

AND CONTROL OF THE PROPERTY OF

So there I was, scouting out the Chinese countryside in my trusty P-40, looking for a Communist airfield. It still feels queer playing a mercenary; it wasn't that long ago I was a stunt pilot in a flying circus. Thanks to the Depression, I was out of job when beer became legal. I spent a long time feeling sorry for myself when an old buddy of mine from the Great War said that

the Chinese Nationals were looking for some American pilots to help them root out the Communists. Feels good to be in the air again.

The clouds were low as I flew over a number of abandoned The absence of farms. people was a good sign that there was some military activity nearby. I also noticed that the fields were no longer producing crops and the telltale signs of wheel ruts in the ground told me everything I needed. I bet some of the new-looking barns housed airplanes. Jackpot.

I was about to head back when a plane dropped out of the clouds above me. I didn't recognize the model but I was pretty sure it was Russian. I pulled back on the stick and headed into the clouds myself as bullets sprayed past me. I didn't want to stay in the clouds long, so once I felt I put some distance between me and the airfield I dropped down. I breathed a sigh of relief as I headed back to base.

That's when the plane dropped down behind me. I

didn't have a chance as the bullets ripped through my tail and I heard my engine stall. I was going to have to bail. As I prepared to eject myself, the plane pulled alongside me. The pilot removed hat and goggles and I was staring at the most stunningly gorgeous woman I'd ever seen. I'd bet my life it was Brigid Brophy, the Huntress...another mercenary pilot. She

> blew me a kiss before rolling away, leaving me to my fate. It's funny. I've heard plenty of stories about her ruthlessness and skill, but as I jumped, I found myself wishing I'd see her again.

> The Femme Fatale is an archetype of the Pulp genre. From the Nazi Temptress to the Amazon Queen, these women pursue evil goals while stealing the hearts of heroes. Examples include Catwoman, Sala (from the Phantom), and Dr. Elsa Schneider (from Indiana Jones and the Last Crusade).



The Femme Fatale of the pulps

is a strong-willed, confident woman who is beautiful and deadly. She is the antithesis of the docile wife and mother. Femmes Fatales crave excitement and adventure, and have often been wronged at some point in the past. It is this injustice that drives their cravings.

There are many types of Femme Fatale. Some are merely hedonistic mercenaries, more playful than destructive. Some are true master criminals,

engaging in insidious plots alongside Mad Scientists and Masterminds. Finally, some Femmes Fatales are rulers of an exotic or alien locale.

Most of the Femme Fatale's abilities have no effect on characters not normally attracted to her (mainly other women). While this is potentially a fatal flaw, it fits in perfectly with the pulp genre. While the Femme Fatale is a master at manipulating men, women generally see right through them. Whether these women can convince their male allies otherwise is another matter!

Throughout this work, Femmes Fatales are considered to be female and the targets of their class abilities are considered to be men. This is intended to reflect the Pulp genre, and the GM should feel free to modify the information for particular circumstances in his or her campaign.

REQUIREMENTS

To qualify to become a Femme Fatale, a character must fulfill the following criteria:

Attribute: Cha 15

Skills: Bluff (6 ranks), Diplomacy (6 ranks)

Feat: Iron Will

CLASS INFORMATION

Hit Die: The Femme Fatale gains 1d8 hit points per level. The character's Constitution modifier applies.

Action Points: The Femme Fatale gains a number of action points equal to 6 + one-half her character level, rounded down, every time she achieves a new level in this class.

Class Skills: The Femme Fatale's class skills are as follows: Balance (Dex), Bluff (Cha), Concentration (Con), Diplomacy (Cha), Disguise (Cha), Gather Information (Cha), Intimidate (Cha), Knowledge (behavioral sciences, current events, popular culture, streetwise) (Int), Perform (any) (Cha), Profession (Wis), Read/Write Language, Sense Motive (Wis), Speak Language, Tumble (Dex).

Skill Points at Each Level: 6 + Int Modifier

| Class Level | Base Attack Bonus | Fort Save | Ref Save | Will Save | Special | Defense Bonus | Reputation Bonus |
|----------------|-------------------------|--------------|-------------|--------------|----------------------------|------------------|---------------------|
| 1st | 0 | +0 | +1 | +2 | Lollapalooza, Minions | +1 | +0 |
| 2nd | +1 | +0 | +1 | +3 | Discern Lie, Tough Cookie | +1 | +0 |
| 3rd | +1 | +1 | +2 | +3 | Bonus Feat | +2 | +1 |
| 4th | +2 | +1 | +2 | +4 | Easy Mark | +2 | +1 |
| 5th | +2 | +2 | +3 | +4 | Sob Story, Tough Cookie | +3 | +1 |
| 6th | +3 | +2 | +3 | +5 | Bonus Feat | +3 | +2 |
| 7th | +3 | +3 | +3 | +5 | Green-Eyed Monster | +4 | +2 |
| 8th | +4 | +3 | +4 | +6 | Sow Distrust, Tough Cookie | +4 | +2 |
| 9th | +4 | +4 | +4 | +6 | Bonus Feat | +5 | +3 |
| 10th | +5 | +4 | +5 | +7 | Dying Save | +5 | +3 |

CLASS FEATURES

The following features pertain to the Femme Fatale advanced class.

Lollapalooza: The Femme Fatale has an exotic, sensual, and powerful aura about her. She exudes cool beauty and self-confidence. Her smile makes men melt and she gets a bonus on all Charisma-based skill checks made to influence members of anyone who would be naturally attracted to her. She also receives this bonus as a defense when someone tries to Sense Motive on her. The bonus is equal to the character's Femme Fatale level. This ability stacks with the Charismatic Hero's Talent

Tree.

In addition, the Femme Fatale can use her charms to Intimidate targets into doing something they would not normally do (offer information, romantic favors, etc). This is handled as a normal Intimidate check, but only against characters that would find the Femme Fatale attractive. The Femme Fatale may add her Exotic Features bonus to this check.

It should be noted that this ability affects (usually) male PCs as well as NPCs.

Minions: The Femme Fatale has loyal subordinates who follow her orders. The number of minions available to the Femme Fatale, and the NPC level of those minions, can be found on the table on the following page. Note that these could appear as either traditional subordinates who follow the Femme Fatale's orders, or they might also appear as

NPCs that she has placed under her influence. The game effect is the same in either case-they will do as she says, with utter loyalty.

Minions are gained based on the sum of the Femme Fatale's total character level and her

| Femme Fatale's | Number of Minions, per Minion level | | | | | | |
|-----------------------|-------------------------------------|-----|-----|------|------|------|--|
| Total Level + Cha mod | 1st | 2nd | 3rd | 4th | 5th | 6th | |
| 9 or less | - | - | - | - | - | - | |
| 10 | 5 | - | - | - | - | - | |
| 11 | 6 | - | - | - | - | - | |
| 12 | 8 | - | - | - | - | - | |
| 13 | 10 | 1 | - | - | - | - | |
| 14 | 15 | 1 | - | - | - | - | |
| 15 | 20 | 2 | 1 | - | - | - | |
| 16 | 25 | 2 | 1 | - | - | - | |
| 17 | 30 | 3 | 1 | 1 | - | - | |
| 18 | 35 | 3 | 1 | 1 | - | - | |
| 19 | 40 | 4 | 2 | 1 | 1 | - | |
| 20 | 50 | 5 | 3 | 2 | 1 | - | |
| 21 | 60 | 6 | 3 | 2 | 1 | 1 | |
| 22 | 75 | 7 | 4 | 2 | 2 | 1 | |
| 23 | 90 | 9 | 5 | 3 | 2 | 1 | |
| 24 | 110 | 11 | 6 | 3 | 2 | 1 | |
| 25 | 135 | 13 | 7 | 4 | 2 | 2 | |
| 26 | 150 | 15 | 8 | 4 | 3 | 2 | |
| 27 | 165 | 17 | 9 | 5 | 3 | 3 | |
| 28 | 180 | 19 | 10 | 5 | 4 | 3 | |
| 29 | 200 | 20 | 11 | 6 | 4 | 4 | |
| 30 | 220 | 22 | 12 | 6 | 5 | 4 | |
| +1 | +20 | +2 | +1 | +1/2 | +1/2 | +1/2 | |

Charisma modifier, modified by the factors listed below:

Renown Feat: +3 Infamy Feat: +3 Leadership Feat: +1

Provides room, board, equipment: +2

Wealthy (16+ on Wealth): +1 Rich (21+ on wealth): +2

Regardless of the Femme Fatale's total level and Cha mod, she cannot have any Minions with a level greater than her own, minus one (so, for example, a 4th level character could not have any 4th level minions, even if her modified score was 17 or better). Minions can be of any class.

Minions that are lost are replaced with new ones by the next adventure.

Discern Lie: At 2nd level, a Femme Fatale develops the ability to read whether another character is telling the truth. When a successful Sense Motive check (opposed by the higher of either the subject's Bluff check result or DC 10) is made, the Femme Fatale can tell whether the subject is deliberately and knowingly speaking a lie. This ability does not reveal the truth, uncover unintentional inaccuracies, or reveal omissions of information.

The Femme Fatale also receives a bonus equal to her Femme Fatale level when making Sense Motive checks.

Tough Cookie: The Femme Fatale can take care of herself. If she does not already possess it, she receives the Combat Martial Arts feat for free at 2nd level. She may attack with any part of her body and never incurs an off-hand attack penalty. In addition, she may add one-half her Femme Fatale level to her damage total.

The Femme Fatale also gains a new Martial Arts feat at 5th and 8th level. She may choose from the following: Improved Martial Arts, Advanced Martial Arts, Defensive Martial Arts, Combat Throw, Improved Combat Throw, Elusive Target, and Unbalance Opponent.

Bonus Feat: At 3rd, 6th and 9th level, the Femme Fatale gets a bonus feat, which must be taken from the following list. New feats appear in italics, and are described at the end of this document.

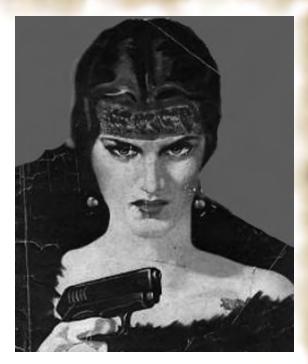
Acrobatic, Alertness, Confident, Creative, Deceptive, Dodge, Educated, *Exotic Features*, *Infamy, Leadership*, Low Profile, Nimble, Renown, Trustworthy, Windfall.

Easy Mark: At 4th level, the Femme Fatale understands how to use her charms to influence the reactions of men. Whenever she spends an action point to improve Charisma-based skill checks against male PCs and NPCs, she adds an additional 1d6 to the result.

Sob Story: The Femme Fatale has made an art form out of lying to people, especially those who hope to crack through her villainous exterior and reach the lover within. At 5th level, a Femme Fatale develops such a force of personal magnetism that he or she can convince a single target to regard him or her as a trusted friend. (If the target is currently being threatened or attacked by the Femme Fatale or his or her allies, the target has a +5 to his Will save).

The target makes a Will saving throw to avoid being persuaded by the Femme Fatale's words and actions. The DC is 10 + Femme Fatale's class level + Femme Fatale's Charisma bonus.

This ability doesn't enable the Femme Fatale to



control the target, but the target perceives the Femme Fatale's words and actions in the most favorable way. The Femme Fatale can try to give the target orders, but he or she must win an opposed Charisma check to convince the target to perform any actions the target wouldn't normally undertake. The target never obeys suicidal or obviously harmful orders, and any act by the Femme Fatale or his or her allies that threatens the target breaks the mood and clears the target's head. Otherwise, a target remains won over for 1 minute per Femme Fatale level.

After the duration expires, the GM determines the reaction and attitude of the target based on what the Femme Fatale compelled the target to do. This is a Mind-Affecting ability.

Green-Eyed Monster: The Femme Fatale doesn't like competition. When squaring off against a potential female rival, the Femme Fatale becomes more aggressive. She adds +2 to Str, Dex, and Con for a number of levels equal to her Femme Fatale class level when engaged in one on one melee combat with another woman. Due to her single-mindedness, the Femme Fatale is at -2 to her Defense during this period. She gains hit points equal to her new Con

modifier and these are the first points she'll lose in combat. Any unused hit points disappear when the ability score increase expires.

Sow Distrust: A Femme Fatale of 8th level or higher can turn one character against another (usually a rival female). The Femme Fatale must spend a full-round action and know the name of the character he or she is attempting to persuade as well as the name of the character toward whom the target's distrust will be directed. The target must be able to hear and understand the Femme Fatale.

The target makes a Will save. The DC is equal to 10 + Femme Fatale's class level + Femme Fatale's Charisma bonus. If the target fails the save, his or her attitude toward the other designated character worsens by one step: helpful turns to friendly, friendly to indifferent, indifferent to unfriendly, unfriendly to hostile (see the Diplomacy skill). The target makes a Will save whenever the Femme Fatale uses this talent against him or her. As long as the target continues to fail the Will save, the Femme Fatale

can continue taking full-round actions to worsen the target's attitude toward a designated character. When the target's attitude drops to hostile, he or she attacks the designated character.

A successful Will save doesn't restore previous attitude shifts, but it does render the target immune for 24 hours to further attempts by the Femme Fatale to sow distrust. The Femme Fatale can't use this talent on his or her allies. This is a Mind-Affecting ability.

Dying Save: At 10th level, once per adventure, the Femme Fatale may sacrifice herself to save another life. A Femme Fatale often uses this ability as an act of redemption, but unrepentant Femme Fatales may still sacrifice themselves to further a cause or save a loved one. Whenever another character is successfully attacked, the Femme Fatale may substitute the target's body with her own. (For example, the Mastermind fires his death ray at the Strong-jawed Hero in

what should be a killing blow. He's disappointed to see that the Femme Fatale stepped in the way and took the blast).

Game Masters should allow the Femme Fatale to offer any final words before the result of the Dying Save takes effect.



NEW FEATS

Exotic Features

Whether it be your unusual accent, physical features, or inability to recall who won the '28 World Series, you are viewed as a foreigner. Men feel overprotective of you and tend to underestimate you.

Prerequisites: Female only, Cha 13+, can only be taken at 1st level.

Benefit: When dealing with a male PC or NPC, you gain a +2 to Bluff, Diplomacy, and Sense Motive checks.

Infamy

You have a particularly bad reputation. (whether deserved or not)

Benefit: You get a +3 bonus on Charisma-based checks whenever the GM determines that your infamy would be a benefit. However, you suffer a -3 modifier on such checks whenever the GM determines that your infamy would work against you.

Leadership

You're a natural leader, good at coordinating and directing the efforts of others.

Prerequisites: Cha 13+

Benefit: If you direct or lead others in combat (taking a free action each round to do so), everyone on your side gets a +1 bonus on all checks (including initiative). However, if you're incapable of taking a free action on any round, your side loses the bonus until you recover. Characters can only be under the direction of one leader at a time, and may choose to change their leader as a free action. Characters under the influence of a leader must be able to hear and understand that leader's directions.

