 + integrity	+2	+2	+2	+2	+2	+2	+2	+2	+2
Ability	Meek, Vegetable Stew/Saccharin Brew	First Responder	Combat Medic	Dragon's Greed/Cutie Pox	Parasprite Friends/Parasprite Swarm	Enthusiastic Cheering/The Stare	Easily Startled	On Call		Mother of Nature
Merit Points	2		1		1		1		1	
Bonus to Stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats

Meek

Kindness 1

Your angelic features and sweet demeanor mask a cunning, explosive personality that can be brought to bear on belligerent enemies when they least expect it.

At Will ♦ Martial Minor Action Personal

Effect: You gain Stealth that lasts until you take a hostile action, but does not break for non-hostile ones (Tan font abilities).

While in Meek, hostiles that seek to find a Spirit of Kindness must beat your check of 10 + Friendship + Integrity with a perception roll of their own.

When breaking out of Meek with a melee attack roll, you receive +1d4 damage and +2 to AC for a round.

Increases to +1d6 damage/ +4 AC at level 5
+2d4 damage/+6 AC at level 8



Vegetable Stew/ Saccharin Brew

Kindness 1

It is a little known fact to anypony but you that Flim-Flam soup served ten degrees hotter than recommended creates a stew that few will walk away from after eating.

Encounter (Special) ♦ Martial, Weapon

Special: You can use this action twice per encounter, but only once per round. At level 8 you can use this power three times per encounter.

Standard Action

Target: One creature Melee

Effect: Your ally spends a healing surge, healing ¼ their total life, + your Friendship score. On their next attack, if they hit, they deal extra damage equal to half the amount healed.

OR

Attack: Integrity vs. AC **Melee Weapon**

Hit: You deal 1[W] + Integrity damage. You poison the enemy, causing ongoing 2 damage (save ends). During ongoing damage, the enemy's own attack damage is halved (round up).

Increase damage to 2[W] + Integrity modifier at 5th level.

First Responder

Kindness 2

In the heat of combat, you seem to descend upon the wounded, an angel of life and healing in a pony's time of need.

At Will ♦ Martial, Stance Minor Action Personal

Effect: As long as you remain in this stance, once per turn when an ally is hit you may teleport adjacent to them or the attacking enemy. You may heal your ally for half the damage taken, OR copy the damage and apply it to the attacker (no roll required).

Combat Medic

(Utility) Kindness 3

It is more difficult than one can imagine performing medical procedures in the middle of a combat zone. Luckily it doesn't faze you.

Daily ♦ Martial**Minor Action Personal**

Effect: For 1d3 rounds, your bonus damage and AC from breaking Meek doubles and applies to ranged attacks.

During this time, you heal allies within 2 squares for equal to your Friendship score.

**Dragon's Greed/
Cutie Pox**

Kindness 4

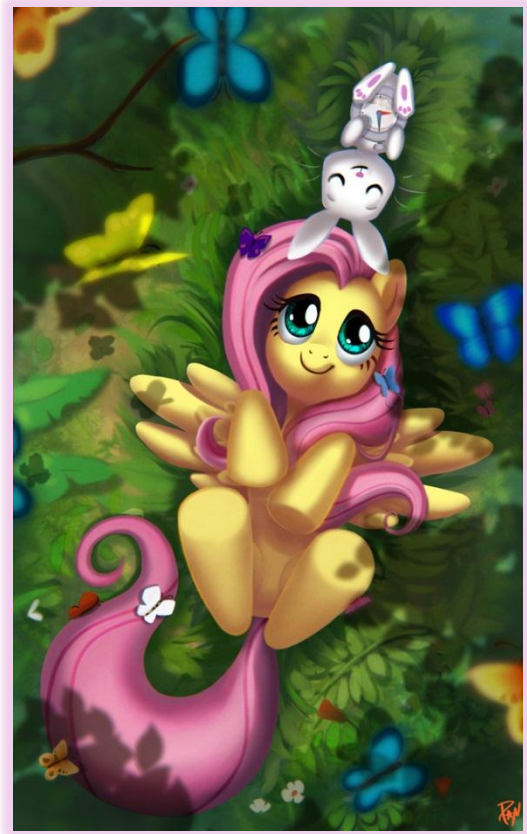
You give ponies what they desire most, be it originating from a deep well of avarice or a need to be the best at everything without merit. The choice is their own.

Encounter ♦ Martial, Weapon**Standard Action****Target:** One Creature Melee

Effect: For 1d3 rounds, your ally doubles their stats and goes up a size rank (e.g. medium to large). During this time they may take two standard actions per turn.

OR**Attack:** Integrity vs. AC **Melee Weapon****Hit:** You deal 1[W] + Integrity damage.

The enemy takes ongoing 1 damage (save ends). During this time, the enemy grows weak and can be pushed up to your move speed by you (does not provoke attacks of opportunity). If the enemy touches another, the Contagion ongoing damage is applied to the new enemy. Enemies who have suffered from Contagion cannot contract it again in the same battle.

**Parasprite Friends/
Parasprite Swarm**

Kindness 5

They are the cutest little critters ever. And with time and attention, you've managed to train a handful! Except they keep reproducing, oh dear.

Daily ♦ Martial, Weapon**Standard Action****Target:** One Creature Melee

Effect: For 1d4 rounds, your ally OR yourself gains +4 AC, and two extra extendable arms with Reach 2. You may make 2 extra basic melee attacks with these arms per round.

You may forego one or two attacks with the arms per turn. If you do, each attack given up heals half of the Kindness caster's Friendship score.

OR**Attack:** Integrity vs. AC **Weapon**

Hit: The enemy is bound up in a ball of living mass. For 1d4 rounds, the enemy cannot take any action and may be pushed about up to your move speed by you (does not provoke attacks of opportunity). If the ball touches an enemy, it soaks them up into the ball.

When the rounds are up, the ball explodes, dealing 1 ongoing damage per enemy in it to all the enemies affected by the ball (Save ends).

Enthusiastic Cheering/
The Stare

Kindness 6

You Rock! Woohoo... Did my cheering do that?

Nobody hurts my friends, nobody! Got that?

Encounter ♦ Martial, Weapon

Standard Action

Target: One Creature Melee

Effect: All allies within hearing range are cured of any ongoing damage and negative status effects, and are healed for double your Friendship score. For one round, their first attack that succeeds may be converted to a critical strike.

Secondary Effect: Allies may spend 3 life at the beginning of their turn to keep this effect going.

OR

Attack: Integrity vs. AC Weapon

Hit: You teleport before an enemy and deal 2[W] + Integrity damage.

Effect: The enemy is transformed into a statue, becoming impervious to damage but incapable of taking action (Save ends).

Secondary Effect: After the enemy breaks out, you may spend 3 life at the beginning of your turn to prevent them from using abilities.

Easily Startled

(Utility) Kindness 7

Some ponies call you a scaredy mare but they don't know how courageous you can b- WHAT WAS THAT SOUND EEP?!

Encounter ♦ Martial

Immediate Reaction Personal

Trigger: You are hit

Effect: After taking the damage, you teleport up to 10 squares and gain invisibility until the start of your next turn OR after taking the damage, you teleport the enemy up to 10 squares.



On Call

Kindness 9

A good nurse understands that emergencies arise at any time, often without notice. Sometimes if there is a dry spell, it never hurts to make a few of your own for practice.

Daily ♦ Martial

Move Action Personal

Effect: You may enter meek at will without any action required for 3 rounds. **During this time you double backstab damage.** All healing done during this time is doubled.

In addition, you may teleport up to 10 squares instead of taking your move action during these 3 rounds.

Mother of Nature

Kindness 10

You are the undisputed pony to go to for attention and needs. Much like nature, life and death are a part of the cycle that you carry out in the world.

Permanent ♦ Martial

Personal

Effect: When you use an ability that has a choice in power used (e.g. Enthusiastic Cheering/The Stare) you may use both abilities if you are capable of doing so.

This does not apply to abilities such as Easily Startled that has a choice of effects.

Spirit of Laughter

"All the world's a party, and all the stallions and mares merely guests: They have their exits and entrances..."



Class Traits

Role: Striker. You deal an extreme amount of damage, wiping out single targets with ease in melee range. Your low defenses and health are countered by mitigating the danger of exposure through your summoned minions.

Key Ability Scores: Friendship (Primary)

Armor Proficiencies: Light

Weapon Proficiencies: Simple melee, military melee, simple ranged

Hit Points at 1st Level: 4 + Integrity

Hit Points per Level Gained: 2

Healing Surges Per Day: 4 + Integrity

Play Style: This class is for players that desire to dole out precision strikes that devastate large enemies, leaving those that aren't outright destroyed in a woeful state. Their minions allow Laughter to be in multiple places at once in essence, controlling the battlefield's flow and making the most of opportunities as they arise.

Imaginative. This is the first word that other ponies apply to a Spirit of Laughter in reference to their unique abilities. These ponies seem to be somewhere in between this world and another, serving as the bridging point between the two.

Whether exuberant souls at home in the kitchen, or out scouting exciting new venues and planning events for parties, these ponies bring welcome excitement to everywhere they travel.

When it comes to taking up arms, Laughter conjures up an entire vanguard of seemingly inanimate objects that strike out when nopony is looking. Hysteria and confusion quickly soar through the enemy's ranks when they realize swords and bows are no match for the boiling imagination of these energetic souls.

	Level 1	Level 2	Level 3	Level 4	Level 5	Level 6	Level 7	Level 8	Level 9	Level 10
Health	4 + integrity	+2	+2	+2	+2	+2	+2	+2	+2	+2
Ability	Imaginary Friends/ Prank	Dance Commander	March of the toy soldiers	Cut the Cake	Party Hats	Easy Bake Oven	Pastry Chef		Life of the Party	Smile, Smile, Smile
Merit Points	2		1		1		1		1	
Bonus to Stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats

Imaginary Friends

Laughter 1

You will a small object into sentience, controlled by your thoughts. It can't take any action, but seems to when other ponies aren't looking. Ponies only occasionally catch a blur out of the corner of their eyes.

At Will ♦ Magic

Minor Action Personal

Effect: You summon inanimate object minions in free adjacent spaces. Imaginary Friend minions have 1 health and AC equal to yours + your Friendship score. When they die, you lose 1 permanent HP until end of encounter

When you take your move action, you may in addition move any amount of imaginary minions up to your move speed.

They do not receive any actions of their own.

Imaginary Friend minions can flank, and enemies may **not** make attacks of opportunity on them when they move.

Imaginary Friend minions last until end of encounter.

Whenever you use a melee ability, or basic melee attack you may channel it through your Imaginary Friend minions, using their melee range.

Special: You may have 1 Imaginary Friend at level one, 2 at level five and 3 at level eight.



Prank

Laughter 1

You're always up for a good prank. A rose that's sprays water, or a can of spring-loaded worms always gives you a kick. Though you have been known to pull more sinister ones...

Encounter (Special) ♦ Magic, Weapon

Special: You can use this action twice per encounter, but only once per round. At level 8 you can use this power three times per encounter.

Standard Action

Melee Weapon

Target: One creature

Attack: Friendship vs. AC

Hit: You deal 1[W] + Friendship damage.

You can also choose to detonate any amount of imaginary friends.

[Detonate]: Close Burst 1

No roll to hit is required. Enemies hit by detonate shrapnel take ongoing 1 damage (save ends), and crits you perform on them while they are taking ongoing damage deal triple damage.

Imaginary Friends that are detonated **do not** cause loss of life to the player.

Increase damage to 2[W] + Friendship modifier at 5th level.

Dance Commander

Laughter 2

Some ponies lead their troops from the back, watching over patterns of movements on large maps. You dance.

At Will ♦ Magic, Stance

Minor Action Personal

Effect: As long as you remain in this stance, your AC is increased by 2 and your critical strike chance is doubled for each imaginary friend you have in play. (e.g. 3 on field is +6 AC and 12-20 crit chance)

March of the Toy Soldiers (Utility) Laughter 3

Trumpets blare, as a legion of objects roll out of the wood work to take up their battle stations. At least in your mind.

Daily ♦ Magic

Minor Action Personal

Effect: For 1d3 rounds, you double the amount of Imaginary Friend minions you have out in play.

In addition, you may switch places with any imaginary friend minion during these rounds by sacrificing your move action. Minions still receive their movement.



Cut the Cupcake

Laughter 4

Oh dear, your tenuous grasp on reality is really starting to get in the way of remembering what a cupcake is. Oh well!

Encounter ♦ Magic, Weapon

Standard Action Melee Weapon

Target: One Creature

Attack: Friendship vs. AC

Special: For this attack, your critical strike chance is doubled.

Hit: 1[W] + Friendship. If you critical strike, the enemy takes ongoing 2 (save ends). During ongoing damage, any time you would hit the target, it is converted to a critical strike.

Party Hats

Laughter 5

Some guests to your shin-dig just don't seem to have a good attitude! Good thing you brought along some of your famous novelty hats. Who doesn't want to be a cowboy or an astronaut?

Daily ♦ Magic, Weapon

Standard Action Melee Weapon

Targets: Equal to number of you and Imaginary Friends you have in play

Attack: Friendship vs. AC

Hit: 1[W] + Friendship. You give the enemy a party hat. For 1d3 rounds they are mind controlled, and count as an imaginary friend. You may not detonate them. At the end of the mind control, their hat detonates, dealing damage equal to half your friendship score. Attacking them will break Party Hat without the hat detonation damage. You do not lose HP when mind control ends.

Easy Bake Oven

Laughter 6

Ponies are made of sugar, spice and everything nice! The perfect ingredient for your latest batch of party food. Cupcakes anypony?

Encounter ♦ Magic, Weapon

Standard Action Melee Weapon

Target: One Creature

Attack: Friendship vs. AC

Hit: You deal 1[W] + Friendship. Your enemy is placed within an oven large enough to contain them, unable to take any action (save ends.) Each turn they are in the oven, you deal damage equal to half your friendship to them. If they are defeated you gain a damage bonus equal to their integrity score until end of encounter.

Pastry Chef

(Utility) Laughter 7

You have so much to do, and so little time. If only there were two of you. Then you could get TWICE the baking done!

Encounter ♦ Magic

Minor Action Personal

Effect: You cut a quarter of your maximum health off to summon a second self in an adjacent free space with identical stats and gear for 1d3 rounds. This damage is permanent until end of encounter.

This self acts on your turn and may move and use any ability you possess. If you have used an ability that has a cooldown (encounter/daily), it cannot use it. It cannot summon Imaginary Friends, but may use yours for channeling abilities through.

Life of the Party

Laughter 9

A party hostess is expected to be everything – entertainer, excellent speaker and accommodating. None can deny you're all of the above and more.

Daily♦ Magic

Move Action Personal

Effect: You gain a second action per turn, and vibrate at a frequency that makes all your critical strikes place a stacking ongoing 1 damage (Save Ends). In addition, you become immune to attacks of opportunity, along with your Imaginary Friend minions.

This lasts until the end of the encounter.



Smile, Smile, Smile

Laughter 10

Mirth and devastation often go hoof-in-hoof when you pass through. But one thing is for certain, you know how to throw one Discord of a party with a little help from your friends!

Permanent♦ Magic

Personal

Effect: Your Imaginary Friend minions gain basic attacks equal to yours (to hit: Friendship + level), and 1d4 + Friendship damage per hit.

Every time you lose a minion to detonation, the unarmed damage and to hit of Imaginary Friend minions goes up by 1.



Spirit of Generosity

"You know, that gives me the perfect idea..."



Class Traits

Role: Leader. Your abilities drain the enemies of vital power, leaving you as a destructive juggernaut or a powerful enabler for your allies.

Key Ability Scores: Knowledge (Primary)

Armor Proficiencies: Light

Weapon Proficiencies: Simple melee, simple ranged, wands, artifacts

Hit Points at 1st Level: 5 + Integrity

Hit Points per Level Gained: 2

Healing Surges Per Day: 4 + Integrity

Play Style: This class is for players who want to bring enemies to their knees through draining their life and energies. Generosity ponies are bolstered through this fresh influx of power; either divvying it out to allies as they see fit, or hoarding it all for their own benefit. In the proper hooves, this class can be the most devastating on the battlefield, because as Generosity gains more drained ability scores and health, their own attacks are increased.

Artistic. Where other ponies see a lump of cloth, you see a world of opportunities that only you are clever enough to bring to life. Through skill and determination, you craft a winning ensemble that turns the ordinary into the extraordinary.

Whether leading the cutting edge of fashion, or giving of one's self in the public space for the betterment of others, Generosity ponies live up to their spiritual name.

Generosity ponies are the master scavengers of Equestria, incorporating aspects of utility while making sure to keep up form in all their designs. It is always sure that when consulting these ingenious mares and stallions that they will have the latest and greatest ready to share.

	Level 1	Level 2	Level 3	Level 4	Level 5	Level 6	Level 7	Level 8	Level 9	Level 10
Health	5 + integrity	+2	+2	+2	+2	+2	+2	+2	+2	+2
Ability	Inspiration	Fashion Coordinator	Diva	Intellectual Theft	Melt Down	Fashion Police	Upstage		Deadline Looms	Art of the Dress
Merit Points	2		1		1		1		1	
Bonus to Stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats

Inspiration

Generosity 1

You peer at your foes, with their swagger, terrible stench, and most importantly terrible dress. If only you could incorporate their ideas into your own designs... Eureka!

Encounter (Special) ♦ Magic, Implement

Special: You can use this action twice per encounter, but only once per round. At level 8 you can use this power three times per encounter.

Standard Action Ranged 15

Target: One Creature

Attack: Knowledge vs. AC

Hit: You deal 1[W] + Knowledge damage.

Choose a stat (Strength, Integrity, Friend, Know), and roll 1d4. The enemy loses that much of that stat, and you gain it until the end of encounter.

Increase damage to 2[W] + Knowledge modifier at 5th level.

Fashion Coordinator

Generosity 2

Amidst the chaos of combat, you stand thoughtfully. You call out helpful commands to your allies, such as "Stand straight! Fix your mane! Wipe that blood off your outfit!" They will thank you later.

At Will ♦ Magic, Stance

Minor Action Personal

Effect: As long as you remain in this stance, you gain 1 points of maximum health every time you deal damage. This bonus health lasts until the end of the encounter.

In addition, you heal 1 point of damage any time an ally within 10 squares takes damage.

Diva

(Utility) Generosity 3

You're fabulous. You know it, and now the world knows it. At least your adoring fans do.

Daily ♦ Magic

Minor Action Personal

Effect: For 1d3 rounds, you double the amount of drained stats and drained health you have. During this time, you may give out any amount of drained stats or health to allies within 10 squares. Given out stats do not go away until end of encounter.

Intellectual Theft

Generosity 4

They didn't deserve these clothes, or that hat, or that fancy new sword anyways. You

Encounter ♦ Magic, Implement

Standard Action Ranged 15

Target: One Creature Per 2 HP You Spend

Attack: Knowledge vs. AC

Hit: 1[W] + Knowledge damage. For every target you hit, you drain 1 stat of your choice that lasts until end of encounter.



Melt Down

Generosity 5

No pony understands the work you put into your dresses. Blood, sweat and tears! Maybe if you wail loud enough they'll know.

Daily ♦ Magic, Implement**Standard Action** **Ranged 15****Target:** Amount Equal to half of your highest stat (E.g. 8 friendship equals 4 targets)**Attack:** Highest Stat vs. AC

Hit: 2[W] + Highest Stat damage. For 1d3 rounds, enemies hit are incapable of using their weaponry, and lose all armor bonuses to their AC.

**Fashion Police**

Generosity 6

Really? You're going to go let ponies go out into public like that? Not over your dead body! They need a make-over, stat.

Encounter ♦ Magic, Implement**Standard Action** **Ranged 15****Target:** Each enemy that has had stats drained this encounter**Attack:** Knowledge vs. AC

Hit: 1[W] + Friendship damage. Pick a stat, and all enemies hit lose 1 point of that stat a turn (save ends). You or an ally of your choice within 10 squares may gain 2 maximum health for each drained stat point.

Upstage

(Utility) Generosity 7

Who is that pony, and why is everypony paying attention to them? Time for drastic measures! Where is your sofa?

Encounter ♦ Magic**Immediate Reaction** **Personal****Trigger:** An enemy you have drained hits you

Effect: The enemy is knocked prone and you ignore the damage. In addition, you gain maximum health equal to the amount of damage the enemy would have dealt to you.

Deadline Looms

Generosity 9

Creating takes time, effort and sacrificing of self. But it is all worth it when ponies look at your work and agree it is perfect.

Daily ♦ Magic**Move Action** **Personal**

Effect: You generate 1 point of maximum health per turn. You may spend 5 health to gain an extra action during your turn.

In addition, every time you are attacked, you reflect back a quarter of the damage taken (rounded down).

This lasts until end of encounter.

Art of the Dress

Generosity 10

You've arrived. You're recognized on the streets, fans want you to sign their gowns and ponies are beating a path to your door for the latest fashions. How do you feel?

Permanent ♦ Magic**Personal**

Effect: Your bonuses from equipment (Armor, weapons, wands, etc.) doubles. You now gain 2 points of maximum health every time you deal damage in Fashion Coordinator stance. In addition, Diva becomes an encounter power.

Spirit of Loyalty

“Something awesome, something flying, with coolness that defies gravity!”



Class Traits

Restriction: Requires the movement (Flight)

Role: Striker. Your abilities let you deal damage in heavy bursts to groups of foes, where the more there are the more powerful you become.

Key Ability Scores: Integrity

Armor Proficiencies: Light, Medium

Weapon Proficiencies: Simple melee, military melee, simple ranged

Hit Points at 1st Level: 5 + Integrity

Hit Points per Level Gained: 3

Healing Surges Per Day: 5 + Integrity

Play Style: This class is for players that want to take on impossible odds with ease. Enemies will find that engaging you in large numbers only brings out a fiercer combatant in you. You zip about the battlefield, tearing through ranks while blasting all foes nearby with devastating winds and arcing bolts of lightning. Loyalty will leave enemies striking the air fruitlessly, as you continue to move faster and faster.

Quick. There is no denying it when a pegasus with the Spirit of Loyalty zips by in an explosion of colors that sweep across the sky after this living paintbrush.

Whether pushing the boundaries on extreme speed, developing new aerial acrobatics, or seeking death-defying thrills, a Loyalty pony is sure to be an exciting spirit that is always there for their friends when they need them most.

When in combat, it is difficult to keep track of a Loyalty pony, as they burst about the battlefield, pummeling down foes that would hurt their friends. Their natural affinity with weather gives them a large advantage over traditional weaponry and renders most types of armors completely useless against them.

	Level 1	Level 2	Level 3	Level 4	Level 5	Level 6	Level 7	Level 8	Level 9	Level 10
Health										
Ability	Academy Record, Wing Power, Rainbow Blitz	Weather Patrol	Young Flyer Competitor	Ride the Lightning	Eye of the Tornado	Storm Front	Ten Second Flat		Sonic Rain boom	Junior Speedster
Merit Points	2		1		1		1		1	
Bonus to Stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats

Academy Record

Loyalty 1

"Already? That's an academy record! Explain your methods."
How does one explain awesome?

Permanent ♦ Physical
Personal

Effect: You gain +2 to all forms of movement. When you shift, you may double the amount of squares you shift.

Wing Power

Loyalty 1

There is nothing more exhilarating to you than leaving neigh-sayers in the dust. The roar of wind over your wings tends to drown out these pests.

At Will (Special) ♦ Physical
Free Action Personal

Effect: Each time you are attacked by an enemy, and whenever you make an attack on a foe, whether these are successful hits or not, you receive one **momentum point**.

For each momentum point, you receive +1 to your AC.

You may burn any amount of momentum points at will to boost damage to an attack. For each momentum point burned, increase damage by 2.

You may also use momentum points to activate the **Turbo** portion of any ability.

The maximum amount of momentum points you may have at any moment is equal to 10 + your level. These last until the end of combat.

Increase damage to 3 per momentum point burned at 5th level.

Rainbow Blitz

Loyalty 1

When a pegasus hits a certain velocity, they tend to start bending the light and leaving a trail of color in their wake. What will your colors be?

Encounter (Special) ♦ Physical, Weapon

Special: You can use this action twice per encounter, but only once per round. At level 8 you can use this power three times per encounter.

Standard Action Melee Weapon

Target: Special

Attack: Integrity vs AC

Effect: You move up to your movement speed (Flight) in a straight line. After you finish moving, make an attack against every enemy that was passed in melee range. All enemies successfully hit take 1[W] + integrity damage.

Turbo: You may spend 1 momentum point per enemy hit to daze them.

Increase damage to 2[W] + Integrity modifier at 5th level.



Weather Patrol

Loyalty 2

Pegasi have a very special place in the pony hierarchy. Being responsible for all the weather in Equestria means you have a lot of responsibility... and power.

At Will ♦ Physical, Stance (Special)
Minor Action Personal

Effect: As long as you remain in flight, when an enemy starts their turn next to you in melee range, they take damage equal to your level plus half your integrity score (Round down).

Young Flyer Competitor

(Utility) Loyalty 3

You're so awesome that every pony needs to know it. What would be the quickest way to spread your name around? You know! Winning a flying competition.

Daily ♦ Physical
Minor Action Personal

Effect: For 1d3 rounds, you double the amount of momentum points you generate. In addition, your movement does not provoke attacks of opportunity unless you wish it to.

Ride the Lightning

Loyalty 4

Lightning clouds are notoriously temperamental things. Wouldn't it be awful if you passed by one, gave it a kick and then charged past a foe with a lightning bolt in your wake?

Encounter ♦ Physical, Weapon
Standard Action Melee Weapon
Target: One Creature
Attack: Integrity vs. AC

Hit: You deal 1[W] + Integrity damage. Then choose an enemy within 5 squares, or the same one attacked. Teleport adjacent to them in an unoccupied square of your choice. Roll damage again and apply it to this new enemy. If the damage is equal or higher than the last roll, move to another enemy and repeat. Continue until you roll damage lower than your last roll.

Turbo: You may spend 1 momentum point to reroll any damage roll for this ability.

**Eye of the Tornado**

Loyalty 5

In the middle of a tornado, it is so calm. A great place to have a cup of tea, enjoy the evening sky, and watch those belligerent ponies swirls around you with limbs flailing.

Daily ♦ Physical, Weapon
Standard Action Special
Target: All enemies passed in melee range
Attack: Integrity vs. AC

Effect: You move up to your total speed (Flight) in any manner you wish. At the end of this movement, attack each foe you passed within melee range.

Enemies hit suffer 2[W] + Integrity damage, and on the beginning of their next turn take damage equal to how many moment charges you spent during this turn.

Turbo: You may spend 1 momentum point per enemy hit to drag them along with your movement.

Arrange enemies dragged this way in any manner you wish at the end of your movement.

Being the fastest pegasus in Equestria isn't enough sometimes. Often you just have to be quicker than the storm at your heels, and the other pegasi trying to keep up.

Encounter ♦ Physical, Weapon

Standard Action **Melee Weapon**

Target: One Creature

Attack: Integrity vs. AC

Hit: The enemy is pushed back X squares, where X is equal to your movement. You may follow and end your movement in melee of the enemy.

The enemy suffers 1[W]+ Integrity damage. Lightning strikes out at all enemies passed within 5 squares of movement along the way. All enemies hit by this lightning suffer damage equal to your integrity score x 3.

Turbo: You may spend 1 momentum point per enemy to afflict them with 1 damage per turn (Save Ends). During this damage, all your attacks on this enemy are boosted to critical strikes.

You once heard about a pegasus that could clear an entire sky of clouds in ten seconds flat. Nice story, but you're at eighteen seconds and getting better; one day you'll make it a reality.

Encounter ♦ Martial

Immediate Reaction **Personal**

Trigger: You are Scared (Bloodied)

Effect: You gain momentum equal to half the damage taken (round up). Until the end of your next round, all your attacks that successfully hit are converted to critical strikes.



The one most impressive move that had only been done in Equestrian history twice, that is until you figured out how to pretty much do it at will. Yea you're that awesome.

Daily ♦ Physical

Move Action **Personal**

Effect: Each time that you move up to half of your movement speed (Flight), you create a **Close Burst 1** anywhere you wish along your movement path.

Enemies caught within the **Close Burst** suffer damage equal to how many momentum points you possess.

This ability stacks with others, and can be activated at any point during another power's use. Lasts until end of the encounter.

Turbo: You may spend 1 momentum point per enemy to add in damage equal to your Integrity + level.

Junior Speedsters are our lives
Sky-bound soars and daring dives
Junior Speedsters it's our quest
To some day be the very best!

Permanent ♦ Physical

Personal

Effect: The maximum amount of moment points you can have at all times doubles. When you gain momentum points, the amount doubles (round up).

Each time you deal damage to an enemy, you gain a stacking +1 bonus to damage until you are knocked unconscious or the battle ends.



Spirit of Magic

"All properties of magic ascribe to a specific subset of rules of reality that, once learned, can be manipulated for the benefit of all ponykind."



foxinshadow.deviantart.com

Class Traits

Restriction: Requires the ability to cast magic

Role: Leader. You are the most versatile of all classes, providing much-needed strategic support to allies, while being capable of turning the tide of battle single-hoofedly.

Key Ability Scores: Knowledge (Primary)

Armor Proficiencies: Light

Weapon Proficiencies: Simple melee, simple ranged, wands, artifacts

Hit Points at 1st Level: 4 + Integrity

Hit Points per Level Gained: 2

Healing Surges Per Day: 3 + Integrity

Play Style: This class is for players who desire the freedom to choose what the best route for ability usage is during the flow of combat. Unlike other classes, that are hard-locked into predetermined paths, Magic can virtually facilitate any role on the fly. This great power comes with responsibility in keeping track of the many abilities on the fly.

Explanation of the Magic System

Unlike other classes, which possess abilities that are based on encounter or daily use, Magic can use any ability they desire whenever they can as long as they have enough Magic Points.

For example, if a player of a Magic unicorn wanted to cast Magic Bolt, it states it will cost 1 Magic Point to use.

However, beneath every spell is a [Boost] ability and description. If the cost of the spell AND the [Boost] cost are spent, the spell switches to the [Boost] ability description.

For example, if a player of a Magic unicorn cast [Boost] Charged Bolt, they would have to pay 1 Magic Point for Magic Bolt, then an additional 2 for Charged Bolt (3 total).

Intelligent. Where other ponies seek adventure or thrills, you have spent your time studying the fundamentals of magic and advanced theorems of its applicability. Everything can be broken down logically, and by applying yourself you've made inroads to power other ponies could not dream of.

Whether developing new spells or unlocking the secrets of the universe and reality, Magic ponies diligently expand the collective body of knowledge for the advancement of all ponykind. They are natural leaders on the field, relying on calculations rather than sailing head-strong into a situation.

Magic ponies give of themselves to their friends, channeling their strength and will into the weaves of arcana to produce earth-shatteringly strong spells. Woe to any foe that hopes to best a Magic pony upon the hallowed grounds of their sanctuary.

	Level 1	Level 2	Level 3	Level 4	Level 5	Level 6	Level 7	Level 8	Level 9	Level 10
Health	4 + integrity	+2	+2	+2	+2	+2	+2	+2	+2	+2
Ability	Nexus of Knowledge, Practicality			Channel Within			Vortex of Power			Favored Student
Merit Points	2		1		1		1		1	
Bonus to Stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats

Nexus of Knowledge

Magic 1

Absolutely imperceptible to ponies not attuned to the flow of magic are the swirling flows of power whirling about your form and centering upon your horn. You are a walking pinnacle of energy, wielding it at your will.

Permanent ♦ Magic
Personal

Effect: While in combat, you generate 1 magic point at the beginning of your turn that goes into your magic pool. You may spend magic points in your pool as you see fit for spells of your choice.

Increase to 2 magic points at level five, and 3 at level eight.

Practicality

Magic 1

While studying the arts is important for any unicorn, it is an error to forget that magic is meant to be wielded for the good of others first.

Permanent ♦ Magic
Personal

Effect: You may utilize all non-attack (black heading) spells out of combat without paying a magic point cost. These spells follow DM discretion on their effects, and may be more powerful or different in their results.

Channel Within

Magic 4

Other ponies cannot comprehend the amount of effort required for you to alter reality with your magicks. Lucky foals.

Daily ♦ Magic
Minor Action Personal

Effect: For 1d3 rounds, you double the amount of magic points you generate at the beginning of your turn.



Vortex of Power

Magic 7

In a truly exhausting effort, you concentrate and struggle to draw in all the energy required for a truly remarkable spell.

Daily ♦ Magic
Minor Action Personal

Effect: You generate five magic points that must be spent on your current turn, or they are lost at the end of the turn.

Favored Student

Magic 10

A seeming eternity of studying, locked in your room delving into ancient tomes of knowledge have finally brought the attention you craved.

Permanent ♦ Magic
Personal

Effect: When you cast a spell, you may elect to double the weapon damage by paying double the Magic Point Cost.

In addition, you may sacrifice 3 magic points at will during your turn to receive an extra action. This does not stack with Action Points, and only may be done once a round.

Magic Bolt

A congealed mass of pure magic crackles from your horn, leaving a whiff of ozone mixed with sugar and a quite charred enemy.

Magic Point Cost: 1

At Will ♦ Magic, Implement

Standard Action **Ranged 10**

Target: One Creature

Attack: Knowledge vs. AC

Hit: 1[W] + Knowledge damage. The target is marked, allowing it to be the target of line of sight spells regardless of line of sight.

When the marked target takes damage, you receive 1 magic point.

[Boost] Charged Bolt

Magic Point Cost: 2

Effect: 2[W] + Knowledge damage. In addition to regular Magic Bolt effects, the target is also knocked prone.

Teleportation

Entirely practical is a unicorn's grasp of teleporting. Careful though, things tend to be dragged along, willing or not.

Magic Point Cost: 1

At Will ♦ Magic, Implement

Move Action **Personal**

Effect: You teleport up to your move speed in any direction you desire. For one round after teleportation, your AC increases by how many squares you teleported.

[Boost] Along for the Ride

Magic Point Cost: 1 Per Ally, 2 Per Enemy

Melee

Attack: Knowledge vs. AC against Enemies

Effect: You bring an ally along with your teleport, and they receive the AC bonus for one round in addition to yourself.

If the target is an enemy, they are stunned for as rounds equal to half the distance you teleported with them.



Levitate

Hoof articulation can be particularly wanting when it comes to manipulating objects precisely. Better use magic!

Magic Point Cost: 1 Per Item

At Will ♦ Magic, Implement

Standard Action **Ranged 10**

Effect: For one round, you levitate a non-living object of your choice, weighing up to ten pounds, up to ten squares away from you. You may use the item as if you were holding it with finesse as part of the Standard Action for Levitate.

For example, if you were to levitate two swords, you may move them up to your move speed then attack with each of them.

[Boost] Vortex

Magic Point Cost: 3

Close Burst 2

Attack: Knowledge vs AC against Enemies

Effect: For one round you create a whirlwind of items centering about you. Allies within and you are protected from ranged attacks that are not AOE's. Enemies starting their turn or entering your vortex take 1[W] + Knowledge damage and are knocked prone.





Conjuration

Given enough time and energy, a unicorn can will materials into existence. Be careful, sometimes magic has a mind of its own.

Magic Point Cost: 1 Per Size

At Will ♦ Magic, Implement

Standard Action Personal

Effect: You conjure an item into existence, one size rank (starting at tiny) per 2 Magic Points you spend. The item is full-functioning, as long as it is simple. If there are complicated or moving parts (such as a carriage or an exact replica of something real), you must pass a knowledge check with a DC set by the DM. Failure results in a faulty item (DM decision), rather than no item at all.

This item is permanent, unless dispelled or passing through an Anti-Magic Zone. It gives off an aura of enchantment any magic-sensitive pony can pick up on.

Example: After fixing Smarty Pants up, Twilight decides to summon up a set of garments for the toy mare with real pockets and a cute hat. She spends 1 Magic Point, since they are tiny in size, and has a DC check of 10 set by the DM for the complicated clothes.

[Boost] Breath of Life

Magic Point Cost: 3

Effect: You bring forth a summoned item charged with the wild energies of magic. The item is alive and sentient, acting of its own free will.

Dispel

Do a little skip. Swirl your hooves in the air. Whisper the special words backwards. Now that you've baked cookies, time to stop a spell...

Magic Point Cost: 2

At Will ♦ Magic, Implement

Standard Action Ranged 10

Target: One Creature or Item

Attack: Knowledge vs. AC

Hit: You dash the concentration of magical energies about an enemy or object. If the object is magical, it loses its effects for 1d3 rounds. If Dispel hits an enemy, they are incapable of using special abilities for 1d3 rounds.

This spell counters effects from other magical spells. For example, if this is cast on a conjured item, the item is destroyed, or also reverses all effects of Alteration magic, amongst other things.

[Boost] Anti-Magic Zone

Magic Point Cost: 3

Close Burst 3

Effect: You craft a zone that for 1 round completely dispels all hostile magical effects that are within or enter into the zone.

Time Travel

Listen! I came from the future to tell you... No it's next Tuesday... That isn't important, look I only have a few seconds and don't ---...

Magic Point Cost: 5

At Will ♦ Magic

Minor Action Personal

Effect: At the end of your turn, you wind back the clock. You return to where you started the turn, remove all damage or negative effects taken during the turn and retake the turn. However, all damage you dealt and abilities you cast stay in effect for both rounds.

You do not regain any spent Magic Points.

[Boost] Time-Warp

Magic Point Cost: 3

Ranged 10

Attack: Knowledge vs. AC against Enemy

Effect: The enemy loses their next turn and suffers double damage until they get to act again.

Alteration

Beneath the fur of any pony lies their true potential. With a little help they can...wait maybe having wings isn't for everypony.

Magic Point Cost: 2 Per Effect

At Will ♦ Magic, Implement

Standard Action **Ranged 10**

Target: One Ally or Yourself

Effect: You alter an ally's body or your own to gain one of the following effects for 3 rounds.

- +2 AC and 2 Damage Resistance (Physical)
- Flight
- Reach 2
- Tremor Sense
- +4 Movement Speed

[Boost] Mutation

Magic Point Cost: 1 Per Effect

Attack: Knowledge vs. AC against Enemies

Effect: You alter an enemy's body, giving them one of the following effects for 1d3 rounds.

- Loss of Armor towards AC
- Loss of Move Action
- 30% chance to miss on attacks



Advanced Magic Spirits

Time Lord

"Ponies assume that time is a strict progression of cause to effect, but actually from a non-linear, non-subjective viewpoint, it's more like a big ball of wibbly wobbly timey wimey...stuff"



Sometimes the greatest insight comes from those who have already lived it. But why bother waiting for second-hand knowledge when you can glean the future or alter the past on your own? Be aware though, for altering the time line can create powerful paradoxes that even you cannot rectify.

Temporal Monarch (Utility) Time Lord 8

A side effect of time travel is that one starts to forget where they are meant to be. It is good to stop and smell the roses, no matter the century.

Permanent ♦ Magic Personal

Effect: Time Travel is now useable outside of combat by a Time Lord in conjunction with Practicality. However, you may only Time Travel outside of combat up to three times per extended rest.

Slipstream

Time Lord 9

It is important when moving through the slipstream of time to wear the proper safety equipment: floaties, goggles and flippers.

Magic Point Cost: 6

At Will ♦ Magic, Implement

Standard Action Ranged 10

Target: One Creature

Attack: Knowledge vs. AC

Hit: The enemy winks out of existence for 1d3 rounds. During this time they take 1[W] + Knowledge damage at the beginning of each of their turns.

Once the rounds are over, you may place the enemy within 10 squares of their original position in a spot of your choice.

[Boost] Double Time

Magic Point Cost: 1

Ranged 10

Target: One Ally

Effect: Your ally for 1d3 rounds receives double the amount of actions they would normally receive. During this time their critical threat range is doubled.

Each time they successfully deal damage during these rounds, you receive a Magic Point.

Time Dilation

Time Lord 10

Resting upon the slipstream of time is the formidable ship U.S.S. Reality. It only takes a little amount of magic to rock the boat.

Magic Point Cost: 4

At Will ♦ Magic, Implement

Standard Action Ranged 10

Target: One Enemy

Attack: Knowledge vs. AC

Hit: The enemy takes 1[W] + Knowledge damage. For 1d3 rounds they move at half speed, deal half damage, lose Integrity bonus to AC, and critical strikes become critical misses.

[Boost] Cyclical Time

Magic Point Cost: 1

Ranged 10

Target: One Ally

Effect: At the end of your ally's next round they double all the damage they dealt during that turn. For every five points of damage dealt, you receive a Magic Point.

Chaos Hunter

“The enemy of Order is a clever foe. They will utilize deception, lies and filth to corrupt the very foundations of our world. Not on my watch.”



Order must be maintained for the benefit of the many. Wherever there is a brooding soul hungry for power at the expense of others, you will be there to stop them. For this end, you wield immense power that strips foes clean of their stolen magic in a most humbling lesson. You are the hunter, and they are your prey.

Bringer of Order (Utility) Chaos Hunter 8

To treat an infection, one must first understand the symptoms. Only then, can the source be addressed.

Permanent ♦ Magic
Personal

Effect: Dispel is now useable outside of combat by a Chaos Hunter in conjunction with Practicality.

In addition a Chaos Hunter becomes immune to all forms of mind control and magical coercion.

A Chaos Hunter that views an illusion or polymorph, such as a disguised Changeling gets a reactionary save to see through it.

Reorder

Chaos Hunter 9

Reality can best be described as a slowly waving pile of logs. Sometimes it needs to be moved or rearranged to keep the whole stack stable.

Magic Point Cost: 2
At Will ♦ Magic, Implement
Move Action Ranged 10
Target: One Enemy
Attack: Knowledge vs. AC

Hit: The target loses all beneficial magical or status effects. Targets that are utilizing magical items, such as weaponry or armor, lose out on their bonus for 1 round.

If the enemy is polymorphed or under an illusionary disguise, their disguise fizzles out and they take 1[W] + Knowledge damage.

[Boost] Stability
Magic Point Cost: 1
Ranged 10
Target: One Ally

Effect: Your Ally receives a save roll against all negative magical effects upon them.

If they have been transformed against their will, they are returned to their real form without a roll required.

Harmony

Chaos Hunter 10

Society is an orchestra that relies on the instruments being in tune, and all knowing their part. But all is naught without their conductor -- You.

Magic Point Cost: 4
At Will ♦ Magic, Implement
Move Action Ranged 10
Target: One Enemy
Attack: Knowledge vs. AC

Hit: The enemy takes [Knowledge] damage, as magic flees from them to you. For every Magic Point, and positive magic or status effect the enemy has on them, the damage is doubled.

For 1 round after, all magic points the enemy would generate go to you.

[Boost] Magical Polarity
Magic Point Cost: 1
Ranged 10
Target: One Ally or Yourself

Effect: For 1 round, you or your ally gain a shield that reflects the first negative magical spell or status effect back at the caster.

Cryomancer

"I am the Masked Matter-horn, defender of the innocent, sworn to upholding the laws of Ponytopolis by freezing crime right in its tracks."



Winter is coming. And it is beholden to your whims. Foes of friendship and order shiver figuratively and literally at a cryomancer's approach. For these ponies such as you are powerful unicorns capable of wielding the most ferocious of the elements to sweep entire villain groups aside with ease.

Frost Beams (Utility) Cryomancer 8

Magic can be imbued with many properties. Some unicorns put in anything they can imagine, but you prefer tried and true methods.

Permanent ♦ Magic Personal

Effect: Magic Bolt no longer costs magic points to cast, but still costs 2 Magic Points to boost.

In addition, each time an enemy is hit by one of your Magic Bolts, they receive **Frostbite** (Save Ends). While an enemy is affected by **Frostbite**, they take damage equal to your Knowledge stat when they move more than 1 square in a turn.

Frozen Path

Cryomancer 9

How will evil fly from the scene of a crime when their hooves are stuck to the ground, and their wings to their side?

Magic Point Cost: 4

At Will ♦ Magic, Implement

Standard Action Area burst 3 within 10 squares

Target: Each enemy in burst

Attack: Knowledge vs. AC

Hit: 3[W] + Knowledge damage.

All enemies that are hit by this power receive Frostbite (Save Ends). While an enemy is affected by **Frostbite**, they take damage equal to your Knowledge stat when they move more than 1 square in a turn.

[Boost] Lake of Ice

Magic Point Cost: 2

Area burst 3 within 10 squares

Target: Each enemy in burst

Effect: You create an area that lasts 1d3 rounds. Each enemy that starts their turn in or moves into this area suffers a **Frozen Path** attack (see above).

Whiteout

Cryomancer 10

Justice comes in like a blizzard. Daunting clouds scorch the horizon until nothing else in the sky can be seen. It causes every foe to flee to shelter before its unquestionable might.

Magic Point Cost: 4

At Will ♦ Magic, Implement

Standard Action Close burst 3

Target: Each enemy in burst

Attack: Knowledge vs. AC

Hit: 2[W] + Knowledge damage.

All enemies that are hit by this power receive Frostbite (Save Ends). While an enemy is affected by **Frostbite**, they take damage equal to your Knowledge stat when they move more than 1 square in a turn.

Effect: A blizzard surrounds you for 1d3 rounds. Any enemy caught in melee range and affected by **Frostbite** takes damage equal to your Knowledge.

[Boost] General Winter

Magic Point Cost: 1

Close burst 5

Effect: All allies within 3 squares critical strike on their next attack if they successfully hit. In addition, their attacks cause **Frostbite** (Save Ends).

Spirit of Adventure

“You remembered to bring the scuba gear so we can look for underwater treasure, right?”



Class Traits

Restriction: Foal Only

Role: Defender. Your Armor Class improving abilities and damage capabilities make you a priority for enemies.

Key Ability Scores: Friendship (Primary), Integrity (Secondary)

Armor Proficiencies: Light, Medium, Heavy

Weapon Proficiencies: Simple melee, military melee, simple ranged, military ranged

Hit Points at 1st Level: 5 + Integrity

Hit Points per Level Gained: 3

Healing Surges Per Day: 4 + Integrity

Play Style: This class is for players who desire to be the focus of combat, while having a toolbox of abilities to pick from to respond to the flow of combat. Adventure is not bound to one style of play, allowing you to adapt to changing party compositions without sacrificing any power. You rely on massively high AC to stay alive, but can dump excess AC for brute force power.

Energetic. This is the first word that comes to mind when anypony begins speaks of a pony with the Spirit of Adventure. These souls burst with irrepresible enthusiasm for all things in life, and for being with their best friends.

Whether taking up the mantle of being a bold explorer, a treasure seeker or just a young pony on the lookout for thrills, an Adventure pony lives up to their name fearlessly.

When it comes to combat, Adventure ponies zip around the defenses of their enemies with ease. Weapons sink into the soil where these foals were standing mere moments before uselessly. Before an enemy can recover though, an Adventure pony will quickly bring them to their knees.

	Level 1	Level 2	Level 3	Level 4	Level 5	Level 6	Level 7	Level 8	Level 9	Level 10
Health	5 + integrity	+3	+3	+3	+3	+3	+3	+3	+3	+3
Ability	Pester	Endless Possibilities	Catch Me If You Can	Look What I Can Do	Center of Attention	Show Stopper	No Tag-Backs		Let's Pretend	Future Belongs to the Youth
Merit Points	2		1		1		1		1	
Bonus to Stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats

Pester

Adventure 1

You're a fount of questions, wild gesticulations and bounding leaps that nopony could possibly ignore.

Encounter (Special) ♦ Martial, Weapon

Special: You can use this action twice per encounter, but only once per round. At level 8 you can use this power three times per encounter.

Standard Action Close burst 1

Target: Each enemy in burst you can see

Attack: Friendship vs. AC

Effect: You gain +4 AC for one round.

Hit: 1[W] + Friendship damage. On their next attack, the enemy is forced to attack you. If they are not in range, they must move within range.

Increase damage to 2[W] + Friendship modifier at 5th level.

Endless Possibilities

Adventure 2

You strike a powerful pose with arms raised menacingly! Wait no, you strike a low one so you can zip around. Or even better, you roll around. Yea, they'd never expect that!

At Will ♦ Martial, Stance

Minor Action Personal

Effect: As long as you remain in this stance, you gain one of the following choices.

- +2 Movement (Ground, Air), Ignore attacks of opportunity, and gain +4 to Hit
- Your AC Integrity bonus changes to Friendship. Terrain around you is considered difficult for enemies.
- You deal extra damage equal to double your level whenever you successfully damage an enemy.

Catch Me If You Can

(Utility) Adventure 3

What pony doesn't like a game of tag! But those mean creatures after you don't know you're the champion runner of the playground.

Daily ♦ Martial

Minor Action Personal

Effect: For 1d3 rounds, your Friendship score doubles. During this time, when an enemy misses you, they take 2 damage.

Increases to 3 damage at 5th level.

Increases to 4 damage at 8th level.

Look What I Can Do

Adventure 4

You perform feats of agility and energy that blow the minds of those watching. Or bores them to death.

Encounter ♦ Martial

Standard Action Close Burst 2

Target: Each enemy in burst that can see you

Attack: Friendship vs. AC

Hit: 1[W] + Friendship damage. Roll a 1d4, and for this many rounds enemies hit by this ability are immobilized. During this period of time, you deal 4 damage a turn (no roll needed) to all enemies who are immobilized within 2 squares.



Center of Attention

Adventure 5

You seem to draw everypony in around you, whether they want to be there or not. It really is all about you!

Daily ♦ Martial**Standard Action** **Close Burst 4****Target:** Each enemy in burst that can see you**Attack:** Friendship vs. Intelligence

Hit: The enemy is blinded (grant combat advantage, can't see targets, -10 to perception checks, and can't flank an enemy) for 1d4 rounds. During this time they move directly away from you at their move speed minus two. If they bump it anything living, they will attack it relentlessly until they can keep moving or the blindness ceases.

Show Stopper

Adventure 6

Costume? Check. Make-up? Check. Wild hair? Check. Singing skills? Errr... ROCK ON!

Encounter ♦ Martial**Standard Action** **Close Burst 2****Target:** Each enemy in burst radius**Attack:** Friendship vs. AC

Hit: 2[W] + Friendship damage and the enemy takes ongoing 2 fire damage. While the enemy is taking ongoing damage, they are incapable of moving.
Save ends this effect.

No Tag-Backs

(Utility) Adventure 7

You can't seem to get those other ponies to understand that you called no tag-backs the last time you tapped them. Time to set the rules right

Encounter ♦ Martial**Immediate Reaction** **Personal****Trigger:** You are scared (bloodied)

Effect: You gain +5 AC for 1d3 rounds. During this time enemies cannot enter the space surrounding you.

**Let's Play Pretend**

Adventure 9

Anytime is a good time to hunker down, close your eyes and imagine you're whatever it takes to beat the odds, and those meany heads.

Daily ♦ Martial**Move Action** **Personal/Melee**

Effect: You gain a damage aura until the end of the encounter. Enemies who enter within melee distance of you or start off their turn within melee distance of you take 1 point of damage.

Every time you are attacked and missed, this damage increases by one.

Future Belongs to the Youth

Adventure 10

Finally, after everything you have been through, you realize that being an adult is about not compromising, but embracing everything.

Permanent ♦ Martial**Personal**

Effect: While you are in your Endless Possibilities stance, you gain all the effects at the same time.



Advanced Adventure Spirits

Trick-or-Treater

“Don’t you like my costume? I worked really hard on it all summer! I even had my friend who traveled to the Mareabbians bring me back some real pirate bits to complete the outfit!”



All summer you’ve prepared for Nightmare Night with the perfect costume that will leave your friends screaming with jealousy and adults gasping at your ingenuity. Sure you might have gone a little overboard on the make-up, but it’s only one evening a year, right? Unless you take the show on the road, so everyone can enjoy your hard work. Maybe you can make Nightmare Night a year-long affair?

Time is Candy (Utility) Trick-or-Treater 8

When those older ponies answer the door, and start complimenting your costume, remind them enough chitchat, time is candy!

Permanent ♦ Martial
Personal

Effect: Each time you are attacked and missed, you gain a piece of **Candy**. You may spend three pieces of **Candy** at any time to gain an extra action.
You may spend an action point on the same turn you gain extra actions from **Candy**

Give a Fright Trick-or-Treater 9

“Nightmare Night, what a fright, give us something sweet to bite!”

Encounter ♦ Martial

Standard Action **Close Burst 4**

Target: Each enemy in burst that can see you
Attack: Friendship vs. AC

Hit: 2[W] + Friendship damage and for 1d4 rounds the enemy will do everything in its power to attack you, ignoring everything else around them regardless of danger.

Each time the enemy attacks and misses, you may make a free basic attack against them. These attacks deal double damage.

Costume Contest Trick-or-Treater 10

Costumes are a very important part of Nightmare Night. Otherwise, how else would you let your inner pirate out?

Daily ♦ Martial

Standard Action **Close Burst 4**

Target: Each enemy in burst that can see you
Attack: Friendship vs. AC

Hit: 2[W] + friendship damage and for 1d4 rounds the enemy takes damage equal to your friendship score.

Until the end of encounter, every time an enemy takes damage from Costume Contest, you gain a +1 morale bonus to your AC that stacks up to your character level.
You lose 1 morale bonus to your AC each time an enemy attacks you and misses until they are all depleted.

Spirit of Alchemy

“A drip is grand, a drop even more... Give it a quaff, don't be a bore!”



Explanation of the Ingredient System

Accompanying some abilities of the Spirit of Alchemy is a portion of text beneath these powers labeled [Ingredient].

When the player uses **Witch's Brew**, they select any number of abilities with an [Ingredient] component. Those abilities picked are put on cooldown.

The benefits the [Ingredients] provide are put into one big potion that is chucked up to 10 squares away.

For example: If the player were to cast **Witch's Brew**, and sacrifice **Boiling Hate Bomb** and **Bubble Flank Brew**, they would create a cloud within 10 squares. Allies within that cloud would gain melee damage shields, flight, and all enemies would have a 50% miss chance on them.

Class Traits

Role: Controlling Leader. Your abilities wreak havoc upon the enemy lines, denying their carefully laid out plans by wrenching away control of their actions, and stacking damage that eats through their defenses slowly but surely. Meanwhile, your brews bring fortifying energies to your allies, launching them to new heights of power.

Key Ability Scores: Knowledge (Primary)

Armor Proficiencies: Light

Weapon Proficiencies: Simple melee, simple ranged, military ranged, fetishes

Hit Points at 1st Level: 5 + Integrity

Hit Points per Level Gained: 2

Healing Surges Per Day: 4 + Integrity

Play Style: This class is for players who desire to shore up the needs of their party by boosting their teammates with new powers. On the other hoof this class is capable of mercilessly bringing entire groups of enemies to their knees in preparation of retribution for their allies.

Mysterious. This is the first word whispered by a pony speaking about a Spirit of Alchemy. Often feared and misunderstood, these zebras however are always respected. Rumors abound about these mystical equines spending long nights over bubbling cauldrons bring a shiver to those that oppose them.

Whether searching for new and more potent ingredients for their brews, or researching more effective methods of affecting weak minds, an Alchemy zebra is at the forefront of pushing the envelope for practical knowledge.

When it comes to combat, carefully prepared brews and bombs wreck the enemy lines. Chemicals seep into the enemy's flesh, burning both their form and mind. Allies, however, look to an Alchemy zebra to provide potions capable of producing wondrous mutations and strength.

	Level 1	Level 2	Level 3	Level 4	Level 5	Level 6	Level 7	Level 8	Level 9	Level 10
Health	5 + integrity	+2	+2	+2	+2	+2	+2	+2	+2	+2
Ability	Witch's Brew, Devil's Laugh Draft	Voodoo Priestess	Tote Cauldron	Boiling Hate Bomb	Foolish Foals' Liquid Gold	Bubble Flank Brew	Cayenne Pepper		Haunting Visage Dust	Evil Enchantress
Merit Points	2		1		1		1		1	
Bonus to Stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats

Witch's Brew

Alchemy 1

*A dash of this,
A dot of that,
Ingredients as useful
As a woolen hat.*

At-Will ♦ Magic

Standard Action Area burst X within 10 squares

Target: Each ally and yourself in burst

Effect: Upon activating this power, pick any number of abilities you possess with an [Ingredient] component. You sacrifice these abilities, putting them on cooldown.

All the [Ingredient] effects are placed into one potion. That potion is tossed, creating an area burst X within 10 squares, where X is twice the number of [Ingredients] in the potion.

Allies standing in this area gain all the combined abilities from the [Ingredients]. This cloud lasts for X rounds, where X is the number of [Ingredients] in the potion.



Devil's Laugh Draft

Alchemy 1

*In their eyes,
The fear of sheep,
When their hope,
Begins to seep.*

Encounter (Special) ♦ Magic, Fetish

Special: You can use this action twice per encounter, but only once per round. At level 8 you can use this power three times per encounter. These rules apply to [Ingredient] as well.

Standard Action Area burst 2 within 10 squares

Target: Each enemy in burst

Attack: Knowledge vs. AC

Hit: You deal 1[W] + Knowledge damage.

The enemy takes ongoing 1 damage (Save ends). During this ongoing damage, they lose 1 point in their primary stat at the beginning of their turn.

Increase damage to 2[W] + Knowledge modifier at 5th level.

[Ingredient] Poison Joke

Effect: You and your allies roll a d6 and receive a bonus based on what is rolled.

- 1) You grow double your size. You deal +1d4 damage, but lose 2 AC
- 2) You shrink down to the size of a mouse. You deal -4 damage, but gain +2 AC
- 3) You become rubbery. When you take damage, it is rounded down by half and you are pushed back one square.
- 4) Your hooves become like stilts. You may occupy the space of another pony and you gain Reach 2
- 5) You become ghost-like. Enemies have to roll a Perception against your Sneak to attack you.
- 6) Your choice of any ability from the above chart.

Voodoo Priestess

Alchemy 2

*There are tales woven most tragic,
Of fools with lack of faith in your magic.*

At Will ♦ Magic, Stance
Minor Action Personal

Effect: As long as you remain in this stance, you may sacrifice 2 health to continue an ongoing effect that an enemy within 10 squares has saved against. This damage is permanent until end of encounter.

In addition, if you are within the affective burst of a Witch's Brew, you may spend a move action to cancel it before it runs out. If you do, you recollect the [Ingredients], and may reuse all the abilities sacrificed to make that potion.

Tote Cauldron

(Utility) Alchemy 3

*Horseshoes, cloak, dagger, boat,
There is nothing as useful as a cauldron tote.*

Daily ♦ Magic
Minor Action Personal

Effect: For 1d3 rounds, your Knowledge score doubles.

During this time, while in **Voodoo Priestess** stance, you may recollect your [Ingredients] as a minor action, as opposed to a move action.

**Boiling Hate Bomb**

Alchemy 4

*I must confess, there is no greater pain,
Than a friendship severed in twain.*

Encounter ♦ Magic, Implement

Standard Action Area burst 2 within 10 squares

Target: Each enemy in burst

Attack: Knowledge vs. AC

Hit: 1[W] + Knowledge damage.

The enemy takes ongoing 1 damage (Save ends). During this ongoing damage, enemies writhe in agony and rage. They will attack the closest living person to them, regardless of friend or foe.

[Ingredient] Distilled Dragon's Breath

Effect: You and your allies burst into flames. Enemies within melee range take damage equal to half of your Knowledge score at the beginning of their round, and upon entering melee range.

Foolish Fools' Liquid Gold

Alchemy 5

*Akin to a dream from a child,
The fancy of wealth drives lesser foals wild.*

Daily ♦ Magic, Implement

Standard Action Ranged 10

Target: One Creature

Attack: Knowledge vs. AC

Hit:

The enemy becomes encased in gold for rounds equal to $\frac{1}{4}$ your Knowledge score. They are unable to take any action during this time.

All enemies that have line of sight to the encased gold enemy will scramble over to claim the statue. However, upon contact with the statue, an enemy will be zapped for damage equal to your knowledge score and thrown back a square before trying again.

Upon the rounds being over, the gold on the statue will explode off, sending out shrapnel in a Close Burst 2 that provides Ongoing 1 (Save ends) damage to all enemies within range, no roll required.

[Ingredient] Distilled Foal Dreams

Effect: You and your allies critical strike whenever you would regularly hit an enemy.

Bubble Flank Brew

Alchemy 6

*A gray pegasus, one who forgot,
Paid me in muffins, in other words squat.*

Encounter ♦ Magic, Implement**Standard Action** Area burst 2 within 10 squares**Target:** Each enemy in burst**Attack:** Knowledge vs. AC**Hit:** 1[W] + Knowledge damage.

The enemy takes ongoing 1 damage (Save ends). During this ongoing damage, enemies suffer a lack of gravity, floating up to five feet off the ground. Enemies floating cannot take actions, and can be pushed about by you and your allies up to your move speed.

[Ingredient] Gray Pegasus Feather

Effect: You and your allies gain Flight (5). Enemies that attempt to attack you have a 50% chance of missing on successful strikes.

Cayenne Pepper

(Utility) Alchemy 7

*It is said that crushed cayenne pepper,
Can bring pain even to an unfortunate leper.*

Encounter ♦ Magic**Free Action** Personal**Trigger:** You cast Witch's Brew

Effect: Your brew is too spicy for some ponies to handle! Enemies entering the burst area, and at the start of their turn take damage X, where X is the number of [Ingredients] within the brew times your level.

For example: 3 ingredients at level 10 would equal 30 damage a turn.

**Haunting Visage Dust**

Alchemy 9

*A dash of this on Nightmare Night,
Was useful for telling the Princess' plight.*

Daily ♦ Magic**Move Action** Personal

Effect: You toss green powder into an empty space next to you. It takes the form of a nightmarish medium creature of your choice.

The creature has an AC equal to yours plus 5, and life equal to your Knowledge stat plus 20. It moves up to 5 squares (Ground, Flight) on your turn, and has no actions.

Every time you deal ongoing damage, your creature gains a Nightmare token. On your turn, you may spend any amount of Nightmare tokens.

For each token spent, your creature may send an enemy of your choice within 5 squares that can see it into a panic. On their turn, the enemy will flee at their full run speed, losing both standard and move actions.

[Ingredient] Stale Nightmare Night Candy

Effect: You and your allies get quite the sugar rush! You receive an extra standard action and move at double speed.

Evil Enchantress

Alchemy 10

*She's an Evil Enchantress, she does evil dances,
Look her in the eyes, and she'll put you in trances!*

Permanent ♦ Magic

Personal

Effect: When an enemy is within line of sight of you, their ability to make saving throws is reduced by 50%. (a 11-20 success becomes 16-20)

For every five points of ongoing damage you perform, your knowledge goes up by one until the end of the encounter.

Spirit of Contest

“Is that all you can lift? Cute. Now let a real expert show you how it’s done.”



Explanation of the Rage System

Spirit of Contest is a close kin to Spirit of Magic, in that it too does not get many abilities based on the classic structure of at-will, encounter and daily.

Instead, a Spirit of Contest player uses a rage system. **Contest may use any ability as long as they have enough rage and actions to perform them.**

For every single point of damage received and dealt, you get a rage point.

For example, you are hit for 5 points of damage, and then on your turn deal 11 damage. For both of these you would receive 16 points of rage total.

Rage points accumulate, but are lost at the end of an encounter.

Class Traits

Role: Defending Striker. You are an embodiment of fury on the battlefield. Not only are you capable of single-clawedly shutting down entire regiments of troops, the longer combat goes on, the stronger you get.

Key Ability Scores: Strength (Primary)

Armor Proficiencies: Light, Medium, Heavy

Weapon Proficiencies: Simple melee, military melee, simple ranged, military ranged

Hit Points at 1st Level: 6 + Integrity

Hit Points per Level Gained: 3

Healing Surges Per Day: 6 + Integrity

Play Style: This class is for players who desire to rapidly deal immense amounts of damage, or switch to defensive abilities on the fly. Contest is a high-risk, high-reward style of play, where being boosted by allies really brings them into their full, frightening fruition. Use your rage wisely in bursts for maximum effect.

Domineering. Where the ponies that surround you try for subtle tactics, or use their magical powers to shield themselves from foes, you simply crush the competition through sheer might.

Personal knowledge in the superiority of their species keeps a griffon going – others must witness your own might to acknowledge it. Wounds that would fell a pony simply are ignored, for they are beneath your attention. A Contest griffon simply has too much pride on the line to fail at whatever they put their talons to.

Contest griffons are always on the watch for exciting new opportunities to prove they are indeed the fiercest predators around. Of course, it never hurts to travel with a cadre of comrades who can exult in your presence, right?

W	Level 1	Level 2	Level 3	Level 4	Level 5	Level 6	Level 7	Level 8	Level 9	Level 10
Health	6 + integrity	+3	+3	+3	+3	+3	+3	+3	+3	+3
Ability	Natural Predator, Simmer Within				Explosive Temper					Party Crasher
Merit Points	2		1		1		1		1	
Bonus to Stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats

Natural Predator Contest 1

Claws have their advantages. They help count to ten, make it easy to open the jam jar, and if curled up, make a great Hearth's Warming present for your foe's face.

Permanent ♦ Physical Personal

Effect: Your unarmed strikes become 1d6 damage, and you are considered armed for abilities at all times. Equipment and armor that boosts this damage stacks with Natural Predator.

Increase to 1d8 damage at level 4, and 2d6 at level 8.

Simmer Within (Utility) Contest 1

When ponies ask what you are so angry about all the time, it's easy to lie. But deep down within, all you have to do is think back to when you dropped that ice cream cone...

Encounter ♦ Physical Minor Action Personal

Effect: You generate 5 Rage points.

Explosive Temper (Utility) Contest 5

*Roses are red,
Violets are blue,
Shut up now,
Before I hurt you.*

Daily ♦ Physical Minor Action Personal

Effect: For 1d3 rounds, you generate double the amount of Rage points.



Party Crasher Contest 10

Sure you weren't invited to this party, but you're simply too cool to not attend anyways, right? Show those bouncers the door!

Permanent ♦ Physical Personal

Effect: When you receive damage from a single-target attack, you may elect to sacrifice the rage gained from that attack to reflect half the damage back to the attacker.

For example: If you took 10 points of damage from an attack, you would receive 10 Rage points normally. Now, you may choose to not receive those 10 Rage point. Instead, the enemy takes the 5 points of damage instead of you.



Toss Out the Trash

You actually learned this maneuver while volunteering to watch some volunteer firefighter mares at work.

Rage Point Cost: 4 Per Square of Distance

At Will ♦ Physical, Unarmed

Standard Action Melee

Target: One Creature

Attack: Strength vs. AC

Hit: You toss the enemy up to one square per 4 Rage points spent in a straight line. The enemy stops in an adjacent square upon the first object of equal size or larger it hits. If the thrown creature hits any enemies they are carried along the full distance.

The thrown creature suffers $1[W] + \text{Strength}$ damage, while enemies it hits suffer half the damage rolled. If the thrown creature hits a hard surface, they take an extra $[W]$ damage. All creatures affected are knocked prone.

Sucker Punch

Sometimes you just want to make a monologuing bad guy shut the hey up.

Rage Point Cost: 5

At Will ♦ Physical, Unarmed

Standard Action Melee

Target: One Creature

Attack: Strength vs. AC

Hit: $1[W] + \text{Strength}$ damage. The target suffers 1 ongoing damage (save ends). During this time, when you hit the enemy, they suffer $+1d4$ damage.

Griffon-Hug

Social familial gatherings for griffons tend to be full-contact events. It is not uncommon for griffons to bring along a guest doctor pony, just in case.

Rage Point Cost: 8

At Will ♦ Physical, Unarmed

Standard Action Melee

Target: One Creature

Attack: Strength vs. AC

Hit: The enemy takes $1[W] + \text{Strength}$ damage. Until the beginning of your next turn, you move into the enemy's space and occupy the same square. If you move, they are carried along with you. The enemy you have grabbed is immobile, but may make basic attacks and use abilities; however they have a -3 on all attacks.

All attacks on you from foes other than the held one have a 50% chance of the held enemy instead.

Unstoppable Bruiser

Ponies are so soft, small and delicate. And they kind of look like ants. At least that's how they appear when you stand up here on this pile of defeated foes.

Rage Point Cost: 3 Per Stat Boost

At Will ♦ Physical

Minor Action Personal

Effect: For one round, your strength score is boosted by 1 per 3 Rage points spent.

Utter Disregard

Some ponies would be stunned by taking a stab wound to the chest from a royal guard. Not you though. It isn't even worth your attention.

Rage Point Cost: 3 Per Health

At Will ♦ Physical

Free Action Personal

Effect: For every 3 Rage points spent, you heal 1 point of damage.





Out of Whack

You actually learned this move watching the older griffons arm-wrestle back when you were an egglet. Of course, there were less broken bones when they did it.

Rage Point Cost: 10
At Will ♦ Physical, Unarmed
Standard Action Melee
Target: One Creature
Attack: Strength vs. AC

Hit: The enemy takes 1[W] + Strength damage, and the player chooses an arm or leg/wing to dislocate.

A dislocated arm forces the enemy to deal half damage and take 2 damage when attacking (Save ends).

A dislocated leg/wing forces the enemy to move at half speed and take 2 damage when moving (Save ends).

Rend Asunder

Unlike the ponies that cutely munch on little bits of leaves like rabbits, you hunger for a different kind of fare. However, sometimes your prey doesn't have the same idea in mind.

Rage Point Cost: 10
At Will ♦ Physical, Unarmed
Standard Action Melee
Target: One Creature
Attack: Strength vs. AC

Hit: You deal 1[W] + Strength damage.

You then perform a strength roll and the enemy performs an endurance roll. You deal 1 additional damage for every point over the enemy's total. Additional damage generates double the Rage amount.

Explosive Outburst

*All these ponies around you, shouting and calling you names. It's enough to make a griffon go mad. **Shut UP!***

Rage Point Cost: 6 Per Square
At Will ♦ Physical, Unarmed
Standard Action Close Burst X (1 Square for Every 6 Rage)
Target: All Enemies in Burst
Attack: Strength vs. AC

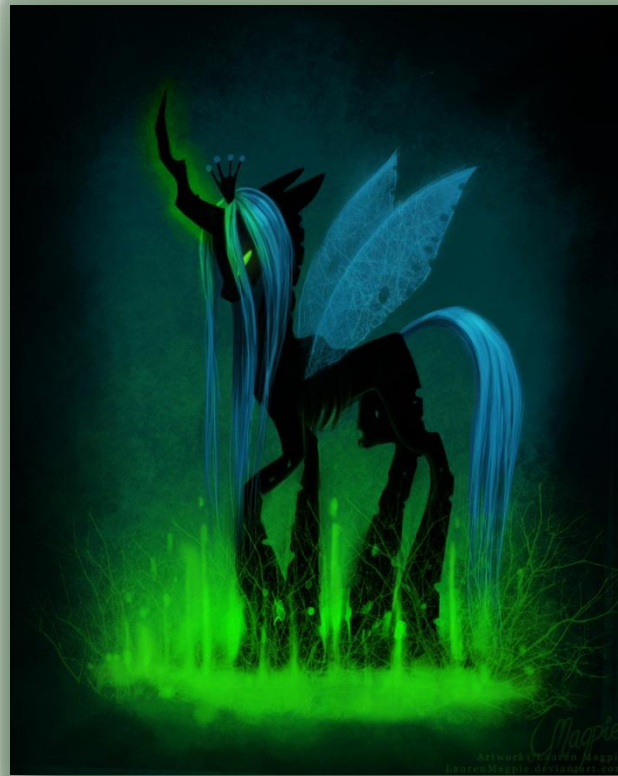
Hit: You deal damage equal to your strength score to all effected enemies. They are thrown up and back into the air one square an equal distance to the close burst size.

Enemies suffer full fall damage and are knocked prone.



Spirit of Deception

“When my Queen marches in to the final victory, I shall be there at her side, lifted up in glory for my deeds.”



Class Traits

Restriction: Changeling Only

Role: Elusive Striker. You are a focused, deadly assassin that embodies the worst nightmares of all your foes. A deadly parasite, you absorb strength while your foes flee in terror.

Key Ability Scores: No Primary Stat

Armor Proficiencies: Light

Weapon Proficiencies: Simple melee, simple ranged.

Hit Points at 1st Level: 5 + Integrity

Hit Points per Level Gained: 2

Healing Surges Per Day: 4 + Integrity

Play Style: This class is for players that want to deal out tremendous amounts of damage in limited bursts at targeted foes. Your plethora of abilities work in conjunction with your Metamorphosis ability to attack where the enemy is weakest, while at the same time preventing damage towards yourself. This class requires a bit of planning and forethought; the effective use of boosting stats and draining others is paramount to being successful.

Nightmarish. These foolish ponies all about can't even fathom the horrors that will be brought as you cut a path of destruction through Equestria. But they will do for now as your temporary allies, and perhaps as minions in the future.

Whether paving the path that your Queen will tread to the ultimate victory in the heartland of pony-kind, or creating winding plans that will eventually come to fruition, Deception changelings are dangerous parasites that should never be trifled with.

Deception changelings are always seeking the upper-hoof in any encounter. This could be something as simple as bartering with a shopkeeper, all the way to the complexities required for the eventual overthrowing of an entire empire. For in the end, you need the powerful emotions of ponies to live, and what could be more full of fervor than complete despair?

	Level 1	Level 2	Level 3	Level 4	Level 5	Level 6	Level 7	Level 8	Level 9	Level 10
Health	5 + integrity	+2	+2	+2	+2	+2	+2	+2	+2	+2
Ability	Horrific Come-Apart, Metamorphosis	Venus Pony-trap	Benevolent Growths	Discombobulate	Bodily Detention	Catching Water	Four Horses of the Apocalypse		Body Snatch	Silencer Of Joy
Merit Points	2		1		1		1		1	
Bonus to Stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats

Metamorphosis Deception 1

Ponies evolve through generations and centuries. Why bother waiting, when you can do better right now? Show them the future they will never see.

At Will (Special) ♦ Magic
Free Action Personal

Effect: When you use an ability, you gain a metamorphosis point. You gain a bonus that lasts until the end of the Encounter based on which stat you used for the attack.

- Strength - +1 Regeneration
- Integrity - +1 AC
- Knowledge - +1 to Critical Strike Chance
- Friendship - +1 Damage Resist

These last until end of the encounter, and accumulate, making up your total Metamorphosis score.



Horrific Come-Apart Deception 1

Sometimes it just feels like you are going to come apart at the seams. Perhaps you could give your fellow ponies there a hand? Or maybe a leg? Or how about a spare rib?

Encounter (Special) ♦ Magic, Implement
Special: You can use this action twice per encounter, but only once per round. At level 8 you can use this power three times per encounter.

Standard Action Ranged 10
Target: # of Targets is Equal to Metamorphosis + 1
Attack: Stat of Choice vs AC

Hit: You deal 1[W] + Stat of Choice damage. You rip off your limbs and toss them as fast as you grow them.

Every round, the enemy loses 1 point in the stat the player chose to attack with (Save ends).

Increase damage to 2[W] + Stat of Choice damage at 5th level.

Venus Ponytrap Deception 2

Ever seen a Venus flytrap? It secretes such a sweet odor that little insects can't help but gently crawl into its hungry grasp. I suppose cupcake scented perfume will work for your purposes.

At Will ♦ Magic, Stance
Minor Action Personal

Effect: Enemies that miss you are thrown back x squares equal to ½ your Metamorphosis score, rounded up.

In addition, Enemies that hit you take damage equal to your Metamorphosis score.

Benevolent Growths (Utility) Deception 3

Just because you are a parasite doesn't mean you can't have some symbiotic relationships with whatever is growing under your own flesh. What is that by the way? Smells of soap...

Daily ♦ Magic
Minor Action Personal

Effect: For 1d3 rounds, the bonuses gained from all your Metamorphosis points doubles. This also doubles your Metamorphosis score for the purposes of abilities.

For example, if you had 2 Metamorphosis with +4 AC, it would become 4 Metamorphosis with +8 AC.

Discombobulate Deception 4

Warning: Slippery When Deadly.

Encounter ♦ Magic, Weapon
Standard Action Close Burst X (X is Equal to Metamorphosis Score)
Target: All Enemies in Burst

Effect: You melt into a puddle of an unspeakable mass equal to the size of your Close Burst X. For a round, all enemies that start their turn or enter the spaces you occupy take 1[W] + Stat of Choice damage. Enemies lose a point of the Stat you chose for the damage.

For every point of Stat damage done, your max HP increases by 1. Damage this round from all non-burst attacks deals half damage to you.

You may take no actions besides movement while Discombobulated, and cannot be grappled, grabbed, or pushed.

Bodily Detonation Deception 5

It is a little known anatomical secret that changelings are filled with a chemical that reacts violently to yeast. That is why a bakery is the safest place against a changeling invasion.

Daily ♦ Magic, Implement
Standard Action Close Burst X (X is Equal to Metamorphosis score)
Target: All enemies in burst
Attack: Start of Choice vs AC

Hit: You explode with violent force. Enemies take 2[W] + Stat damage. They are knocked back equal to # of Metamorphosis you have. At beginning of their turn, they take 1 ongoing damage in the stat the player chose to attack with (Save ends).

If an enemy is defeated while taking ongoing stat point damage, they detonate Close Burst 1 for damage equal to half of the damage they took.

Four Horses of the Apocalypse Deception 6

You are the herald of desolation that will bring this world to its knees in the name of your almighty Queen Chrysalis. Surely, she will reward your efforts.

Encounter ♦ Magic
Standard Action Personal

Effect: For 1d3 rounds, you split into 4 perfect copies that all move on your turn how you desire. You may use your standard and minor actions from the clone of your choice. When one of the clones is hit, there is a 25% chance of it being the real you. If the wrong one is hit, it violent erupts for 1[W] + Stat damage.

Catching Water (Utility) Deception 7

Famously quoted in the Princess' guard handbook, uncovering a changeling deep under cover is like 'trying to catch water with your bare hooves: impossible, and messy'

Encounter ♦ Magic
Immediate Reaction Personal
Trigger: You are scared (bloodied)

Effect: You gain X Metamorphosis points, where X is equal to half the total damage taken in the attack that scared (bloodied) you. This number is rounded down.

After 1d3 rounds you lose these bonus Metamorphosis points.



Queen Chrysalis prefers to keep her victims alive and spirited away, where they can suffer knowing the fate of their loved ones. You don't have that particular luxury.

Daily ♦ Magic, Weapon

Standard Action **Melee**

Target: One Creature **Melee**

Attack: Stat Choice vs AC

Hit: You force yourself into an enemy through their pores, leaving them bloated and ill looking. The host moves and attacks under your control on their turn.

Until the effect ends, you lose your turn. You cannot use any of your own abilities, but you have access to the host's abilities.

Every turn you remain in the host, their organs dissolve and they take damage equal to $\frac{1}{4}$ their remaining life (round up).

All hits against you hit the host instead. If you deal damage to your host, you sustain double the damage the host takes.

If the host dies with you in it, you melt their body and absorb it, gaining X Metamorphosis Points equal to number of rounds spent in the host.

At the beginning of each turn, the host rolls a save to purge you.



Silent Night...

Holy Night...

Shepherds quake at the sight...

Permanent ♦ Magic

Personal

Effect: Any time a transformation point is gained, you receive double the amount. (ie: if you used a strength attack, you would receive +2 regeneration, instead of +1)

Anytime you cause stat damage, the amount is doubled.



Spirit of Illusion

"Watch in Awe, as the Great and Powerful Trixie performst he most sepectacular feats of magic ever witnessed by pony eyes!"



Class Traits

Restriction: Requires the ability to cast magic

Role: Striker. You create massive spikes of damage over short periods of time that are best when coordinating with teammates.

Key Ability Scores: Knowledge (Primary)

Armor Proficiencies: Light

Weapon Proficiencies: Simple melee, simple ranged, wands, show supplies

Hit Points at 1st Level: 4 + Integrity

Hit Points per Level Gained: 2

Healing Surges Per Day: 3 + Integrity

Play Style: This class is for players that want to steal the spotlight with high damage numbers. Illusion is capable of blasting enemies away with ease, focusing on single targets for short bursts of explosive pyrotechnics, rather than spreading lesser damage over a crowd of foes. When it comes to a boss battle, Illusion excels in bringing down even the toughest enemies with practiced ease.

The Great and Powerful Trixie will be writing her introduction, as only she is capable of describing her own grace, beauty, and magical prowess. You too could be like Trixie, if you are willing to follow her lessons.

Trixie is the greatest stage performer the world has ever known. Ponies from all of Equestria come to watch her explosive performance that leaves all in gasping in awe. There is no doubt that any pony, or upstart would-be Princess could outside Trixie.

Simply read this guide and listen to the intelligent commentary that Trixie provides, and you can leave your foes quivering at the very sight of your traveling wagon. Remember, a performer always has to be ready to take on startup magicians at they come along to prove that they have what it takes to rule the stage.

	Level 1	Level 2	Level 3	Level 4	Level 5	Level 6	Level 7	Level 8	Level 9	Level 10
Health	4 + integrity	+2	+2	+2	+2	+2	+2	+2	+2	+2
Ability	Mistress of Mysteries, magic trick	Stage Performer		Dreaded Ursa Minor	Tarot Cards	Sword Cabinet	Vanishing Act		Saw Horse	T.G.A.P.
Merit Points	2		1		1		1		1	
Bonus to Stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats

Mistress of Mysteries

Illusion 1

Trixie has been performing magic since she was a filly, and has developed many techniques to wow the audience. She will now show you a few, though you don't deserve it.

At Will (Special) ♦ Magic
Free Action Personal

Effect: When you deal damage to an enemy with an ability, you also deal an equal amount of **Illusionary** damage.

Illusionary damage is temporary and vanishes after one round unless the enemy takes additional **illusionary** damage the following round. Otherwise it acts like normal damage.

For Example: If you use an ability and damage a foe for 30 points of damage, they also take 30 points of **illusionary** damage, for 60 damage total.

But the **illusionary** damage vanishes after the end of your next round if you do not deal additional **illusionary** damage, leaving them at 30 damage total.



Magic Trick

Illusion 1

When you fail to wow the audience, quickly move onto the next part of your act with a bigger smile and more flash. Not that Trixie has ever had to do this of course...

Encounter (Special) ♦ Magic, Implement

Special: You can use this action twice per encounter, but only once per round. At level 8 you can use this power three times per encounter.

Standard Action Ranged 10

Target: One creature

Attack: Knowledge vs AC

Special: For this ability, you may reroll your attack as many times as you wish until you hit. For each reroll, you take 1 point of damage that lasts until the end of combat and cannot be healed.

Hit: The enemy takes 1 [W] + Knowledge damage.

Increase damage to 2[W] + Knowledge damage at 5th level.

Stage Performer

Illusion 2

Trixie has found that life on the stage in front of an admiring crowd of ponies is the most exhilarating time of her life. You will learn soon enough what Trixie means.

At Will ♦ Magic, Stance

Minor Action Personal

Effect: Each time you deal damage with an ability, you may choose an additional enemy within 10 squares of your target.

Copy the amount of **illusionary** damage you just dealt and apply it to this target as well.



Trixie finds it easy to tell the future, no matter who asks. Trixie just has to look in a mirror and say that she will be only more famous and beautiful soon enough.

Daily ♦ Magic, Implement

Standard Action **Ranged 10**

Target: One creature

Attack: Knowledge vs AC

Hit: Enemy suffers 2[W] + Knowledge damage, and then they roll a d6. The following effects can happen based on what they roll:

- 1) **The Fool:** The enemy's next attack is aimed at themselves. You and your allies are immune to all negative effects of the attack, and receive all beneficial ones of it.
- 2) **The Lovers:** The enemy donates a healing surge for every member of your party within 3 squares of them. You and your allies heal for a quarter of your life.
- 3) **Justice:** All the enemy's stats are lowered to equal their lowest one and they lose five AC. These effects last until the end of encounter.
- 4) **The Hermit:** The enemy is incapable of dealing critical strikes, and may only take one action per turn.
- 5) **The Hanged Mare:** The enemy cannot take any action unless they pay a healing surge first.
- 6) **Death:** The enemy vanishes from existence. Their items are left behind, and they are counted as defeated. The player may bring them back within 48 hours at will.

Audience Volunteer **(Utility) Illusion 3**

Sometimes The Great and Powerful Trixie needs a helping hoof to truly shine at her peak best. Though let's face it, the audience still loves Trixie instead of so no-name loser.

Daily ♦ Magic

Minor Action **Personal**

Effect: For 1d3 rounds, when an enemy suffering **illusionary** damage deals damage to an ally, the amount of **illusionary** damage the enemy has doubles.

During this time, you may use enemy healing surges as action points, as long as they have illusion damage on them.

Dreaded Ursa Minor **Illusion 4**

Has Trixie told you of the time she defeated the dreaded Ursa Major? Single-hoofedly, and without any help from that no-good Twilight Sparkle.

Encounter ♦ Magic, Implement

Standard Action **Ranged 10**

Target: One creature

Attack: Knowledge vs AC

Hit: Enemy suffers 1[W] + Knowledge damage. You produce from your hat an ursa minor that you toss on the foe. At the beginning of each of their rounds, they take damage equal to your Level + Knowledge.

The ursa minor has AC equal to 15 + your Knowledge skill, has 1 HP, and takes up the same space as the opponent. It lasts until end of encounter, or is slain.

If the foe is knocked unconscious while the ursa minor is alive, choose an enemy within 10 squares of the fallen enemy to attach the ursa minor to.



Sword Cabinet

Illusion 6

Trixie developed this trick after one day being stuck in her mother's broom closet for the whole evening. It still gives Trixie nightmares... The Great and Powerful Trixie does not trust brooms.

Encounter ♦ Magic, Implement

Standard Action **Ranged 10**

Target: One creature

Attack: Knowledge vs AC

Hit: Enemy suffers 1[W] + Knowledge damage.

For 1d3 rounds the enemy cannot take any action. When they suffer damage during these rounds from any source, an equal amount of **illusion** damage is also applied.

Vanishing Act

(Utility) Illusion 7

Sometimes it is best to get away from an angry audience. Simply point behind them, shout "There is Trixie!" And flee. Of course they will have to look, wanting to catch a glimpse of Trixie.

Encounter ♦ Magic

Immediate Reaction **Personal**

Trigger: An enemy you have **illusionary** damage on hits you.

Effect: You disappear in a cloud of smoke and you ignore the damage. Move 5 squares away and the enemy who attacked you takes **illusionary** damage equal to the damage you would have received.

Saw Horse

Illusion 9

Trixie is not responsible for any loss of horn or tail while performing this act. If you mess it up, it is obviously because you are not up to Trixie's caliber, and she understands completely.

Daily ♦ Magic, Implement

Standard Action **Ranged 10**

Target: One creature

Attack: Knowledge vs AC

Hit: Enemy suffers 1[W] + Knowledge damage. They are split into two copies, each with half their remaining HP, stats and each occupying a separate square.

Both copies act on the same turn, and each only receives one action. This effect lasts until end of encounter.

The Great and Powerful

Illusion 10

At last you have earned the right to call yourself The Great and Powerful, just like your mentor, Trixie. Remember, Trixie is owed 25% of all your show income.

Permanent ♦ Magic

Personal

Effect: Each time you deal damage, you gain a +1 bonus to your Knowledge stat that lasts until end of the encounter.

(This applies when you deal **illusionary** damage with the stage performer stance, giving you another +1 per attack).



Spirit of Chaos

"Now if you'll excuse me, I'm missing some excellent Chaos here!"



Class Traits

Role: Controller. Your abilities disable foes, bringing big foes down to size while causing strife amongst enemy forces so your friends can strike with impunity and ease.

Key Ability Scores: Friendship (Primary)

Armor Proficiencies: Light

Weapon Proficiencies: Simple melee, simple ranged, gags, artifacts

Hit Points at 1st Level: 4 + Integrity

Hit Points per Level Gained: 2

Healing Surges Per Day: 3 + Integrity

Play Style: This class is for players who want to stop enemies from not only acting in a coordinated way, but creating so much chaos that they can't create a coherent battle plan to execute. Chaos ponies sacrifice damage for the ability to corrupt foes; their strengths turning to weaknesses, as the opposing forces consume their ranks from within. The more enemies there are the more fun Chaos gets to have.

Insane. Where other ponies get their strength from intense training or intelligent plans placed into action, you revel in the randomness that life can bring. When the world is lacking cohesion you excel as you guide this chaos into the lives of those who deserve it.

Whether it's telling wonderful jokes that have ponies groaning, or showing others the sides of themselves they didn't know exist, you are the muse of madness that the world can't help but stop and gawk at. Even those who loosely align themselves with you must be careful not to be swept up in your antics.

Still, you can be a force for good if carefully directed by those with a good heart. Evil can stand up to the righteous, but what will they do when they can't stop floating upside down or find themselves pelted with chocolate rain? You'll have to find out while having a grand giggle.

	Level 1	Level 2	Level 3	Level 4	Level 5	Level 6	Level 7	Level 8	Level 9	Level 10
Health	4 + Integrity	+2	+2	+2	+2	+2	+2	+2	+2	+2
Ability	Laughing Stock, Killing Joke	Puppet Master	Storm of Chaos	Chocolate Rain	Insanity's Throne	A Game of Puns	Blue Flu		Turn to Stone	Entropy
Merit Points	2		1		1		1		1	
Bonus to Stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats		+1 to two stats

Laughing Stock

Chaos 1

So my cousin comes running in, completely in a fit, throwing his hooves around and shouting, "I'm a laughing stock!" I turned to him and said, "Go on. I'm invested in you now!"

Permanent ♦ Magic Personal

Special: When you deal damage to an enemy, you generate one **Giggle** that lasts until end of battle. These are cumulative up to 5 + your level + Friendship score.

Anytime during your turn, you may spend 5 **Giggle** points to [**Corrupt**] in an enemy within 10 squares of your choice as a free action.

[Corrupt]

Effect: You **Corrupt** an enemy, giving them the following status effects until combat ends. Enemies may suffer from multiple **Corruptions** at the same time.

Corruptions

The Liar: When the enemy uses a healing surge, they lose AC equal to their primary stat

The Grump: When an enemy deals damage, they deal equal damage to one enemy of your choice within 10 squares.

The Hoarder: The enemy steals the move action of an enemy of your choice within 10 squares, getting two moves a turn.

The Brute: When the enemy starts their turn within 3 squares of another enemy, they must make a free strike against them.

The Deserter: The enemy cannot buff their allies, flank enemies, nor assist on rolls.

The Failure: All critical strikes by the enemy automatically drop to misses unless they give up their entire next turn.

Killing Joke

Chaos 1

*Stop me if you've heard this one...
"See, there were these two mares in a lunatic asylum and one night, one night they decide they don't like living in an asylum anymore..."*

Encounter (Special) ♦ Magic, Gag

Special: You can use this action twice per encounter, but only once per round. At level 8 you can use this power three times per encounter. These rules apply to [Ingredient] as well.

Standard Action Area burst 2 within 10 squares

Target: Each enemy in burst

Attack: Friendship vs. AC

Hit: You deal 1[W] + Friendship damage.

The enemy takes ongoing 1 damage (Save ends). During this ongoing damage, they lose their movement action due to fits of laughter.

Increase damage to 2[W] + Friendship damage at 5th level.



When everypony's eyes are turned onto the performer singing and dancing on the world stage, their eyes often glance over the strings pulling at the useful idiot.

At Will ♦ Magic, Stance
Minor Action Personal

Effect: At the beginning of your turn you may designate an enemy that has been **Corrupted** by you as a **Puppet**.

When it is the **Puppet's** turn, you may pick where they move instead of themselves after they take their standard action. This movement does provoke attacks of opportunity from your allies.

You may only have one **Puppet** at a time.

Every hurricane has an eye. The same goes with the swirling madness of Chaos brought on by you. For in the center of the checkerboard landscape and emerald sky stands you looking pretty.

Daily ♦ Magic
Minor Action Personal

Effect: For 1d3 rounds, the amount of **Giggles** you generate doubles. During this time, you may spend 3 giggles as an action point

Chocolate Rain
Some stay dry and others feel the pain
Chocolate Rain
A baby born will die before the sin

Encounter ♦ Magic, Gag
Standard Action Ranged 10

Target: One Creature

Attack: Friendship vs. AC

Hit: You deal 1[W] + Friendship damage.

The enemy takes 1 ongoing damage (Save Ends), and causes the enemy to become too slick with chocolate milk. When they move, or are pushed, they move in a straight line at their run speed.

All foes that the enemy passes through on their movement are knocked prone and suffer damage equal to your Friendship score. If the enemy hits a hard surface that stops its movement short, it takes damage equal to your Friendship score.



bluenudibranch.deviantart.com

What has four legs, can be moved around and has a nice cushion that you can plop your rump on when tired?
A pony! What, did you think I meant?

Daily ♦ Magic, Gag
Standard Action Ranged 10
Target: One Creature
Attack: Friendship vs. AC

Hit: You deal 1[W] + Friendship damage.

The enemy transforms into a throne fit for a God of Chaos, for a number of rounds equal to half your Friendship score. They are unable to take any action during this time, but may be attacked.

You may teleport into their square and sit upon them at any time during your turn as a free action. While on the Throne you may **Corrupt** one enemy a turn for free.

Upon the rounds being over, the throne transforms back into the bewildered enemy's original form. You may teleport up to 5 squares where you'd like instantly after placing three **Corruptions** on this enemy for free.

A legendary pundster, Sir Laughs-A-Lot the Third was once beaten to death by an angry mob for the pun of it. That joke wasn't very punny, was it?

Encounter ♦ Magic, Gag
Standard Action Ranged 10
Target: One Creature
Attack: Friendship vs. AC

Hit: You deal 1[W] + Friendship damage.

For 1d3 rounds, the enemy loses all semblance of sanity. They stand around babbling to themselves out loud, telling awful puns, losing their turns.

Any other foes that are within five squares that can hear the puns will attack their insane friend, ignoring all danger to get at them.

Any of these attacks by the insane foe's allies that are successful count as critical strikes for damage and effects.

Blue Flu

(Utility) Chaos 7

Every blue moon, you feel a little blue, under the blue evening sky, when you realize you didn't quite wash your claws and hooves well enough as instructed. In fact, you blue it.

Encounter ♦ Magic
Free Action Personal
Trigger: An enemy that has been **Corrupted** hits you.

Effect: You sneeze on the enemy before they get their hit in, spreading your illness to them. They float off the ground harmlessly, without inflicting damage on you. They lose out on their next turn entirely.

Outside the Royal Canterlot Castel lies a garden where all kinds of lovely statues in so many poses. If only those amused subjects knew where they came from, they'd be horrified.

Daily ♦ Magic, Gag
Move Action Ranged 10
Target: One Creature
Attack: Friendship vs. AC

Hit: Stone slowly encases the enemy from the ground up until they are frozen grotesquely before their companions permanently.

Enemies that can see the statue must make a save at the beginning of their turn or suffer complete terror, losing all their actions.

The newly created statue may be freed once this magic has been dispelled. They are aware of their surroundings and immortal until this occurs.

Entropy

Chaos 10

Though chaos may seem random, there is actually an eloquent way to measure it, as once described by the great Magician Starswirl the Bearded. He shortly went mad after realizing this.

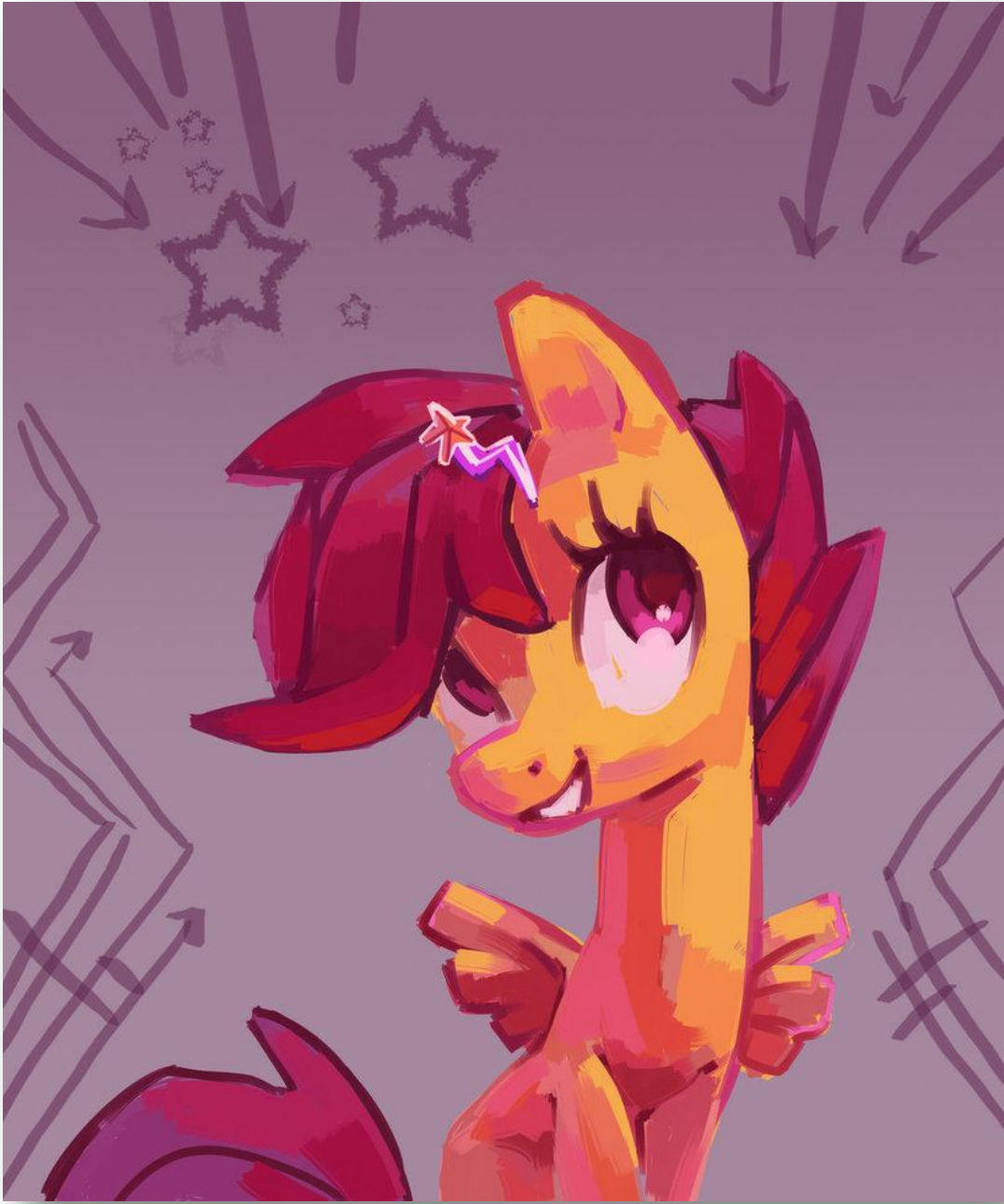
Permanent ♦ Magic
Personal

Effect: You now generate a **Giggle** point at the start of your turn, and always begin combat with 4 **Giggle** points.

When you **Corrupt** an enemy, you gain a stacking +1 Friendship that lasts until end of the Encounter.



Chapter 4: Merits



Basic Merits

Name	Prerequisites	Benefit
Rock Farm	N/A	A base of operations that provides bonuses
Have Tuba, Will Travel	Friendship 3	You are able to entrance a crowd of ponies
Jill-of-All-Trades	Taken at Character Creation	+3 to all skills, no skill training
Go-Getter	N/A	+4 to initiative rolls, can act when woken up
Night Pony	N/A	Can see in perfect darkness, fight blind
Good Vibrations	N/A	Allow allies to reroll critical failures w/bonus
Living Armory	Strength 3	No penalty from armor, may sleep in armor
Air-Head	Acrobatics 5	Standing leaps equal to running, no fall damage
Light Sleeper	N/A	Half time required to sleep, perception bonus
Resolute Soul	N/A	Bonus to HP, rolls against neg. status effects
Lucky Dog	N/A	Chance to dodge traps, bonus to gambling
One Crazy Weekend of Studying	N/A	Skill training, bonus to trained skills
That'll be a Snap	N/A	Skill check treated as if 20, reroll failed skill check
I Was so Assertive!	Integrity 3	Bonus against fear, intimidate, mind-control
We Were Making a Table?	N/A	Add skill bonus to ally's check, auto-pass assists
Bounce back	N/A	Heal when 0 HP, bonus to defense when scared
Mare of Action	N/A	Bonus action points, AP gives standard/move
Paranoid Pony	N/A	Can't be flanked, act on enemy surprise rounds
Making It up as You Go	N/A	Can use improved weaponry, skills w/o items
Radiant	Unicorn	Create light, blind enemies, dazzle ponies
Lots of Construction Goin' on	N/A	Bonus to moving objects, block LoS for ranged
Triple Talk	N/A	Reroll Bluff/Diplomacy, minus to enemy insight
Saddle Sore Loser	N/A	Bonus to attacks after missing enemies

Rock Farm

Prerequisite: N/A

Benefit: You possess a farm, or a small house that you use as a base of operations. In addition to providing space for you to put items, and house NPC companions, when you, or a friendly ally rests in your home, you receive a +2 morale bonus to all rolls for the following 3 days.

Have Tuba, Will Travel

Prerequisite: Friendship 3

Benefit: You may roll a perform check (Friendship vs Integrity) against any non-hostile crowd within earshot. If you succeed, they may not take any actions beyond listening intently or dancing along unless a hostile action is taken within perception range.

Jill-of-All-Trades

Prerequisite: Taken at Character Creation

Benefit: You receive a +3 to every skill. All skills are considered trained for the purposes of rolls and abilities.

Special: You do **not** receive +5 skill training bonuses at character creation. Foals **cannot** take this merit.

Go-Getter

Prerequisite: N/A

Benefit: You have a +4 to initiative rolls. In addition, you may act on the same round you wake-up from sleep.

Special: This stacks with the pegasus racial feat.

Night Pony

Prerequisite: N/A

Benefit: Your eyes are so well adjusted for darkness that you can see perfectly in pitch-black night up to sixty feet away. In addition, you do not suffer any penalties when counted as blind in combat.

Good Vibrations

Prerequisite: N/A

Benefit: You are capable of allowing one ally within 10 squares of you to reroll a critical failure (1) once per day. In addition, their next roll has a bonus equal to your level added to it.

One Crazy Weekend of Studying

Prerequisite: N/A

Benefit: For each rank of this merit, you may choose a skill and add training in it (+5). In addition, all skills you have training in receive a permanent +1.

Living Armory

Prerequisite: Strength 3

Benefit: You ignore the penalties to skills and movement when wearing armor heavier than light class. In addition, you may sleep in your armor without rolling endurance when determining whether you have a full night's rest or not.

Lucky Dog

Prerequisite: N/A

Benefit: You have a 50% chance that traps sprung against you will not harm you in any fashion. In addition, when you're gambling, you may roll two d20's instead of one and choose which result you wish to use.

Air-Head

Prerequisite: Acrobatics 5

Benefit: You are capable of making leaps standing still equal to that of a running start. When you fall, you may choose to decelerate to the speed of a feather. In addition, you take no fall damage.

Light Sleeper

Prerequisite: N/A

Benefit: You only require half amount of the time normally needed for a full night's rest. In addition, you may make perception rolls as if you were awake for the purpose of spotting a creature while sleeping.

Special: Changelings **cannot** take this merit.

Resolute Soul

Prerequisite: N/A

Benefit: For every time you take this merit, you gain a permanent 5 health points. In addition, you get +2 to rolls to determine if you get rid of a negative status effect.



That'll be a Snap

Prerequisite: N/A

Benefit: Once per day, you may treat one skill check as if you had rolled a natural 20 before you roll. Or once per day, you may reroll a failed skill check. You may not use both abilities in one day.

I Was so Assertive!

Prerequisite: Integrity 3

Benefit: You gain a resistance against mind-controlling effects, fear checks and intimidation checks equal to your integrity score. In addition, once per day when you succeed against one of these checks, your allies within 10 squares auto-succeed against that check as well.

We Were Making a Table?

Prerequisite: N/A

Benefit: Once per day, when an ally of yours within 10 squares attempts a skill check, you may add your skill bonus to theirs. In addition, when you attempt to assist an ally with a skill check, you automatically succeed.

Bounce Back

Prerequisite: N/A

Benefit: Once per day, when your Health Points would be reduced below 0, you may spend a healing surge without losing consciousness. In addition, when you are Scared, you gain +2 to AC.

Mare of Action

Prerequisite: N/A

Benefit: You now have a minimum of two action points when you rest. In addition, when you spend an action point during combat, you gain both a standard and a move action.



Paranoid Pony

Prerequisite: N/A

Benefit: Enemies do not gain Combat Advantage against you when flanking. In addition, you may roll initiative during an enemy's surprise round, and act during that round.

Making It up as You Go

Prerequisite: N/A

Benefit: You may use improvised weaponry without taking a penalty to attack rolls. In addition, you may make skill checks that require tools or ingredients without having them, as long as you can use something else in their place.

Radiant

Prerequisite: Unicorn Only

Benefit: You can light up a 10-square area centered on you at will, or focus the light into a 15-square cone in the direction you're facing. Once per encounter, you can direct the light on an opponent's face with a Knowledge VS AC roll as a move action, blinding them for 1D4 rounds. In addition, once per day, you may create a vibrant and colorful light show with your horn, dazzling onlookers within 10 squares for 1D4 rounds with a successful Knowledge VS AC check.

Lots of Construction Goin' on

Prerequisite: N/A

Benefit: You gain +5 to all rolls for lifting, pushing, sliding or pulling. In addition, you may construct a 5 square barrier once per day that blocks Line of Sight for ranged attacks for 3 rounds.

Special: This stacks with the Earth Pony racial ability, Chords of Muscle.

Triple Talk

Prerequisite: N/A

Benefit: You may reroll failed Diplomacy or Bluff skill checks at the same DC with a -5 penalty to your roll. When a creature is attempting an Insight roll on you while you are talking, they receive a -5 penalty to their roll.

Saddle Sore Loser

Prerequisite: N/A

Benefit: You receive a cumulative +1 to attack rolls for each time you attack an enemy and miss. Upon your first successful attack, this resets to zero.

Chapter 5: Equipment



Equipment helps to amplify the abilities of ponies and their allies who wish to stand up to the evils of the world.

For players to take their characters to the next level, having the right items is necessary for that goal.

The following chapter is dedicated to:

- **What** kind of items are there and how to use them.
- **What** kind of slots a character has for using gear.
- **How** to make their character even more diverse, or focused with armor and weapon customizations.

Armor

Armor is the first line of defense for a pony against those who would seek to harm them. Every class is given a list of armor types to choose from:

Armors are now grouped into only three categories.

- **Light** armor provides little defense against attacks, but increases the wearer's health significantly.
- **Medium** armor is a good balance of bonus to defense and health with little sacrifice to skill checks.
- **Heavy** armor is cumbersome, but makes sure the wearer can stand up to all sorts of evils.

Light Armor	Armor Bonus	Health Bonus	Minimum Level	Skill Check	Speed	Price (Bits)	Weight
Linen Dress	+1	+8 hp	-	-	-	1	4 lb.
Silken Dress	+2	+16 hp	4	-	-	Special	5 lb.
Cloud Weave Dress	+3	+24 hp	7	-	-	Special	3 lb.

Medium Armor	Armor Bonus	Health Bonus	Minimum Level	Skill Check	Speed	Price (Bits)	Weight
Tree Bark Armor	+2	+6 hp	-	-1	-	25	15 lb.
Ever Free Tree Bark Armor	+3	+12 hp	4	-1	-	Special	15 lb.
Zap Apple Tree Bark Armor	+4	+18 hp	7	-1	-	Special	15 lb.

Heavy Armor	Armor Bonus	Health Bonus	Minimum Level	Skill Check	Speed	Price (Bits)	Weight
Plate Armor	+4	+4 hp	-	-2	-1	50	25 lb.
Canterlot Steel Armor	+5	+8 hp	4	-2	-1	Special	25 lb.
Equestrian Guard Armor	+6	+12 hp	7	-2	-1	Special	25 lb.



Armor Customizations

Customizations help a pony feel more comfortable in their gear by adding a personal flair to their ensemble. After all, what is the point of saving all of Equestria if you can't look fabulous doing it?

Armor Enchantments are now Armor Customizations.

- **All** customizations may now be put on a piece of armor when it is crafted, and worn from level one. They add no cost to the creation of the equipment.
- **Benefits** from the customizations stack on top of the piece of armor.

For example, you may take a Light Armor, such as a Linen Dress, which has +1 to armor class, and add the Customization Shed Fur-Lined. From levels 1 to 3, your Customization adds +1 to AC, making your piece of armor a total of +2 to AC. A Cloud-Weave Dress, which has +3 to AC requires you to be level 7 to wear. With Shed Fur-Lined added to it, which has an AC bonus that goes up to +3 at level 7 as well, you now have a +6 to your AC with that Cloud-Weave Dress.

Shed Fur-Lined

Level 1+

Nothing more comfortable than a nice layer of donated bunny fur in the dead of winter.

Lvl 1 +1

Lvl 7 +3

Lvl 4 +2

Armor: All

Enhancement: AC

Property: Level 1: Resist 3 Cold, Acid, Necrotic

Level 4: Resist 5 Cold, Acid, Necrotic

Level 7: Resist 7 Cold, Acid, Necrotic

Benefit: Once per combat, when you are hit by an ability that does Cold, Acid, or Necrotic, you ignore the damage and heal an amount equal to your resist score.

Tailor-Fitted

Level 1+

One time a Diamond Dog told you if you painted your armor red, you could go faster.

Lvl 1 +1

Lvl 7 +3

Lvl 4 +2

Armor: All

Enhancement: AC

Property: Level 1: +1 square when shifting

Level 4: +2 squares when shifting

Level 7: +3 squares when shifting

Benefit: Once per combat, you may run at three times your base speed, rather than just twice.

Gem Inlaid

Level 1+

Pinkie Pie once told you to 'shine on, you crazy diamond'. Maybe this is what she meant?

Lvl 1 +1

Lvl 7 +3

Lvl 4 +2

Armor: All

Enhancement: AC

Property: Level 1: Regen 1

Level 4: Regen 2

Level 7: Regen 3

Benefit: Once per combat, when you perform a critical strike, add damage equal to your level to the damage total.



Spring Loaded

Level 1+

Spring loaded shoes put a bounce in your step. What would spring loaded armor do?

Lvl 1 +1 Lvl 7 +3

Lvl 4 +2

Armor: All

Enhancement: AC

Property: Level 1: +5 to Acrobatics
Level 4: +10 to Acrobatics
Level 7: +15 to Acrobatics

Benefit: Once per combat, when you are hit, you may bounce the enemy back an amount of squares equal to your level. This movement does not trigger attacks of opportunity.

Expensive Cloth

Level 1+

Hey, this outfit cost a dozen bits! Keep it out of the mud, blood and rain, or there will be heck to pay

Lvl 1 +1 Lvl 7 +3

Lvl 4 +2

Armor: All

Enhancement: AC

Property: Level 1: Resist 2 AoE damage
Level 4: Resist 4 AoE damage
Level 7: Resist 6 AoE damage

Benefit: Once per combat, when you are hit by an Area of Effect attack, you may shift squares equal to the damage taken as an immediate, free action.

Artistically Camouflaged

Level 1+

Brown paint on the face, and leaves on your clothes are so last year. Now purple stripes...

Lvl 1 +1 Lvl 7 +3

Lvl 4 +2

Armor: All

Enhancement: AC

Property: Level 1: +3 AC against Ranged Attacks
Level 4: +5 AC against Ranged Attacks
Level 7: +7 AC against Ranged Attacks

Benefit: Once per combat, when an enemy misses you with a single target ranged attack, you may take an extra Standard Action your next turn.

Magically Infused

Level 1+

Magic is a living thing that comes from within; even those without a horn can learn to harness it

Lvl 1 +1 Lvl 7 +3

Lvl 4 +2

Armor: All

Enhancement: AC

Property: Level 1: +2 to Attack Rolls
Level 4: +4 to Attack Rolls
Level 7: +6 to Attack Rolls

Benefit: Once per combat, you may add your Knowledge stat to how much damage you deal on top of regular damage.



Slot Items

Slot Items are an integral part to a character's growth. They improve one's power and open new avenues while providing an outward expression of personality through accessorizing.

Slot names have been changed for flavor purposes, but remain functionally the same.

- **Ponies** possess a limited number of slots. Every player has a **Head, Fore hoof, Back Hoof, Horseshoe, Saddle, and Legs** slots. You may only equip one item per slot, and be of necessary level to use them.
- **Benefits** from slot items stack with armor, armor customizations, weapons, weapon customizations, racial and class skills.

Head Slot Items

Masquerader's Visage

Level 4

Masquerade! Paper faces on parade. Masquerade! Hide your face so the world will never find you

Item Slot: Head

Property: +3 to Thievery checks, +5 to Thievery checks when creating a disguise.

Power (Daily): Standard Action. You roll your Thievery skill against a target creature's Insight skill. If you exceed their roll, they forget all details about you.

You may only perform this action on creatures that are within 5 squares and are aware of your presence.

Nightmare Night Mask

Level 6

Political masks are always popular. Many foals choose to ward off the night with a Celestia one.

Item Slot: Head

Property: +3 to Stealth checks, +5 to Stealth checks inside of combat.

Power (Daily): Free Action. When you are struck by a melee attack, you may pick a creature within 10 squares that you have line of sight to.

You switch places with the creature in a burst of smoke. That creature suffers all damage and effects of the attack instead of you.



Licensed Wonderbolt Goggles

Level 2

These are the real deal! I only paid 50 bits for mine, and it even has Soarin's Cutie Mark on it.

Item Slot: Head

Property: +3 to Acrobatic checks, +5 to Acrobatic checks for stunts.

Power (Daily): Free Action. You may turn a successful attack of opportunity into a critical strike.

Beige Safari Hat

Level 1

Wildly popular after the first Daring Do novel was released, it is said wearing one is euphoric.

Item Slot: Head

Property: +3 to Dungeoneering checks, +5 to Dungeoneering checks for detecting Clues.

Power (Daily): Minor Action. You may reach into your hat and produce a tool necessary to complete a skill check.

Lock picks, a rope, or some flint and tender are just a few of the possibilities that can surface.

DJ Personalized Headphones

Level 3

Cutie marks on headphones let the audience know that you are here to rock them, while looking rad.

Item Slot: Head

Property: +3 to Streetwise checks, +5 to Streetwise checks when influencing crowds.

Power (Daily): Standard Action. You may call out to a crowd of creatures, informing them of a single and simple command that does not harm them or go against their nature.

Roll a Streetwise skill check, and for every point is one creature that decides to follow your command. This lasts for 1d3 rounds.

Crisp Nurse's Cap

Level 2

"The appearance of a nurse is often more important than their actual skills at medicine." -Placebo Effect

Item Slot: Head

Property: +3 to Heal checks, +5 to Heal Checks for First Aid checks.

Power (Daily): Minor Action. Give an ally within 5 squares an immediate roll to pass a saving throw. Add +2 to this roll.

Comfortable Scarf

Level 1

Royal guards scoff at the scarves they are issued when recruited, but quickly learn to love them.

Item Slot: Head

Property: +3 to Endurance checks, +5 to Endurance checks when resisting harmful weather effects.

Power (Daily): Standard Action. You may travel through the world at double speed without having to roll an endurance check.

This effect lasts 1d3 hours, during which you do not suffer any penalties to movement based on terrain and can tell the direction by holding your scarf up to the wind.

Face Paint

Level 3

Griffons favor facial paint for their feathers in absence of their cutie marks. And griffons are scary.

Item Slot: Head

Property: +3 to Intimidate checks, +5 to Intimidate checks for demoralizing foes.

Power (Daily): Move Action. You roll your Intimidate against an enemy's Integrity.

If you succeed, that foe may not use their weapon for 1d3 rounds, though they may make unarmed attacks and use their abilities as normal.

Changeling Fumigator's Mask

Level 4

Useful for fumigating Changelings, as well as for Changeling fumigators

Item Slot: Head

Property: +3 to Nature checks, +5 to Nature checks when identifying monsters.

Power (Daily): Free Action. When you strike a foe that you have successfully identified with a Nature check, you may convert your attack into a called shot.



Items of Myth

Mythical Items are the stuff of legend; the kind of stories that fill up books for fillies and colts, and read to them by a loving parent before bed. They can't possibly be real, can they?

Mythical Items work the same as Wondrous Items from Dungeons and Dragons.

- **These** items take up no slots. A player is free to collect as many as they can get their hooves on.
- **Some** of these items are **Consumable**. Once activated and used, they disappear from a player's inventory, and cannot be reclaimed. One has to seek out another copy of the item to use it again.

Mirror of Mirror Pond

Level 3

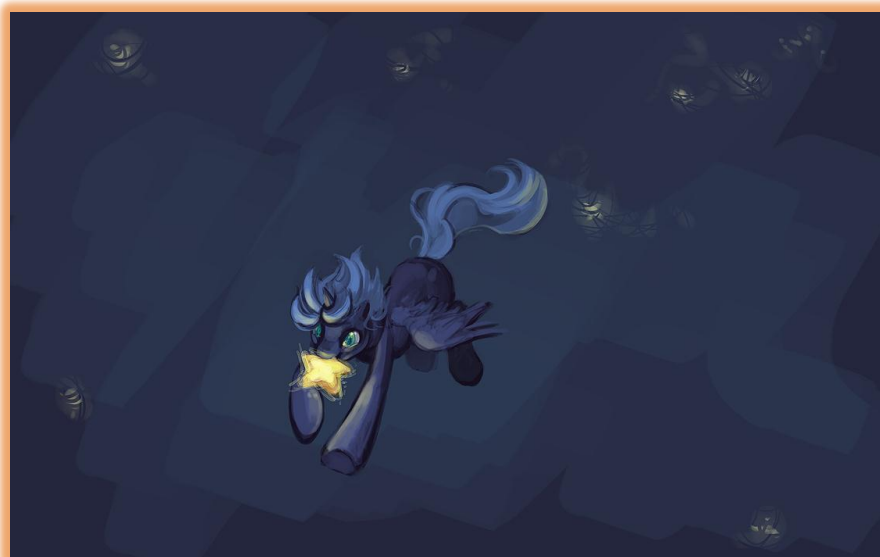
"Where the brambles are thickest / There you will find / A pond beyond the most twisted of vines! / And into her own reflection she stared / Yearning for one whose reflection she shared / And solemnly swore not to be scared / At the prospect of being doubly mared!"

Mythical Item

Power (Daily): Standard Action. You stare deeply into the mirror, and a copy of yourself materializes within 10 feet.

Your copy lasts for up to 1d3 minutes, and may take the following actions on your turn: interacting with small objects up to hoof sized, or conversing with others.

Your copy has 1 HP, an AC of 10 and may only take a standard action per turn. When it is slain, or time runs out, it disappears with a splash of water.



The Eternal Hourglass

Level 6

An elegant hourglass that harkens to an ancient era that seems to ignore the passage of time on its silver finish. Occasionally the light refracts to show a pony's face in the sand, looking on with horror.

Mythical Item

Power (Daily): Standard Action. You flip the hourglass after calling out a creature or pony's name that you can see.

That creature or pony vanishes from the time-line until you turn the hourglass back upright, whereupon they reappear within 50 squares in the condition they disappeared.

You may only have the hourglass upright or flipped over, allowing only one creature to be held within. The creature stuck in the hourglass is immune to all status effects, does not age, and has full knowledge of the surroundings of the hourglass.

Fallen Star

Level 4

It is said that every star has a name known only to the Princess of the Night. Sometimes though, in their wanderings of the sky, they get lost. Perhaps if you'll help one on its way, it will whisper its secret to you.

Mythical Item

Power (Consumable): Standard Action. You toss the star into the air, setting it free towards the heavens.

You may make a wish in its wake that adds +2 to a stat of your choice. All those who look on to the event within 50 yards receive a +1 to a stat of their choice.

Zap Apple Jam

Level 2

From the *Tome of Down Home Recipes* by Granny Smith, "Zap apples are magical in nature and flavor. Whisper sweetly to the bees, and water the tree roots with the finest berry juices. When love goes into your product, it shows as brightly as the rainbows above."

Mythical Item

Power (Daily): Standard Action. You throw a jar of Zap Apple jam, which explodes into a colorful storm of electricity and rainbows.

You create a size 3 burst within 5 squares that lasts 1d3 rounds. Any creature starting their turn or entering the zone during these rounds suffers 1d6 damage, and is stunned.

Dragon King's Fireworks

Level 1

Dragons have been the keepers of magical flames for millennia. But every so often, they craft a clawful of fireworks that bring their magic to the ponies below.

Mythical Item

Power (Consumable): Minor Action. You light a firework, launching it high into the sky. It explodes, sending gorgeous sparks in the shape of an elder fire dragon.

For 1d3 rounds, all creatures touched by the light of the fireworks are cured of all status effects, and do not take damage. All polymorphs and transformations are removed.



Change Log

Change Log: 1.02

- Started change log.
- Made levitation Rank 1 not require a magic point.

Change Log: 1.03

- Added chapter 8: Merits
- Added Merits
- Added chapter 7: Origins
- Added Origins
- Added Chapter 9: The World
- Added Road of Eternity
- Changed Earth Pony stats

Change Log: 1.03b

- Added HP amounts to each class
- Added character sheet.

Change Log 1.04

- Added game lore, histories, introduction

Change Log 1.04a

- Added merits, fixed some classes, added HP to Spirit of Magic

Change Log 1.04b

- Updated to do list
- Changed Honesty's level 2 stance. Renamed the level 1 ability to better suit its function.
- Increased damage penalty for Loyalty's weather patrol, and decreased its range from 3 squares to 2.
- Removed the Electric Personality merit from the game.
- Added page numbers.
- Removed Chapter 9: The World to make way for modular worlds
- Balancing on Companionship
- Added charts to beginning of every class to make it easier to read gains.

Change Log 1.05

- Completely revamped Races and their formatting. Changed animal companions to small size. Laid down the groundwork for future changes

Change Log 1.06 – The Triumph of Truth

- Completely revamped Honesty and its formatting.

Change Log 1.07 –The Future Belongs to the Youth

- Added new class: Spirit of Adventure
- Added new race: Foal

Change Log 1.08 – Art of the Dress

- Completely revamped Generosity and its formatting.
- Fixed some flavor text. Balanced some class skills.

Change Log 1.09 – Smile, Smile, Smile!

- Completely revamped Laughter and its formatting.
- Balanced a lot of class skills.

Change Log 1.10 – Mother of Nature

- Completely revamped Kindness and its formatting.
- Balanced Idolize

Change Log 1.11- Favored Student

- Completely revamped Magic and its formatting.
- Removed irrelevant spells chapter.
- Changed Telekinesis racial merit for Unicorns.

Change Log 1.12 – Evil Enchantress

- Added Zebra Race.





- Added Spirit of Alchemy.
- Changed Channel Within from Encounter to Daily, as originally intended.
- Balanced Endless Possibilities based on play testing.
- Changed Earth Pony racial feat from Homesteader to Muddy Hooves
- Fixed No Tag Backs to keep enemies away as intended, rather than keeping them near.

Change Log 1.13 – Invasion

- Added Griffon race and Changeling race.
- Added Spirit of Contest and Spirit of Deception.
- Added Advanced Classes for Spirit of Magic (Chaos Hunter and Time Lord)
- Changed Bird is the Word to allow for more RP interaction as an Animal Companion.
- Balanced Kindness and Magic abilities.
- Racial changes to Unicorn to accommodate new magical races.

Change Log 1.14 – Loyal to the Empire

- Completely revamped Spirit of Loyalty
- Tons of balancing. Reworked a few skills and classes, such as nerfing Spirit of Contest, buffing pegassi, Honesty.

Earth ponies, Unicorns, changed how Changelings eat, removed Companions/Companionship in preparation for new focused classes

- MERITS!
- New Races: Crystal Ponies, Minotaurs
- New chapter: Rules

Change Log 1.15 – Armored Perfection

- New race: Diamond Dog
- New chapter: Equipment. Focused on armor and head slot items
- Lots of Merits
- Removed restrictions on almost all classes.



