

GAUNTLETS OF FREEPORT



A D20 SYSTEM
ADVENTURE FOR
LEVELS 5 TO 7

BY
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INTRODUCTION

“E wuz a pirate, sure ‘nuff ‘e wuz. ‘E wuz a liar, an’ a cheat, an’ a scoundrel, an’ ‘e’d put a cutlass in yer belly soon as look ye in the eye. But gods bless ‘im, ‘e wuz never no thief.”

—“Black-Eyed” Pete Winfrey, First Mate of the *Feeding Frenzy*, waxing eloquent about his former commander and best friend, the late Captain Jacko Ronson.

Freeport. Many who speak of it kindly call it “the city of adventure.” Those who prefer accuracy to poetry instead use phrases like “pirate haven” and “nest of vipers.” Corsairs ply the nearby waters, and though they prey on merchant shipping and drive prices up, they are viewed with some measure of grudging respect by many of the city’s citizens. Anyone who can eke a living on the unforgiving waves has proved some measure of worthiness.

Not so the criminals who infest the city’s streets and alleys, much like rats (and just as welcome). The gangs of Freeport are objects of fear, but also of derision. They are pests, petty criminals, violent thugs unworthy of a second thought—until they’re holding a knife to your throat, of course. Freeport has seen gangs rise and fall, criminals come and go. They are a fact of life, nothing more.

Yet this was not always so. For a time, the thieves of Freeport were a scourge the likes of which the worst pirates could only envy. They were dangerous. They were organized. They were *smart*. For years, a powerful thieves guild thrived in the city of adventure, growing ever richer as the honest citizens—well, *honest* citizens—suffered.

It was a century gone by that the Sea Lord Marquetta engaged the guild in the so-called Back Alley War, breaking their back and scattering them to the four winds... or the gibbet. The gangs that plague Freeport today are a pale shadow of the guild that was. Men and women of great vision and limited morality have attempted

to rebuild the guild, to unite the gangs into a new great power. All have failed. Today’s gangs are too violent, too petty, and too intolerant of one another to ever come together under a single leader. Even were they to do so, the Sea Lord’s Guard is not the corrupt and useless institution it once was, but a true police force that would come crashing down like a tsunami upon any such nascent organization. No, any attempt to forge the gangs into a force to match the guild of old is doomed to failure.

That’s the funny thing about Freeport, though. The city’s come a long way, and “doomed” just isn’t what it used to be.

ABOUT THIS ADVENTURE

In *Gangs of Freeport*, the PCs find themselves swept up in events as a mysterious power, making use of techniques both mystical and malign, shows signs of succeeding where others failed. The various gangs of the city work together, and the Sea Lord’s Guard proves helpless to stem the rising tide of crime. Only through keen observation, determined investigation, and the judicious use of bloody violence can the characters uncover an old evil behind the threat, and take steps to put him down.

Gangs of Freeport is suited to a party of four characters of approximately 6th-level. You might run it for a larger group, or for characters of slightly higher level, by toughening up the various challenges. Be particularly careful when heightening the adventure for higher-level parties, as certain spells of 4th-level and above provide easy means around many of its challenges.

Throughout the adventure, you will encounter sections of boxed text. This is information

for the players, which you can read aloud or paraphrase as you wish. Statistics for creatures and nonplayer characters (NPCs) are detailed in Appendix A: NPCs, with abbreviated information presented in each encounter. The Encounter Level (EL) rates the encounter's difficulty, as defined in the *DMG*. *Gangs of Freeport* assumes that you have access to *Freeport: The City of Adventure* (or *F:tCoA*). While you can run this module without it, you will miss a substantial amount of detail, and may not be able to make use of the characters and locations to their fullest potential.

ADVENTURE BACKGROUND

They had been the best years of his life, full of wealth and power and, above all, *respect*. And then the Freeport Captains' Council had stripped it all away from him, and given his office, his position, his *life* to a man who deserved not a whit of it.

For years after his dismissal from office and unofficial banishment from Freeport, "Boss" Dutch Tillinghast, former commissioner of the Sea Lord's Guard, seethed with anger and resentment. Who were they?! Who were they to take from him what the great Lord Milton Drac had granted? Every last one of those ambitious bastards used his or her position to advance a personal agenda, but let Dutch do the same—let him skim just a *few* pieces worth of gold from the Guard's funds, let him take a few tiny gifts from powerful friends, let him use the Guard to handle just a few personal grievances—and they were up in arms. It was a horrific injustice, that's what it was.

He made every effort to regain some of the riches and prestige that had been stolen from him. For years, he scoured the mainland, moving from city to city in an attempt to obtain an office not unlike the one he once held in Freeport. In every one, he failed. Few cities were corrupt enough to let a man like Dutch Tillinghast anywhere near political office, and those that were provided insufficient

rewards for his efforts. With every failed gambit, his resentment grew, and he became convinced that the Captains' Council, and his replacement, Commissioner Xander Williams, were pulling political strings to keep him down, no matter where he went.

Tillinghast made few advances, but he *did* make contacts and connections across the scummy underside of mainland society. And finally, Tillinghast came to a decision, the only he could: Freeport was where he belonged, where the true opportunities were. He simply had to find a way to seize them once more. If he could not thrive on one side of the law, he would dominate the other.

The former Guard commissioner returned to the city that had turned its back on him. He came on a rundown, broken ship, one rag-clad passenger among many. He returned without fanfare, without welcome. But he did not return alone. He brought with him a small force of mercenaries hired on the mainland, soldiers who would protect him and serve as his muscle during the early stages of his scheme. He brought with him, as well, a shriveled creature called Mentirre Aboir, and several of Aboir's apprentices. A native of a small isle many miles south of the mainland, the gnome was a spellcaster of the foulest sort, a manipulator of minds and tormentor of souls. Aboir and his apprentices were the key to Tillinghast's plans, and the gnome was thrilled to participate for little more than the promise of many minds to command. Finally, Tillinghast had allies waiting for him in the Fortress of Justice, guardsmen who had avoided the new commissioner's purge of the corrupt, but had never forgotten the man who helped line their pockets.

With the insight they offered, the mercenaries as his enforcers, and the wizards as his hidden ace, Tillinghast insinuated himself into Freeport's illegal narcotics trade. It was simplicity itself to supplant other, established suppliers, because Tillinghast was willing to work at a loss in order to undercut his competitors; profit was not, at this stage, his goal.

Working through a local arranger named Geoff "Sky-High" Paulow, Tillinghast introduced a new narcotic to the market: white smoke. (See

Appendix B: White Smoke for more details of the drug, the alchemical and arcane procedures required to create it, and its mechanical effects.) White smoke's hallucinogenic properties, combined with its deadening effect on the will, made it the perfect tool to enhance Aboir's own mind-controlling magics.

They began with the Buccaneers, the gang which controls the Docks themselves. Many gangmembers were all too eager to sample this new narcotic delight, while those who proved more reticent were forced to comply, compelled through magics, or simply "disappeared" by Tillinghast's mercenaries. They worked their way up the ranks, using the white smoke to pave the way for more arcane methods of persuasion, until every one of the gang's leaders, including Patch Carty himself, was under their command.

And then they spread further still. Utilizing the same proven techniques, they moved their influence into other districts of Freeport, other gangs. Some of the smarter criminals grew suspicious, certainly, but it has been a simple matter to eliminate them and move on. By the present time, Tillinghast and Aboir control the Buccaneers, Finn's Syndicate, and most of the smaller gangs. They have recently set their eyes on the final great prize, Bloody Jack's Cutthroats, and are slowly working through the ranks. Tillinghast is on the verge of accomplishing what no one has managed since the days of Marquetta: the creation of a true, unified Freeport underworld.

The nascent organization has prospered greatly in recent months, and not merely because the gangs are now cooperating, rather than battling one another. Tillinghast still has allies in the Sea Lord's Guard, and even higher political circles—possibly even as high as the Captains' Council. Select guardsmen, once again in his pocket, provide him schedules and patrol routes, ensuring that the gangs always strike where the Guard has little if any presence.

Ever paranoid of betrayal, determined never again to lose his power, Tillinghast has deceived even the gang leaders themselves, in case they should ever escape Aboir's domination. He always sends the wizard, or one of the gnome's

apprentices, to communicate directly with the criminals, rather than doing so himself. These spellcasters routinely disguise themselves through spells such as *alter self*, transforming into the semblance of the region's serpent people. Thus, even should an investigation reveal a power behind the newly allied gangs, it should appear to be just another scheme of the serpent people yet loyal to the Brotherhood of the Yellow Sign. So far as he is concerned, Tillinghast is untouchable, his plan unstoppable.

It is up to the PCs to prove him wrong.

ADVENTURE SYNOPSIS

Gangs of Freeport sets the player characters square in the middle of the rising crime wave. What seems initially to be a simple opportunity for profit swiftly transforms into a struggle to save Freeport from the consequences of Tillinghast's efforts. Should the PCs fail, the city of adventure may well descend into a sewer of rampant crime the likes of which it has never before seen.

As the adventure begins, the PCs have been recruited for a simple task: escort a shipment of foreign silks and textiles from the docs to a merchant's warehouse, clear across the Warehouse District. On the way, they come under a surprisingly well organized and orchestrated assault by gangmembers intent on stealing the shipment. Although the opponents are not impossibly tough, their tactics make them a threat to be reckoned with.

Having witnessed the battle, a criminal by the name of Cristophe Cirkall, one of Bloody Jack's lieutenants, approaches the party. He explains to the PCs that he has discovered outside influence in the gang, and was nearly murdered for failing to partake of the new narcotic. Obviously, he cannot go to the Guard, so he offers to compensate the characters if they will assist.

During their investigations, the PCs likely visit a Cutthroat hideout, the Broken Mug tavern, and a capsized ship currently serving a sinister

purpose. By combining the clues they should obtain in those locations (assuming they survive the threats that wait them there), the PCs can begin pointing fingers, and evidence, at those responsible.

Of course, they're not through there.

Commissioner Williams still cannot trust his own Guard, so it remains to the PCs to follow through. Only once they have confronted the so-called "serpent priests" in the Eastern Quarter, and captured Tillinghast himself before he escapes his hidden camp, will they truly have broken the back of the nascent guild, just as Marquetta did a century gone by.

PART I: CAUGHT IN THE CROSSFIRE

In which the player characters discover that battling the criminal element may attract the wrong sort of attention.

Gangs of Freeport assumes that the PCs have already experienced a few of the opportunities that the city of adventures has to offer. As 6th-level characters, they've been around the block a few times, and they've established a growing reputation. Thus, it makes sense that when the city's various nobles and merchants start looking around for extra protection, someone would certainly think of the party. This also explains why Cirkall has heard of them.

If this assumption doesn't fit your campaign, however, you have other options. Perhaps Lady Sorya, Captain Matthias, or Cirkall have a prior personal relationship with one or more of the characters. Alternatively, the party may simply have answered an open advertisement for extra muscle. It stretches the bounds of credulity a little bit that Cirkall might go to them for help with nothing more than their victory against

their attackers to go on, but if he's desperate enough—and he is—it should still fly.

PLAYER CHARACTER BACKGROUND

Hard days have come to Freeport. The city, never short on violence, is in the midst of a crime wave the likes of which have not been seen in recent memory. Locals and travelers alike are robbed, beaten, even killed with increasing frequency. The streets are unsafe to walk alone during the day, let alone at night. The Sea Lord's Guard seems helpless to stem the rising tide of lawlessness, or even to determine its cause. Already, whispers circulate that Commissioner Williams may be asked to resign if he cannot find a solution soon.

Still, in chaos there is opportunity, for anyone willing to seek and seize it. For those like you,

already known in Freeport as men and women of no small ability, it has not been difficult. Merchants and nobles, unwilling to trust the Guard to protect their goods, have returned to their former practice of hiring private security. You have already made several handfuls of coin on cushy sentry jobs, and have experienced little trouble in the process.

And now you have the chance to earn yet more, for you have been contracted by none other than Lady Sorya Ghisai, close friend of Councilor Liam Blackhammer, and a woman of no small mercantile influence in her own right. The *Setting Sun*, ship of the esteemed Captain Matthias Sleid, is schedule to arrive at Freeport's docks, where it will deliver two wagon-loads of foreign silks and textiles to Lady Sorya's servants. A simple enough transaction, save that the warehouses nearest the docks are long full, rented or purchased outright by merchants wishing to avoid dragging vulnerable goods all the way across town. The nearest warehouse space available to Lady Sorya borders the Merchant District, meaning it must be driven across the length of the Warehouse District. This is where you come in: You will provide muscle, sword, and spell in defense of Lady Sorya's goods on the short walk, and during unloading. It is but a few hours worth of work that should earn you 20 gold coins apiece—and the gratitude of a powerful patron.

Should any players object to a reward of a "mere" 20 gp, when they are 6th-level characters, remind them that they are being paid for a few *hours* work; common guards rarely see that much money in weeks, if not months. If you're feeling particularly generous, allow them to make an opposed Diplomacy check against Lady Sorya (female human aristocrat 3/expert 3, hp 31), who has a total Diplomacy modifier of +12. Success raises the total award offered to 30 gp per person, but only because of the current desperate circumstances. Remind them, as well, of the advantages to being in the good graces of a politically powerful figure.

STREET TALK AND SCUTTLEBUTT

Should the players express an interest in learning more about the current goings-on, permit them to attempt Gather Information, Knowledge (local), and Knowledge (streetwise) checks before the adventure commences. You may roleplay out their quest for information, or simply abstract it with a "This is what you know," as your own preferences dictate. Players can pick up the following information and rumor, above and beyond what's given in the Player Character Background.

Check	Scuttlebutt
8	It's not one single gang responsible for the increase in activity. Crimes are occurring in almost every district of Freeport—even the Old City!
10	The criminals' ability to completely avoid the Sea Lord's Guard suggests they have some sort of inside information. Some of the guardsmen may be in league with the crooks!
15	While crime is up almost everywhere, it actually seems to have slowed just a bit in Scurvytown, of all places. Bloody Jack and the Cutthroats must be up to something!
20	The movement to dismiss Commissioner Williams if he can't solve the problem, and fast, comes all the way from the Captains' Council. He's always

had his enemies there, and they're already putting forth names of potential replacements.

25 Whispers among beggars, whores, and other “people of the street” suggests that not everyone involved in current events may be human. These rumors speak of some sort of monster in league with the gangs, though the rumors can never seem to agree on what *sort*.

It is also possible, should you be blessed (cursed?) with particularly insightful or forward-thinking players, that they may wish to plot their own route from the ship to the warehouse, perhaps making use of the map presented in *F: tCoA*. If they do this, the ambush may not happen exactly as described below. Feel free to wing it, or to reposition it at any other viable location. The gangmembers have spies in the crowd, and they don't need more than a few minutes to set up to attack.

EVENT I: STREETFIGHT (OR “RIOTING FOR FUN AND PROFIT”)

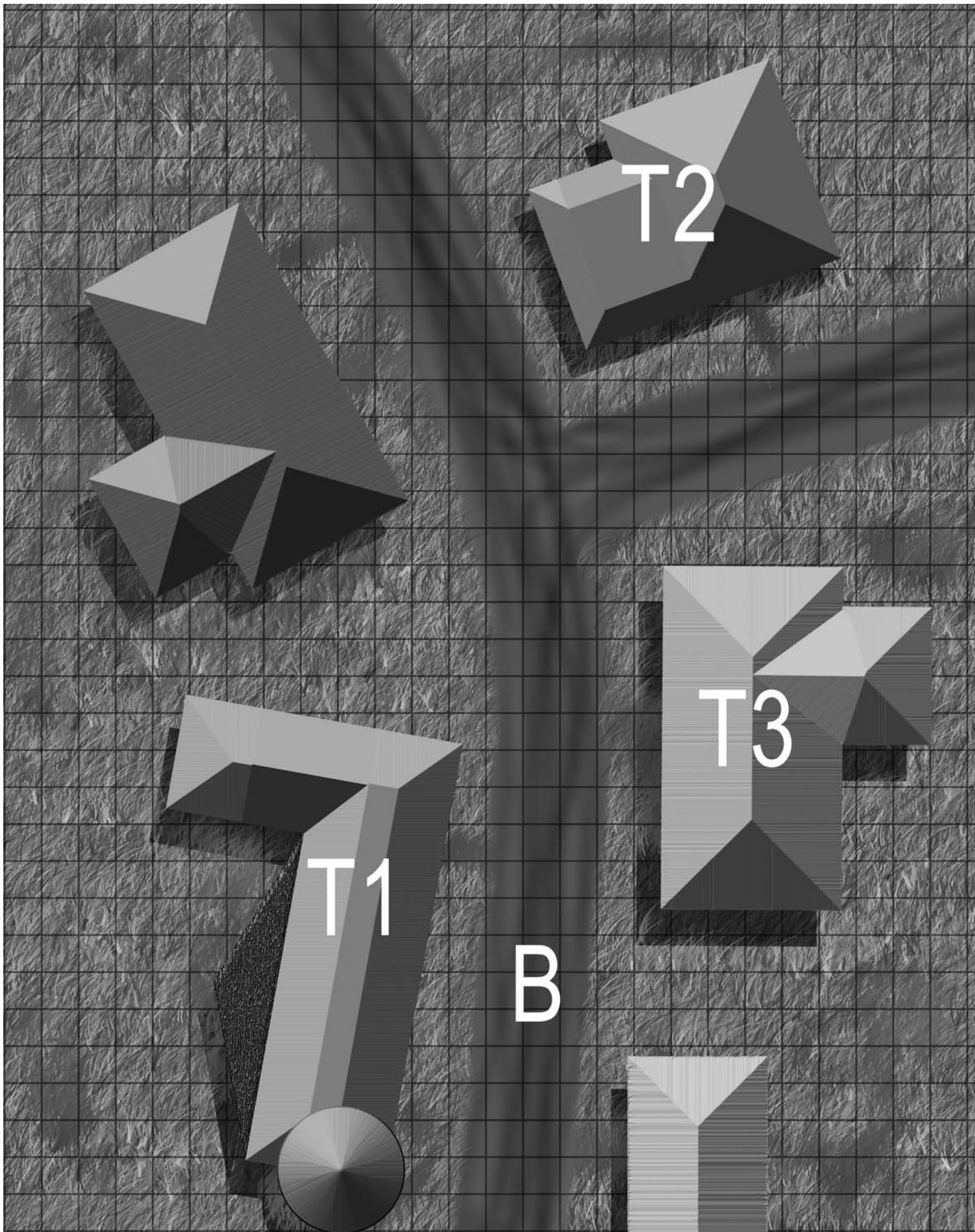
The thump of your footsteps on the cobblestones and the creek of the wagon wheels is almost inaudible amidst the daily sounds of life in Freeport. Vendors hawk their wares from street-side stalls while laborers lug their burdens and barefoot children dash around and between everyone's legs, shrieking like tiny banshees. The sea air smells of salt and old fish, and the lap of the tide against the docks—now many blocks behind you—still reaches your ears, the city's constant heartbeat.

It's all been boredom and ease, so far. Captain Matthias supervised the loading of Lady Sorya's wagons, and sent you on your way. You walk beside them now, while several of the Lady's teamsters haul them manually; the street's too crowded for horses. You've left the pier behind, and now find yourself in the midst of the Warehouse District. Only a few hundred yards, and a few more minutes, separate you from the warehouse that is your destination. It looks very much like another eventless bit of guard duty.

Or so it appears, until *something* explodes in the street behind you with a deafening bang and a short-lived pillar of fire!

Allow the PCs a DC 20 Spot check (made so difficult by the ebbing and flowing crowd around them). Any who succeed see the attack as it begins, and may act during the surprise round. The other PCs—and the teamsters (**male human commoner 2, hp 6**), who are paying no attention to anything but their wagons at the time—remain flat-footed.

Creatures (EL 7): The PCs are under attack by members of the burgeoning thieves guild, determined to acquire the valuable silks and textiles in the wagons. (There is, in fact, a



surprisingly large black market in clothing goods.) The crooks were prepared for opposition, and have chosen their spot with an eye toward strategy; the cover and advantageous positions they have taken actually render this encounter more difficult than it might otherwise be.

Thugs, first pair (2): 15, 11.

Thugs, second pair (2): 13, 10.

Everyday Thieves, first pair (2): 11, 10.

Everyday Thieves, second pair (2): 10, 8.

Tactics: This particular band of crooks are ambush robbers, taking full advantage of confusion and surprise to win the day. The explosion behind the party, intended to distract the guards, was a small barrel of gunpowder, lit with a swift-burning fuse and rolled into the street behind them. (This is marked B on the Streetfight! map.) It is intended to prevent the party from spotting the attackers hiding in the windows of the surrounding buildings.

Two pairs of thieves (marked T1 and T2 on the Streetfight map), and one pair of thugs (marked T3), fire their light crossbows from second-storey windows. The window ledges grant them cover (+4 AC, +2 Reflex saves) against the party. Each pair possesses two crossbows, and they trade off firing and reloading. Thus, each pair fires a single bolt every round. The two teams of rogues are within 30 feet of the party, so they deal sneak attack damage until the PCs are aware of them, and no longer flat-footed. It requires a DC 25 Spot check (due to the distraction of the gunpowder) to spot them before they open fire. If a player *immediately* states that he is looking around for an ambush when the gunpowder goes off, his DC is only 20. Once they begin shooting, it requires only a DC 10 Spot check to determine their locations.

The remaining pair of thugs attacks from behind the pillar of smoke caused by the barrel of gunpowder, each firing his light crossbow only once, then charging into melee with cutlasses drawn. Their goal is not to engage the PCs, but to slaughter the teamsters (who simply throw down their burdens and run if it appears the PCs are not going to intercept their assailants).

If the PCs stand and fight, the crooks battle until at least half of them are slain, and then attempt to flee. If the PCs simply try to bull through, getting the wagons out of range as fast as possible, the ambushers abandon their positions, climb down to the street, and give chase. Again, if over half or slain, the remainder flee.

If the battle continues for more than 10 rounds, regardless of whether the PCs stand or fight on the run, a small contingent of the Sea Lord's Guard finally show up (**seven male human warrior 1, hp 5; plus one sergeant, male human fighter 2, hp 17**). They assist the party in mopping up the thieves (or perhaps save the party's bacon, depending on how things were going). The characters are all required to give statements, but they are permitted to on their way and complete their contract.

BURN BABY BURN

The PCs cannot afford to indiscriminately lob area-effect spells, such as *fireball*, in this battle. (Or in most other fights in *Gangs of Freeport*, for that matter.) If they prepare to do so, impress upon them the many lives that will be lost—and the great financial and legal penalties that can and will be levied against them—if they go about burning down portions of the city.

They're just going to have to get creative.

EVENT 2: A SURPRISING VISITOR (OR “JUST ONE OF THE GANG”)

Note that this scene assumes that the PCs, either alone or with the help of the Guard, were successful in warding off the criminals, keeping the teamsters alive, and retaining most of Lady Sorya’s property. If things turned out differently, but the PCs still managed to survive, you might consider an alternate scene in which the Guard questions them thoroughly and suspiciously about what happened, perhaps even accusing them of being in league with the bandits. They might also receive a dressing-down by Lady Sorya herself, who will certainly not be hiring them again any time soon. Cirkall can still approach them afterwards; after all, they’re in need of a paying job now more than ever.

After the ambush, the teamsters were only too happy to redouble their pace, and you have reached the warehouse without further incident. Unloading proceeded well enough, and between the warehouse guards and sigils of protection on the doors, it would seem the cargo is safe enough. After grudgingly counting out your coins, a fussy man in a worn robe—the same fellow who oversaw the unloading—gruffly sent you on your way.

You have not walked far from the warehouse when you hear an insistent hiss from off to your left. Standing half-concealed in the shadows of a small alley, a figure clad in ratty trousers and a worn cloak beckons you to come closer. You cannot currently make out his features, for the hood he has pulled down low across his face.

If the PCs appear as though they’re going to move on, the figure—**Cristophe Cirkall (male human rogue 7, hp 32)**—instead steps out to join them with an irritated sigh. Otherwise, he waits for them to draw near. In either case, he speaks in a soft voice, barely audible over the ambient sounds of the street traffic around them. Cirkall is slightly taller than average height, with

long hair, a thin beard, and a suspicious gaze. Throughout the conversation, he constantly smokes and refills a small-bowled pipe.

“My name is Cristophe Cirkall. Need you blokes to help me out,” the hooded figure begins. This near, you can see his face clearly enough; his eyes are wide, and flit about constantly as though expecting immediate attack. His face is dirty, and he’s developing a dandy of a shiner around his left eye. “Not just me, neither,” he adds, “but all of Freeport.”

Before you can even consider responding, his entire body jolts, as though startled. He looks about him frantically, and one hand dives under the cloak toward what is presumably some hidden weapon. When no attack materializes, and whatever sound spooked him as faded, he turns his desperate gaze upon you once more.

“Can’t talk here, though. Too many eyes an’ ears, here. We need to take this somewhere it’s safe to do some tongue-wagging.”

Cirkall will say nothing else until and unless they’ve gotten off the street. A DC 15 Knowledge (local) or Knowledge (streetwise) check recognizes the name “Cirkall” as one of Bloody Jack’s lieutenants. The Cutthroat is willing to go anywhere the PCs suggest, so long as it’s not a known haven of any of Freeport’s criminal element. If any of the characters recognized him as one of the city’s leading gangmembers, this fact should tip them off that something is definitely not right; no criminal with a brain in his head would normally let someone else dictate the location and terms of a meeting. Something must be *seriously* wrong.

The conversation continues once the party has adjourned to a safer and more private locale, be it one of their homes, a back table at a tavern, or the like.

Cirgall finally appears comfortable enough to at least remove his hood. He still twists and turns as if trying to look in all directions at once. His hand shakes slightly as he reaches to his belt, removes a tin flask, and chugs several swallows of some fortifying drink. Wiping his mouth with a sleeve, he looks each of you in the eyes in turn.

"I'm a member of the Cutthroats," he tells you without preamble. "Ain't nobody higher'n me but Bloody Jack hisself. And I'll tell you what, he'd have my skin on a hat rack and my oysters in a stew if he knew I was talkin' to you. Got nowhere else to go, though. Can't go the Guard, obvious enough, and you folks got yourself a reputation. Watched you handle yourselves pretty good in that ambush, too.

"So here's the skinny in a nutshell, then. This crime wave what's swamping Freeport? Some bloke's gone and organized the gangs. I don't mean no couple of small wanna-bes getting' together and makin' a play, I mean *all* the gangs. It ain't natural, no ways. Men who been sworn enemies since they knew the soft end of a woman from the biting end, they're workin' together now like brothers. Gods a'mighty, Jack's been talkin' about the damn *Buccaneers* like they was part of the crew!

"My own people been behaving all askewed, too. We been selling this new narcotic—turnin' a nice profit, too, since the supplier ain't askin' but a pittance. Anyway, lot of my boys like a sniff and taste themselves, and that's all dandy, but I never been one to sample the merchandise myself, and they know it. So I'm thinkin' it's a little weird, yesterday, when they ask me to join 'em in a snort. 'course I say no, and that's when they jump me! Honest as I'm sittin' here now, my own boys try to hold me down and shove that stuff in my face. Even tried to stick me when I squoze out from under 'em and made for the door! My own boys..." Cirgall's voice trails off and he slowly shakes his head, as though still bowed by the weight of what happened.

"It's magic, is what it is," he finally says. "Ain't no two ways about that. And magic, well, it ain't really my department, if you get me. Nothin' I can do about it. But just maybe, *you* can."

QUESTIONS AND ANSWERS

Doubtlessly the PCs have more than a few questions for Cirgall before they even consider helping him. Presented below are the most obvious, and Cirgall's answers. If the questioning goes beyond this, feel free to extrapolate Cirgall's answers. Don't be afraid of the phrase, "I don't know," either. Cirgall really has no useful information other than what's presented here.

Incidentally, any attempt to Sense Motive on Cirgall has a mere DC 5, since he's making no effort whatsoever to hide his emotions. He truly is scared spitless, and is telling the truth as he understands it.

• Why should we help you at all?

Look how bad off Freeport's been these past months. Think how much worse it'll be when the Cutthroats are fully sucked into whatever's happenin'. Place'll be torn apart, sure as the tide comes in. That ain't good for nobody, you or me.

If and only if that argument doesn't appear to be swaying the characters, Cirgall also offers a financial incentive: 2,000 gp-worth of black pearls he swiped from a raid some years back, and has been saving as an emergency fund. Each individual pearl is worth roughly 125 gp. He has four of them on him now, in a hidden pocket in his cloak. He offers these four as an advance, and promises the PCs the rest after they have successfully concluded their investigation. While the PCs have no real reason to trust him, he really is telling the truth about paying them what they're owed afterwards, and any Sense Motive checks or divination spells reveal as much.

• Why not get your own people to help you?

Dunno which of 'em I can trust anymore, after what happened. F'rall I know, the whole bloody gang's already been taken over by whatever got the others. Besides, not a lot of 'em knows much about magic, anyway.

- **Why not go to the Sea Lord's Guard, or the city government?**

What're you, gone daft? They'd arrest me on sight, and anything I might have to tell 'em be damned. Besides, whoever's takin' control of the gangs has his fingers in the Guard, too. I'd bet doubloons to dumplings on it. They're too good at avoiding the patrols. If some of them guardsmen are part of the problem, I wouldn't even live to tell my tale.

- **What's this new drug?**

S'called, um, white smoke. Really fine powder; blows away in a cloud if you look at it cross-eyed. Powerful stuff, makes abyss dust look like a mild drunk. Ain't certain, but I wouldn't be terrible shocked if it was part of what's goin' on. Stuff started to appear right about the time things went all askew.

- **Where does white smoke come from?**

We been getting' the white smoke from a fellow called Geoff Paulow. Goes by the handle "Sky-High," if you believe that. He was a supplier for abyss dust and snake weed, but he never was no big deal until the white smoke showed up. When he ain't out'n about, he hangs his hat at the Broken Mug.

- **Where were you attacked? (Alternatively, "What happened to the men who attacked you?" or "Where do you suggest we start?")**

There's a small shack in Scurvytown, over near Dreaming. Some of my boys sell narcotics out of it. That's where it was they tried to stick me. State most of them was in when I hightailed it, they and the white smoke might still be there.

THE NEXT STEP

The characters now have a variety of options before them, all of which are addressed in **Part II: Freeport on Five Coppers a Day**.

If they choose to pursue Geoff "Sky-High" Paulow at the Broken Mug, continue with Location 2: The Broken Mug. They might instead choose to look into the Cutthroat narcotics house, in which case you should start with Location 3: The Narcotics House.

Some players may wish to take this issue to the Sea Lord's Guard. After all, *they* aren't going to be arrested on sight. There's still the issue of possible corruption in the ranks, but they might decide to risk it—or even to turn Cirkall over to the Guard! (If they do this latter, they can forget about seeing the rest of their reward.) See Location 1: The Fortress of Justice.

Of course, players have a nasty habit, when selecting from options A, B, or C, of choosing option Q. You'll need to decide for yourself what information, if any, they can acquire from other sources. Contacts on the street might be able to confirm Cirkall's story. An ally among the Guard or the local pirates might be able to point them to an alternate location frequented by Paulow. Any such efforts might prove difficult, since the majority of the city's criminal element is now arrayed against them, but they might have some measure of success pursuing other leads.

Don't *force* the PCs to choose one of the three options presented; just feed them leads designed to gently steer them back on track. If you wish to use the opportunity for a side adventure or extra battle—gangsters don't take kindly to people asking questions about their business, after all—so much the better.

PART II: FREEPORT ON FIVE COPPERS A DAY

In which the player characters visit sundry locations, slowly piecing together the clues of a large and unseen puzzle.

Presuming the PCs have agreed to investigate the matter now brought to their attention by Cirgall (or possibly due to Commissioner Williams request, if they go to see him first), they now have a choice of leads to follow. Regardless of whether they choose to investigate the Broken Mug or the Cutthroat narcotics house, they will eventually find their way to the same place, so you need not worry about which option they choose. They can even do both, if they so wish.

Under *no circumstances* will Cirgall agree to accompany the party. He's already put his life in more jeopardy than he's comfortable with, simply by seeking their assistance. He steadfastly refuses to help any further, no matter what the party offers. If they attempt to force him to go along, he either attempts to fight his way free, or pretends to cooperate just long enough to make a break for it.

LOCATION 1: THE FORTRESS OF JUSTICE

(OR "WHERE'S A GOP WHEN YOU
NEED ONE?")

This is an optional location, one that the PCs will only visit—at least at this time—if they've chosen to take what they've learned to **Commissioner Williams (male human fighter 7, hp 56; see p. 31 of F:tCoA)**. If they've attempted to drag Cirgall in with them, the journey across town to the Old City should prove interesting, as the Cutthroat makes every effort to escape.

You finally march down Mollusk Street toward the imposing portcullis of the Fortress of Justice. Stone bulwarks rise on either side, and you can see numerous weapons, from crossbows to canons, ready to rain death upon any hostile approach.

As you near the gate, several guardsmen in heavy armor step forward, hands on weapons. "State your business here, and present your entry papers."

HAVING IT ALL

The clues available to the PCs in Location 2 can lead to Locations 3 or 4. Similarly, the clues in Location 3 can lead to 2 or 4. This means that the players might be able to skip one of the scenes—either 2 or 3—entirely.

There's nothing wrong with this; good play and deduction should aid them in tracking down the culprit. If, however, you want to keep the game going longer, you might consider tweaking the information the PCs find. If they choose to visit the narcotics house first, for instance, perhaps the criminals there don't know about the alchemy lab at Location 4; they can *only* direct the PCs to visit Paulow, at Location 2. This may come across as a bit forced, but if you can make it work, more power to you.

The PCs likely have no such papers, unless one of them has contacts within the Guard from previous adventures. Under most circumstances, this would prevent them from entering the Fortress of Justice. Current conditions being what they are, however, it's just possible that the PCs can talk their way inside, by explaining that they have some insight or evidence regarding the recent crime wave. In order to convince the guards to announce them to Commissioner Williams, they must succeed on a DC 15 Bluff or Diplomacy check. (This assumes the party has a solid reputation in Freeport, due to past adventures. If they do not, the DC increases to 20.) If the party has Cirkall with them, however, the guards take him into custody immediately upon learning his identity, and escort the party to Williams with no cajoling required.

If the PCs do not have Cirkall, and fails at their checks, they simply cannot gain access to Williams at this point in time. That's okay, though; at the moment, his involvement is unnecessary.

If they *do* convince the guards, one of them leads the PCs through the gates of the Fortress of Justice, across the courtyard, and into the Facilities building where Williams' office is located. (For more on the interior of the Fortress, including a detailed map, see p. 73–78 of *F: tCoA*.) Any serious troublemaking on the way results in attack by wave after wave of guards, imprisonment, and eventual sentencing to the Hulks.

Finally, after a hike through the Fortress of Justice that took you through the imposing main gates and past the notorious Courts, you have been brought to the second storey of a large stone building. A heavy wooden door, banded in bronze, stands before you, and a commanding voice calls out for you to enter.

Within, you find a spacious office. A heavy oaken desk sits on the far corner, cluttered with piles of paper too organized to be called "heaps," yet not neat enough to qualify as "stacks." Weapons of all manner and make hang from the walls. Some gleam as if purchased from the smith only the day before,

while others seem little more than solid rust, held together by sheer force of habit.

Behind the desk stands a man of average height and solid build. Though graying strands amidst his black hair and beard betray the onset of middle age, he still boasts the physique and the carriage of a seasoned warrior. Even inside, though he wears no armor, he carries at his belt the heavy "smash-stick" mace that has become the unofficial emblem of the Guard.

He bids you welcome in a voice that, when raised, could carry clear across a parade ground or battlefield. "Please take a seat," he offers, indicating several chairs scattered haphazardly before his desk. "I am Commissioner Xander Williams. My guards tell me you have information regarding the current crime wave. I would be delighted to hear it."

The beginning of the conversation may vary, based on what the PCs have done so far. If they brought in Cirkall, Williams questions them on how they managed to capture such a high-ranking member of the Cutthroats. He seems a bit taken aback if they reveal that they grabbed him after he came to them for help, but he does not appear to disapprove; in his time, he has captured criminals using far more questionable tactics.

If they did not, he asks them about the source of their information. Assuming they tell him the truth, he scowls upon learning that they allowed Cirkall to go free, but does not interrupt. They are not professional lawmen, after all.

He is unwilling to answer any questions the PCs might have until they have told him all they know (or at least make him believe they've told him all they know) about current goings-on.

Once the characters have finished, continue as follows.

Williams leans back in his chair and strokes his beard, his eyes worried. "This is far worse

than I had thought,” he admits. “I knew that only an alliance of gangs could result in the level of crime we’ve been seeing, but it never occurred to me that someone from the outside might be taking over *all* of them. If this happens, it could destroy Freeport as we know it as thoroughly as Milton Drac would have done.”

The commissioner shakes his head sadly. “Alas, even knowing what I now know, I fear I may be able to do little about it.” His gaze suddenly becomes intent. “Would you be willing to help us out, as you were already asked to do? I know not if I can match the value of the reward Cirgall offered you, but I can certainly provide you with some recompense. Further, you might well have helped us save Freeport itself, and earned the gratitude of this office.”

• **Why has the Guard been so utterly ineffective in catching any of these criminals?**

Whoever it is they’ve got inside is supplying them intelligence. Patrol routes, shift schedules, everything. Plus, they seem to have a master’s understanding of Guard methods and tactics. They always strike where we cannot swiftly respond.

• **What are we supposed to do first?**

I have no extra insight to offer. I can only suggest that you follow up on the leads Cirgall gave you.

MOVING ALONG

The following occurs just as the PCs are about to depart.

MORE QUESTIONS, MORE ANSWERS

As before, the following represents Williams’ answers to the more obvious questions the PCs might ask. Should their questioning go off-track, the commissioner is well within his rights to insist they stick to the topic at hand. The fact that he has agreed to see them, and asked for their help, does not mean he’s willing to discuss sensitive material with non-Guard personnel.

• **Why can’t you go after this “mastermind” yourself?**

Your information about Guard involvement was absolutely correct, I’m afraid. Someone within the Sea Lord’s Guard—several someones, more likely—is in league with the gangs. Until I have some idea who, and can neutralize them, any move I make against the gangs is going to be anticipated and countered. That’s why outsiders such as yourselves may be my best bet.

“One moment, before you leave.”

Commissioner Williams lifts a handful of papers off his desk—clearly, despite the chaotic appearance, he knows exactly where everything is—and removes several prewritten forms. He snags a quill from a drawer, signs and dates the forms, and hands them over.

“These are official invitations to meet with me again,” he tells you. “Simply display them to the gate guards next time you’re here, and they’ll show you right in.

“As soon as you have any solid evidence for me—especially if it’s something I can use to connect any guardsmen to criminal activities—I want to see it. Maybe at that point, I can finally help you put a stop to this mess.”

LOCATION 2:

THE BROKEN MUG

(OR “PIER PRESSURE”)

Ah, taverns. Freeport certainly has thrice the ambiance and thrice the character of any other city, and that character seems to coagulate in tiny pools of wonder that mere mortals call “taverns.”

This one is constructed at the end of an old pier, leaning out over the water like a drunk sailor about to vomit. The planks creek alarmingly underfoot, though clearly they’re sturdy enough to support this establishment and everyone who frequents it. The sign above the door sways with the rhythm of the tide lapping at the pier. The symbol painted on it is cracked and fading hues—a mug with a huge fault running through it—confirms that you are, at least, in the right place.

The scent of cheap alcohol, wood shavings, saltwater, and sweat assail you like common muggers before you even open the door. The interior of the tavern is dim, lit only by a few flickering lanterns and the light that squeezes in through boarded windows. Tables, and barrels serving as tables, seem strewn about the room with no real sense of order. Half are empty, while the other half seat people in various states of inebriation. Most are men, most are human, and most look quite at home in a cheap tavern. Several women in blouses cut lower than the afternoon tide flit from table to table, working to part the drunks from their money by any one of a variety of means. A large stone fireplace stands empty, next to a long bar made of wood, behind which stands a gruff-looking female dwarf.

If “Sky-High” Paulow is here, he’s not standing up to identify himself.

Conversing with either the proprietor, **Dakarta Gringsson (female dwarf expert 7, hp 35)**, or some of the patrons (mostly **male human commoner 2 or expert 2, hp 3 or 6**) can gain the PCs the identification they require.

This can be accomplished through DC 15 Diplomacy or Gather Information checks (though it is suggested that the PCs actually play out the conversation). Ordering a round for the individual they ask lowers the DC to 10. If questioning a drunk patron, a result of 5 or lower—or anything the player might say that can reasonably be interpreted as insulting—results in a bar brawl, consisting of 1d8 patrons plus the PCs. Dakarta and her staff involve themselves only if the tavern itself takes serious damage, or if someone attacks them first. This hardly qualifies as a danger to characters of 6th level; in fact, the PCs biggest challenge may be to avoid killing anyone.

In either case, once the PCs have finished questioning (and perhaps bludgeoning) their chosen informant, they are eventually pointed toward a man sitting alone at a corner table. He is passed out with his head down, and is blissfully unaware that anyone has been asking around after him. Even a brawl will not have awakened him. More on Paulow, including a physical description, can be found in **Appendix A: NPCs**.

Paulow is indeed sky-high at the moment. Not only has he gone through a prodigious amount of grog, but he’s still under the effects of white smoke. He’s not really capable of intelligent conversation right now, so he simply peers blearily at the PCs if they wake him up and begin speaking to him.

The party has several potential ways they might try to handle this. They can attempt to Bluff Paulow into believing that they are members of one of the gangs he is supplying. They might simply let him sober up a bit and leave, and then follow him. They might attempt to simply ask him direct questions, or Intimidate him, but these last two actions result in him leaping up and attempting to fight his way free. Once he turns violent, of course, the PCs may subdue him and then Intimidate him again, at which point he will cooperate.

Creature (EL 3): Paulow is not at his best at the

For more on the Broken Mug, see pp. 46–47 of *F: tCoA*.

moment, and really doesn't pose a great deal of a threat. Remember to use his impeded stats during this encounter, thanks to his drugged state.

Geoff "Sky-High" Paulow: 29.

Paulow's information is not presented in a question-and-answer format, because he's just not coherent enough for that. He answers most questions with unintelligible noises or ranting about images only he can see. If the PCs question him about white smoke, the gangs, or his drug smuggling a sufficient number of times, however, they can eventually worm out of him the following facts (some of which they may already know, if they visited the Cutthroat narcotics house first):

- Paulow helps someone smuggle in snake weed and the other ingredients required to make white smoke. He does not deal in the finished product, except as a consumer.

- He delivers the materials to a fellow called "Barnacle-Bottom" Bailey, who operates an alchemical lab a short distance outside the city, on a half-sunken ship. Paulow knows the way, but at the moment, is in no shape to offer directions.

The PCs can wait for Paulow to sober up enough to direct them; this takes 1d4 hours, after which point he is still under the influence of white smoke, but the drink has worn off. Instead, they might choose to let him sober up enough and leave on his own, then follow him. A spellcaster capable of casting *detect thoughts* might attempt to read his mind, but due to his current mental state, the caster must succeed on a DC 15 Intelligence check to understand what he reads.

However they manage it, if the PCs continue to the alchemy lab, proceed to Location 4. If they choose to follow up Cirkall's other lead and check out the Cutthroat narcotics house while waiting for Paulow to sober, proceed to location 3.

LOCATION 3: THE NARCOTICS HOUSE (OR "HOUSE OF THE RISING SMOKE")

At first glance, you might believe you were actually on Dreaming Street. The walkways are occupied by the furtive, the drugged, the soliciting, and the frightened. Windows are boarded, shuttered, or tastefully curtained, but all are obscured. The entire neighborhood smells of a bizarre combination of smokes, burning herbs and alchemical substances that make you feel lightheaded as you breathe them in.

As you approach your destination, however, it becomes patently obvious that this is *not* Dreaming. The buildings are run-down, the paint and colors peeling. The people have a desperate look to them, and while Dreaming has more than its share of desperation, all who frequent it know that they can find what they seek—for the right price. Here, people huddle in alleys, shuddering with withdrawal. Red-eyed wretches accost passersby, begging for sufficient coin to purchase a dose of abyss dust, or a few minutes with their "beloved" harlot, or to pay off their gambling debts before they're fed to the sharks. For the people who cannot afford Dreaming itself, the streets surrounding it provide a cheaper alternative.

The shack to which you've been directed sits to one side of a small alley, sandwiched between a vendor selling cheap used daggers and a brothel so run-down and filthy, it looks as though the venereal diseases might actually leap out and accost passersby on their own. It is a tiny, ramshackle place that might well fall apart if struck sidelong by a stiff breeze. A tiny trail of smoke rises from a tin chimney. The windows are shuttered, and a crude hand-painted sign is tacked to the front door with a rusty nail. It reads "Clozed for bizness."

For years, this shack has served the Cutthroats as one of their primary narcotics shops near Dreaming Street. From various locations—the shack is light enough to be picked up and moved, though bits of it fall off each time—they sell snake weed, abyss dust, and other drugs to anyone desperate enough to buy. Recently, they’ve also sold a bit of white smoke to a few consumers willing to try the “new thing.” For the past days, however, the gangmembers within have been far too busy taking the stuff themselves to sell to anyone else.

The door is locked, but the wood is flimsy and the lock easy to pick. (Hardness 2, 5 hit points, break DC 10; DC 8 Open Locks to pick.) Alternatively, they can go in through the windows, as the shutters can be opened with no roll required at all. Because the shack consists of a 20-foot by 20-foot room, with nothing in it except scattered furniture, no map is provided.

Within, a small collection of low-rung Cutthroats laze about, completely blitzed out of their minds.

Creatures (EL 4): The criminals here would normally pose a tougher threat, but they are currently high on white smoke. They’re still coherent enough to know that the PCs aren’t supposed to be there. The PCs may be able to Bluff their way through—the Cutthroats aren’t at their most alert—but otherwise, they attack the party. Remember to use their impeded stats during this encounter.

Thugs (2): 14, 10

Everyday Thieves (2): 10, 8

As with “Sky-High” Paulow, the Cutthroats are too far gone for a true question-and-answer session. With a lot of repeated questioning, however, the PCs can drag the following out of them (some of which they may already know, if they visited the Broken Mug first):

- The four hoods present are currently flying on a new drug called white smoke.

- The ingredients for white smoke are smuggled in by a guy named Geoff “Sky-High” Paulow. If the party pushes for more on him, they learn he hangs out at the Broken Mug.

- The ingredients for white smoke are delivered to an alchemical lab, where the drug is made. The lab is not located in the city at all, but actually aboard a capsized ship! The guy who runs it goes by the unflattering name of “Barnacle-Bottom” Bailey. If the PCs want specific directions, they will have to wait for one of these fellows to sober up, and then try to force, Bluff, or Intimidate him into directing them to Bailey.

Perhaps more valuable than any information the Cutthroats might provide, however, is the small stash of white smoke still remaining in the house. This is an opportunity for the characters to examine the stuff first hand. A DC 15 Craft (alchemy) or Profession (herbalist) reveals that the stuff contains both natural and alchemical ingredients. Examination with *detect magic* reveals the drug’s aura of enchantment. This may be the first indication the PCs have had that the drug has a mystical element to it.

The PCs cannot learn anything else about it here. Further study will require a fully equipped alchemy lab, or perhaps an *identify* spell. For more on white smoke, see **Appendix B**.

If the PCs manage to obtain directions to Bailey’s alchemy lab, proceed to Location 4. If they choose to go (or go *back*) to the Broken Mug, use Location 2.

Alternatively, the PCs might decide to deliver the white smoke to Commissioner Williams. If they already have their invitation papers, they have little trouble in seeing him. If not, play through the events of Location 1, but lower the difficulty of any checks to sway the guards by 5 if the PCs display the white smoke.

Once they meet with him, Williams thanks them for the narcotic and promises to have it analyzed swiftly, but it is not in and of itself sufficient evidence for him to move on. The party must continue their own investigation.

LOCATION 4:

THE ALCHEMY LAB

(OR "THAT SINKING FEELING")

The following text assumes the PCs are traveling by land. Because the lab is on the water, however, it's possible the party might instead acquire a small boat and sail their way south. This makes no fundamental difference in the events to follow; just adjust the descriptions accordingly.

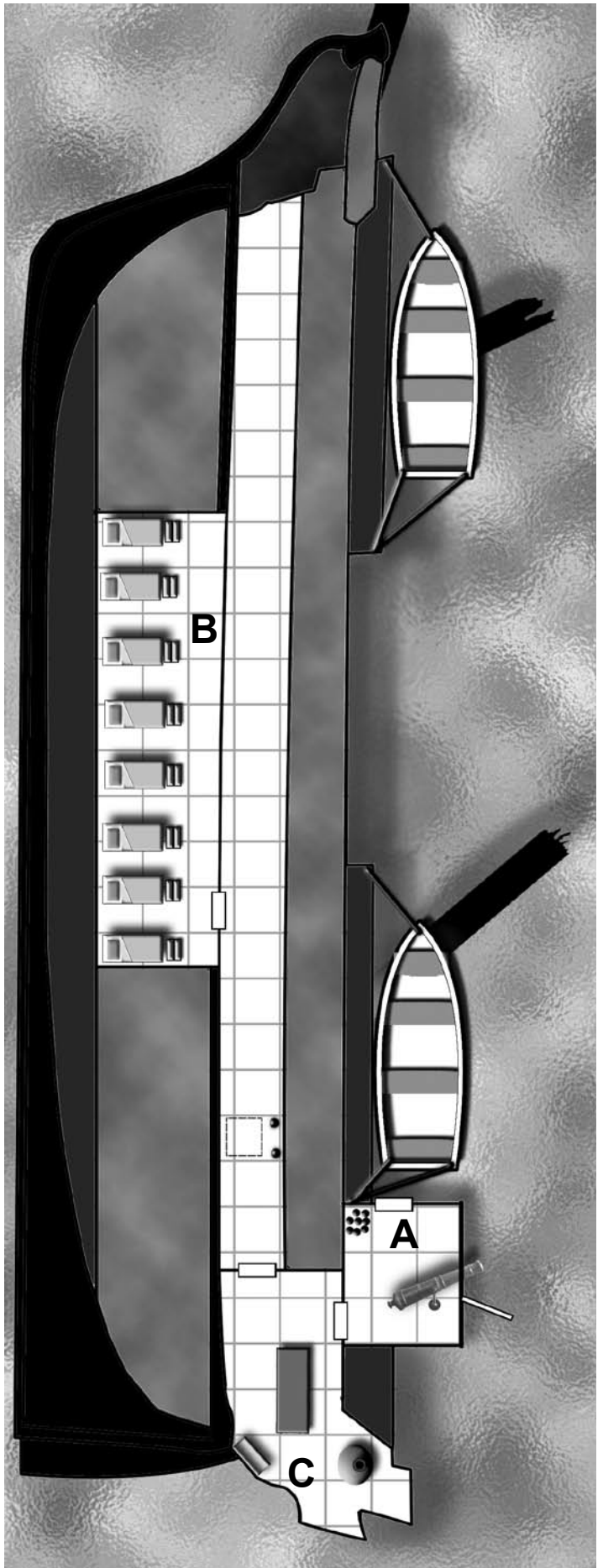
For almost half an hour, you have made your way southwest along the shoreline, leaving the bustle of Freeport behind. To your left, the thick jungle looms, casting dark shadows like fingers out onto the sands. Strange animals call from within the dark trees, as though disturbed that you have had the audacity to leave the city at all.

Finally, just as it is beginning to seem as though you have been misled, you spot it in the water some ways further down the shore. Just as you were told, it appears to be a capsized vessel, partially sunken and resting in the shallow waters. Perhaps a bit less than one-half of the port side of the ship is visible above the waves. The deck faces the shore, the masts stabbing out as though desperately reaching for the land. A thin and rickety bridge, anchored to the ship and to the trees nearest the shore, provides the only visible means of access.

A significantly larger portion of the ship is visible during low tides, but only those rooms untouched even during high tide are used.

As the party approaches, allow them to attempt Spot checks. Those who roll high enough gain the following information. (These results are cumulative. A PC who rolls 12 gains the information for DC 8 and DC 10.)

Note that the entirety of the ship has been alchemically treated to protect against fire.



Anyone with cover gains a +2 bonus to saves against fire attacks (in addition to the standard bonuses for cover), and the ship will not actually catch fire without prolonged exposure.

Check	Information
5	Several rowboats hang from the rail. These presumably serve as escape craft.
10	The sand near the bridge is churned up and bedecked with tracks, both humanoid and wheeled. This place clearly sees substantial use.
15	Several of the “humanoid” tracks are blatantly inhuman. In fact, though sized comparably to human feet, they are clawed. They look almost reptilian.
20	The various doors and hatches have been removed and reattached to accommodate the ship’s new orientation. Perhaps the interior has been similarly reconfigured.
25	One of the “shacks” on deck—or, technically, sticking out <i>from</i> the deck—has movement inside. You saw a flicker something between the shutters of the windows.

The events that follow the PCs arrival can vary greatly, depending on whether the PCs manage to sneak aboard undetected, or whether they are seen by the guards in the shack (marked A). If the PCs manage to sneak aboard, nobody is prepared for their arrival, and they might well catch many of the criminals aboard by surprise. Individuals marked with an asterisk(*) may be encountered below, or in the battle topside, depending on circumstances.

If the PCs do manage to sneak onboard—possible if they move through the water and scale the ship, or if they swiftly and silently take out the guards in the shack, but far more difficult if they simply begin crossing the bridge—proceed to the specific encounter areas, below. If the guards detect the PCs, proceed to “Battle Aboard!”

BATTLE ABOARD!

Unless the PCs take action that specifically prevents them from doing so, the various NPCs

perform the following actions. Obviously, if circumstances change—the PCs take out the shack, for instance, or succeed in entering the ship—the various crooks alter their tactics accordingly. As soon as the PCs are about to board the ship proper, cease following the round-by-round description below, and shift to the tactics described under “Running Battle.”

The action begins when the PCs set foot on the bridge, or otherwise begin obviously moving to approach or board the ship.

Round One: Two of the three nastier thieves in the guard shack (area A) flip open the secret hatch on the outer wall (formerly the roof of the shack) and blast away at the PCs with the Titan GG Swivel Gun bracketed to the floor. This doubles as an alarm, alerting everyone else aboard to the presence of intruders.

Round Two: Two thieves work at reloading the weapon, while the third fires his light crossbow at the PCs. In the lab (area C), Bailey begins scooping up evidence and paperwork, preparing

to flee. Three more thieves leave the living compartments (area B) and make their way toward the battle.

Round Three: Same as round two. The thief who fired his crossbow shifts to reloading the Titan, while one of the other thieves fires his crossbow at the PCs.

Round Four: Assuming the guards in the shack haven't been eliminated, they fire the titan again. The third fires his crossbow.

Round Five: Two thieves work at reloading, while the third fires. The second force coming from area B arrives and takes up positions in the doorway leading into the ship from the bridge. Bailey and two more thieves begin making their way toward the deck in order to flee in one of the escape boats.

Round Six: Everyone but the two men reloading the Titan fire on the PCs.

Round Seven: Everyone fires on the PCs, including the Titan.

Round Eight: Two thieves work on reloading the titan. Bailey exits the ship and climbs the rigging into one of the boats. The two thieves with him climb into the rigging and perch. All thieves but the two reloading fire on the PCs.

Round Nine: Bailey drops the boat into the water and begin to sail away. Every thief but the two reloading the Titan fires on the PCs.

Round Ten and Beyond: Combat continues as above, with the Titan firing every three rounds, until the PCs clearly have the upper hand, at which point the remainder either attempt to flee or surrender. Bailey continues to flee unless stopped, at which point he surrenders. If it looks as though he is about to be caught, however, he drops all the papers he collected into the sea, in order to protect the identities of the various criminals he's worked with. (See the Treasure section in area C, below.)

RUNNING BATTLE

Once it becomes clear that the PCs are about to cross the bridge (or otherwise enter the ship), the guards retreat into the halls. They prefer to operate in groups of three, if they all still live; otherwise, they operate in groups of two.

They first attempt to disappear into the ship ahead of the party, seeking opportunities to hide and then strike from ambush, gaining sneak attack damage. If this fails—the party keeps up with them, or manages to corner them—they attempt a fighting retreat, staying out of melee range, firing and retreating, firing and retreating, until their weapons are spent.

Once their crossbows are empty, or they literally have nowhere else to go, they engage in melee, taking every opportunity to flank. Should a PC drop, the crooks have no compunctions about holding a knife to the fallen character's throat and demanding their freedom.

When retreating, the thieves attempt to lead the PCs away from the alchemy lab, granting their leaders time to flee.

Creatures (EL 6, 8, or 9): The first group of thieves in the shack is an EL 6 on their own. The EL rises to 8 if they are still fighting when the second group arrives, and to 9 if most are still standing when the third group arrives. The second group is EL 6 if faced on their own, and the third group is EL 5 if faced on their own (as Bailey does not fight).

Nastier Thieves from Area A (3): 17, 14, 12.

Nastier Thieves from Area B (3): 18, 15, 11.

Nastier Thieves from Area C (2): 15, 9.

A: GUARD SHACK

When this ship saw normal use, this was the wheelhouse, designed to protect the pilot against inclement weather. When Bailey and the others took over the ship after it had capsized, they reinforced the starboard wall—now the floor—to support weight, and ensure the shack did not come loose from the vertical deck. It can be exited through a newly built door into the ship's

hull or, in emergencies, by breaking open the old door and dropping into the water. Finally, a trapdoor in what used to be the shack's ceiling allows anyone inside to utilize the Titan with a firing arc of up to 90 degrees. The space is 15 feet square.

Creatures (EL 6): The inhabitants of the shack are three rogues, as described in the "Battle Aboard!" section, above. So long as they may do so safely and effectively, the remain within and snipe at attackers with the Titan and light crossbows. Because they are firing through the trapdoor, they enjoy the benefits of cover (+4 AC, +2 Reflex saves).

Nastier Thieves (3): 17, 14, 12.

Treasure: The shack contains a fully functional Titan GG Swivel Gun (assuming the PCs don't destroy it in the process of battling the rogues within). The shack also contains sufficient ammunition for nine shots (minus however many shots the hoods manage to fire at the party).

B: LIVING COMPARTMENTS

Bailey's hoods—and Bailey himself, when he's too deeply caught up in the work to go home at night—sleep in this large chamber. It consists of eight bunk beds, and can thus sleep 16 people at once, but these days rarely hosts more than six to eight at any one time.

Each bed has a pair of small footlockers, in which sleepers can store valuables. Most of the chests hold only worn clothes and linens, but one does contain an item of value.

Creatures (EL 6 or 8): As the PCs approach the ship, six gang thieves lounge about, playing dice or cards. The PCs will either face all six at once, or else three up top (as described in "Battle Aboard!") and three here. If an alarm has been sounded, the three criminals here may not actually be in the room, but hiding in a few of the surrounding halls, ready to sneak attack any who pass.

Treasure: One chest contains an iron-tipped javelin of oddly primitive design with bits of dried seaweed caught between the tip and the shaft. This is a sahuagin-made +1 *returning javelin* that

one of the thieves took as a trophy during a battle years ago. As he himself does not use javelins, he stored it away and forgot about it.

Nastier Thieves, group 1 (3): 16, 12, 10.

***Nastier Thieves, group 2 (3):** 18, 15, 11.

G: LABORATORY

This chamber is where Bailey does his actual work. A table stands bolted in the center of the room, with a number of vials and pots atop it. A small stove for boiling alchemical mixtures stands beside it, and a brass cabinet stands in one corner. The cabinet is locked and trapped (see below). Finally, a tiny desk sits beside the cabinet. The contents of the various items of furniture are detailed below.

At the time of the PCs' arrival, "Barnacle-Bottom" Bailey and two guards are here. Bailey is working on a new batch of white smoke while the guards laze about, acting guard-like. If the alarm has sounded, however, and the battle outside has reached round five, they have left the laboratory.

Creatures (EL 0 or 7): If they are still here, two guards attack the PCs the instant they enter the room while Bailey attempts to escape. He fights if no escape appears possible, and surrenders if both guards are dropped and he is reduced to fewer than half his hit points.

****"Barnacle-Bottom" Bailey:** 29.

***Nastier Thieves (2):** 15, 9.

In addition to the information Bailey may provide if questioned, the room contains items of great value—both to the investigation at hand, and intrinsic.

THE TABLE

The table contains the requirements of a complete alchemist's lab. It also contains several complete doses of white smoke, and one still in the process of creation. A DC 10 Craft (alchemy) check reveals that it is a variant of snake weed, and that it contains both alchemical and mystical properties. *Detect magic* reveals a mild aura of

enchantment. The table also contains two *scrolls of charm person*, suggesting the precise nature of the magics required to create white smoke.

If carefully gathered and salvaged by someone with at least 5 ranks in Craft (alchemy), the equipment here forms an alchemist's lab as described in Chapter 7: Equipment of the *PHB*. Because it is used, it is worth only half normal value.

THE BRASS CABINET

Almost more of a locker, this cabinet requires a DC 20 Open Locks check to open. It is also trapped. Bailey will not mention the trap to the PCs if captured; he has taken an alchemical compound that renders him resistant to poisons, as a precaution against accidents in his lab.

Trap (EL 7): Unless the PCs know to disarm the trap by pressing a hidden catch, opening the cabinet triggers a nasty poison gas trap.

Burnt Othur Vapor Trap: CR 7; mechanical; location trigger; repair reset; gas; multiple targets (all targets in a 10-ft.-by-10-ft. room); never miss; onset delay (3 rounds); poison (burnt othur fumes, DC 18 Fortitude save resists, 1 Con drain/3d6 Con); Search DC 21; Disable Device DC 21.

Treasure: Inside the cabinet are five large bars of gold, intended for use as catalysts in various alchemical reactions. Each bar is worth 500 gp. Additionally, the cabinet includes an ivory-handled silver comb, worth 175 gp; 47 cp; 24 sp; 17 gp; and a glass vial containing an odd alchemical mixture that renders the drinker immune to poison and disease for 2d4 days, but causes his hair to fall out and his fingernails and toenails to turn a deep bruise-purple. (Bailey stumbled upon this admixture by accident, and cannot recreate it. No amount of alchemical experimentation, or any divinations shy of *wish* or *commune*, reveal its precise makeup.)

THE DESK

The precise contents of the desk depend on whether or not Bailey had the opportunity to gather up evidence and flee before the PCs

reach the room.

Treasure (if Bailey did not gather evidence):

Substantial paperwork, such as orders and delivery schedules, indicating the narcotics-oriented activities of a great many of Freeport's criminals. If the PCs turn this over to Commissioner Williams, he will be delighted to act on the information once the current crisis is complete. He sweeps through the city's already bewildered gangs, making dozens of arrests, and hobbles the major drug routes for months to come.

Additionally—and of greater importance to the PCs at the moment—the stacks contain detailed guard routes and patrol schedules. Clearly, this is how the gangs have been avoiding the Sea Lord's Guard. The characters lack the necessary knowledge of the inner workings of the Guard to glean much information from them, but certainly Commissioner Williams could use them.

Treasure (if Bailey had time to gather evidence):

None of the paperwork incriminating other criminals remains. While Bailey tried to grab all the Guard-related papers as well, he missed one in a pile of random alchemical notes that fell to the floor. The PCs can still locate this with a deliberate search of the room (no Search check required).

STILL MORE QUESTIONS

The PCs can question Bailey, and any of the other gangmembers, should any still be alive. Only Bailey can answer questions about white smoke, but any of them can provide other information.

They initially attempt to deceive the characters, but the truth is, Bailey's a pretty lousy liar for a criminal. If the PCs succeed in intimidating him, or confront him with evidence that he has lied, he tells them the truth, though he attempts to bargain for his freedom before answering. (Of course, magical coercion and enchantment work as well as always.)

Some of the most likely questions, and their answers, appear on the following page:

- **What are you doing here?**

This is where I do all my work, creating my drugs and my alchemical wonders. The white smoke is just one of my current projects.

- **What, exactly, is white smoke?**

In answer to this question, Bailey can provide a full list of ingredients and a general summary of the drug's effects. He explains that the *charm person* scrolls were left in order to aid him in creating the drug, so he would not always need a spellcaster present.

- **Where does white smoke come from?**
(Alternatively, “Who asked you to create it?”)

I was first approached by a smuggler named Geoff Paulow. He told me that he had a new client with the recipe and components for a new drug that would make abyss dust look obsolete. I agreed, if the price was right, and he brought his contacts to meet with me in person.

- **Who were Paulow's contacts?**

Brothers of the Yellow Sign. Serpent people! I wasn't going to help them at first, in light of everything that happened a few years back, but they threw a lot of gold at me. Also, I just really got to like them once I got to know them.

Remember that, as noted in Bailey's entry in **Appendix A**, the PCs may detect a mild aura of enchantment on him, due to the current *charm* spell.

- **How does your operation work?**

I provide white smoke to most of Freeport's gangs. Every few days, some of them show up and collect some smoke. Every few weeks, some of the serpents show up to deliver more ingredients and give me any new instructions. I also work as a message center between the different groups and gangs, and between them and the serpents.

- **Where do [the gangleaders/the serpent people/anyone else involved in the module] live or operate?**

No idea. I deal with what comes to me on this boat.

- **Who's behind the recent unification of the gangs?**

I'd guess it's the serpent people. They seem to be the ones running everything.

- **Is the purpose of the white smoke to help them control the gangleaders?**

Can't say for sure—they don't take me into their confidence—but I'd guess so, yeah.

- **What are you doing with Guard patrol routes and shift schedules?**

Every week, someone drops those off, and then someone else—sometimes a serpent, sometimes not—come to pick them up.

- **Who drops those schedules off?**

Don't know. I'd guess it's someone in the Guard itself, but he always comes in masked. He doesn't want me to know who he is, and frankly, neither do I. Safer for all of us that way.

- **When are they due to be picked up?**

No set schedule. Depends on what they've got planned in the next few days, and whether or not they need them. Could be later today; could be next week.

WHAT IF EVERYONE IS DEAD?

Unlike previous scenes in this adventure, the PCs may not have gone onto the boat planning to take prisoners. It's possible they did not realize the need to question someone until Bailey and the others were all deceased.

Fortunately, while they'll be working at a slight disadvantage, the PCs can still acquire everything the need from determined searching. As described above, all the ingredients for white smoke are present and identifiable, and anyone with the proper skills can determine roughly what it does. It should be fairly obvious that the presence of the Guard schedules prove collusion from within the Fortress of Justice, and that Williams should probably see them. Finally, the PCs may have noticed the reptilian tracks on their way in.

MOVING ON

As before, the PCs now have a number of choices before them, to take them into the final leg of the adventure, presented in **Part III: Snakes in the Grass**.

If they decide to bring the evidence they now have before Commissioner William, continue with Location 2: Back to the Fortress. If they choose to immediately attempt to track down evidence of Yellow Sign or serpent person activity, start with Location 4: The Reptile House.

Certain particularly crafty parties might instead choose to lurk about on or near the capsized ship, waiting for their enemy to come to *them*. If so, begin with the optional Location 1: Seaside Ambush.

As before, the players may surprise with you some other choice. Let them run with it, keeping the events and information presented below in mind.

PART III: SNAKES IN THE GRASS

In which the player characters uncover a multitude of deceptions, and run to ground the true culprits behind the recent crime wave.

The PCs are in the home stretch, now. They've uncovered evidence of serpent person involvement in the ongoing affair, determined that white smoke is being used to control at least some among the gangs, and that someone within the Sea Lord's Guard is definitely colluding with the enemy. They probably think they're pretty close to solving the mystery—and indeed, they are—but several surprised yet remain for them to unearth.

LOCATION 1:

SEASIDE AMBUSH

(OR "TURNABOUT IS FAIR PLAY")

As with the first location in Part II, this is an optional encounter which occurs only if the PCs choose to remain at the shipboard alchemy lab and await the arrival of their enemy. They must wait for 1d4 days, at which point either of two groups might show up. Roll randomly to determine which; each is defined below. If the PCs hang around the ship for an additional 1d3 days after the first group arrives, the second eventually shows up.

Regardless of which group appears, the PCs are in for a fight. Each person knows Bailey personally, and any attempt to make them believe that the player characters are somehow associated with him grants the NPCs a +15 modifier to their Sense Motive checks against the PCs' Bluff checks.

When combat begins, the NPCs immediately attempt to escape, in order to inform their leaders that the ship has been taken. If and when escape becomes impossible, they fight to the death, though they can be Intimidated or *charmed* if they are subdued and taken alive despite their best efforts.

No specific order of events is provided here, because the course of combat depends largely on the preparations and actions of the player characters. Do they wait within the ship, or do they lurk outside? Do they set various ambushes within the hull's hallways, or confront the enemy in a single all-out engagement? Are they savvy enough to make use of the ship's existing defenses, such as the Titan? (Assuming the Titan survived, of course.) Whatever strategy the PCs might devise, give it a reasonable chance of success. While the arriving criminals are alert, they aren't really expecting trouble; this is supposed to be a friendly stronghold, after all.

GROUP ONE

This group arrives on foot, with a small wagon drawn by a horse.

Creatures (EL 6): A band of rogues—one “everyday” thief, and two “nastier” thieves—sent by the wizards in the Eastern District (see location 4). They have come to pick up the Guard shift and patrol schedules, as well as several more doses of white smoke.

Everyday Thief: 10.

Nastier Thieves (2): 15, 12.

GROUP TWO

This group arrives in a small rowboat.

Creatures (EL 6): A pair of mercenaries,

delivering snake weed and other ingredients of white smoke.

Mercenaries: 38, 32.

Treasure: In addition to the items found on the NPCs (as listed in **Appendix A**), both groups have something else to offer. It's not treasure per se, but it's definitely useful if the PCs pay attention.

One of the nastier thieves in group 1 has a roughly folded piece of parchment in his pouch, on which is a crude but serviceable map of Freeport. They use it to find their way to and from the house in which Aboir and his apprentices currently dwell. They are not nearly stupid enough to have the address circled or marked in any way. However, close examination (requiring a DC 20 Search or Spot check) reveals a very faint finger-smudge on the map. It's hard to tell whether the smudge is dirt or some sort of sauce, but whatever the case, someone with dirty hands was clearly using the map to find a specific location. The smudge isn't precise enough to indicate the *exact* destination, but it narrows the search down to a specific neighborhoods in the Eastern District. If the PCs head here, proceed to Location 4.

One of the mercenaries in group 2 has a large clump of mud stuck to his boot, picked up from beneath the water when he climbed into the boat. Caught within that mud is a strand of seaweed, requiring a DC 25 Spot check or, once he is dead or disabled, a DC 15 Search check. While this means nothing to most people, a DC 22 Knowledge (nature) or DC 15 Profession (herbalist) check reveals that the seaweed is not native to this coastline. Due to currents, it is only found around the smaller island of T'Wik.

OTHER SOURCES OF INFORMATION

Fortunately for the PCs, the clues mentioned above—both of which are difficult to detect, and rather obscure—are not their only means of continuing. While the criminals make every effort to either escape or ensure their own demise, it is possible for a determined party to take them alive. If questioned and successfully

Intimidated (or perhaps *charmed*), they reveal the locations and the names of those who sent them here. The rogues reveal that they were sent from a particular address in the Eastern District by a cabal of serpent people (location 4). The mercenaries say that their boss, a man named “Dutch,” send them from his camp on T’wik (location 5).

Even if questioning them is not possible (or unsuccessful), the PCs still have the same options the had earlier: either taking what evidence they have to Commissioner Williams, or using their own resources in an attempt to track down any increase in serpent or Yellow Sign activity.

LOCATION 2: BACK TO THE FORTRESS (OR “HABEAS CORPSES”)

If the party has not yet been to the Fortress of Justice, reference Location 1: The Fortress of Justice in Part II: Freeport on Five Coppers a Day. The two boxed texts suffice just as well here as they do there. This time, however, the PCs should have evidence of corruption amongst the Guard, and possibly samples of white smoke as well.

If they tell the gate guards that they have physical evidence for Commissioner Williams, they are asked to present said evidence. If they refuse, they must still succeed in the listed Diplomacy check (DC 15, remember) to gain entry, but if they reveal the evidence, the guards take them inside with no further delay or argument necessary. (Of course, the PCs have no way of knowing that the gate guards are honest, and might balk at displaying their evidence, but they should relent if it becomes their only means of gaining access.)

If the PCs *have* visited the Fortress before, they likely have passes from Williams, and can enter at will.

In any case, the PCs should eventually wind up in Commissioner Williams’ office. Once there, he questions them—in somewhat more depth,

if he has not spoken with them before—and eventually asks to see any evidence they may have collected.

The commissioner’s eyes widen briefly, then narrow in fury as he stares at the patrol routes and schedules you found aboard the offshore alchemical lab. His voice is low, almost a growl, when he finally speaks.

“I had hoped—I had prayed—that I was wrong. That there was some other explanation for the gangs’ recent ability to avoid our movements.” He leans back in his chair and sighs. “Still, I am grateful you brought me these. Not everyone in the Guard has access to these sorts of records. I can restrict my search to those who do, and look into all recorded times of recent criminal activity. Perhaps I can determine if any specific guardsmen’s duty shifts correspond with the timing of the crimes.

“If you’d care to wait, you’re welcome to do so, but this could take hours. Possibly even days, if they’ve been careful to hide their tracks. Have you any other leads to pursue?”

If the PCs simply wait around for the investigation to pinpoint the corrupt guardsmen, they have 8d6 hours to kill, at which point you should proceed to Location 3: Walking the Beat. You might use the interval to give them a few minutes to breathe, letting them go home and grab some sleep, or perhaps frequent a favored tavern. If you feel they’re having too easy a time of it, they might be attacked by a band of nastier thieves, sent by the gangs to put an end to the investigation.

Should the party choose to leave and follow their own leads, make use of Location 4 if they have evidence pointing to the Eastern District, or location 5 if they know someone waits on T’Wik.

Finally, the party might wish to ask Williams if he knows any recent Yellow Sign or serpent person activity. If so, continue with the following boxed text.

Williams furrows his brow. “I myself haven’t heard talk of any such thing, but that may not mean anything. One moment, please.” He strides toward the door, opens it, and calls out. “Trevors? Would you ask Sergeant Lassiter to join us, please?” He turns back to you, still holding the door open. “Would you folks like anything while you wait? Wine, perhaps? We have some fantastic candied fruits from the mainland.”

Williams also asks Trevors to deliver whatever refreshments the PCs request, and then sits down to wait. After half an hour, the door opens and a wiry man with white hair, clad in chainmail and the tabard of the Sea Lord’s Guard, steps inside and salutes. Sergeant Lassiter (male human fighter 6/paladin 1, hp 67) is, in fact, Williams’ chief liaison with the so-called “God Squad,” a small party of clerics of the god of justice who keep tabs on all cult and supernatural activity in the city. Lassiter is one of the few guardsmen besides Williams himself who knows of the Squad, and it is only his faith—which he frequently questions, despite himself—that has prevented him from joining the Squad itself. (For more on the God Squad, see pp. 33–34 in *F: tCoA*.)

Sergeant Lassiter, whose voice is abnormally gruff and scratchy, due to his near strangulation and drowning at the hands of a sahuagin many years ago, can tell the players that he has heard recent reports of serpent people sighted within a few neighborhoods of the Eastern District. Nobody has yet been harmed, however, and due to the ongoing crime wave, he hasn’t had the manpower to investigate further. He cannot point the PCs to the specific house, but he can certainly put them in the vicinity. Again, if the PCs follow up this line of investigation, proceed to Location 4.

LOCATION 3: WALKING THE BEAT (OR “OFF THEIR GUARD”)

After what seems an interminable wait, Williams finally sends you word to meet with him in his office. He stands inside when you arrive, fists clenched in fury, his brow furrowed.

“We’ve got them,” he tells you. “Officers Tulls and Rurbach. They’ve made frequent visits to the records hall, and an unusually high quantity of gang activity has taken place during their shifts. I’d love nothing more than to smash these traitors’ heads in where they stand. But we’ve got procedure—and more importantly, we’ve got larger game to hunt.

“These bastards don’t know you folks, and I still don’t know if they’re the only bad apples, or if there are others in the Guard I can’t afford to trust. I can give you their patrol routes, and if you’re willing, I’d like to ask you to follow them, see who they’re reporting to.”

The remainder of this scene is written under the assumption that the PCs (or at least some of them, if they are not all equipped for stealth) do indeed agree to follow the guards. If they do not, Williams attempts to have the traitorous guards arrested when they return from their shift. See *Battle at the Fortress Gates*, below.

PURSUIT

This particular scene may play out very differently, depending on the PCs’ prior and current actions. Officers Tulls and Rurbach are not particularly alert for pursuit, but neither are they idiots. If heavily armored or otherwise conspicuous characters attempt to tail them, they have the standard chance (based on Spot checks) to discover them. If, however, the PCs who follow are skilled at stealth and blend in with the crowd, Tulls and Rurbach suffer a –10

circumstance penalty to any Spot checks made to detect the characters.

After several hours of standard patrol, a woman in a ratty brown cloak slips out of a side street and whispers briefly to the pair. (PCs must be within 30 feet to even attempt Listen checks, due to the ambient noise. The DC is 25. If they succeed, they hear the woman telling the guards that someone has attacked the alchemy lab at the capsized ship.) The pair immediately leave their scheduled patrol route to go make a report to their contacts—the “serpent people” at location 3.

The two officers lead the PCs directly to the house in question. If the PCs have not already dealt with Aboir and the others here, the guards spend several minutes talking to them, telling them what has happened, and then depart.

If the PCs continue following the guards, Tulls and Rurbach simply continue their patrol for the next few hours, and then return to the Fortress of Justice. Continue with Battle at the Fortress Gates, below.

If the PCs instead decide to deal with the serpent people, proceed to location 3.

Finally, if the PCs have already been to the house, the two guardsmen panic when they find signs of a struggle. They immediately flee to the docks, where they commandeer a rowboat and begin heading south. If the PCs have some means of pursuit across the water, the guards lead them to Tillinghast’s camp on T’Wik (location 5).

BATTLE AT THE FORTRESS GATES

Whether the PCs have followed Rurbach and Tulls around for the day, or whether they have simply waited for the pair to return, Williams has arranged to meet the corrupt guardsmen at the gates, with a group of a dozen soldiers, ready to arrest them.

Creatures (EL 8): Unfortunately, Rurbach and Tulls are not the only traitors in the Sea Lord’s Guard, and they’ve been prepared for this moment, ensuring that their own people are in position. Most of the soldiers turn against Williams the instant he attempts to make the arrest, leaving Williams and the two gate guards outmatched. It is up to the PCs to turn the tide and make the difference.

Tulls, Rurbach, and the other guards do their utmost not to be taken alive.

Officer Tulls: 43.

Officer Rurbach: 36.

Corrupt Guards: 9, 9, 8, 8, 7, 6, 6, 6, 5, 5, 5, 4

Commissioner Williams (ally): 56.

Gate Guards (allies): 8, 6.

If Tulls, Rurbach, or any of the guards are taken alive, they refuse to divulge any information. With more forceful questioning, they reveal some of the hideouts and headquarters of the various unified gangs. With the proper coercion, they might give up the location of the house in the Eastern District (location 4), but they act as though that’s the extent of their knowledge. Only if they *truly* feel threatened, or are mystically coerced, do they reveal the location and identity of Tillinghast (location 5).

Note that this fight occurs whether or not the PCs are present. That is, if the party chose to stay and deal with the serpent people at area 4, Williams still tries to have Tulls and Rurbach arrested when they arrive. In this case, Williams survives, but is badly injured. Tulls and Rurbach both escape.

SO WHERE'S THE CAVALRY

Depending on the order in which the PCs tackle these challenges, they might face Aboir and/or Tillinghast before or after they've uncovered the traitors among the Sea Lord's Guard. If it's after, they might well wonder why Williams doesn't dispatch soldiers to accompany them in fighting these last battles, or even have the Guard handle them while the PCs go rest up.

The ultimate answer is, of course, that this module is written for the PCs, not the secondary characters, but that's not a very satisfying answer. Consider, then, the following points.

- Williams has no way of knowing if, even now, he's identified all the traitors in the guard. The fact that he now knows of at least a dozen means that no less than *five percent* of the Sea Lord's Guard were willing to turn against him. (He does not yet understand why; once he learns that Tillinghast is the man behind the whole thing, this makes a lot more sense. The old commissioner still has many contacts and friends in the Fortress of Justice.) If he gathers a force of guardsmen for this job, there's every chance their targets will receive advance warning, or that some of the guards will turn against Williams and the PCs once battle begins.
- Any effort to determine loyalty (perhaps through mystic means) would require *days* to cover the entirety of the Guard.
- The Guard is spread thin across the city, trying to deal with the crime wave. It would take the better part of a day just to call them all back to the Fortress.
- The gangs don't yet know that their intelligence inside the Guard has been compromised, but it won't be long before they find out. Any guardsmen that Williams *can* trust might be better used striking at the various criminal hideouts, taking out the legs—and with any luck, possibly even the heads—of several of the gangs. This could not only help end the crime wave, it could cripple the gangs for months to come.

Combined, these various facts are sufficient to convince Williams, and hopefully the PCs as well, that they should finish not only *what* they started, but *how* they started: Alone.

LOCATION 4:

THE REPTILE HOUSE

(OR "THERES GNOME PLACE LIKE HOME")

The PCs may arrive in the Eastern District by following up a number of different threads. If they've got the precise address of the house from a prisoner, they can go straight there.

On the other hand, they might have been sent to the general vicinity—perhaps by Williams and Sergeant Lassiter, by a fingerprint on a map, or by their own investigations. Parties who learned of serpent person involvement, but have not asked Williams about any Yellow Sign activity,

may have asked around town, or at the Temple of the God of Knowledge, if the snake-men have been unusually active in any parts of town. Either a DC 15 Gather Information or a DC 20 Knowledge (local) check reveals the information that several serpent people have been spotted in a particular area of the Eastern District.

The neighborhood is one of the nicer portions of the district, with relatively comfortable homes. Aboir and his minions chose the location partly

with an eye for comfort, and partly because they were hoping to blend in. They have successfully done so in their human and gnome guises, but they have been less careful than they think regarding their “serpent people” disguises. More than one person has spotted them sneaking out into the night, and their house is swiftly developing a frightening reputation among the neighbors. Nobody has yet summoned the Sea Lord’s Guard, because the Guard has proven so ineffectual of late. Most of the Eastern District citizens still believe that Finn—the halfling crimelord and protector of the area—will step in if things get bad. They do not realize that Finn, like most Freeport’s major criminal leaders, has been suborned to Tillinghast’s will through white dust.

The PCs may decide to speak with random people in the neighborhood, to frequent nearby shops, or to talk to the drivers for the Blink Dog Rickshaw Company. The Company is based only a few blocks down, so the drivers pass through this neighborhood frequently, and have seen much. (For more on the Blink Dog Rickshaw Company, see pp. 56–57 of *F:tCoA*.) So long as they attempt a reasonable course of action for acquiring information, a DC 12 Gather Information check points them to the right house; the citizens here are all too happy to have someone, anyone, looking into the place.

Once the PCs have pinpointed the precise house, by whatever methods, continue with the following description.

It appears to be just another house, like every other standing along this street. It’s solid but ever so slightly run down, as if its owners cannot quite afford upkeep along with all their other expenses.

It stands two stories in height, and its single chimney appears unused at the moment. Every window is shuttered tight. Two doors appear to grant ingress; one is at the front of the house, while the other door opens out into a small garden.

The shutters have, in fact, been both reinforced with wooden planks on the inside, and subject to *arcane lock*. The same is true of the kitchen door. They cannot be jimmied open, have Hardness 5, 14 hp, and a Break DC of 25. One of the wooden planks is precariously balanced, ensuring that if the shutters are struck, or even opened with a *knock* spell, the plank falls to the floor with a loud thump, alerting the house’s inhabitants to intruders. The front door is locked (DC 15 Open Locks), and is a standard wooden door (hardness 5, 10 hp, Break DC of 13). However, the front door also has a *stone of alarm* attached to it. The PCs will need to resort to magic if they wish to enter the house undetected.

As with the battle on the capsized ship, the inhabitants of this house are likely to move about, rather than waiting for the party to confront them. The house is not especially large. Once combat begins, or the PCs do anything to indicate their presence (such as smashing through a door or window), assume everyone in the house who does not need to open a door arrives on the next round, while anyone who is separated from the conflict by a door—such as those in area 5—arrive in two rounds.

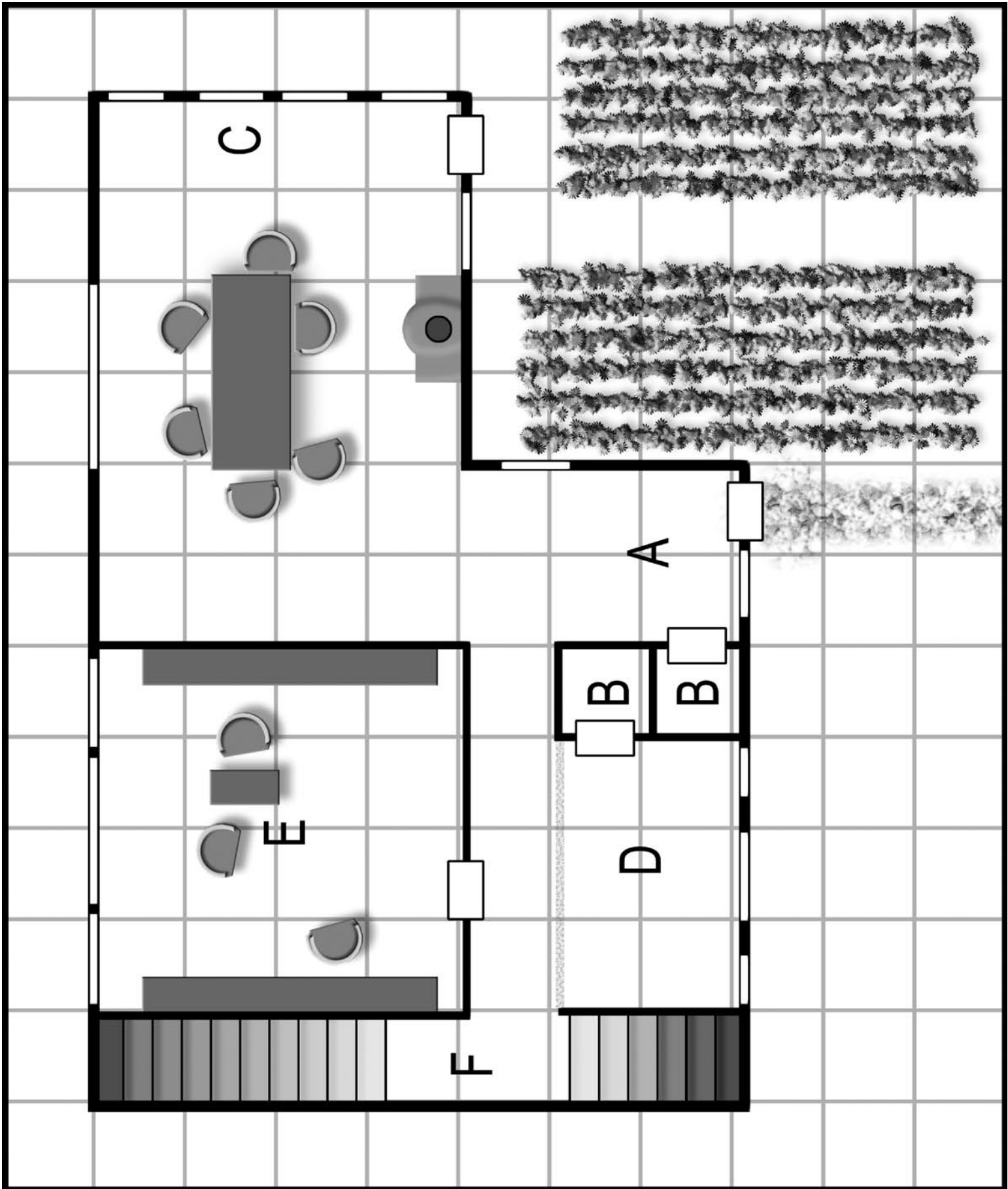
The second floor of the house is little but an open balcony. Anyone who is upstairs and has a clear line of sight to combat occurring downstairs snipes from the balcony.

WIZARDS’ BATTLE

Unless the PCs prove *exceptionally* stealthy, they’re likely to wind up facing most of the house’s inhabitants in a single battle. The information for such a conflict is presented here. If the PCs instead manage to take on their foes in smaller groups, use the encounter levels as provided in individual room descriptions.

Creatures (EL 9): This is quite possibly the toughest battle the PCs will face in this adventure. Aboir alone is a nasty foe, and he’s assisted by his apprentices and two visiting gangmembers. Especially if the wizards are able to strike from a distance (such as on the balcony), the players are in for a real struggle.

REPTILE HOUSE GROUND FLOOR



Note that, as the PCs arrive, Aboir, the gnome apprentice, and the human apprentice from area C appear to be serpent people through the use of *alter self*. They always meet with gang representatives in this guise; on the rare occasion that a meeting lasts longer than half an hour, the apprentices excuse themselves before it ends.

Aboir: 29.

Gnome Apprentice: 14.

Human Apprentices (2): 11, 9.

Thugs (2): 15, 12. (Note that the thugs are unaware that the “serpent people” are really humans and gnomes. If the thugs witness one of them returning to their normal form—either because the spell has expired or been dispelled, or because one of the wizards is slain—they cease fighting in confusion for 1d4 rounds. Whether they continue to fight after that, attempt to escape, or surrender, depends on how the fight is going for their side.)

Tactics: Unless doing so would be blatantly inappropriate for the situation, Aboir begins any combat by attempting to use *charm monster* on someone who looks like a fighter-type. If he is placed in physical danger, he is quick to attempt escape, or at least to retreat to high ground where he can snipe with relative safety.

The other apprentices sometimes attempt *charm person*, but are just as likely to jump immediately to offensive spells such as *magic missile*.

A) FOYER

Originally meant for greeting guests, this area is now little more than a walkway into the house proper. A heavy but cheap chandelier hangs from the ceiling, almost 20 feet above.

If the PCs make any noise here at all, they are attacked after a single round by the inhabitants of area C and H.

Treasure: A *stone of alarm* is currently attached to the front door. The PCs may remove it and take it with them, should they have the opportunity.

B) SUPPLY CLOSETS

Both of these were originally meant as coatrooms, cupboards, and the like. They are now used to store spell components and the robes the wizards wear when disguised as serpent people. The northernmost closet contains a wooden folding table with various burns and acid scars on it.

G) KITCHEN AND DINING ROOM

A rectangular table, surrounded by chairs, stands in the center of this, the largest room in the house. A wood-burning stove stands against the south wall.

Creatures (EL 0 or 3): Currently, one of the human apprentices sits at the table, munching on a fish sandwich of some sort (unless he's already engaged the PCs elsewhere). He attacks immediately upon sighting intruders, shouting for help.

Human Apprentice: 9.

Treasure: If the PCs are really desperate enough, the various kitchen utensils and pans can be gathered into a complete set and sold for roughly 8 copper.

D) FORMER BEDROOM

Casual examination reveals that a wall used to connect the supply closets (B) with the wall beside the stairs to the basement (F). Traces of rubble can still be seen on the floor, from where Aboir and his apprentices removed the wall. The furniture that used to occupy this room has either been moved upstairs or discarded. The inhabitants now use this area as a makeshift alchemy lab, or for scribing scrolls, making use of the folding table in the northern supply closet.

Treasure: Three scrolls of *charm person* lie in the southeast corner, ready for delivery to the alchemy lab on the capsized ship.

E) THE LIBRARY

Formerly the house's master bedroom, the wizards converted this chamber into a library, placing shelves along the northern and western walls. The shelves are still largely empty, containing less than a dozen books. A small table and a few scattered chairs stand in the room's center.

Creatures (EL 0 or 8): At the present time, Aboir and his gnome apprentice (both currently in the form of serpent people) are meeting with two messengers from Patch Carty, leader of the Buccaneers. They are, in fact, discussing the PCs' investigation and what to do about it. When combat begins—whether the party attacks them here, or they attack the party in another part of the house—Aboir attempts to stay behind the thugs, using them as shields while he casts his spells. Obviously, if the party battled these foes in the main room or elsewhere in the house, they will not be found here.

Aboir: 29.

Gnome Apprentice: 14.

Thugs (2): 15, 12.

Treasure: In addition to the items the various NPCs have on them, Aboir and his apprentices keep their spellbooks on the bookshelves in these rooms. The spellbooks have false covers to make them appear to be mundane texts. A DC 18 Search check reveals them, and any PC who states that he is flipping through every book on the shelf finds them automatically. Aboir's spellbook has *fire trap* cast on it. See the individual character entries in Appendix A for a complete list of spells.

F) THE STAIRS

The staircase in the south leads down to area G; those in the north lead to area H. If any of the wizards still remain on the second floor when the PCs begin climbing the north stairs, they attempt to snipe down from around the wall at area H, granting themselves cover and the higher ground.

G) THE CELLAR

(See Map on Next Page)

This large chamber (30 feet on a side) smells of mold and dust. The floor is earthen, and shows signs of recent digging. If the PCs dig down more than a foot or so, they'll find several corpses in various stages of decomposition. These include the house's former owners (a family of five), and a couple of neighborhood folks who got too curious about the serpent people. Experienced PCs (especially those who have seen Aboir's true face) will doubtlessly expect the corpses to rise and shamle forward to attack, but in truth these really are just plain corpses, not undead.

If the PCs make the mistake of coming down here before they have cleaned out the house, the remainder of their opponents assault from the top of the stairs, attempting to bottle the PCs down here and force them to attack upwards, one at a time.

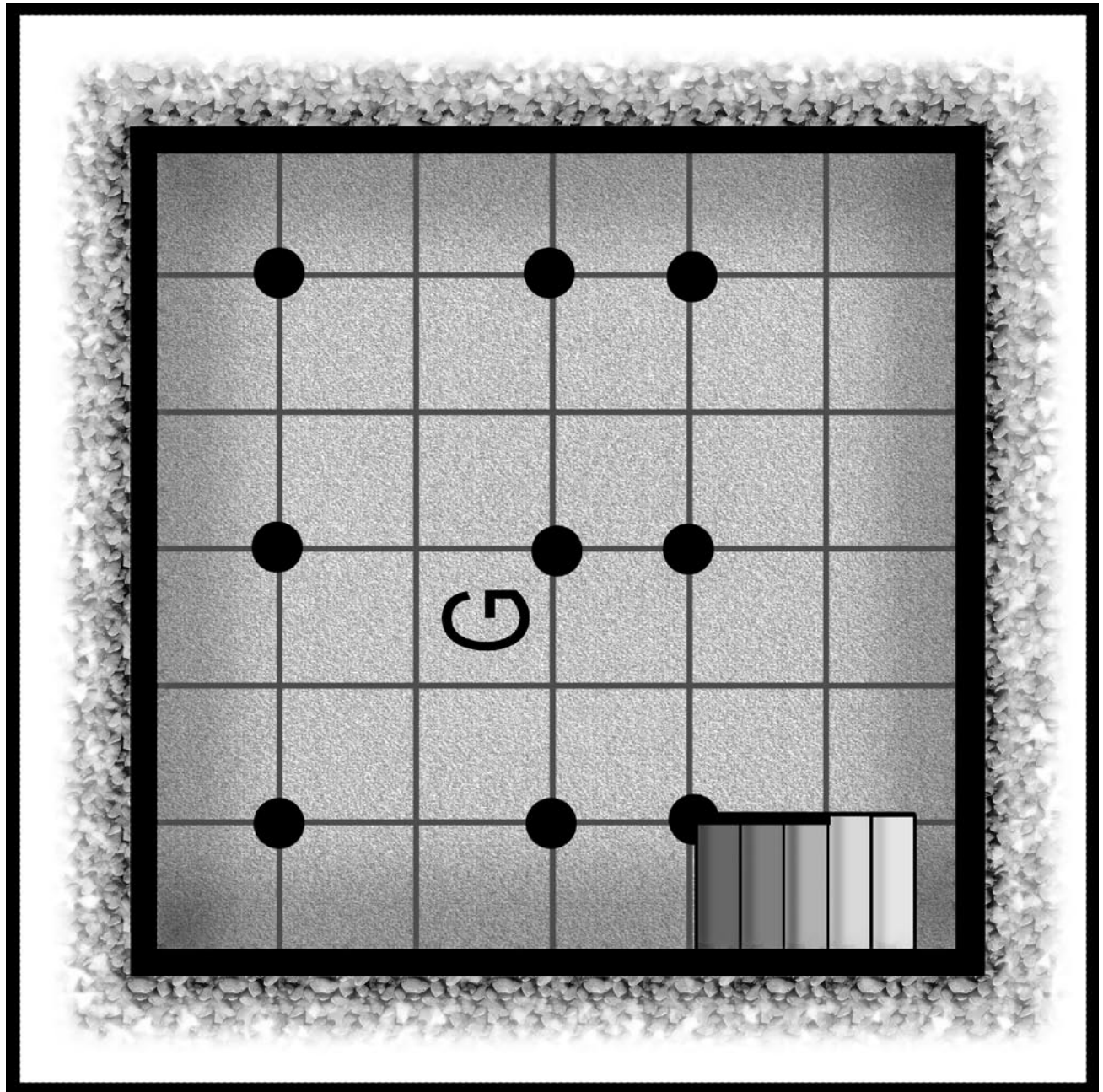
H) THE SECOND FLOOR

(See Map on Page 35)

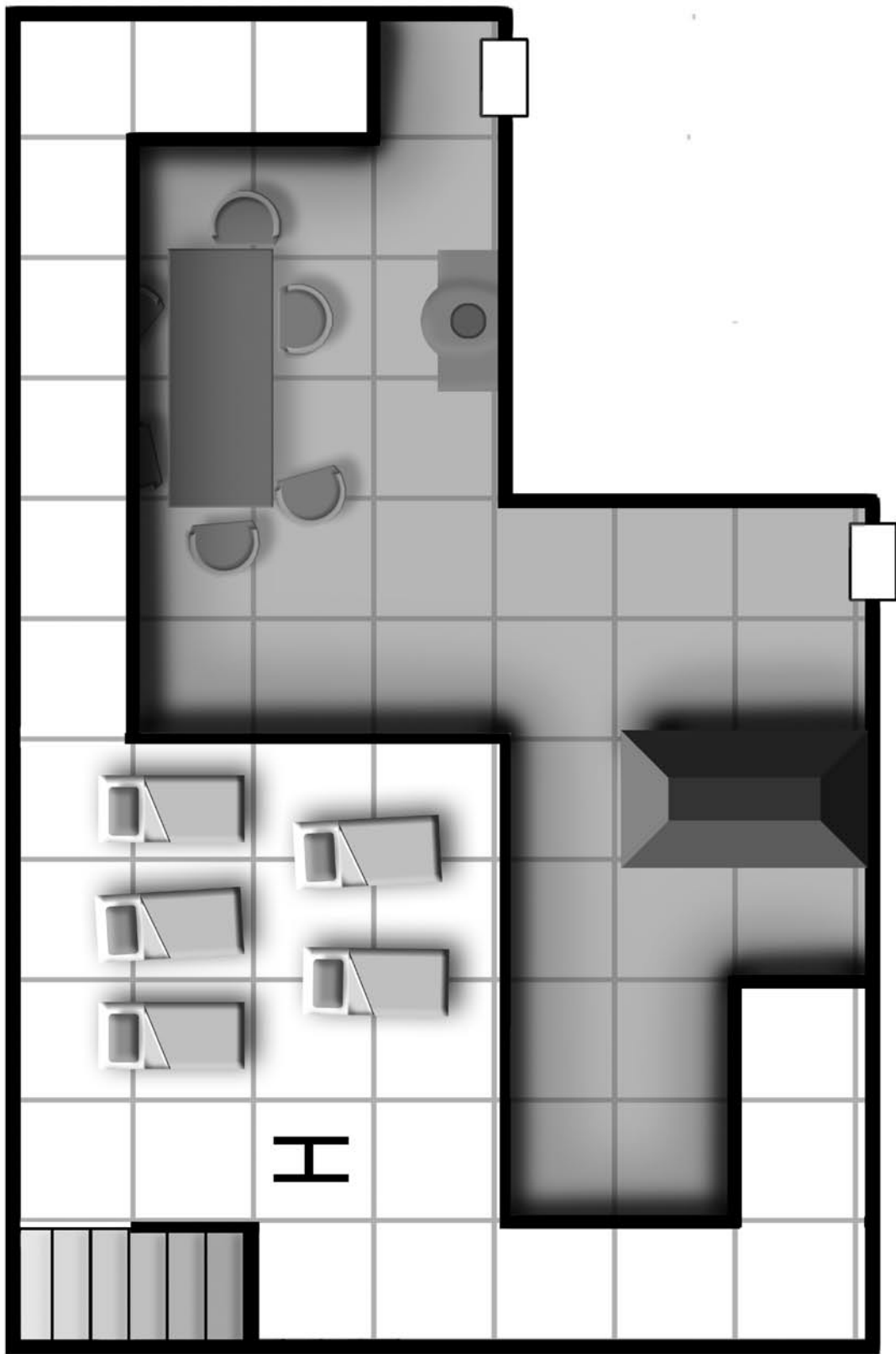
The upper level of the house is largely an open balcony, overlooking the first floor. The wide open area, which contains the five beds formerly found in areas D and E, and which the wizards now use as their sleeping quarters, is directly above the library. It, and the walkways leading off it to the south and east, have no outer walls, but a wooden railing that prevents anyone from accidentally falling. (The distance to the floor is roughly 10 feet.)

Creature (EL 0 or 3): The other human apprentice is up here, lounging about. Unlike the others, he is not currently disguised as a serpent person. He prefers not to go downstairs if he hears fighting but snipes over the balcony or down the staircase. If the party comes upstairs, he attempts to escape by leaping the balcony and either joining his companions or fleeing the premises.

REPTILE HOUSE CELLAR



SECOND FLOOR



WIZARDS' WISDOM

Aboir does not surrender and, if somehow taken alive, utterly refuses to cooperate with the PCs in any way. In fact, he takes any and every effort to either escape or attack, should they drop their guard or even give him opportunity to cast a single spell. Aboir is slightly crazed, so self-preservation is less important to him than proving his superiority and punishing those who would attack him. He is exceedingly difficult to intimidate or to *charm*, though certainly not totally immune to such techniques.

Should the PCs manage to loosen his tongue—or should they instead succeed in intimidating or *charming* one of the apprentices, which is far easier—they can finally learn the entire tale. Everyone present knows that Tillinghast is the man behind the whole thing, what he's been doing, what his goals are, even the events that led them here (as presented in the Introduction). They do not, however, mention that Tillinghast has an escape route planned, unless specifically questioned on that topic.

Again, the PCs will miss out on this information if they kill everyone present, but this should not bring their investigation to a halt. They still have other leads to follow.

LOCATION 5:

TILLINGHAST'S CAMP (OR "ISLE BE SEEING YOU")

Several different leads might have directed the PCs here: information gleaned from captive wizards, or the panicked flight of two corrupt guards. Whatever the case, the ultimate mastermind of their troubles—and indeed, the recent troubles of an entire city—now lies within their reach.

Well, almost.

Tillinghast is no fool. He hides beneath layer upon layer of deception, has armies of criminals at his command, yet still he is prepared for one last, desperate escape. Several of his mercenaries stand watch in the upper levels

of Milton's Folly, making use of the lighthouse as a sentry post. With that height, and with the beacon itself to light up the darkness, an undetected approach to the island is all but impossible without substantial magics. Tillinghast himself is passing as a fellow named Garras Oruch, the new lighthouse keeper, hired on after the previous keeper died in a boating accident. (Anyone who would be surprised to learn that Tillinghast arranged this "accident" has clearly not been paying attention.) Few people interact with the lighthouse keeper, but everyone expects him to be there; this grants Tillinghast a plausible reason for his presence. In point of fact, Tillinghast chose this location precisely because it was near enough to keep an eye on his schemes, and to communicate regularly with his lieutenants, yet kept him out of Freeport proper—and would offer him advance warning of any attack.

The lighthouse itself is a 200-foot-tall tower of white marble, a wonder of the modern age. The light atop it pierces the gloom of night like a second sun, guiding ships around the isles and through dangerous waters to the (relative) safety of Freeport's harbor. Not long ago, it was the center of a scheme to drive the entire population mad in the name of a dark and forgotten deity. Now, converted to an impressive yet mundane purpose, it has already become a fact of daily life, largely taken for granted or ignored by the people who benefit from its presence.

While T'Wek has substantial brush and some light woods, a 50-yard radius around the lighthouse has been completely cleared of foliage and offers no convenient places to hide. Tillinghast keeps a bed in the lighthouse, as part of his masquerade, but his true camp is located just inside the light forest, 50 yards south/southeast of the structure. From here, he can spot anyone sniffing around the lighthouse, and can hear the alarm bells his sentries keep atop the tower.

So, what does all this mean for the PCs and their attack? Simply that, unless the entire party is *invisible* or otherwise magically concealed, Tillinghast knows they're coming. The only question is, how much warning does he actually have?

Attempting to roll Spot checks every round for the guards in the lighthouse, the guards on the ground, and Tillinghast himself, would become patently ridiculous in short order. Instead, take into account the PCs actions and preparations, and make use of the following. Note that these assume the PCs are headed directly toward the isle, and toward the general vicinity of the lighthouse. If they are not, adjust Tillinghast's warning accordingly.

- If the PCs approach the island by boat, during daylight hours, they are spotted offshore and Tillinghast has a full 10-round (one-minute) head start on them.
- If the PCs approach the island by boat, during the night, they are spotted once they come aground, and Tillinghast has a 5-round lead on them.
- If the PCs make a point of sailing around the island to land from a different angle, and they do so at night, they are spotted only once they enter the clearing around the lighthouse. Tillinghast has a mere 3-round lead on them.
- If the PCs make any of the above approaches, but they do so by some means other than boat (perhaps via *fly* spells), subtract 1 from the number of rounds of warning Tillinghast has.
- If the PCs are completely *invisible*, you're going to have to go off the cuff a bit. If they make noise, or visibly mess with items, for instance, they'll be detected more easily. Under these circumstances, standard Spot and Listen checks are probably appropriate. Don't shaft the players, but if at all possible, try to justify giving Tillinghast at least a few rounds of warning, or else the chase is going to be a pretty short one.

Don't follow the above suggestions slavishly. They're presented as guidelines to make things flow faster, not as iron-clad rules. If the PCs are clever in their approach and preparations, shave a few rounds off of Tillinghast's lead time. If they're careless, add a few.

RACE ACROSS T'WIK

Tillinghast has a boat waiting for him off the east coast of the isle, near the southern end. It is crewed and ready to go at all times: the former commissioner's final escape hatch. He recognizes the PCs—he has, of course, been receiving reports of their activities—and the instant he sees them snooping around the lighthouse or the coast of the island, he bolts. (If the PCs have not yet discovered his camp, allow them DC 12 Listen checks every round to hear someone crashing through the brush.)

What happens next is a running battle, as the PCs attempt to fight through Tillinghast's mercenaries, and catch up with the fleeing fugitive, before he manages to board the ship and sail to safety. It can be a tricky scene to run, but with the proper preparation, and sufficient detail in the description, it can prove an exciting encounter for everyone.

First and foremost, it is *vital* that you, as DM, make certain that everyone stays fully involved. This is likely the final (or at least penultimate) encounter in the adventure; more to the point, it is the party's only chance at running Tillinghast to ground. The fact that the man is running for his life means that he's likely to leave the slower PCs—gnomes, halflings, dwarves, and folks in heavy armor—behind.

If this is the case, be sure to throw more mercenaries at those who cannot keep up. If they can't run down Tillinghast, at least make it very clear that they are responsible for keeping the soldiers off their friends' backs, offering the *rest* of the party the chance to catch him. Even if the PCs are spread out over dozens or hundreds of yards, treat the encounter as one big battle, in which the slower characters are just as integral as anyone else. After all, it doesn't do the elven ranger any good to catch Tillinghast if half a dozen mercenaries fall upon him two rounds later.

RUNNING THE RACE

Assume that Tillinghast must cover roughly 1,500 feet from his campsite to the waiting boat.

Tillinghast, as a relatively unencumbered human, has a movement rate of 30. If he could run the entire way, he could cover that distance in a mere 13 rounds—but things aren't nearly that simple. Much of the island is covered in sparse forest and underbrush, making running impossible in some areas, and even reducing normal walking speed.

Rolling for every single 5-foot square of movement is obviously not an option. Instead, roll 1d12 on the table below for each round of movement, once for Tillinghast, once for the PCs. (If the PCs split up, or if one group falls behind, roll separately for each group of characters.)

Obviously, the dice determine whether or not the PCs catch up or fall behind. If Tillinghast has rough terrain and the PCs easy terrain, they'll gain some ground on him. If the reverse is true, he'll likely pull ahead.

Characters with Survival may attempt to find

faster routes through the underbrush and trees. A DC 15 Survival check allows a character to take the better of two rolls on the above table, rather than being stuck with the first roll. If the check fails, however, the character must move for at least two rounds before he may try again.

Characters who are desperate to catch up may attempt to bull through the underbrush, running even through spaces where running is officially impossible, and moving at normal speed through areas that should reduce him to half speed. This requires a DC 18 Balance check; failure results in the character tripping and falling prone, but success means he was able to move at the faster rate.

Remember to take cover, line of effect, and the difficulty for making Spot checks into account. It should be difficult for the PCs to target Tillinghast with ranged attacks or spells.

Roll	Terrain	Effect on Character and Movement
1	Flat, empty	May run
2–3	Tree	Cannot run, +2 AC, +1 Reflex
4–5	Light undergrowth	Movement reduced by half, cannot run
6	Gradual slope	In melee, combatant on higher ground gains +1 to attack
7–9	Tree and light undergrowth	Movement reduced by half, cannot run, +2 AC, +1 Reflex
10	Tree and gradual slope	Cannot run, +2 AC, +1 Reflex, combatant on higher ground gains +1 to attack
11	Light undergrowth, gradual slope	Movement reduced by half, cannot run, combatant on higher ground gains +1 to attack
12	Tree, light undergrowth, and gradual slope	Movement reduced by half, cannot run, +2 AC, +1 Reflex, combatant on higher ground gains +1 to attack

FORESTS AND FOLIAGE

For ease of reference, the relevant information on sparse forest terrain is reprinted here from the *DMG*.

Trees: The most important terrain element in a forest is the trees, obviously. A creature standing in the same square as a tree gains a +2 bonus to Armor Class and a +1 bonus on Reflex saves (these bonuses don't stack with cover bonuses from other sources). The presence of a tree doesn't otherwise affect a creature's fighting space, because it's assumed that the creature is using the tree to its advantage when it can. The trunk of a typical tree has AC 4, hardness 5, and 150 hp. A DC 15 Climb check is sufficient to climb a tree.

Undergrowth: Vines, roots, and short bushes cover much of the ground in a forest. A space covered with light undergrowth costs 2 squares of movement to move into, and it provides concealment. Undergrowth increases the DC of Tumble and Move Silently checks by 2 because the leaves and branches get in the way. Running and charging are impossible. Squares with undergrowth are often clustered together. Undergrowth and trees aren't mutually exclusive; it's common for a 5-foot square to have both a tree and undergrowth.

Other Forest Terrain Elements: Fallen logs generally stand about 3 feet high and provide cover just as low walls do. They cost 5 feet of movement to cross. Forest streams are generally 5 to 10 feet wide and no more than 5 feet deep. Pathways wind through most forests, allowing normal movement and providing neither cover nor concealment. These paths are less common in dense forests, but even unexplored forests will have occasional game trails.

Stealth and Detection in a Forest: In a sparse forest, the maximum distance at which a Spot check for detecting the nearby presence of others can succeed is 3d6×10 feet.

Because any square with undergrowth provides concealment, it's usually easy for a creature to use the Hide skill in the forest. Logs provide cover, which also makes hiding possible.

The background noise in the forest makes Listen checks more difficult, increasing the DC of the check by 2 per 10 feet, not 1 (but note that Move Silently is also more difficult in undergrowth).

Of course, this encounter is far more than a mere footrace. Tillinghast has his mercenaries scattered throughout the area, ready to cover his escape by any means necessary.

After rolling the d12 for Tillinghast and the party, roll 1d20 and consult the following table.

Roll	Result
1–14	No encounter
15–17	One mercenary (EL 4)
18–19	Two mercenaries (EL 6)
20	Three mercenaries (EL 7)

Between these two charts, you should create a fairly intense and dangerous running battle, with the PCs battling both the soldiers of the enemy and the terrain of T'Wik itself.

Of course, even if Tillinghast makes it to the boat, he's not necessarily safe. The PCs likely have means of attacking the boat from a distance, or even of using magic to chase it down. Tillinghast himself, ultimately, is a coward. Should his own life be threatened, he surrenders, counting on his connections and allies within the government to set him free—or at least to ensure that he is given comfortable accommodations. (If the PCs are obviously and severely injured, he might attempt to fight, but surrenders within a matter

of rounds if the fight does not *immediately* go his way.)

The ship awaiting Tillinghast is a 75-foot, two-masted sailing ship, with a crew of 20 (mostly human, mostly male commoner 2, 6 hp). The crew does not fight, surrendering if attacked. If the PCs are able to take the ship intact, they may legally salvage it and sell it for roughly half its “book” value, earning them a profit of 5,000 gp.

The ship departs the shore the round after Tillinghast reaches it. The ship’s top sailing speed is two milers per hour. When translated to a round-by-round movement rate, assume that this means the ship has a movement rate of 5, and can thus move 10 feet in any round where it performs a double-move in a straight line. (The movement rate is actually closer to 4.4, doubled to 8.8., but of course those do not fit evenly in a measuring system of 5-foot squares.) Assume that the ship cannot double move for the first 1d4 rounds, until it builds up to full speed.

This relatively slow rate should allow the PCs an opportunity to stop Tillinghast even if he successfully launches the boat. Whether they try to destroy it from the shore, board via magics, or attempt other strategies, be sure to give them a reasonable chance of success.

AFTERMATH

At this point, it’s all over but the mopping up. Even if the PCs weren’t able to provide Commissioner Williams with sufficient information to shake up the gangs, the sudden loss of the controlling force that united them is a major blow. Gang leaders and other major criminals immediately return to familiar patterns, blaming recent events on anyone and everyone else. At the very least, the gangs are going to be in turmoil for some weeks, allowing Freeport to recover from the crime wave. With any luck, the PCs supplied sufficient info for the Sea Lord’s Guard to weaken the gangs for *months* to come.

If he was taken alive, Tillinghast cooperates with the authorities, in hopes that he can earn a shorter (or at least more comfortable) sentence. The Guard is able to sweep up any

of his associates still out and about in the city, and they’re able to cut off supplies of white smoke, ensuring that the new drug never has the opportunity to prosper and develop a large following in Freeport.

Assuming the PCs did not turn on any of their allies or benefactors, they can expect the promised reward of 2,000 gp in pearls from Cirgall, and another 1,000 from Williams in appreciation of their assistance. This is, of course, on top of any valuables they may have taken from their fallen foes. Additionally, they have likely earned sufficient experience to advance them to 7th level, and the gratitude of several of the city’s most prominent citizens.

ADVENTURE SEEDS

The PCs have succeeded in stopping Tillinghast and preventing the formation of a city-wide thieves’ guild, but their troubles may not yet be entirely over. The events in *Gangs of Freeport* can lead to further developments, some of which are suggested here.

- Several of the gangs target the party for elimination. This might be retaliation for gangmembers the PCs killed or captured while hunting Tillinghast, or it may simply be part of the “Nobody messes with us and lives!” attitude of the gangs. The fact that the party in fact *saved* the gangs from outside control won’t buy them much in the way of leniency.
- While the “serpent people” the PCs investigated were in fact humans and gnomes disguised with magic, the city still boasts its share of *real* serpent people, many of whom still devote themselves to the Yellow Sign. The surviving cults might take exception to the notion of the party’s investigation, and launch a preemptive strike.
- Perhaps the PCs and the Guard haven’t choked off the supply of white smoke as thoroughly as they believe. One man with a few enchanters was able to use the stuff to practically take over every major criminal organization in the city. What would happen if someone who runs in *political* circles were to get a hold of this stuff?

APPENDIX A: NPC STATISTICS

APPRENTICE

Male human wizard (enchanter) 3: CR 3; Medium humanoid; HD 3d4; hp 12; Init +5; Spd 30 ft. (6 squares); AC 12 (16 w/*shield* spell), touch 11 (15 w/*shield* spell), flat-footed 11 (15 w/*shield* spell); Base Atk +1; Grp +0; Atk +0 melee (1d4–1, dagger) or +2 ranged (1d4–1, dagger); Full Atk +0 melee (1d4–1, dagger) or +2 ranged (1d4–1, dagger); AL NE; SV Fort +2, Ref +2, Will +5; Str 8, Dex 13, Con 12, Int 15, Wis 14, Cha 10.

Skills and Feats: Bluff +2, Concentration +6, Craft (alchemy) +7, Decipher Script +7, Disguise +2, Knowledge (arcana) +7, Knowledge (history) +7, Knowledge (religion) +7, Spellcraft +9; Combat Casting, Dodge, Improved Initiative, Scribe Scroll^B.

Male gnome wizard (enchanter) 3: CR 3; Small humanoid; HD 3d4+3; hp 15; Init +1; Spd 20 ft. (4 squares); AC 13 (17 w/*shield* spell), touch 12 (16 w/*shield* spell), flat-footed 12 (16 w/*shield* spell); Base Atk +1; Grp –4; Atk +1 melee (1d3–1, dagger) or +3 ranged (1d3–1, dagger); Full Atk +1 melee (1d3–1, dagger) or +3 ranged (1d3–1, dagger); SA +1 racial bonus on attack rolls against kobolds and goblinoids; SQ +4 dodge against giants, +2 to saves against illusion, spell-like abilities; AL NE; SV Fort +2, Ref +2, Will +5; Str 8, Dex 13, Con 14, Int 15, Wis 14, Cha 8.

Skills and Feats: Bluff +2, Concentration +5, Craft (alchemy) +7, Decipher Script +6, Disguise +1, Knowledge (arcana) +7, Knowledge (history) +6, Knowledge (religion) +6, Listen +4, Spellcraft +9; Combat Casting, Dodge, Scribe Scroll^B.

Spell-Like Abilities (1/day, caster level 1): *speak with animals* (borrowing mammals only).

The following applies to both human and gnome apprentices:

Possessions: 3 daggers, spell component pouch, spellbook, *bracers of armor* +1, *potion of cure moderate wounds*, *potion of protection from*

arrows, *wand of magic missile* (4d10 charges remaining).

Spells Prepared (4+1/3+1/2+1; save DC 12+spell level; cannot cast conjuration or illusion spells):

0—*daze*, *detect magic*, *mage hand*, *resistance*, *touch of fatigue*

1st—*charm person*, *hypnotism*, *magic missile*, *shield*

2nd—*alter self* (may already have been cast), *touch of idiocy*, *scorching ray*

Spellbook: In addition to the above, each wizard's spellbook contains all 0-level spells (except conjuration or illusion), *arcane lock*, 1d6 additional 1st-level spells, and 1d3 2nd-level spells. Use the random scroll charts in Chapter 7: Magic Items of the *DMG* to determine which other spells they have available. Note: As the DM, you should feel free to swap out any of the wizards' prepared spells for other spells in their spellbook. Just be sure they still have access to any spells they are specifically described as using, such as *alter self*.

CITY GUARDSMAN

Male human warrior 1: CR 1/2; Medium humanoid; HD 1d8+1; hp 5; Init +1; Spd 30 ft. (6 squares); AC 15, touch 11, flat-footed 14; Base Atk +1; Grp +2; Atk +3 melee (1d8+1, smash stick) or +2 ranged (1d8, light crossbow); Full Atk +3 melee (1d8+1, smash stick) or +2 ranged (1d8, light crossbow); AL LN; SV Fort +3, Ref +1, Will +0; Str 13, Dex 12, Con 12, Int 8, Wis 10, Cha 10.

Skills and Feats: Intimidate +2, Listen +3, Search +0, Spot +3; Alertness, Weapon Focus (heavy mace).

Possessions: Smash-stick (heavy mace), light crossbow, 20 bolts, chain shirt, pouch with 2 gp.

EVERYDAY THIEF

Male or female human rogue 2: CR 2; Medium humanoid; HD 2d6+4; hp 13; Init +2; Spd 30 ft. (6 squares); AC 15, touch 12, flat-footed 13; Base Atk +1; Grp +2; Atk +3 melee (1d6+1, short sword) or +3 ranged (1d8, light crossbow); Full Atk +2 melee (1d6+1, short sword) or +3 ranged (1d8, light crossbow); SA sneak attack +1d6; SQ evasion, trapfinding; NE or CE; SV Fort +2, Ref +5, Will +1; Str 13, Dex 15, Con 14, Int 8, Wis 13, Cha 10.

Skills and Feats: Appraise +4, Balance +7, Bluff +5, Climb +6, Diplomacy +2, Disguise +2, Hide +9, Intimidate +2, Jump +6, Move Silently +9, Open Locks +7; Stealthy, Weapon Finesse.

Possessions: Short sword, light crossbow, 20 bolts, masterwork studded leather armor, thieves' tools, *dust of tracelessness*, *potion of cat's grace*, *potion of cure light wounds* (2), *potion of darkvision*, *potion of spider climb*, pouch with 20 gp.

Note: Some of the everyday thieves encountered in *Gangs of Freeport* are under the effects of white smoke. Subtract 4 from all attack rolls and skill checks and reduce their Wisdom by 4 (resulting in a –2 penalty to Will saves and Wisdom-based skills; this stacks with the initial skill penalty).

NASTIER THIEF

Male or female human rogue 3: CR 3; Medium humanoid; HD 3d6+6; hp 19; Init +6; Spd 30 ft. (6 squares); AC 16, touch 12, flat-footed 14; Base Atk +2; Grp +3; Atk +4 melee (1d6+1, rapier) or +4 ranged (1d8, light crossbow); Full Atk +4 melee (1d6+1, rapier) or +4 ranged (1d8, light crossbow); SA sneak attack +3d6; SQ evasion, trapfinding, trap sense +1; NE or CE; SV Fort +3, Ref +5, Will +2; Str 13, Dex 15, Con 14, Int 8, Wis 13, Cha 10.

Skills and Feats: Appraise +5, Balance +8, Bluff +6, Climb +6, Diplomacy +2, Disguise +2, Hide +10, Intimidate +3, Jump +7, Move Silently +10, Open Locks +8; Improved Initiative, Stealthy, Weapon Finesse.

Possessions: Rapier, light crossbow, 20 bolts, +1 *studded leather armor*, thieves' tools, *dust of tracelessness*, *potion of cat's grace*, *potion of cure light wounds* (2), *potion of spider climb*, pouch with 20 gp.

THUG

Male or female human warrior 2: CR 1; Medium humanoid; HD 2d8+4; hp 13; Init +1; Spd 30 ft. (6 squares); AC 15, touch 11, flat-footed 14; Base Atk +2; Grp +3; Atk +5 melee (1d6+2, cutlass) or +3 ranged (1d8, light crossbow); Full Atk +5 melee (1d6+2, cutlass) or +3 ranged (1d8, light crossbow); AL NE or CE; SV Fort +5, Ref +1, Will +1; Str 15, Dex 13, Con 14, Int 8, Wis 12, Cha 10.

Skills and Feats: Intimidate +3, Jump +3, Knowledge (local) +1; Power Attack, Weapon Focus (cutlass).

Possessions: Cutlass (scimitar), light crossbow, 20 bolts, chain shirt, pouch with 12 gp.

Note: Some of the thugs encountered in *Gangs of Freeport* are under the effects of white smoke. Subtract 4 from all attack rolls and skill checks and reduce their Wisdom by 4 (resulting in a –2 penalty to Will saves and Wisdom-based skills; this stacks with the initial skill penalty).

MERCENARY

Male or female human fighter 4: CR 4; Medium humanoid; HD 4d10+8; hp 34; Init +5; Spd 20 ft. (4 squares); AC 18, touch 11, flat-footed 17; Base Atk +4; Grp +7; Atk +9 melee (1d8+7, battleaxe) or +5 ranged (1d10, heavy crossbow); Full Atk +9 melee (1d8+7, battleaxe) or +5 ranged (1d10, heavy crossbow); AL LE or NE; SV Fort +6, Ref +2, Will +2; Str 16, Dex 13, Con 14, Int 8, Wis 12, Cha 10.

Skills and Feats: Intimidate +5, Jump +3, Knowledge (local) +2; Cleave, Improved Initiative, Improved Sunder, Power Attack, Weapon Focus (battleaxe), Weapon Specialization (battleaxe)

Possessions: +1 *battleaxe*, heavy crossbow, 20 bolts, +1 *banded mail*, pouch with 30 gp.

NAMED NPCs

“BARNACLE-BOTTOM” BAILEY

Male human expert 6: CR 5; Medium humanoid; HD 6d6; hp 26; Init +0; Spd 30 ft. (6 squares); AC 12, touch 10, flat-footed 12; Base Atk +4; Grp +4; Atk +4 melee (1d6, short sword) or +4 ranged (1d8, light crossbow); Full Atk +4 melee (1d6, short sword) or +4 ranged (1d8, light crossbow); AL N; SV Fort +4, Ref +2, Will +5; Str 10, Dex 10, Con 10, Int 15, Wis 13, Cha 15.

Skills and Feats: Concentration +9, Craft (alchemy) +11, Decipher Script +11, Forgery +11, Knowledge (arcana) +11, Knowledge (local) +11, Profession (brewer) +10, Spellcraft +15 (+17 to decipher scrolls), Use Magic Device +13 (+17 involving scrolls); Brew Potion, Craft Wondrous Item, Great Fortitude, Magical Aptitude.

Possessions: Short sword, leather armor, *cloak of resistance* +1, *goggles of minute seeing*, *ring of protection* +2, *potion of cure light wounds*, *potion of levitate*, *potion of misdirection*, *potion of sanctuary*.

Notes: Due to some recently consumed alchemical potions, Bailey has a +8 inherent bonus to Fortitude saves made against poison. Bailey is currently subject to a *charm* effect cast by Aboir.

Bailey's unfortunate sobriquet “Barnacle-Bottom” was bestowed upon him by a Dreaming Street prostitute who swore it was perfectly descriptive. Rather than being offended, the alchemist adopted it as his street name. (That said, it's worth noting that the prostitute who so named him suffered permanent brain damage months later, due to ingesting a batch of abyss dust that had “accidentally” been contaminated with quicksilver.) He has been heavily involved in Freeport's drug trade for many years, and makes money on the side creating made-to-order potions and minor wondrous items by using scrolls to provide the necessary magics. White smoke is Bailey's own creation, though he had the assistance of Aboir in the process. While Aboir has Bailey under a modicum of mental influence, the truth is that the alchemist would likely have involved himself in ongoing events willingly, if the price had been right.

Bailey is a tall, pock-marked scarecrow of a man, with coarse black hair and a nervous demeanor about him. Despite (or perhaps because of) the fact that he works with narcotics constantly, he never takes drugs himself, or even allows himself to get drunk.

MENTIRRE ABOIR

Male gnome wizard (enchanter) 7: CR 7; Small humanoid; HD 7d4+7; hp 29; Init +1; Spd 20 (4 squares); AC 12 (20 w/*mage armor* and *shield*), touch 12 (16 w/*shield*), flat-footed 11 (19 w/*mage armor* and *shield*); Base Atk +3; Grp –1; Atk +4 melee (1d3, dagger) or +4 ranged (1d3–, dagger); Full Atk +4 melee (1d3, dagger) or +4 ranged (1d3–, dagger); SA +1 racial bonus on attack rolls against kobolds and goblinoids; SQ +4 dodge against giants, +2 to saves against illusion, spell-like abilities; AL NE; SV Fort +3, Ref +3, Will +7; Str 10, Dex 13, Con 12, Int 18, Wis 14, Cha 10.

Skills and Feats: Bluff +1, Concentration +11, Craft (alchemy) +12, Decipher Script +8, Disguise +1, Knowledge (arcana) +13, Knowledge (history) +8, Knowledge (religion) +8, Listen +4, Spellcraft +13; Brew Potion, Combat Casting, Dodge, Scribe Scroll^B, Silent Spell, Still Spell.

Spell-Like Abilities (1/day, caster level 1): *speak with animals* (borrowing mammals only), *dancing lights*, *ghost sound*, *prestidigitation*.

Possessions: Dagger, spell component pouch, spellbook, *headband of intellect* +2, *potion of cure moderate wounds* (2), *potion of invisibility*, *potion of jump*, *potion of mage armor* (3), *potion of protection from arrows*, *potion of resist energy (fire)* 10, *wand of shield* (29 charges).

Spells Prepared (4+1/4+1/3+1/2+1/1+1; save DC 14+spell level; cannot cast conjuration or illusion spells):

0—*daze*, *detect magic*, *mage hand*, *resistance*, *touch of fatigue*

1st—*charm person*, *expeditious retreat*, *hypnotism*, *magic missile*, *ray of enfeeblement*

2nd—*alter self* (may already have been cast), *daze monster*, *touch of idiocy*, *scorching ray*

3rd—*deep slumber*, *dispel magic*, *suggestion*

4th—*charm monster*, *enervation*

Spellbook: In addition to the above, Aboir's spellbook contains all 0-level spells (except conjuration or illusion), 1d6 1st-level spells, 1d6 2nd-level spells, 1d4 3rd-level spells, and 1d3 4th-level spells. Use the random scroll charts in

Chapter 7: Magic Items of the *DMG* to determine which other spells they have available. Note: As the DM, you should feel free to swap out any of Aboir's prepared spells for other spells in his spellbook. Just be sure he still has access to any spells he is specifically described as using, such as *alter self*.

Mentirre Aboir hails from a small island off the mainland, many days travel from Freeport. How he and Tillinghast hooked up is unclear. What is clear, however, is that Aboir doesn't much care about the financial rewards offered by his current activities; he's much more interested in the opportunity to control so many people at once, and in the possibilities presented by white smoke. The shriveled gnome cares nothing for others, seeing them entirely as tools to be used or subjects for experiments. They are animals, while he is—in his mind—a nascent god. Even his apprentices are intended to mirror his own glory and to serve as his agents.

Aboir is short, even for a gnome, and quite wrinkled. His fingers normally remain bent into claws, but have lost none of their dexterity. (If you're not opposed to using real-world examples when describing things to your players, a comparison to Bela Lugosi's fingers would not be inappropriate.) Aboir keeps his head shaved, and his face is tattooed with white ink to resemble a stylized skull.

DUTCH TILLINGHAST

Male human fighter 2/aristocrat 6: CR 7; Medium humanoid; HD 2d10+2 plus 6d8+6; hp 51; Init +4; Spd 30 ft. (6 squares); AC 16, touch 10, flat-footed 16; Base Atk +6; Grp +6; Atk +6 melee (1d8, longsword) or +6 ranged (1d6, shortbow); Full Atk +6/+1 melee (1d8, longsword) or +6 ranged (1d6, shortbow); AL LE; SV Fort +8, Ref +4, Will +11; Str 10, Dex 10, Con 12, Int 13, Wis 14, Cha 15.

Skills and Feats: Appraise +7, Bluff +10, Diplomacy +16, Disguise +12, Forgery +3, Gather Information +10, Intimidate +11, Knowledge (local) +7, Knowledge (royalty and nobility) +7, Ride +3, Sense Motive +10, Spot +8; Deceitful, Dodge, Improved Initiative, Iron Will, Negotiator, Persuasive.

Possessions: Longsword, shortbow, 20 arrows, +2 *chain shirt*, *cloak of resistance* +2.

Tillinghast has never forgiven Williams for replacing him, the Council for ousting him, or indeed the entire city of Freeport for not offering him up everything he wanted. He has returned to take power from below, as he failed to do so from above. Tillinghast is fiercely determined to obtain his ambitions, and he has no mercy or compassion for anyone who gets in his way. He is, however, very much a coward on a personal level. If faced in combat, without his guards around him, he normally attempts to bribe his way out of trouble. He will surrender rather than risk death, certain that his allies will rescue him soon enough.

Dutch Tillinghast is of average height, with dull brown hair and a bottlebrush mustache. He is somewhat overweight, but in better physical shape than he appears.

GEOFF "SKY-HIGH" PAULOW

Male human rogue 4: CR 4; Medium humanoid; HD 4d6+8; hp 25; Init +6; Spd 30 ft. (6 squares); AC 16, touch 12, flat-footed 14; Base Atk +3; Grp +4; Atk +6 melee (1d6+2, +1 *rapier*) or +5 ranged (1d8, light crossbow); Full Atk +6 melee (1d6+2, +1 *rapier*) or +5 ranged (1d8, light crossbow); SA sneak attack +3d6; SQ evasion, trapfinding, trap sense +1, uncanny dodge; NE; SV Fort +3, Ref +6, Will +2; Str 12, Dex 15, Con 14, Int 12, Wis 12, Cha 10.

Skills and Feats: Appraise +6, Bluff +8, Craft (alchemy) +7, Diplomacy +8, Disguise +8, Gather Information +8, Hide +8, Intimidate +8, Knowledge (local) +7, Move Silently +8, Search +7, Sleight of Hand +8; Improved Initiative, Persuasive, Weapon Finesse.

Possessions: +1 *rapier*, light crossbow, 20 bolts, +1 *studded leather armor*, thieves' tools, pouch with 20 gp.

Note: When encountered by the PCs, Paulow is likely under the effects of white smoke. Subtract 4 from all attack rolls and skill checks and reduce his Wisdom by 4 (resulting in a –2 penalty to Will saves and Wisdom-based skills; this stacks with the initial skill penalty).

A fixture in the Freeport underworld, albeit a minor one, for years -- Rather than throw in his lot with any one of the gangs, Paulow used his persuasive manner and some contacts he knew through his father (also a crook) to set up a small smuggling operation. He aids the various gangs in bringing narcotics and other illicit materials into Freeport. He brings in his own stuff in the same shipments, allowing him to make extra money through his own sales. The nickname "Sky-High" initially referred to his claim that he could bring *anything* into the city: "The sky's the limit." In more recent days, however, it more accurately refers to his constant state of inebriation. Aboir addicted Paulow to white smoke, using the drug and his magics to ensure the smuggler focused all his efforts on white smoke ingredients.

Paulow is a relatively thin man, with dark hair and slightly swarthy skin. He's normally very amenable and affable, but while under the effects of white smoke, he grows sullen and wary.

OFFICERS RURBACH AND TULLS

Rurbach, male human fighter 4: CR 4; Medium humanoid; HD 4d10+8; hp 34; Init +1; Spd 20 ft. (4 squares); AC 16, touch 11, flat-footed 15; Base Atk +4; Grp +6; Atk +7 melee (1d8+4, smash stick) or +5 ranged (1d8, repeating crossbow); Full Atk +7 melee (1d8+4, smash stick) or +5 ranged (1d8, repeating crossbow); AL NE; SV Fort +6, Ref +2, Will +2; Str 15, Dex 13, Con 14, Int 10, Wis 12, Cha 10.

Skills and Feats: Intimidate +5, Jump +0, Knowledge (local) +2, Listen +3, Spot +3; Alertness, Dodge, Exotic Weapon Proficiency (repeating crossbow), Power Attack, Weapon Focus (heavy mace), Weapon Specialization (heavy mace)

Possessions: Smash stick (heavy mace), repeating crossbow crossbow, 20 bolts, chainmail, pouch with 10 gp.

Tulls, male human fighter 5: CR 5; Medium humanoid; HD 5d10+10; hp 42; Init +1; Spd 20 ft. (4 squares); AC 17, touch 11, flat-footed 16; Base Atk +5; Grp +7; Atk +8 melee (1d8+4, smash stick) or +6 ranged (1d8, repeating crossbow); Full Atk +8 melee (1d8+4, smash stick) or +6 ranged (1d8, repeating crossbow); AL NE; SV Fort +7, Ref +3, Will +3; Str 15, Dex 13, Con 14, Int 10, Wis 12, Cha 10.

Skills and Feats: Intimidate +5, Jump +0, Knowledge (local) +3, Listen +3, Spot +3; Alertness, Dodge, Exotic Weapon Proficiency (repeating crossbow), Power Attack, Weapon Focus (heavy mace), Weapon Specialization (heavy mace)

Possessions: Smash stick (heavy mace), light steel shield, repeating crossbow crossbow, 20 bolts, chainmail, pouch with 14 gp.

Rurbach and Tulls have been partners on the beat since they were lowly guardsmen. The pair put on a great show of being honest cops, but have been secretly taking bribes and kickbacks for years. They loved Tillinghast's reign as commissioner, and have seethed with resentment since Williams took over. When Tillinghast returned in secret and approached them, they leapt at the chance to help him, and even directed him to other corruptible members of the force.

Rurbach is a tall, thin fellow, while Tulls is shorter and squatter. Both wear thick mustaches. Rurbach is otherwise bald, while Tulls has a full head of red hair.

APPENDIX B: WHITE SMOKE

Just as snake weed and abyss dust are distilled from the sunburst flower, so too is white smoke, but in a less direct fashion. The combination mystical/alchemy process that results in white smoke requires snake weed itself, as well as various alchemical substances. These materials are mixed, dried, and then ground into a fine powder. During the grinding process, *charm person* (or a similar enchantment spell) must be cast on the substance, imbuing it with a faint aura of enchantment. The entire process requires a DC 25 Craft (alchemy) check. Only this combination of magic and alchemy result in truly effective white smoke.

The result is an extremely fine powder, lighter than sugar. If caught by a sudden breeze, it tends to hang in the air (hence the name). However, it

cannot be used as a weapon in this fashion, as it requires a greater dose of the drug than can be accidentally inhaled from ambient amounts.

Drug: White Smoke

Type: Inhaled DC 15

Effect: Hallucinations, –4 on all skill checks and attack rolls, –1d4+1 Wisdom

Duration: 4d12 hours

Secondary Effect: No new effect, but the Wisdom damage must be healed normally

Addiction Save: DC 18

Price: 5 gp

GANGS OF FREEPORT

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