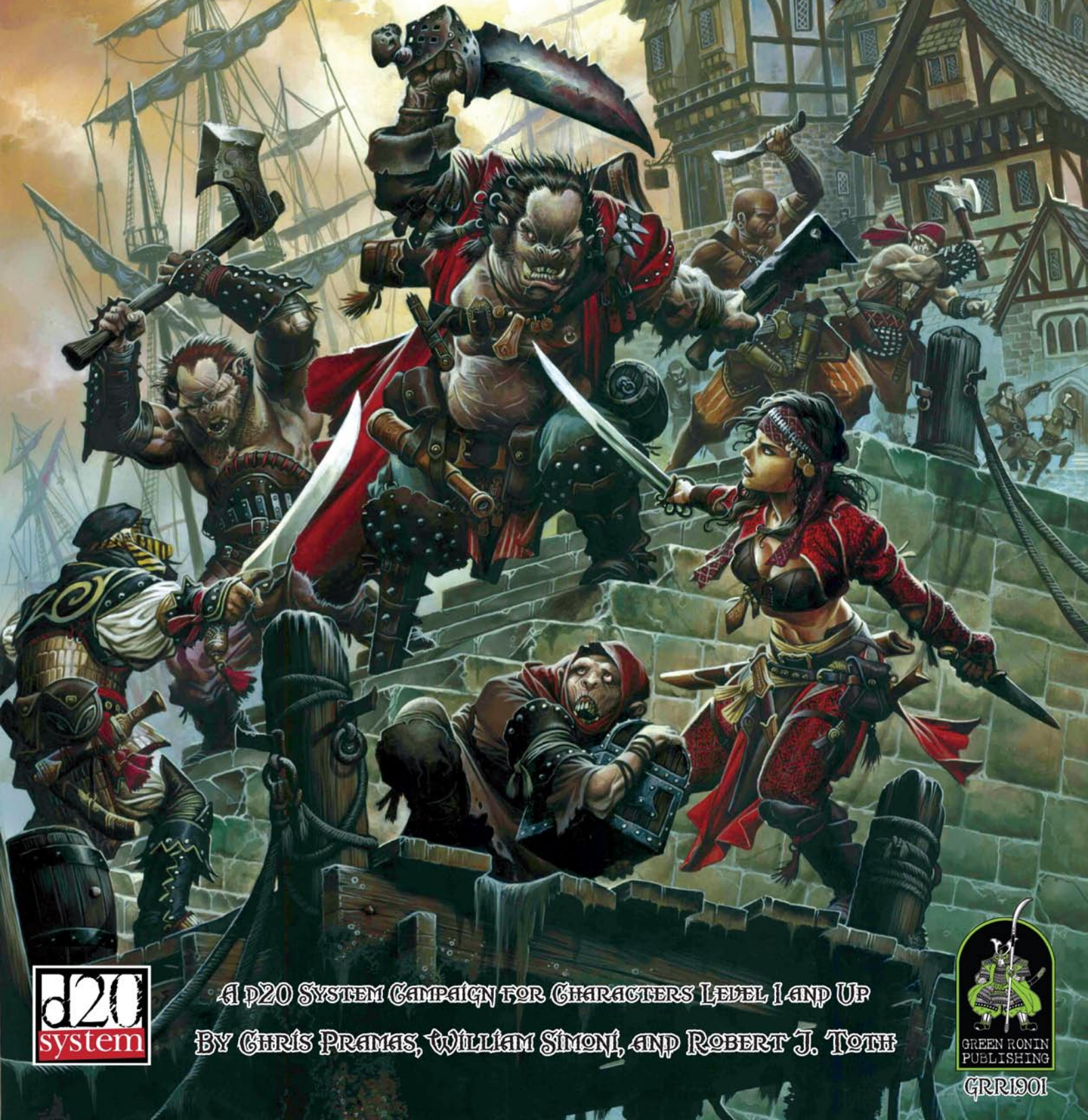


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FREEPORT

THE FREEPORT TRILOGY



A D20 SYSTEM CAMPAIGN FOR CHARACTERS LEVEL 1 AND UP
BY CHRIS PRAMAS, WILLIAM SIMONI, AND ROBERT J. TOTH



FIVE YEAR ANNIVERSARY EDITION

FREEPORT

THE FREEPORT TRILOGY

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and to Tim Emrick for making
this update possible.

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FREEPORT

THE CITY OF ADVENTURE



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~ PREFACE ~

"Sail away where no ball and chain
Can keep us from the roarin' waves
Together undivided but forever we'll be free."
—Flogging Molly

Welcome to the *Freeport Trilogy: 5-Year Anniversary Edition*. This book is a great starting point for a new campaign and can be used in conjunction with nearly any fantasy setting. Player characters that play through all the adventures will rise from low to mid level and be ready for even greater challenges in Freeport and the wider world.

The *Freeport Trilogy*, as the name indicates, was originally released in three parts in 2000 and 2001 and under the 3.0 rules. The first adventure in the trilogy, *Death in Freeport*, was at the very epicenter of the d20 explosion and was released at GenCon 2000 on the same day as the new edition of D&D. This makes Freeport the oldest third edition campaign setting and one of the few that has received constant support over the past five years. These products ranged from further adventures like *Tales of Freeport* and *Black Sales Over Freeport*, to sourcebooks like *Denizens of Freeport* and *Creatures of Freeport*, to what became the core book of the whole line, *Freeport: the City of Adventure*.

By the summer of 2003 though, Freeport had a couple of problems. First, the original modules had long been out of print. People just getting into Freeport felt like they wanted to start at the beginning, but the adventures were harder and harder to find. Second, the 3.5 revision of the core rules made all the 3.0 books in the series out of date, so a straight reprint was out of the question. In 2004, we began the process of updating the trilogy to the new rules. Tim Emrick revised the adventures one by one and we released them individually as PDFs to make them available again. That laid the groundwork for the book you hold in your hands. We took the original three adventures of the trilogy (*Death in Freeport*, *Terror in Freeport*, and *Madness in Freeport*) and then added two interludes for even more action. One of those interludes, *Holiday in the Sun*, was previously available on www.greenronin.com and the second, *Thieves and Liars*, was written specifically for this book. We also commissioned new maps and art, so we could make the *5-Year Anniversary Edition* a true premium product.

I am delighted to see this material back in print again. It dates back to the beginning of Green Ronin and it was Freeport that put us on the RPG map. The company has grown and changed quite a bit since then. In 2000 Green Ronin was two of us (myself and Nicole Lindroos) working part time nights and weekends. It took us seven months to complete and publish the original modules of the *Freeport Trilogy*. Five years later Green Ronin employs seven full-time staffers and we publish two to three times as much material as the entire trilogy every month. Over the years, we've published over 75 books, launched multiple games, licensed fantasy classics like *Black Company* and *Thieves' World*, won over 20 awards for quality, and designed and developed the new edition of *Warhammer Fantasy Roleplay*. None of that would have been possible without Freeport and the City of Adventure will always have a special place at Green Ronin for that reason.

Best of all we aren't done with Freeport yet. Once again, the *Freeport Trilogy* is just the beginning. 2006 will see a full scale re-launch of the setting. That starts with *Crisis in Freeport*, a sequel to the trilogy that finally resolves the succession crisis. So stay with us for us for more Freeport action. The City of Adventure is just getting started.

Chris Pramas
July 17, 2005



~ INTRODUCTION ~

Welcome to the *Freeport Trilogy*, a compilation and 3.5 update of *Death in Freeport*, *Terror in Freeport*, and *Madness in Freeport*. With the originals out of print, this volume brings these classic adventures together for the first time with updated statistics for the 3.5 rules. Now you can return to Freeport to explore this classic city once more. We hope you enjoy this new look at the products that began at the epicenter of the d20 explosion.

ABOUT FREEPORT AND THESE ADVENTURES

Freeport is a generic city you can place in any campaign world. Its basic premise is a pirate city gone legit...at least on the surface. In truth, the pirate tradition is alive and well in Freeport, but it is camouflaged by a veneer of respectability. These days the city's pirates are privateers, legalized pirates that Freeport loans out to the highest bidder. You'll learn more in the short history of the city that follows. This should help give you the flavor of Freeport before the adventure proper begins and the given background is all you need to run this trilogy. Of course, you can refer to *Freeport: City of Adventure* for even more details on this exciting city.

The *Freeport Trilogy* consists of three linked adventures. *Death in Freeport* is first, followed by *Terror in Freeport* and finally concluding in *Madness in Freeport*. In addition, the Freeport Trilogy includes two interludes to show off even more of Freeport's seedy side. *Holiday in the Sun* features a vicious

assassin, the infamous Captain Lydon, and a sinister villain that preys on the people, all against the backdrop of one of Freeport's best holidays. In *Thieves and Liars*, the heroes find themselves drawn into a nasty lovers' quarrel involving none other than the nefarious and corrupt Dutch Tillinghast, commissioner of the Sea Lord's Guard.

Though the *Freeport Trilogy* is a self-contained campaign, Green Ronin offers additional adventures and resources for expanding the city of Freeport. *Tales of Freeport* is a collection of short adventures that you can drop in or after the events described in this book. The Origins Award-winning *Black Sails Over Freeport* is a 256-page mega-adventure that promises months of play. And that's not all, *Hell in Freeport*, *Denizens of Freeport*, and the upcoming *Freeport* products can take your games to all new heights of adventure.

NOTES AND ENCOUNTER LEVELS

Throughout the trilogy, you will encounter sections of boxed text. This is information for the players, which you can read aloud or paraphrase as you wish. *Death in Freeport* is suitable for four characters of 1st level. For *Terror in Freeport*, characters should be somewhere between 2nd and 5th level, and for *Madness in Freeport*, the culmination of this campaign, characters should be at least 4th level, though all can be modified for bigger or smaller parties or to accommodate more or less powerful characters.

~ A BRIEF HISTORY OF FREEPORT ~

While the current city of Freeport is only a few hundred years old, the site has been inhabited for far longer. Some two thousand years ago, this area was part of a much larger island known as Valossa. Stretching a thousand miles south to north and eight hundred east to west, Valossa was the heart of the empire of the serpent people. These sorcerous reptiles ruled vast swaths of territory when humanity was young, and pioneered magic and science when the elves still hid in their woods.

All was not well in the Valossan Empire, however. The serpent people had long worshiped Yig, the great snake god. But in the empire's latter days, a cult dedicated to the worship of the Unspeakable One, a dread alien power, sprang up in their cities. Called the Brotherhood of the Yellow Sign, the cult spurned Yig and embraced the madness of the Unspeakable One. The leaders of the serpent people, arrogant and vain in their high towers, allowed the cult to fester among the discontented. By the time the priests of Yig were roused to action, it was too late. The Brotherhood of the Yellow Sign enacted a ritual to summon their dark god, and the Valossan Empire was smashed for all time.

No witnesses survived to tell of the Great Old One's appearance, but evidence abounds of the destruction it wrought. Mighty Valossa was rent asunder, and sea water rushed in to

drown the serpent people in their millions. Those who survived were driven mad, losing their civilization and magic in one terrible moment. Over 90 percent of Valossa slipped beneath the waves, leaving only scattered islands as a testimony to the once-great empire.

The crazed serpent people fled underground, where their degenerate descendants live to this day. A very few sorcerers and priests of Yig survived the Unspeakable One's wrath with their sanity intact. These few retreated into the shadows as the elves and humans created their own realms. The centuries passed, and few remembered that the Valossan Empire had ever existed or that serpent people had once been civilized.

THE RISE OF FREEPORT

The largest surviving bit of Valossa is an island chain known as the Serpent's Teeth. The name may be a distant echo of the Valossan Empire, though locals ascribe it to the shape of the islands themselves. The most important of the Serpent's Teeth, A'Val, has a natural harbor that is easily defended. As humanity took to the seas, A'Val was quickly found by roving captains. At first, it was just a place to rest, get fresh water, and refit. Before long a village sprang up, and as the years

~ INTRODUCTION ~

passed this village turned into a town. It was able to thrive by offering services to passing ships and providing refuge for those unwelcome elsewhere. The sailors took to calling it Freeport, and the name stuck.

With its remote location and natural attributes, Freeport became a magnet for buccaneers. Before long they had taken over the town, which became a notorious pirate haven. What made Freeport work in the early days was a simple pirate code: Do whatever you want on the high seas, but don't go against your comrades in port. That meant no stealing, no killing, and no kidnapping. Duels did occur on occasion, but they were formal affairs conducted outside the city walls. Most satisfied themselves with drunken brawls, and of those there were plenty. By and large, though, the peace was kept in Freeport.

About two hundred years ago, the era of the rogue buccaneer came to an end. Lone ships increasingly faced threats from organized navies. At one time a single privateer could hunt merchant ships with impunity, but now it was a fox to the hounds of naval squadrons. As crew after crew was hunted down and destroyed, the pirates of Freeport knew they had to change their ways.

Freeport's captains realized that it would take a navy to fight a navy, so they decided to form a force of their own and then go raiding en masse. The only problem was choosing a leader. After much bickering, the pirates settled on two captains for the great fleet. Drac and Francisco were fierce rivals, and the assembled captains believed that anything the two could agree on would be a good decision.

It was not an ideal situation, but the pirates had surprise and numbers on their side. The combined fleet went on a three-month raid that netted more money, valuables, foodstuffs, and booze than Freeport had ever seen. It was a spectacular success, and Captains Drac and Francisco were not slow in claiming credit. Before long, each had declared himself a Sea Lord of Freeport.

WAR IN FREEPORT

The next ten years were tense ones in Freeport. The great raid set off a panic among the maritime nations, which spent huge amounts of money and resources building up larger navies. The Sea Lords were forced to fight battle after battle against determined foes. Freeport itself was assaulted on three separate occasions, but its defenses proved too strong for the attacking ships.

This undeclared war had no clear victor. Freeport withstood the assaults and inflicted several stinging defeats on its enemies, but attrition was high on both sides. In the end the conflict petered out as the warring navies ran out of ships and crews to hurl into battle. After a decade of constant fighting, there was a long lull, during which each side licked its wounds.

During the war, adversity had kept the pirates united. When the pressure eased, however, trouble was not slow in coming. The Sea Lords had long hated each other, and this animosity



flared up anew—with deadly consequences. After a series of provocations, real fighting broke out in Freeport for the first time in its history. The followers of Drac and Francisco killed one another in the streets, breaking forever the pirate code that had bound the city together.

Neither Sea Lord gained an upper hand. Before the conflict could be resolved, word came of yet another hostile fleet bound for the city. The pirates called a truce, and the fleet sailed out to defend Freeport, united once again—or so it seemed.

Captain Drac had realized that this ongoing war was one they could not ultimately win: The only chance for survival was to become a part of the world that was trying to destroy them. Drac entered secret negotiations with the enemy, using a wizard as a go-between. He agreed to betray Francisco in exchange for a truce and recognition of Freeport as a sovereign city-state. The enemy leaders were only too happy to sign such an agreement and end the ruinously expensive war.

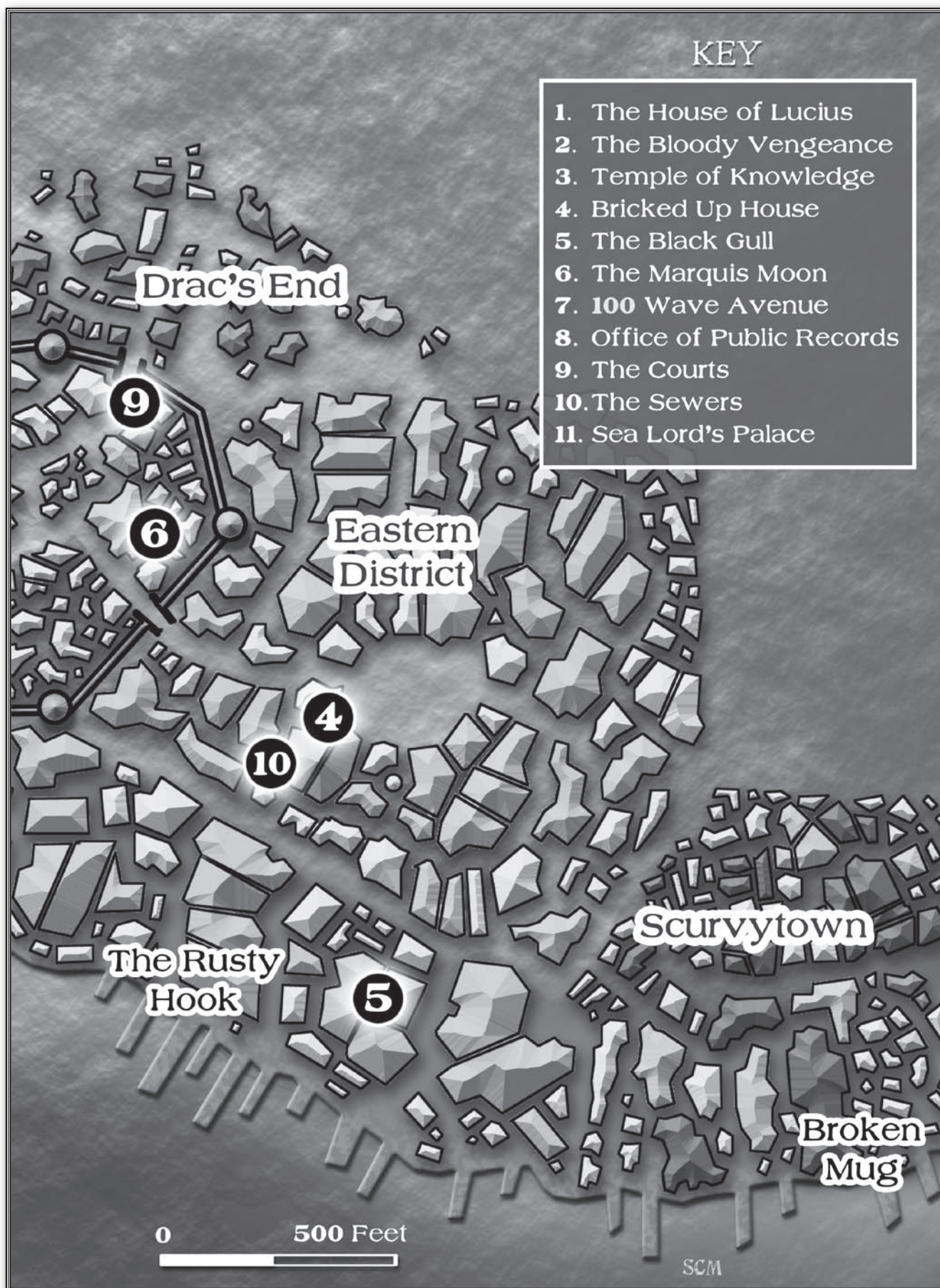
With no knowledge of his comrade's duplicity, Captain Francisco led the fleet to the attack. Once his forces were engaged, Drac's ships simply sailed away, leaving Francisco's fleet exposed and without support; they were quickly surrounded and destroyed. In the meantime, Drac sailed back to Freeport to announce the new city-state and his new regime.

A NATION EMERGES

Captain Drac quickly consolidated his power. He declared himself the only Sea Lord of Freeport and eliminated his



~ INTRODUCTION ~



- INTRODUCTION -

WHERE IS FREEPORT?

By this point you may be wondering where exactly Freeport is. The preceding history contains vague references to a continent, other empires, and naval powers, but no details. These have been deliberately left sketchy, so you can use Freeport in any campaign world you desire. The Serpent's Teeth is a small chain of islands that you can easily drop into a given setting, or you may decide to use this information to flesh out an island city in your existing world. If you've got a good candidate, a simple name switch is all that's necessary. Similarly, most references to gods in this module are generic. When the text refers to the God of Knowledge or the God of War, for example, substitute an appropriate deity from your campaign.

Since *Death in Freeport* was first released, Green Ronin has published several campaign settings and several other d20 companies have adopted Freeport into their campaign settings as well. Of Green Ronin's settings, the only one that specifically references Freeport is *Mindshadows*, a psionic setting with a Southeast Asian flavor. The island continent of Naranjan is said to be a month's sail from Freeport. You can find out more in *Mindshadows* and its tie-in psionic bestiary, *Monsters of the Mind*. If you are looking for a more Western setting, Paradigm Concepts' *Arcanis* includes a version of Freeport. There are a few changes, most notably that there are no halflings in *Arcanis* and thus none in its Freeport, but the basic facts and feel of the city have been retained.

remaining enemies before they could organize against him. Some of the other pirate captains left Freeport rather than serve Drac, whom they despised for betraying Francisco and blamed for violating the pirate code. Most, however, seeing which way the salty wind was blowing, chose to remain in Freeport and ride out the storm.

As it turned out, Sea Lord Drac's reign was less bloody than anyone had believed possible. He ruled Freeport with a firm hand for the next thirty years, turning a pirate haven into a commercial hub of substantial importance. He set up trade routes with former enemies, cracked down on rogue pirates, and organized a Captains' Council. Drac's word was still law, but the Council was in charge of the city's day-to-day affairs and advised the Sea Lord on important matters.

Although Drac fancied himself a king, he resisted the urge to take the title. Somehow he knew that the citizens of Freeport would not accept something so contrary to their natures. Similarly, he knew that he could not found a dynasty. The

Captains' Council would never submit to Drac's son, a mere boy who lacked the experience of those salty dogs.

But Drac needed to ensure the survival of Freeport as an independent city-state after his death. With melancholy in his heart, he chose another old hand, Captain Cromey, to be his successor. Furthermore, he even set into law a requirement that the Captains' Council approve the Sea Lord's nominee. At the end of life, Drac chose the interests of the city over his own glory, and for this he is remembered as a great man in Freeport.

A CENTURY OF GROWTH

The next hundred years were profitable ones. Freeport continued to grow, which necessitated building a newer and larger city wall. As new trade routes to the east opened up, the city became an even more important maritime center. Freeport was largely able to stay out of the wars that broke out on the continent, although it did cement alliances with several important powers. All in all, this was a period of stability and growth, with a succession of competent Sea Lords assuring the city's continued importance.

A BAD SEEP

Things began to change fifty years ago, when a descendent of Captain Drac succeeded the outgoing Sea Lord. Marten Drac is rumored to have used blackmail and assassination in his rise to power, and he most certainly did so to maintain his position. Marten ruled for only fourteen years, but the damage he did to the city was substantial. A series of burdensome duties and taxes fattened his coffers but drove away many merchants. More ominously, he drove through a new law, over the objections of the Captains' Council, that required the Sea Lord of Freeport to be a descendent of the original Captain Drac.

Marten's youngest brother, Anton, who became Sea Lord on Marten's death, saved the city from complete disaster. Anton Drac proved to be cut from the same cloth as his illustrious ancestor and was able to undo the worst excesses of Marten's reign. He abolished the unfair duties, as well as providing incentives to win back lost trade. He also provided limited military aid to several important nations, earning their thanks and their business.

Anton's one failing was that he did not abolish Marten's succession law. He was regularly urged to do so by the Captains' Council, but the Sea Lord could never quite bring himself to do it. Despite his enlightened rule, he did consider Freeport to belong to his family. This was to prove his undoing.

DECADE OF DECEIT

Eleven years ago, a great war broke out, involving nearly every nation on the continent. Anton stayed out of it at first, but he knew he would have to honor the existing treaties. He announced to the Captains' Council that the Freeport navy would go to the aid of its allies in the spring—the first time the

~ INTRODUCTION ~

full fleet had sailed to war since the days of Drac and Francisco. The Council was torn on the issue, approving the move by only a single vote.

Anton had allowed enough time for preparations to be made throughout the winter. Unfortunately, this also gave his enemies several months to concoct an ambitious plan. In fact, it was so ambitious that many suspected the plotters had outside help from agents of governments that wanted Freeport to stay neutral. Rumors continue to circulate to this day.

Toward the end of winter, as the Sea Lord was inspecting the fleet on the docks, a single yellow-feathered arrow flew from the crow's nest of an anchored ship, piercing Anton's chest. The wound should not have been mortal, but the arrow was enchanted with death magic. Anton died on the spot, leaving Freeport without a Sea Lord for the first time in two hundred years.

The assassin was cornered and killed before he could talk, and his body disappeared before priests could try to speak with the dead man. The Captains' Council dismissed the attack as the act of a lone renegade, hushing up its magical nature. The Council had more pressing business to attend to, namely, who would succeed Anton?

At this juncture, Captain Milton Drac stepped onto the stage of history. A distant cousin of Anton, Milton appeared as if from nowhere. He was not a member of the Council, but somehow he enjoyed tremendous support there. Those most likely to oppose him were strangely silent, as if they feared the consequences of such an action. In a matter of weeks, this previously unknown Drac became the new Sea Lord of Freeport.

Milton's first official act was to cancel all military aid to allied nations: The fleet was to restrict its activities to guarding commerce, nothing more. As war raged on the continent, Freeport stood neutral. This was a grave disappointment to

the nations counting on its navy, who branded Milton a traitor. Some called him the puppet of foreign agents or a religious cult. Milton pooh-poohed these accusations and continued his rule of Freeport with little opposition.

After canceling the fleet action, Milton used the war chest to build a monument to his ambition: the Lighthouse of Drac. It has been under construction for the past ten years, on the closest island of the Serpent's Teeth. Meant to be one of the wonders of the age, the Lighthouse soars towards the heavens, taller than any structure in the world.

The Sea Lord's stated goal is to make Freeport the preeminent maritime power of the world, but the reality has fallen short of that ideal. The Lighthouse of Drac, or "Milton's Folly," as some have taken to calling it, nearly bankrupted the city. Taxes and duties have risen steadily during its construction, and an army of migrant workers was needed to finish the structure on time. It is finally approaching its scheduled completion date, three months from now. Milton is planning a gala celebration for its inauguration, and ships from around the world are expected to attend. This is an event not to be missed—or so Milton hopes.

FREEPORT TODAY

Milton is obsessed with his Lighthouse, but the Captains' Council still governs Freeport. Their task grew more arduous over the past ten years, as more and more money was sunk into Milton's Folly. Services have degenerated: The garrison has shrunk and is largely confined to the Old City; the docks are policed haphazardly, if at all. Crime has skyrocketed, but as long as it remains in the shadows the Council is content to pretend that it does not exist. Known pirates have even taken to frequenting the port again. As long as they bribe the dock officials, they can enjoy what Freeport has to offer. Ironically, the city is returning to its roots.

~ THE CAPTAINS' COUNCIL ~

The Captains' Council is the governing body of Freeport. Councilors make and enforce the laws, defend Freeport's interests at home and abroad, and generally ensure the city continues to prosper. Since Freeport is a city based on mercantilism and enlightened self-interest, councilors also make sure they profit from all of the above. The Captains' Council isn't only about prestige—it's also about filthy lucre.

The council, like many aspects of the city, is a legacy of Freeport's piratical past. In the rough-and-tumble early days, every pirate captain was considered an equal. Decisions were made by a simple majority, and duels were as common as debates.

As the city grew, there were just too many captains to continue on as before. When Captain Drac became sole Sea Lord of Freeport, he knew it was time for change. He also knew that if he simply disregarded the captains of Freeport his lordship would be over in a matter of days.

Drac's compromise solution was the creation of the Captains' Council. He chose six powerful captains to help him rule the city. They enforced Drac's edicts and handled the day-to-day business of governing the city. Under their rule, Freeport grew and prospered.

CHANGING OF THE GUARD

As the city grew, it changed in ways the pirates could not have anticipated. The captains on the council settled down and consolidated their power within the city, becoming the de facto nobility of Freeport. Stability in the government improved prospects for trade, so a merchant class established itself. As the population increased, so too did the demand for artisans and craftsmen. Soon a strong working class developed and settled in Freeport. It was a long time coming, but the city of rogues and buccaneers eventually grew into a powerful and independent city-state.

- INTRODUCTION -

By the end of Drac's life, the council had gained much power in the city. They had influence with the other captains, the merchants, and the tradespeople. Although the Sea Lord's word was still law, Drac knew he could not blatantly defy their will. This—as much as his son being unfit for the job—convinced Drac to empower the council to approve anyone nominated for the title of Sea Lord. This was a defining moment for the Captains' Council, as it gave them some control over who would govern the city.

The council elected Drac's nominee, Captain Cromey, who proved an excellent choice. He treated the members of the Captains' Council as equals and thought of them as trusted advisors rather than lackeys. At the end of his rule, Cromey followed in Drac's footsteps by giving the council even more authority. Cromey issued an edict that the Captains' Council would not only approve nominations for Sea Lord but also for new council members. This would force the Sea Lord to work with the council to rule the city, and it provided a check to his absolute power.

THE COUNCIL GROWS STRONGER

About 30 years after the death of Drac, the city—which had almost doubled in size—faced a crisis. A war raged on the continent, disrupting trade and drawing away much of the city's navy. Freeport was in turmoil as food and other essential supplies became scarce. Angry riots were common. The Sea Lord Corliss and the council could barely keep order in the streets. An ambitious and popular councilor named Antonio

Grossette saw this as an opportunity to increase the power and influence of the council.

Grossette proposed a plan to the Sea Lord to help him restore order. He asked Corliss to declare martial law in the city. Since most of the military was off honoring treaties on the continent, private forces would have to be used. To keep peace on the streets, the size of the council have to be temporarily increased to 12, Grossette argued. Each of the councilors would then be given an area of the city to control and to keep order in by means of their own forces. Once order was restored, martial law would be lifted and the council would return to its former size.

At first Corliss resisted. He knew the council would be a threat to his power if it grew too large. More importantly, endorsing private armies to roam the streets could become a problem itself if not watched carefully. But the situation in the city was worsening. (Many believe Antonio and his fellow councilors intentionally allowed things to deteriorate to force the Sea Lord's hand.) In the end, Corliss finally agreed to Antonio's plan, but he insisted on personally choosing the men who would be added to the council.

Grossette's plan worked. Order was restored in the city within a few weeks. Food and supplies were rationed, and the forces of the council kept the peace. When the war ended six months later, the city was already on the road to recovering nicely. Now Antonio could make his final gambit.

Corliss wanted to restore the council to its former size, as per the original agreement with Antonio. The councilors had other ideas. Grossette had convinced the councilors they did not have to give up their newfound power. Corliss was outraged and



~ INTRODUCTION ~

threatened to use the military to remove the councilors. Civil war was a real possibility.

Into this impasse stepped Antonio Grossette. He offered Corliss a choice. He could wage a civil war to remove the councilors, or if he left the councilors in power they would put their private military forces under the Sea Lord's control.

With his military tired from a bitter war on the continent, Corliss agreed to this compromise and enacted a law that the council would consist of 12 members henceforward. The councilors then surrendered control of their forces to the Sea Lord, and a new era in Freeport began. Antonio had increased the size of the council and at the same time diminished some of the Sea Lord's powers.

DRAC'S RETURN

About 50 years ago, Marten Drac—a direct descendant of the original Sea Lord—took over as the latest Sea Lord by means of blackmail and assassination. Among his most notorious deeds, he rammed a law through the council that required the Sea Lord of Freeport to count the original Drac as a blood ancestor.

Anton Drac assumed power in Freeport almost 30 years ago. Fortunately, he was able to undo much of the damage done to the city by his older brother Marten. During this time, the Captains' Council pressured the Sea Lord, hoping to capitalize on his efforts to change public opinion about the Drac family. First and foremost, they repeatedly attempted to get Anton to repeal the succession law.

When the councilors realized that Anton would not budge on the succession issue, they changed tactics. For decades, the Sea Lord had the power to nominate new members to the council. Although the council voted to confirm these nominees, they wanted to be able to put up their own candidates as well.

Anton was initially against the idea. He knew this would further diminish the powers of the Sea Lord. He also knew that the sting of Marten's hideous regime was still in everyone's mind, so he settled on a compromise solution. The council would have the power to nominate councilors. In return for this power, the Sea Lord would cast two votes for his nominee and break all ties. To elect their own nominee, at least seven councilors would have to vote against the Sea Lord.

At first, the councilors were not pleased with Anton's suggestion, holding out against it for many years. They changed their minds when Anton decided to go to war on the continent. The council feared he might die and they would get no deal at all. Shortly before Anton's assassination, the councilors accepted his offer and gained nominating power for the council members. This has come to be known as "Anton's Gift."

THE COUNCIL'S WORKINGS

Although the Sea Lord is able to enact laws, the Captains' Council limits his powers. In four important areas, the Sea Lord must gain the approval of the council before proceeding:

FREEPORT TIMELINE

Time Before Present	Notable Events
2,000 years	Valossa destroyed in cataclysm; Serpent's Teeth formed.
800 years	Future Freeport founded on island of A'Val.
200 years	Captains Drac and Francisco lead combined fleet; each declares himself Sea Lord of Freeport.
190 years	Civil war in Freeport; Drac betrays Francisco and assumes sole control of the city.
160 years	Drac dies and is succeeded by Captain Cromey, initiating a century of prosperity.
50 years	Marten Drac becomes Sea Lord, nearly bankrupting Freeport; institutes Drac succession law.
36 years	Anton Drac succeeds Marten and repairs much of the damage but does not repeal succession law.
11 years	Anton Drac assassinated; Milton Drac becomes Sea Lord.
10 years	Construction begins on Lighthouse of Drac.

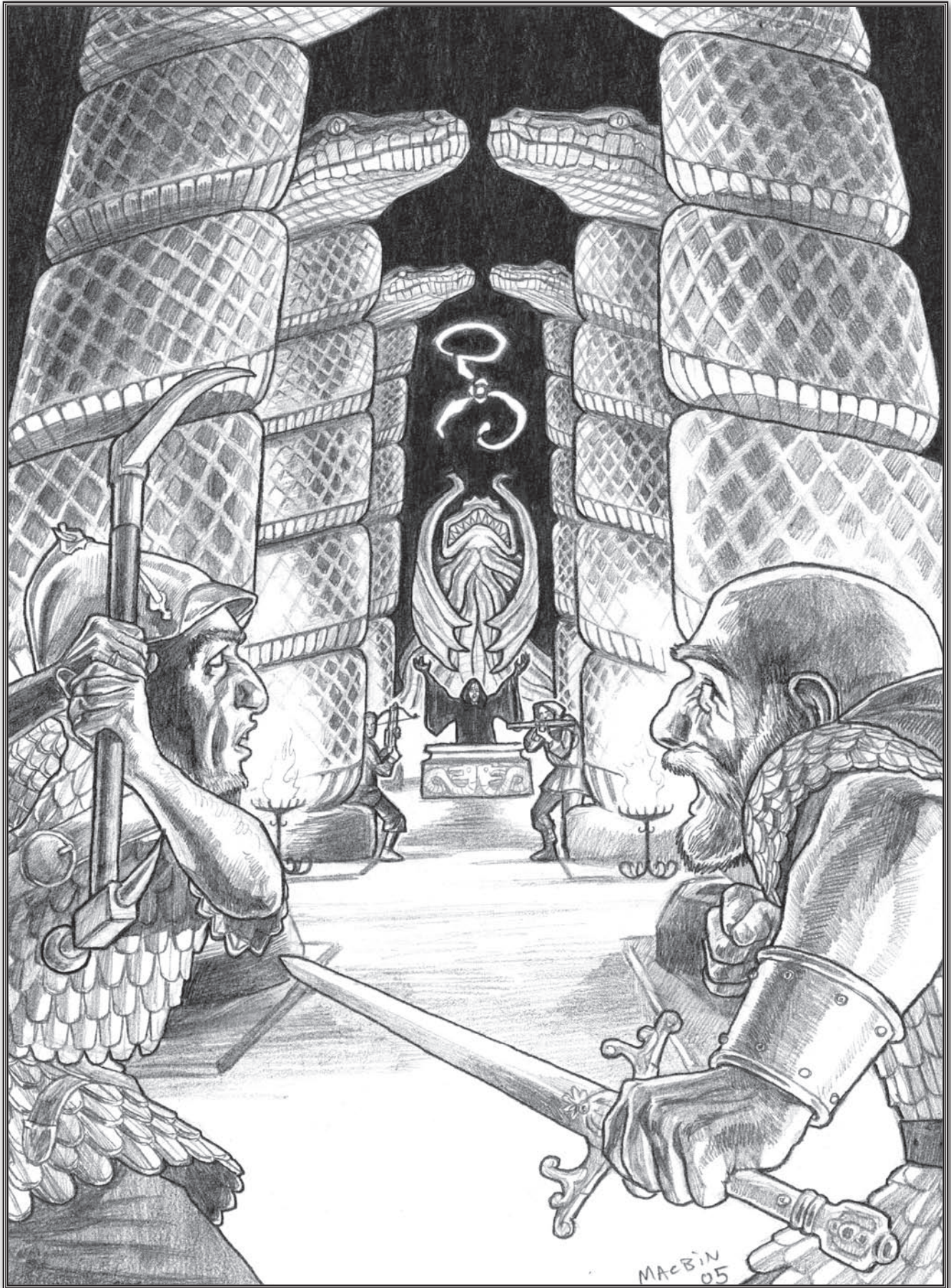
declaring war, entering into treaties with foreign powers, allocating city funds, and levying taxes.

Councilors hold their posts for life—with the exception of the privateer seat (see the description of **Captain Xavier Gordon** on page 88 for details)—and can only be removed by vote of the council. Councilors are only removed if they commit treason or other heinous crimes against the city. (Bribery, nepotism, and extortion are not considered heinous crimes in Freeport.) If a council member is murdered, a family member has the right to assume his seat.

Councilors are nominated by the Sea Lord or by the council itself. A vote is then held, with the councilors placing one vote each and the Sea Lord placing two. If there is a tie, the Sea Lord's will prevails.

The citizens of Freeport have no direct vote to elect councilors or the Sea Lord. This does not mean their opinions on the matter are ignored. Both the councilors and the Sea Lord understand electing unpopular officials can only lead to bad business and an unruly populace. For this reason, most members of the Captains' Council maintain influence and control over a faction of people. The current council is pushing this to the limit, as many councilors have been elected only because they support Milton Drac. If this continues, the city may eventually deteriorate into anarchy.

- DEATH IN FREEPORT -



DEATH IN FREEPORT

The temple to the God of Knowledge is one of the largest in Freeport. A repository of ancient scrolls and arcane learning, it is a magnet to scholars and wizards alike. In addition to priests, the temple employs a large group of librarians, who maintain the collection and deal with visitors. Lucius was one of these librarians. He had grown up in the temple and lived to serve.

Six years ago, something very strange happened to Lucius. An extraplanar entity stole his body, displacing his consciousness and taking over his existence. For five years, the alien mind controlled Lucius's body, seeking to learn as much about the world as it could. The new "Lucius," nothing like the old, was expelled from the temple within a year for violating the sanctum. He then left Freeport altogether, traveling the world for four years before returning.

When the real Lucius returned to his rightful body, he did not remember where he had been or what he had done, and was mortified to learn of his possessor's activities in his absence. With deep shame he approached the temple, asking for forgiveness and readmittance. He offered the priests an amazing collection of scrolls and artifacts, apparently accumulated while his possessor journeyed abroad. They were in such awe of this collection that they reinstated Lucius and forgave him his transgressions. Both he and the priests were now happy, and each tried to forget the librarian's strange behavior.

Life for Lucius was tranquil for the next eight months. His life fell into its old patterns. The calmness of the library soothed him, and he lost himself in a world of books, scrolls, and artifacts.

Then the dreams came.

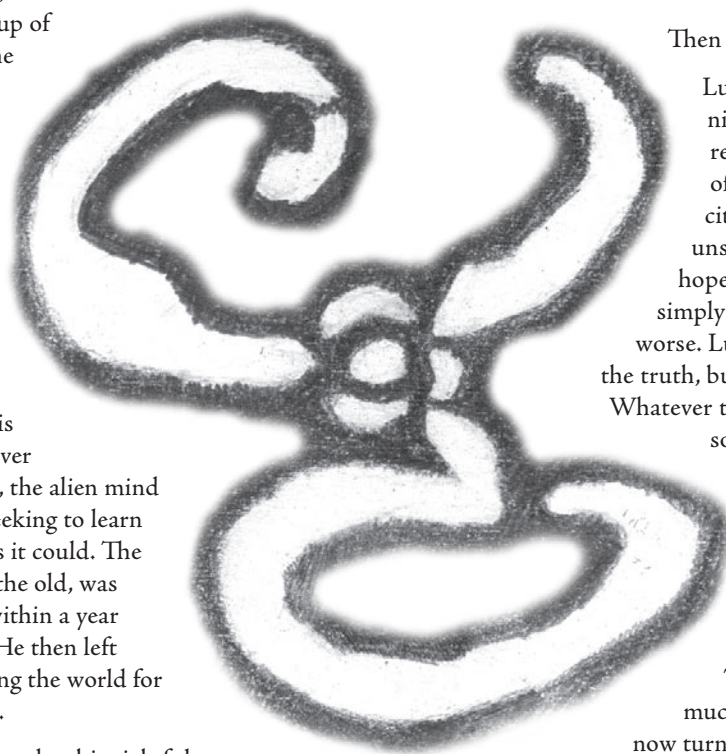
Lucius awoke screaming every night, again and again, his brain reeling with strange memories of gargantuan, cyclopean cities, monstrous creatures, and unspeakable rites. At first he hoped that the nightmares would simply go away; instead, they got worse. Lucius did not want to accept the truth, but in the end he had no choice.

Whatever these dreams were, they were somehow connected with those five years of missing time. If he ever wanted to have a normal life again, he knew he would have to find out what exactly had happened to him.

The man who had spent so much time researching past lives now turned his skills to his own. He began to ask questions about what "he"

had done and how "he" had acted during those five years. He spent countless hours reading over "his" journals, trying to find out who had possessed his body and why. The priests of the temple grew uncomfortable with Lucius's line of questioning. They wanted this incident buried, not subject to new scrutiny. The high priest begged Lucius to let the past stay in the past, but the librarian could not agree.

Two days ago, Lucius disappeared.



~ ADVENTURE SYNOPSIS ~

Death in Freeport drops the player characters into the midst of political and magical intrigue, as the hidden Brotherhood of the Yellow Sign manipulates events to bring its dread god to the world. Freeport is still a bustling center of trade, but evil currents run beneath the surface. There are secrets here, and questions unanswered. The characters will undoubtedly learn there is more here than they expect in a simple seaport. The question is, will that knowledge kill them?

As the adventure begins, the player characters (PCs) have just come to Freeport on a merchant ship. While on the docks, the PCs are attacked by a press gang, who mistake them for easy marks. The press gang is handily beaten off; since they are unused to real resistance.

A bookish young man named Brother Egil then approaches the PCs. He says that he's been looking for a group that can take of itself, and that he has a job for them if they are interested: finding a missing librarian. The missing man, Lucius, disappeared two days previously, and Egil is eager to find him.

Egil gives the PCs some background on Lucius and his strange behavior. The PCs are then free to investigate: They are likely to visit Lucius's home, the temple to the God of Knowledge, and an orc pirate ship. This should form a picture of Lucius as a man searching for his own past—who found something he wasn't counting on.

Following a trail of clues, the PCs learn about the Brotherhood of the Yellow Sign. With a little luck, the PCs can trail the

~ DEATH IN FREEPORT ~

cultists back to their hideout, penetrate the lair, and discover secret tunnels underneath it. Deep underground they find degenerate serpent people, and eventually Lucius himself. The librarian has been tortured badly and will die without aid.

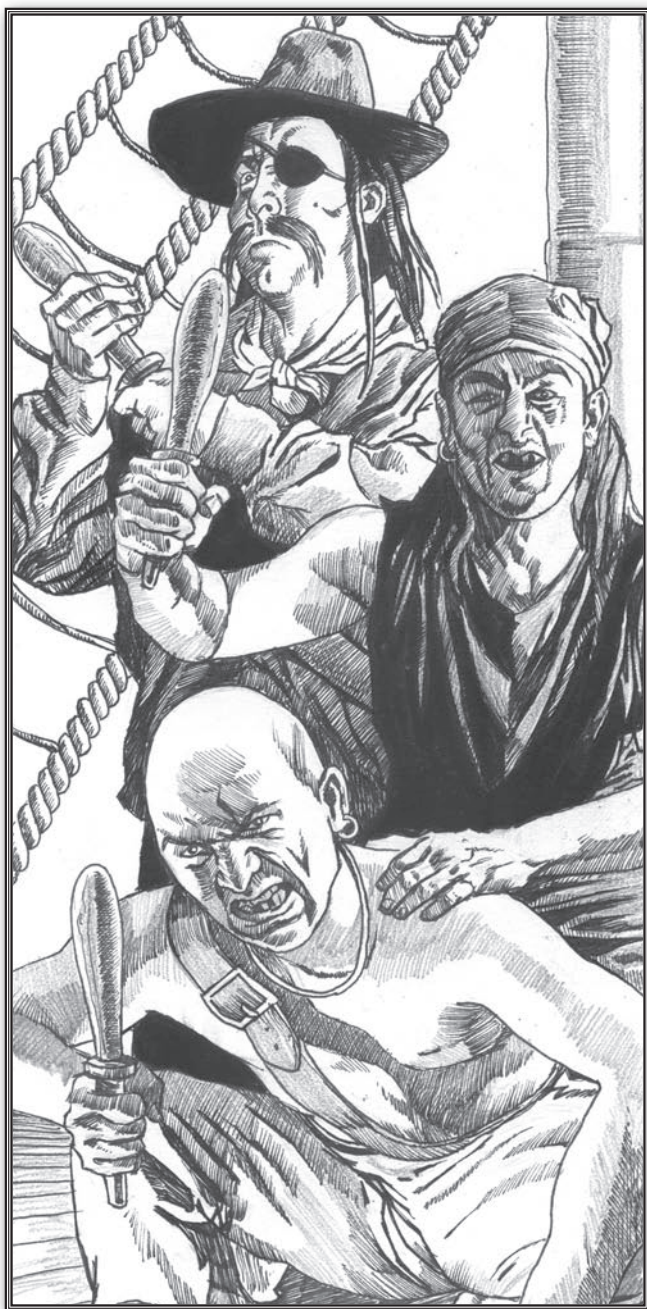
The PCs also have to deal with the leader of the cult, a man they may recognize from the temple. When the cult priest is slain, they are in for an even bigger surprise. He was not human at all, but a serpent man in disguise. What this means for Freeport only the gods can say.

~ PART I: BAITING THE HOOK ~

IN WHICH THE PLAYER CHARACTERS BEAT OFF A COWARDLY ATTACK AND FIND GAINFUL EMPLOYMENT IN THE CITY OF FREEPORT.

The setup of the adventure assumes the PCs have just arrived in Freeport after serving on a merchant ship. You can easily alter the circumstances if that lets you kick off the adventure more smoothly; for example, perhaps one of the PCs is a friend of

Egil's from the continent. This would give them more reason to trust the young librarian and a better motivation to help him find his friend. The only real requirement is that none of the party should have been to Freeport before. Having inside knowledge of how the city works ruins some of the fun, so it's best if the characters are from elsewhere.



THE PRESS GANG

You stand on the docks of the great trading city of Freeport. Your journey here was long and uncomfortable, so it's with a sense of freedom that you walk the bustling dockside. Unfortunately, you are not laden down with gold, or even silver. The merchant that hired you on had to cut you loose after his shipment of foodstuffs went bad during the voyage. You were supposed to travel to ports beyond, but now it seems that you're going to have to fend for yourselves in Freeport—at least for a while.

The action on the docks is mesmerizing. There are ships in port from all over the world, carrying every manner of exotic goods. Sailors and merchants of all races and backgrounds mingle on the wharves, with money changing hands so fast you can barely even follow. The sights and sounds are so overwhelming that you almost don't notice the group of men that casually coalesce around your party. They are a rough lot, scarred and crusty sailors armed with saps and belaying pins. The leader of these scurvy dogs, a toothless man with tattooed knuckles, smiles crookedly and says, "You've all just volunteered for an exciting life at sea. Do you want to go the easy way or the hard way?"

These men are, of course, a press gang out looking for able bodies to sell to visiting ships. The PCs appear inexperienced and easy to overwhelm, making them a prime target. They may notice (Spot check, DC 15) a young man in robes who stays to watch with fight with great interest.

ENCOUNTERS (EL 4)

When the encounter begins, the PCs are surrounded by eight sailors. Old toothless picked his point of ambush well: Boxes of goods dot the wharf, making it difficult to maneuver. The crowd is also thick, though it will begin to disperse if a fight erupts.

~ DEATH IN FREEPORT ~

SAILORS (8)

Male Human Expert 2: CR 1; Medium humanoid; HD 2d6; hp 7 (average); Init +2 (Dex); Spd 30 ft.; AC 12 (+2 Dex), touch 12, flatfooted 10; Base Atk +1; Grp +2; Atk sap +2 melee (1d6+1 nonlethal) or belaying pin +2 melee (1d6+1); Full Atk sap +2 melee (1d6+1 nonlethal) or belaying pin +2 melee (1d6+1); AL NE; SV Fort +0, Ref +2, Will +2; Str 12, Dex 14, Con 11, Int 9, Wis 8, Cha 10.

Skills and Feats: Climb +6, Intimidate +5, Knowledge (local: Freeport) +4, Profession (sailor) +4, Swim +6, Use Rope +7; Dodge, Martial Weapon Proficiency (Sap).

Possessions: Pouch with 15 cp.

TACTICS

These sailors are old hands at the press gang game. They don't wear any armor, but they are handy with their saps, which they use first to deal subdual damage in an attempt to knock the PCs unconscious. If things get serious, they switch to their belaying pins (treat as clubs). The sailors are not trying to get killed—they expect easy marks. Press gangs prey on weakness, so these bullies clear out when it becomes obvious the PCs can take care of themselves. Once three of them have been overcome, the rest flee.

AN OFFER OF EMPLOYMENT

As the last members of the press gang flee into the crowds, a young man in robes approaches you. "That'll teach them to pick on newcomers," he says, laughing. "But where are my manners? Allow me to introduce myself. I am Brother Egil, and I've been looking for people who can take care of themselves in a scrap. If you'll allow me to buy you a round of drinks, I'd like to talk to you about a job. What do you say?"

If the PCs are amenable, Brother Egil (male human cleric 2, hp 15) takes them to a nearby tavern, the Bilge Rat. It's as charming as it sounds, but the beer is better than one would expect. Egil buys the first round, and then makes his offer.

"Two days ago, a librarian from my temple disappeared. For reasons that are somewhat complicated, the high priest has declined to look into the matter. The missing man, Lucius, is a dear friend of mine, and I'm worried that evil may have befallen him. I'm willing to offer you 50 gold pieces each, 10 now and 40 on completion of the mission, if you can find Lucius and return him to the temple. I will provide you with any information I can, and healing should you require it. Interested?"

Considering their current straits, the PCs should indeed be interested. If they are too suspicious and don't accept right away, Brother Egil says that it's a standing offer and that he can be found at the temple to the God of Knowledge. Once they accept the job, Egil fills them in on the situation. He'll also volunteer this information if the party wants to hear more about the job before accepting. He is honestly concerned for his friend's well-being and has nothing to hide.

BROTHER EGIL

Male Human Cleric 2: CR 2; Medium humanoid; HD 2d8+2; hp 15; Init +1 (Dex); Spd 30 ft.; AC 11 (+1 Dex), touch 11, flatfooted 10; Base Atk +1; Grp +1; Atk +1 melee or +2 ranged; Full Atk +1 melee or +2 ranged; AL NG; SV Fort +4, Ref +1, Will +5; Str 10, Dex 12, Con 12, Int 10, Wis 14, Cha 13.

Skills and Feats: Concentration +4, Decipher Script +3, Heal +5, Knowledge (religion) +3, Profession (scribe) +5; Enlarge Spell, Scribe Scroll.

NEWS AROUND FREEPORT

Enterprising characters may start out by making a few Gather Information checks around town and spending some coins to pick up the news of the city. They can pick up the following rumors (DC 10):

- The Lighthouse of Drac is almost done now: Only three more months until it's ready. They say the Sea Lord is planning a big celebration too.
- They don't call that infernal lighthouse "Milton's Folly" for nothing. Ten years to build, and now the city coffers are empty.
- The Sea Lord's Guard (Freeport's watch) has been cut back so much that thieves are running wild. Only the Old City gets real protection.
- Pirates don't even bother to disguise themselves when they come to port these days. There are pirate ships here right now—some of the crews are even orcs!
- The Captains' Council has had enough of Sea Lord Milton Drac. He may have an "unfortunate accident" before his precious lighthouse is finished.

~ DEATH IN FREEPORT ~

Spells Prepared (4/4): 0—detect magic, guidance (x2), light; bless, protection from evil*, sanctuary, shield of faith.
Domains: Good and Knowledge. *Indicates domain spell.

Egil's description of the case follows, along with his responses to some likely questions.

"I have known Lucius for most of my life. We were both brought up in the temple. He became a librarian and I, a priest. But six years ago, something strange happened. He seemed to change overnight. One day he was my friend of many years, and the next he was a complete stranger. He asked bizarre questions, seemed to remember nothing of our friendship, and treated the temple as his own personal library. Some months later he was caught violating the sanctum and was expelled from the temple. Shortly thereafter, he left Freeport entirely and was gone for four years.

"When Lucius reappeared, he was like his old self. He came to the temple and begged to be readmitted, saying that he had no memory of the previous five years. Thuron, the high priest, seemed adamant about refusing Lucius's petition but changed his mind after a private meeting with him.

"Lucius returned to the temple, and it was just like old times for eight or nine months. Then he started to look haggard, and he told me he wasn't sleeping well. Something was disturbing him, but he wouldn't say what. He started asking a lot of questions about what he had been like right before his expulsion. The high priest talked to him about it, but Lucius wouldn't let it go.

"I grew increasingly worried for my friend. He seemed on the brink of insanity, as if one small thing could push him over the edge. Two days ago, he failed to come to the temple. I went to his home and found it empty. I searched all over but could not find him. The priests of my temple deny it, but I know that something has happened to Lucius. I want you to find out what."

WHAT EGIL KNOWS

The PCs are likely to have some questions for Brother Egil. Below are his answers to the most probable. He answers to the best of his knowledge, as he is sincerely concerned for his friend, so be reasonably open with information that he can be expected to have.

- Where did Lucius go when he left Freeport?

I don't know for sure, but Lucius seemed to think he had traveled quite widely.

- Why did the high priest let him back into the temple?

That question has puzzled me as well. Thuron is not a man who changes his mind easily, yet something that Lucius said or did during his meeting with the man swayed the high priest.

- Can we search his house?

Yes, certainly. I can take you there whenever you like.

- Can we talk to Thuron or other members of the temple?

Yes, but please do not mention my involvement with the matter at all. Better to say that you are old friends of Lucius from abroad and that you've come to Freeport to see him.

- Can you recommend a place to stay?

Certainly. The Scholar's Quill is a fine tavern located between Lucius's home and the temple. Many visitors to the temple lodge there, and it doesn't have the rough clientele that many local inns do.

GETTING SETTLED

Unless the PCs have other plans, Brother Egil takes them to the Scholar's Quill. This is a quiet inn off the main thoroughfare that caters to academics. The first floor consists of a dining room, kitchen, and larder, and upstairs there are eight guest rooms that sleep two each. The innkeeper, a matronly woman named Desi (female human commoner 2, hp 6), lives on the third floor with her two serving maids. Brother Egil can get the PCs a good rate: 1 gp per day for the group, which includes a light breakfast and dinner. Breakfast is at 8:00 A.M. sharp and dinner is at 5:00 P.M. Those who miss meals will have to fend for themselves—or try to sweet-talk Desi's staff.

Should the PCs disdain the Scholar's Quill—because they don't quite trust Brother Egil or they prefer more rough-and-tumble establishments—Freeport has plenty of inns to choose from. Here are some alternatives to throw at them if you need to:

- **The Rusty Hook:** Located near the docks, notoriously dangerous.
- **The Keelhaul:** Located in the old town, attracts pirates.
- **The Broken Mug:** Located on a wharf, fights happen hourly.
- **The Black Rose:** Located in the old town, caters to fat merchants.

~ DEATH IN FREEPORT ~

~ PART II: A PROMISING LINE OF INQUIRY ~

IN WHICH THE PLAYER CHARACTERS CONDUCT AN INVESTIGATION
AND UNCOVER DIVERSE ITEMS OF INTEREST.

The PCs now have a mystery on their hands. You should be flexible as they investigate, since there's no way of knowing where they'll want to look first. What seems obvious to you may not be so obvious to the players.

The best place to start the investigation is at Lucius's home. Chances are the party will head there right away, but a nudge in that direction might be necessary. Brother Egil could guide them there, for example. ("Do you want to see Lucius's house now? We'll have to hurry so I can be back at the temple in time for evening prayers.")

Brother Egil accompanies the PCs to make sure they don't just toss the place. Not that there's much to steal here, but he's got Lucius's interests at heart.

Note: When your players first hear about Milton's Folly (see the *News Around Freeport* sidebar), they may want to run off and investigate it right away. While the lighthouse is key to *Madness in Freeport*, at this stage it's simply a construction site. Let your PCs run around if they want to, but they won't find anything at this time. During this adventure there is nothing suspicious going on at the lighthouse. A map of Milton's Folly can be found in *Madness in Freeport*.

LOCATION 1: HOUSE OF LUCIUS

Apparently, being a librarian in a trading city is not a lucrative job. Lucius's small home has only the ground floor, consisting of two rooms, although there is a basement. Most of the main room is cluttered with books, scrolls, quills, ink pots, and other tools of the scholar's trade. A cot is jammed into one corner, and there's a small desk under the front window. The small backroom is part kitchen, part junk storage. A trapdoor leads down to the basement.

1A. MAIN ROOM

Most of the books and scrolls here are geographies detailing far-flung locations, with titles like *Of Dwarves and Men: The Lands of Naranjan*. Successful Search checks can turn up some useful information:

- DC 15 or better:** Among the scattered papers is a hastily scribbled "to do" list; see **Handout A**.
- DC 20 or better:** The desk has a drawer with a false bottom, which conceals a diary written in the same hand as the list. It takes about half an hour to skim through the entries, the most interesting of which are compiled in **Handout B**.

1B. BACKROOM

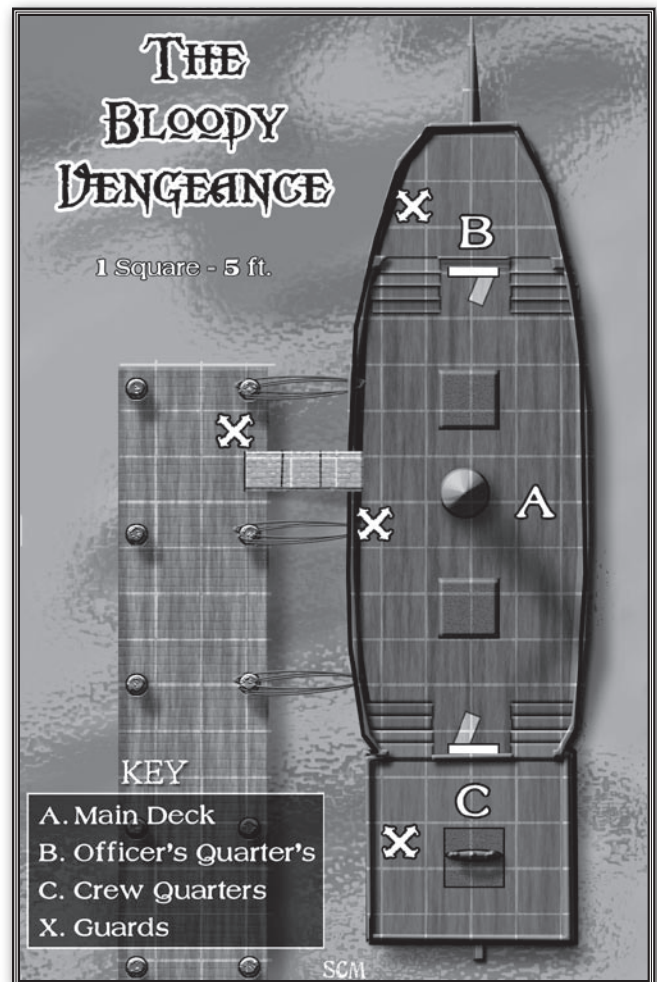
There is nothing here but dry goods and dirty clothes.

1C. BASEMENT

The trapdoor is not locked, and opening it reveals a staircase down. The basement is actually larger than the house, although it is strangely empty. There are bookcases lining the walls, as well as a display case. Searching turns up nothing, but a successful Spot check (DC 15) lets the character notice that the cases are much of more recent construction than the basement itself. The wood still has a "new" smell—probably no older than a year.

LOCATION 2: THE BLOODY VENGEANCE

Lucius's list mentions a Captain Scarbelly. Brother Egil doesn't know of such a man, though he admits that he doesn't get out of



- DEATH IN FREEPORT -

CAPTAIN SCARBELLY

Captain Scarbelly is rightly feared by merchants and seafarers. He and his crew have terrorized the sea lanes for years, and they know whom to bribe in Freeport to keep it that way.

Since he's waiting for the wizard Kenzil, Scarbelly spends most of his time on the ship. Once in a while, though, he does slip off for a drink and meal, and this may give the PCs a chance to talk to him. The old pirate won't say anything about Lucius unless he's bribed, but with sufficient incentive he relates the whole story.

The captain recognized Lucius right way, for he had indeed been on the *Bloody Vengeance* some four years ago. The librarian bought him a drink and asked many questions about that time, which seemed odd to Scarbelly: The human had been right there! Lucius had paid Captain Scarbelly a handsome sum to travel with the pirates, observe them, and take notes. The orcs found it strange, but his money was good, and he stayed out of the way during fights. After a few months, Lucius moved on, and that was the last Scarbelly saw of him until a few days ago.

In his money pouch the captain also has a note from Lucius, passed to him by Aggro. It reads:

Captain, my name is Lucius and I believe you know me. I'd like to talk to you about my time on your ship. Please tell your mate to let me aboard next I call.



the temple much. If the PCs did not go to Lucius's house first, they may still decide to check out the pirate ship. Not only does it loom large in city gossip, it is moored in plain sight, with its inhuman crew not bothering to hide themselves or their vocation.

A successful Gather Information check (DC 15 in town or 10 by the docks) reveals that the privateer *Bloody Vengeance* is in port now. Its captain, Scarbelly, is a notorious orc pirate who operates out of Freeport. The PCs may make additional Gather Information checks to learn more about the ship, its captain, and its crew. The table below summarizes what they can find out; reduce the listed DC by 5 if they continue to make inquiries around the waterfront.

GATHER INFORMATION

DC Information

- 15 The *Bloody Vengeance* pulled into port eleven days ago.
- 20 The crew has largely stayed on their ship. They seem edgy and hostile.
- 20 The ship has a crew of ten orcs, including a brutal first mate.
- 25 Captain Scarbelly has killed twenty-nine men in hand-to-hand combat.

Read or paraphrase the following when the PCs take their first look at the *Bloody Vengeance*.

The Bloody Vengeance is a crudely built orc ship, roughly 90 feet long. The ship is battle-scarred but seaworthy, and you note that no other ships have moored nearby. The sail is furled, but the crow's nest holds an orc lookout armed with a shortbow. Two other orcs guard the gangway, their scowls and jagged swords encouraging passersby to keep on walking.

The guards are as hostile as they seem. Anyone attempting to talk to them or request a meeting with Captain Scarbelly is told to clear off in no uncertain terms. The orcs will follow up this instruction with a physical demonstration if the PCs persist and do not appear much of a threat. Otherwise, the pirates call for the first mate, Aggro.

Aggro ducks out of the forecastle, revealing a huge frame. He loudly snorts, hawks, and spits while you inquire about Lucius. When you are done, Aggro says, "He was here last week, sniveling for an audience with the captain. I told him the same thing I'm telling you: Sod off!"

- DEATH IN FREEPORT -

You notice that the archer in the crow's nest has an arrow nocked. Aggro and the guards are fingering the pommels of their wicked scimitars. They're clearly itching for a fight. It's obvious they have something to hide on their ship, all right—but is it Lucius?

Actually, Aggro is telling the truth about sending Lucius on his way. The orcs are touchy because a powerful wizard named Kenzil hired them to attack a particular ship and acquire a magic staff for him. Captain Scarbelly doesn't like dealing with wizards, but the money was too good to pass up. He has the staff locked up in his cabin, and his crew is guarding it around the clock until Kenzil shows up. Scarbelly is on edge and eager to see the staff safely delivered—he is certainly going to resist anyone who boards his ship.

What Aggro does not know is that Lucius did manage to talk to the orc captain while he was visiting a tavern. Lucius had come to suspect that he had spent time on the *Bloody Vengeance* during his missing years, so he sought out the orc captain. Turned away by Aggro, Lucius followed Scarbelly and asked him some questions. See the **Captain Scarbelly** sidebar for more information.

ALL HANDS ON DECK

The PCs have several options for handling the orcs. They might simply rush the crew and start a brawl, or they can watch the ship and try to spy on Scarbelly. Rogues may try sneaking on board at night to have a look around.

Attacking the orcs is a mistake (EL 7 for the entire crew at once!), but the PCs probably won't realize this right away. The lack of the Sea Lord's Guard on the docks means a fight can rage without interference. Although Lucius is not here, there is loot—if the party survives the experience.

A. MAIN DECK

The main deck is 55 feet long and 20 feet wide. Its center is pierced by the mast, and coils of rope and other supplies are scattered across it. Two large trapdoors lead to the hold below: This is mostly empty but does have some food and grog stores.

ENCOUNTERS (EL 3 OR 4)

There are usually two (sometimes three) orc pirates guarding the gangplank and one each in the forecabin and aftcabin. These structures provide cover from missile fire, and their elevated positions offer a good view.

ORC PIRATES (4 OR 5)

Male Orc Fighter 1: CR 1; Medium humanoid; HD 1d10+1; hp 6 (average); Init +1 (Dex); Spd 30 ft.; AC 14 (+1 Dex, +3 studded leather), touch 11, flatfooted 13; Base Atk +1; Grp +4; Atk scimitar +4 melee (1d6+3/18–20,

×2) or shortbow +2 ranged (1d6/x3); Full Atk scimitar +4 melee (1d6+3/18–20, ×2) or shortbow +2 ranged (1d6/x3); AL CE; SV Fort +3, Ref +1, Will –2; Str 17, Dex 13, Con 12, Int 8, Wis 7, Cha 6.

Skills and Feats: Jump +4, Listen +0, Spot +0, Swim +3; Alertness, Dodge.

Possessions: 20 arrows, pouch with 7 sp.

B. OFFICERS' QUARTERS

Captain Scarbelly and First Mate Aggro share a cabin underneath the forecabin (unlike human sailors, they like the way the ship's prow goes up and down!). The room is roughly 15 feet by 15 feet and crammed with stuff. There are two beds, a table, and a chest, all nailed to the floor (to keep things from flying about during storms). The chest is quite large (it could easily hold a person) and doubles as a table.

At the moment, there are sea charts and navigational equipment spread across the chest, but a large iron lock is clearly visible. The lock is trapped.

ENCOUNTERS (EL 3)

During the day either Aggro or Scarbelly is here, and both are onsite at night (raising the EL to 5).

CAPTAIN SCARBELLY

Male Orc Fighter 3: CR 3; Medium humanoid (5 ft. 9 in. tall); HD 3d10+3; hp 31; Init +5 (+1 Dex, +4 Improved Initiative); Spd 20 ft.; AC 17 (+1 Dex, +5 chainmail, +1 light steel shield), touch 11, flatfooted 16; Base Atk +3; Grp +7; Atk +1 battleaxe +8 melee (1d8+5/×3, +1 battleaxe); Full Atk +1 battleaxe +8 melee (1d8+5, ×3); AL CE; SV Fort +4, Ref +2, Will +2; Str 18, Dex 13, Con 13, Int 12, Wis 9, Cha 11.

Skills and Feats: Intimidate +6, Jump +1, Profession (sailor) +2, Swim –5; Cleave, Improved Initiative, Iron Will, Power Attack.

Possessions: +1 battleaxe, five rings (total 150 gp), pouch with 50 gp.

AGGRO

Male Orc Fighter 2: CR 2; Medium humanoid (6 ft. tall); HD 2d10+2; hp 18; Init +1; Spd 20 ft.; AC 17 (+1 Dex, +5 chainmail, +1 light wooden shield), touch 11, flatfooted 16; Base Atk +2; Grp +5; Atk +1 scimitar +6 melee (1d6+4/18–20, ×2); Full Atk +1 scimitar +6 melee (1d6+4/18–20, ×2); AL CE; SV Fort +4, Ref +1, Will –1; Str 17, Dex 12, Con 13, Int 9, Wis 9, Cha 9.

Skills and Feats: Intimidate +4; Alertness, Improved Bull Rush, Power Attack.

Possessions: +1 scimitar, iron collar, wooden amulet, pouch with 5 gp and 10 sp.

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POISON NEEDLE TRAP

CR 1; mechanical; touch trigger; manual reset; +8 melee (1, plus poison), Search (DC 20); Disable Device (DC 21).
Poison: Fort save (DC 14); initial damage 1d8, secondary damage 0.

TREASURE

The chest does not contain Lucius, but it does hold pirate swag: 100 gp, 1250 sp, and 500 cp. On top of this bed of money lies a 5-foot-long staff carved with a scale motif. This is a *staff of defense* (50 charges, CL 15th, contains the following spells [use cost]: *shield* [1 charge], *shield of faith* [+4 deflection bonus to AC, 2 charges], *shield other* [1 charge], *shield of law* [3 charges]), the item Kenzil hired Scarbelly to find.

G. CREW QUARTERS

The remaining eight crew members share this 20-foot-by-20-foot room under the aftcastle. Each wall has two hammocks and a small chest for personal effects. The PCs are welcome to poke through dirty orc laundry, but there is nothing of value.

CREATURES (EL 2 OR 3)

While the ship is in port, there are always two or three pirates sleeping here.

ORC PIRATES (2 OR 3)

hp 3, 7, 10.

TACTICS

Captain Scarbelly has not survived this many years as a pirate by being stupid. His crew is well trained, and they know what to do in case of an attack. When the first blows are struck, the orcs on guard raise the alarm with a terrific shout. They concentrate their defense on the officers' quarters and stay on board the ship no matter what. The orcs in the forecastle and aftcastle use their bows to neutralize obvious threats, with spellcasters at the top of that list: Sleeping orcs wake and join the fight in whatever area needs it the most. Aggro comes out to the main deck to organize the defense. However, if the captain is not aboard, the first mate instead guards the staff in the officers' quarters.

DEVELOPMENT

The PCs don't know about Kenzil. He still wants his staff, and if the party took it he'll try to track it down. He may pursue the PCs immediately on his arrival in Freeport. Alternatively, it may take him some time to learn the item's fate, making him a suitable challenge for a more powerful party. The character is peripheral to the adventure, so no details are provided here: This provides an opportunity to introduce a suitable NPC from your own campaign. He could become a thorn in the PCs' sides, or appear just once as a seemingly random encounter.

LOCATION 3: THE TEMPLE

Sooner or later, the PCs should investigate the temple to the God of Knowledge. The building is quite large and easily visible from most parts of the city. The first time they go there, read or paraphrase the following description.

The temple is an impressive structure, its vaulted frame soaring up one hundred feet. Large bronze doors stand open, revealing a tiled atrium. Statues of the god indicate that this chamber is the center of worship, but balconies lined with books reach all the way to the frescoed ceiling. This place appears as much library as temple, and the rows of silent scholars working in the balconies attest to this fact.

A young man approaches you. He introduces himself as Norton, a temple novice, and asks how he can be of assistance.

Norton can take the PCs to the high priest's office, which is one level down. There they are passed on to Milos, a slight man with horn-rimmed glasses who is the assistant of Thuron. This is as far as they can get. Milos simply will not allow access to the high priest. Should the PCs attempt violence in the temple, a dozen clerics will be on the scene within minutes. This is not a good idea, and may have far-reaching repercussions.

Your requests to speak with High Priest Thuron are flatly rejected by Milos. "I'm afraid such a meeting is impossible," he says. "The high priest is extremely busy planning the dedication of the Lighthouse of Drac. He cannot be disturbed. However, I am Thuron's eyes and ears around the temple, and you may ask me your questions."

MÍLOS SPEAKS

Here are some likely questions and Milos's answers.

- What is the Lighthouse of Drac?

You must have seen it on your way into Freeport—an enormous structure. Sea Lord Drac, the ruler of Freeport, is building it to commemorate his glorious ancestors. The lighthouse has been under construction for some ten years, and its dedication is in three months.

- What can you tell us about Lucius?

He is an excellent librarian, though he made several poor choices in his time. He was away from the temple a good four years but returned last year. He has not been here in a couple of days, and I do not know where he is.

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- Has Lucius been acting strange lately?

He has appeared increasingly haggard over the past several months. He also began asking some very strange questions. The high priest himself had a talk with the man, but this seemed to do no good.

- What sort of questions was Lucius asking?

He was asking about his activities in the temple in the time leading up to his expulsion. As if he weren't here himself! No one needs to be reminded that Lucius violated the sanctum, but he would not let it rest.

- What did the high priest say to him?

Lucius has been very lax in his duties of late, and Thuron warned him to be more diligent. The high priest told him to forget the past and concentrate on the present: The events of five years ago are best forgotten by everyone.

- Did Lucius have any enemies?

None that I am aware of. Anything may have happened in the years he was gone from Freeport, of course, but I know nothing about that time.

- Why was Lucius let back into the temple?

He had acquired a very interesting library of books during his worldly travels. He offered to donate this collection to the temple as a penance, and the high priest accepted.

- Can we see these books?

They have not been made public yet. Our experts are still evaluating them and checking their authenticity. They should be available next year.

MÍLOS

Milos has been living in Freeport for decades, posing as a variety of city folk and changing identities when necessary. His parents were both members of the Brotherhood of the Yellow Sign, and he was brought up in the faith. His position in the temple to the God of Knowledge has been very useful to the cult: He not only has access to enormous amounts of research material, but also has the ear of an influential figure in the city.

In his researches, Milos learned of extraplanar beings that possessed mortal hosts to study different times and places. When Lucius underwent a personality change overnight, Milos knew just what was going on—but, to his frustration, he also knew that when the real Lucius returned, he wouldn't remember anything of his time away. When the librarian began having his nightmares and memory problems, Milos took notice. Apparently, Lucius was remembering something of his time on another plane. Milos decided to kidnap the man and torture the information out of him. Such arcane knowledge could benefit the Brotherhood greatly.

This scheme did not work out, though. Lucius had some vivid memories, but they were fragmentary and of little use. More significantly, the kidnapping put investigators on a trail straight to the cult's temple. Freeport is the nexus of an ambitious plan, and the Brotherhood's leaders don't need their underlings drawing attention to them at this crucial time. In the unlikely event that Milos survives the final encounter, his superiors will be most displeased.



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GM Note: These books were in Lucius's basement—hence the “new” smell to the shelves—and include the travel logs mentioned in the “to do” list. Lucius wrote these logs during his possession, but they have proved very difficult to decipher. Not only is much of the writing in an unknown language (which could normally be circumvented with *comprehend languages*), but it is also in a complex code. Even after the librarians manage to break this code, they will have the same problem that they face with the other donated books: The subject matter is rather esoteric, and much of it is simply *alien*.

- If Lucius is missing, why aren't you looking for him?

We do not have the resources to mount search parties for every librarian who fails to come to work. In any case, there is no evidence of foul play. I am sure Lucius is just sleeping off a hangover somewhere.

QUESTIONS AT THE TEMPLE

After their interview with Milos, the PCs are free to talk to other people around the temple. They can find four types of people here: priests, lay librarians and clerks, scholars, and worshipers. Temple regulars know Lucius, but they are not forthcoming with information. (Milos has already instructed the staff to put Lucius from their minds.) Should the PCs run into Brother Egil at the temple, he pretends not to know them.

At a later time, the PCs may want to ask Egil about Milos. He can tell them that Milos, although not a priest himself, is Thuron's right-hand man, and that the high priest doesn't make a decision without him. He's been at the temple for fifteen years and is dedicated to his own ambitions, the temple, and Thuron—in that order.

YELLOW SHIELDS AT SUNSET

The PCs' investigation does not go without a response: Milos is in fact highly placed in the Brotherhood of the Yellow Sign. After the party's visit to the temple, he decides that he must take action and orders one of the cultists to arrange their elimination. This cultist, Enzo, recruits a small band of mercenaries known as the Yellow Shields and provides them with a description of the PCs.

Members of the Yellow Shields then fan out across the city. When exactly they do this is up to you, but a good time is shortly after the PCs have visited the three locations above. You should save the mercenary encounter for when they are out of clues and need a bit of a push, or are about to do something really stupid (such as fighting their way into the temple to see Thuron).

Once the mercenaries have established where the PCs are staying, they organize an ambush. They strike at sunset, hoping to hit the party on their way back from a long day of investigation when their guard is down.

The sun is setting in the west, silhouetting the Lighthouse of Drac beautifully with its dying rays. You are nearly back to the inn, ready for a hot meal and a stiff drink, when you hear the unmistakable thwack of crossbows discharging. As the bolts fly through the air, you see a group of warriors carrying yellow shields burst out of a nearby alley with swords drawn.

Looks like dinner will have to wait.

ENCOUNTERS (EL 4)

The mercenaries have planned their attack well, positioning themselves along a lengthy block so as to hem the party in. There is a crossbow-armed warrior on a rooftop at the front of the block. The mercenary leader and two of his followers come out of an alley to seal off the street ahead of the party, while the group's sorcerer and another archer block off the back. Unless the PCs have taken unusual precautions, they are caught by surprise.

YELLOW SHIELD (4)

Male Human Warrior 1: CR 1/2; Medium humanoid; HD 1d8+1; hp 5 (average); Init +0; Spd 30 ft.; AC 14 (+3 studded leather, +1 light wooden shield), touch 10, flatfooted 14; Base Atk +1; Grp +2; Atk short sword +2 melee (1d6+1/19–20, ×2) or light crossbow +1 ranged (1d8/19–20, ×2); Full Atk short sword +2 melee (1d6+1/19–20, ×2) or light crossbow +1 ranged (1d8/19–20, ×2); SV Fort +3, Ref +0, Will –1; AL CN; Str 13, Dex 11, Con 13, Int 9, Wis 9, Cha 10.

Skills and Feats: Climb +3, Move Silently +0; Point Blank Shot, Precise Shot.

Possessions: Dagger, pouch with 3 sp.

BELKO

Male Human Sorcerer 1: CR 1; Medium humanoid (5 ft. 10 in. tall); HD 1d4+3; hp 7; Init +2 (Dex); Spd 30 ft.; AC 12 (+2 Dex), touch 12, flatfooted 10; Base Atk +0; Grp +0; Atk quarterstaff +0 melee (1d6); Full Atk quarterstaff +0 melee (1d6); AL N; SV Fort +0, Ref +2, Will +1; Str 10, Dex 15, Con 11, Int 11, Wis 9, Cha 15.

Skills and Feats: Concentration +4, Move Silently +4, Spellcraft +4; Combat Casting, Toughness.

Spells Known (cast 5/4): 0—daze, detect magic, mage hand, ray of frost; 1st—burning hands, cause fear.

Possessions: Brooch (5 gp), pouch with 5 sp.

RITTORO

Mercenary Leader, Male Human Fighter 2: CR 2; Medium humanoid (6 ft. 2 in. tall); HD 2d10; hp 14; Init +0; Spd 30 ft.; AC 14 (+3 studded leather, +1 light steel

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shield), touch 10, flatfooted 14; Base Atk +2; Grp +4; Atk battleaxe +5 melee (1d8+2/×3); Full Atk battleaxe +5 melee (1d8+2/×3); AL CN; SV Fort +3, Ref +0, Will +0; Str 14, Dex 11, Con 11, Int 9, Wis 11, Cha 15.

Skills and Feats: Intimidate +7, Spot +4; Alertness, Power Attack, Track, Weapon Focus (battleaxe).

Possessions: Ivory-handled dagger with an “L” carved in the hilt, silver ring (3 gp), neck pouch with 10 gp and a crumpled-up piece of parchment with an address scrawled on it.

TACTICS

The mercenaries’ plan is to bottleneck the PCs and then finish them off with a combination of missile fire and focused hand-to-hand combat, targeting spellcasters and dangerous combatants first. They stand fast until Rittoro, the leader, falls. Then those in the best position to flee (especially the mercenary on the roof) do so.

DEVELOPMENT

If any of the mercenaries are captured, they quickly admit that they don’t know who hired them. Rittoro took care of that, and he won’t be able to talk if he’s dead. Should Rittoro survive the battle, he plays tough for a while but eventually reveals that a man named Enzo hired him. Even Rittoro doesn’t know anything about Enzo, though: He had money, and that was enough for the Yellow Shields.

However, Rittoro does have a piece of parchment with an address written on it. This is where he’s supposed to meet his contact after the job to receive payment. If the PCs search his possessions, they also find an ivory-handled dagger with an “L” carved in the hilt.

GM Note: The dagger belonged to Lucius and was given to Rittoro as a down payment on the contract. He has no information about its origin.

PART III: THE TRUTH SINKS IN

IN WHICH THE PLAYER CHARACTERS UNCOVER A DEVILISH UNDERSIDE
TO THE CITY AND REVEAL AN AGENT OF EVIL.

After the attack of the Yellow Shields, the PCs should realize that their investigation has aroused interest of a most unfriendly kind. At this point, they can solve the mystery in two different ways, depending on what evidence they have amassed.

CHECKING OUT THE ADDRESS

If the PCs have taken the address from Rittoro, they find that it corresponds to a tavern called the Black Gull. This is a rather seedy dive near the docks. Rittoro, if alive, tells them that he was supposed to meet Enzo there at 7:00 P.M. with proof of his completed mission. Otherwise, the PCs may have to stake the place out. Enzo is easy enough to spot. He’s a thin, nervous-looking man—definitely out of place in the tough crowd at the Black Gull. The easiest thing to do is simply follow him: He can lead them straight to the cult’s temple, a bricked-up house on an out-of-the-way street.

ENZO

While Enzo dreams of gaining power from the Brotherhood of the Yellow Sign, in reality he is nothing more than a peon and an errand boy. A tailor by trade and a weak, unfocused individual, he turned to the occult in a desperate attempt to take control of his own life. The Brotherhood recruited him after he was seen visiting curio shops and booksellers, asking after magical secrets. (Yes, Enzo *is* that much out of touch.) Enzo has not yet been fully initiated into the cult, but he has proved a useful gopher. Milos had him hire the Yellow Shields to see if the man could be discreet, not considering the PCs a real threat.

Enzo (male human expert 1, hp 3) won’t fight. Should the PCs confront him, he immediately crumbles. He’s a coward at heart and has been bullied so often throughout life that groveling is



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second nature. He reveals the orders he was given and can lead the party to the cult's headquarters. However, Enzo's knowledge is quite limited.

- The cult is called the Brotherhood. Enzo is not yet worthy to know their dark patron's name.
- The leader of the cult is very powerful. Enzo knows him only as the Master.
- The PCs angered the Master and so earned a death sentence.
- There are some rooms beneath the bricked-up building, but Enzo has never been down there.
- Enzo was ordered to bring food to the building twice in the last few days. This doesn't usually happen.

FOLLOWING MILOS

After visiting the temple to the God of Knowledge and being stymied in their investigation by Milos, the PCs may become suspicious of him. They can learn quite a bit by shadowing him. He doesn't leave the temple often, but when he does he visits some strange places. On a typical outing, Milos might stop in at a curio store or wizardly supply shop to purchase esoteric spell components (strange for someone who is supposedly not a spellcaster), or an open-air market for a live animal, such as a black goat (even though the God of Knowledge doesn't require blood sacrifice). Eventually, he heads to a bricked-up building on a little-used side street and disappears inside.

If the party are stumped and can't figure out a next move, you can gently steer them in the right direction. For example, they might catch sight of Milos across the crowded marketplace. Although not dressed in his temple robes, he is unmistakable, yet does not respond to any hails. This should rouse the PCs' interest enough to follow him, although this is difficult in the busy streets (requiring Hide checks opposed by Milos's Spot, as well as Spot checks to keep him in sight). Milos eventually disappears inside the bricked-up building. This isn't the cleverest way to find Lucius, but it'll get the job done.

LOCATION 4:

THE BRICKED-UP HOUSE

This abandoned-looking building is the cult's headquarters, and the place where Lucius can be found. It is on a side street that is usually deserted.

The house is nondescript and seems a perfect hideout. It is a simple, one-story construction, roughly 20 feet by 30 feet. The dilapidated exterior is made of wood, but the windows have all been bricked up. Two steps lead up to a stout-looking wooden door.

The door is locked (Open Locks, DC 25). A successful Strength check (DC 18) can knock it down but would make a lot of noise.

WOODEN DOOR

1 1/2 in. thick; Hard 5; hp 15; AC 5; Break DC 18.

Once inside, the PCs can see that the place is a wreck. There are piles of masonry and refuse everywhere, and it's impossible to tell how many rooms the place may have once had. Anyone who succeeds at a Spot check (DC 20) notices that parts of the foundation seem to be from an older construction: The stone is of better quality and finished with more skill.

Toward the back of the house there is a wooden trapdoor in the floor. This is not locked or trapped, and beneath it is a staircase leading down.

1. WINE CELLAR

The stairway leads down to an old wine cellar. The walls are lined with nine large casks made of oak, each about 6 feet tall and nearly 8 feet long. They appear to have been here for a long time, though the room contains remarkably little dust.

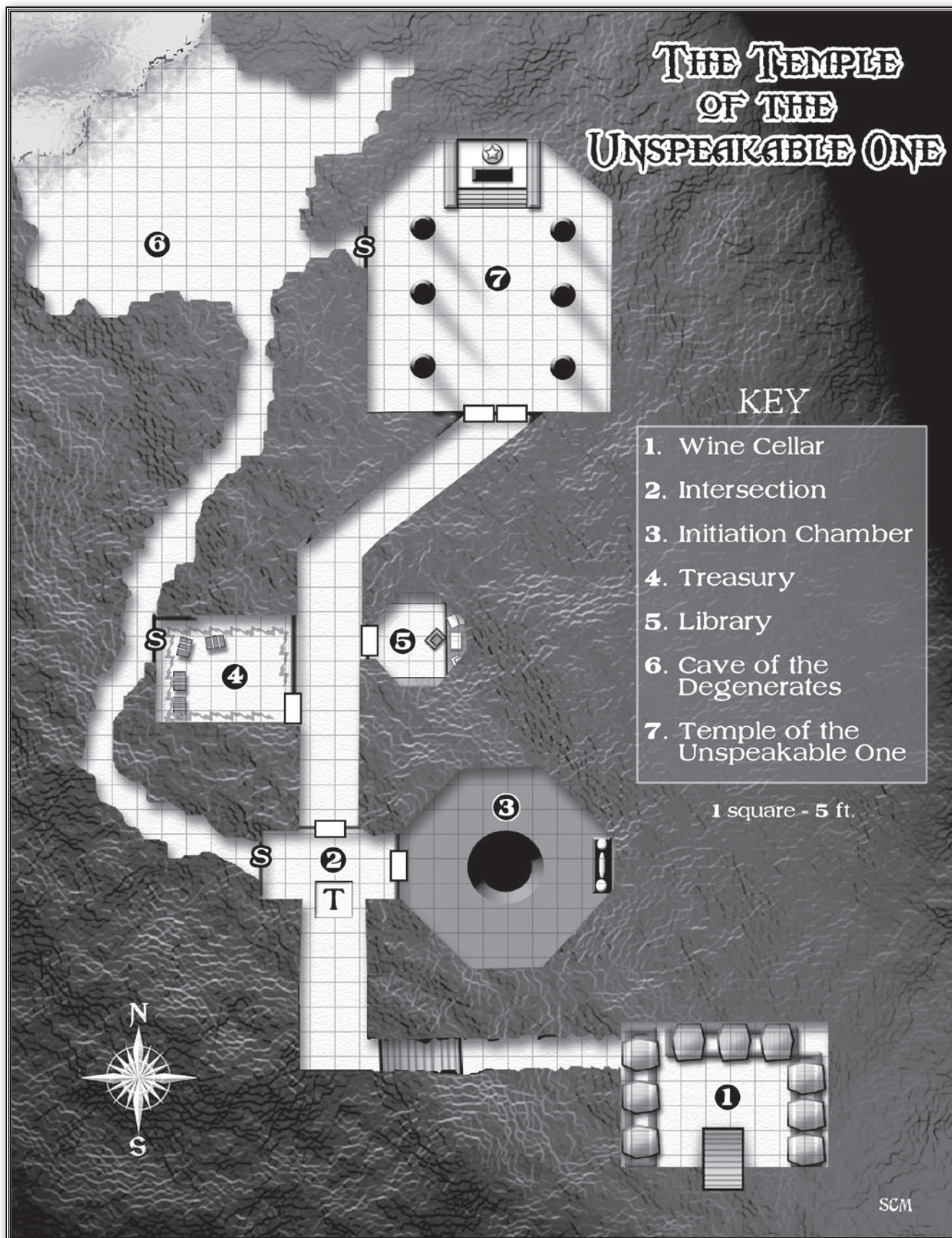
Five of the casks actually still have wine in them, but it is quite spoilt. The remaining four make hollow sounds if struck. One on the west wall, though, houses a concealed entrance. A character with the Track feat can attempt a Survival check (DC 20) to notice faint footprints leading from the stairs to the cask. (Tracking should be done before the entire party stomps around the room—otherwise all traces are obliterated.)

The cask is hinged on the inside, and releasing a hidden latch causes the entire front half to swing out, revealing a stone passage and more stairs leading down. A successful Search check (DC 17) finds the secret mechanism; Should PCs decide to investigate the casks "the adventurer way" (that is, hacking at them with axes), treat the barrels as 1-inch-thick wooden objects (Hard 5, hp 10).

Milos has cast *alarm* on the concealed entrance and made it permanent with a scroll. When the PCs open it, a mental tone sounds that only he can hear, warning him of their approach. Although the sanctity of the secret temple has never been compromised, Milos is ready for the possibility. If he is not already onsite, he finds a secluded area within range and uses his *wand of dimension door* to travel to the cult's temple proper (area 7).

Milos then runs to the caves (area 6) and rouses the degenerate serpent people there. He orders them into the tunnels to ambush the PCs in the intersection (area 2) or the treasury (area 4). Once he's sent off the serpent people, Milos casts *shield* on himself. If he has time, he may cast *resistance* and/or *guidance* on the attendants with him in the temple (see area 7 for more information).

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NOW YOU’VE DONE IT!

Adventurers usually can’t resist messing around with items they find. Often unwise, in this case doing so in the Initiation Chamber is very dangerous, as it may accidentally trigger the ritual. Should the PCs manage to light the candles and incense, and strike the gong three times, the Unspeakable One takes notice.

The room reverberates with the sound of the gong. Above you the stars seem to twinkle as if you really are looking at the sky. Then you feel a presence—and the circular depression erupts with black tentacles.

You don’t need to be a paladin to feel the evil here. It is ancient and potent, and you can only hope those tentacles have not come for you.

Anyone in the room when this happens must succeed at a Will save (DC 20) or suffer 2 points of temporary Wisdom damage. The tentacles do not attack anyone outside of the depression. Casting spells at or attacking the tentacles has no noticeable effect, for the Unspeakable One conforms to an alien reality beyond the ken of mortals. The tentacles remain for 2 rounds, then disappear.

Characters actually in the depression are in for a horrific experience. The tentacles engulf them, squeezing, pulling, and prodding. Inhuman voices fill their heads, uttering terrible words and evoking images of horror. Though this lasts for only 2 rounds, it seems like an eternity. Finally, the tentacles withdraw and disappear. Those who suffered through this take 3d6 points of Wisdom damage (Will save half DC 20). This Wisdom loss is temporary except for 1 point, which is permanently drained. No one can survive such an experience unscathed.

Those reduced to 0 Wisdom fall into a catatonic state, tormented by nightmares of the Unspeakable One until they recover. Temporary Wisdom damage returns at the rate of 1 point per night’s rest (8 hours) or 2 points per full day of rest (24 hours). Both *lesser restoration* and *restoration* also replenish lost Wisdom, but *restoration* is needed to heal any permanent loss.

2. INTERSECTION

The narrow stairs open into a corridor of finished stone, about 10 feet wide, that heads north about 25 feet and ends in a T-intersection. There are doors on the east and north walls.

ENCOUNTERS (EL 1 OR 3)

At the beginning of the intersection is a covered pit trap. Once the presence of the pit is known, it is easy enough to walk around.

CAMOUFLAGED PIT TRAP

CR 1; mechanical; location trigger; manual reset; DC 20
Reflex save avoids; 10 ft. deep (1d6, fall); Search DC 24;
Disable Device DC 20.

Neither of the doors is locked. The north door opens into a 40-foot-long corridor that veers northeast, with two doors visible. The east door of the intersection leads to the initiation chamber (area 3). The west wall of the T-junction hides a secret door (Search, DC 20) that connects to the caves. Serpent people may attack out of this door, depending on how much time Milos had to warn them (this raises the Encounter Level to 3).

SERPENT PEOPLE (5)

hp 3, 5, 6, 6.

TACTICS

Should the serpent people miss the party, they lurk in area 2 and await a suitable opportunity. They are most likely to attack when the PCs are heading down the corridor towards the temple proper (area 7).

3. INITIATION CHAMBER

The door swings open to reveal a 30-foot-by-30-foot octagonal chamber. The entire room has been painted black, and the ceiling shimmers with stars like the sky at night. There is a circular depression in the center of the room some 10 feet deep. On the far wall you can see a sturdy table covered with ritual paraphernalia: a gong, incense burners, two candelabras, and some other items you can’t make out. No one is in sight, but the room itself seems to radiate menace.

This strange room is the initiation chamber for the Brotherhood of the Yellow Sign. It is painted black in honor of the Unspeakable One’s starry home. Recruits who have proved themselves are brought here to be judged by that dread entity. A candidate undergoing initiation is stripped naked and pushed into the depression. Milos then enacts a ritual to draw

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HOW UNSPEAKABLE IS UNSPEAKABLE?

Once they learn the nature of the cult, players may want to find out if their characters know anything about this Unspeakable One. Either Knowledge (arcana) or Knowledge (religion) can reveal something.

Check DC Information

- | | |
|----|---|
| 15 | The Unspeakable One is an evil god whose worship is proscribed in many nations. |
| 20 | The god is dedicated to madness and destruction, and his cults have been suppressed numerous times over the centuries. |
| 25 | Worship of the Unspeakable One dates back to ancient times. Legends speak of a race of serpent people dedicated to his worship. |
| 30 | Even scholars are afraid to whisper the name of his cult: The Brotherhood of the Yellow Sign. |

the attention of the Unspeakable One. This is by no means a pleasant experience, and one that cowards like Enzo are unlikely to withstand.

The items on the table are of considerable interest. The candelabras are made of pure silver and shaped like coiling serpents. They are quite old, and the craftsmanship is exquisite. Each would fetch 50 gp on the street, double that if sold to a knowledgeable wizard or sorcerer. The candles are black, but are otherwise unremarkable. The incense burners are made of bronze (5 gp each). They are full and ready for the flame. Several small cases lie nearby, containing additional cubes of incense (total worth 15 gp). The large gong has pride of place on the table. It too is made of bronze and also features a serpent motif (10 gp).

4. TREASURY

As you open the door, your eyes are immediately drawn to the garish purple curtains that hang from the walls. Your attention quickly turns to the center of the room, however, where skeletal figures come to life and start towards you with claws extended. You can see many chests scattered about, but you'll have to fight your way through the walking dead first!

This small, cramped room is the cult's treasury: Milos has stored a lot of wealth in here over the years. A cult superior who recently visited has animated the remains of some deceased initiates to guard the treasure.

The purple curtains are mostly decorative but do help conceal a secret door to the ancient tunnels of the serpent people (Search, DC 20).

ENCOUNTERS (EL 2, 3, OR 4)

The number of skeletons is variable. There should be at least one per PC, up to double that if the party includes a cleric (EL

2 if 4-6, EL 3 if 7-8). The fighting is likely to be at very close quarters. The degenerate serpent people from area 6 may also attack if they have not yet been encountered and the PCs are dealing with the skeletons too easily; this raises the Encounter Level to 4.

SKELETONS (4-8)

hp 1, 2, 4, 4, 5, 5, 10, 10.

SERPENT PEOPLE (5)

hp 3, 5, 6, 6, 6.



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TREASURE

There are four chests here, all of which are locked (Open Locks, DC 20). Milos carries the keys with him at all times. Should the PCs slay him first, they can open the chests with ease.

Chest #1 contains 500 gp and 1500 sp.

Chest #2 contains 3000 sp and one *potion of cure light wounds*.

Chest #3 contains 2500 sp and 4 onyx gems worth 60 gp each.

Chest #4 contains 2200 sp. Lying on top of the coins is a +1 *heavy shield of arrow deflection*.

The curtains also hide an old spear standing upright in the southwest corner of the room. The weapon is magical; it is a +1 *shortspear*.

5. LIBRARY

Another octagonal room, this small chamber looks to be a study or library. A teak wood desk stands against the far wall, flanked by low shelves that are crammed with books and scrolls. An oil lamp hangs from chains in the center of the room, its flame burning low—the room seems alive with shadows.

Milos inherited this library from his predecessor. Some of the books date back a thousand years or more, and many are in languages that have been dead at least as long. A scholar would have a field day with this treasure trove, except that nearly every tome is full of blasphemous secrets.

The desk is a beautiful piece of work and has been lovingly maintained. On it lays a large book bound in black leather and finished with silver. The tome's title is rather ominous: *The Book of the Unspeakable One*. It is full of rituals and stories involving the dread god, and its pages are for cult members only. Anyone who has not been through the Brotherhood's initiation takes 1d4 points of damage (no save) if he or she attempts to read the book. Furthermore, those of good alignment must succeed at a Will save (DC 20) or lose 1d6 points of temporary Wisdom.

There are several letters scattered across the desk. Two of them are progress reports on the construction of the Lighthouse of Drac. The third is short but to the point:

Our preparations are almost complete. We will arrive in Freeport on schedule. Make sure that all is ready for us. The Brotherhood is counting on you.

—N'Tal

GM Note: This letter's implications will become more important in *Terror in Freeport* and *Madness in Freeport*. For now, it serves to make clear that this temple is not the cult's only center of operations.

The rest of the library is full of old books and scrolls. Most are in no language the PCs are familiar with. Due to the age and obscure nature of these volumes, Decipher Script checks are at DC 30; even then, little of them make sense. A few titles should suggest that they are best left alone: *Cult of the Bloody Heart*, *Spawn of the Ages*, and *Rebirth of the Old Ones*. Any of these books would be worth a great deal of money to the right people, but shopping them around would surely attract the wrong kind of notice.

Unfortunately for any wizards in the party, the serpent people are sorcerers and so have no need of spellbooks. No matter how hard the party searches, there are none to be found in this library.

DEVELOPMENT

This room is a great place to plant some seeds for later adventures. A clue here can lead the party into the next situation, if you have one in mind. This makes your campaign more of an ongoing story and less like an episodic TV show.

6. CAVE OF THE DEGENERATES

Unbeknownst to the inhabitants of Freeport, many bands of degenerate serpent people still live in tunnels underneath the city. The small section shown here actually connects to a much larger network. When the civilized serpent people of the Brotherhood built this temple complex, they made sure to connect it with the crude tunnels of their cousins. This gives the cult access to mindless force when needed.

The PCs are not likely to encounter the degenerate serpent people at this location, though they may find the secret tunnels (DC 15 Search check to locate). Unlike the rest of the complex, these tunnels are rough-hewn and unfinished. They lead to a large cave where the degenerates spend most of their time. Read the following description the first time the PCs discover the cave.

A large, irregular cave stretches out before you. It is different from the other rooms you've seen, looking both older and more primitive. At least 40 feet by 50 feet, and larger in places, the cave is scattered with bones, refuse, and filth. You can hear the lapping of water from the northwest corner, where there lies a dark pool. The water looks black, and you can tell neither its size nor depth.

Searching the cave uncovers nothing of interest. A short corridor heads east and then ends abruptly. A secret door here (Search DC 20) leads to the main temple (area 7). There is a tunnel below the surface of the pool that leads deeper underground. This is not important for this adventure but may come into play in future Freeport products, as well as your own stories.

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7. TEMPLE OF THE UNSPEAKABLE ONE (EL5)

Two double doors lead to the temple proper. Amazingly, they are not locked. By this point Milos is well aware of the intruders, and he wants to deal with them under the gaze of the Unspeakable One.

Opening the doors, you are met with blazing torchlight. As your eyes adjust to the brightness, you can see you have reached the heart of the temple: a long hall, flanked with six pillars, some 40 feet long and 35 feet wide. Each pillar seems to have a giant snake coiled around it, and the motif continues on frescoes along the walls. An altar of black basalt stands at the far end of the hall, and a strange yellow symbol is inscribed on the wall behind it. There is a statue of a tentacled horror—it must be the Unspeakable One himself!

Two figures in robes lurk behind the far pillars, loaded crossbows at the ready. Behind the altar stands a small man wearing black robes with a full hood. As you enter the room, he throws back his hood, exposing familiar horn-rimmed glasses. Milos smiles at your reaction and says, "You are the first outsiders to ever reach the Temple of the Unspeakable One. Your achievement deserves congratulations. It is also your doom!"

Now it's a fight to the finish. Milos has chosen a position to give him the most advantage in a fight. He has the help of two temple attendants, who are always on hand.

TEMPLE ATTENDANT (BROTHERHOOD) (2)

Human Cleric 1: CR 1; Medium humanoid; HD 1d8+1; hp 5 (average); Init +0; Spd 20 ft.; AC 14 (+4 scale mail), touch 10, flatfooted 14; Base Atk +0; Grp +1; Atk light mace +1 melee (1d6+1) or light crossbow +0 ranged (1d8/19–20, ×2); Full Atk light mace +1 melee (1d6+1) or light crossbow +0 ranged (1d8/19–20, ×2); SA death touch, smite; AL CE; SV Fort +3, Ref +0, Will +6; Str 13, Dex 10, Con 13, Int 12, Wis 15, Cha 11.

Skills and Feats: Concentration +5, Heal +6, Knowledge (arcana) +3, Knowledge (religion) +3, Profession (scribe) +6; Iron Will, Point Blank Shot.

Possessions: 20 bolts, dagger with serpent grip.

Special Attacks: Death touch—Once per day, successful melee touch attack against living creature, roll 1d6; subject dies if total equals its current hp. Smite—Once per day, can attack with a +4 attack bonus and +1 damage bonus.

Spells Prepared (3/2+1): 0—cure minor wounds, guidance, virtue; 1st—bane, cure light wounds, inflict light wounds*. Domains: Death and Destruction. *Indicates domain spell.



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MILOS

Male Serpent Person (Civilized) Cleric 3/Sorcerer 1: CR 4; Medium monstrous humanoid (5 ft. 8 in. tall); HD 3d8 (cleric) + 1d4 (sorcerer) +3; hp 25; Init +5 (+1 Dex, +4 Improved Initiative); Spd 30 ft., swim 15 ft.; AC 14 (+1 Dex, +1 natural, +2 *ring of protection*), touch 13, flatfooted 13; Base Atk +2; Grp +3; Atk shortspear +3 melee (1d6+1/×3); Full Atk shortspear +3 melee (1d6+1/×3); SA death touch, smite; SQ darkvision 60 ft., change shape; AL CE; SV Fort +3, Ref +2, Will +8; Str 12, Dex 13, Con 11, Int 12, Wis 16, Cha 15.

Skills: Concentration +4, Diplomacy +3, Disguise +2 (+12 with change shape), Escape Artist +5, Knowledge (arcana) +5, Knowledge (architecture) +5, Knowledge (the planes) +5, Knowledge (religion) +5, Spellcraft +4.

Feats: Combat Casting, Improved Initiative^B, Toughness.

Special Attacks: Death touch—Once per day, successful melee touch attack against living creature, roll 3d6; subject dies if total equals its current hp. Smite—Once per day, can attack with a +4 attack bonus and +3 damage bonus.

Special Qualities: Change shape to Small or Medium humanoid form, 3/day. Loses swim Speed in humanoid form.

Divine Spells Prepared (4/3+1/2+1): 0—*cure minor wounds, guidance, light, virtue*; 1st—*cause fear, cause fear**, *cure light wounds, doom*; 2nd—*death knell**, *hold person, spiritual weapon [kukri]*. Domains: Death and Destruction.

Arcane Spells Known (cast 5/4): 0—*ghost sound, ray of frost, read magic, resistance*; 1st—*alarm, shield*. *Indicates domain spell.

Possessions: Key ring (with keys to treasure chests and places unknown in the temple to the God of Knowledge), +2 *ring of protection*, *wand of dimension door* (3 charges), three rings (total 73 gp), pouch with 15 gp.

TACTICS

This is a very tough encounter. While it is certainly appropriate for the climax of the adventure, be careful not to overwhelm your players. When the PCs get to the temple, take stock of the situation. Are they almost out of spells? Are any party members severely wounded? At your discretion, remove one or both of the temple attendants from this encounter (reducing the Encounter Level to 4). If you find you erred too much on the side of caution, the attendants can always leap into the fray through the secret door.

Milos has had a little time to prepare for this battle. After sending off the degenerate serpent people (see area 1 above), he returned here to brief the temple attendants. They put on their armor and readied their weapons. Milos then cast *shield* on himself. If he has time, he may cast *resistance* and/or *guidance* on the attendants.

All three cultists have cover, which gives them a +4 bonus to AC and a +2 bonus to Reflex saves. (Note that the +4 shield bonus from Milos's *shield* spell will stack with this cover bonus.) The battle opens at range, as the attendants fire their crossbows and Milos casts spells: *hold person* on the most obvious spellcaster, followed by *cause fear* on the most aggressive warriors. Even in hand-to-hand combat, his Combat Casting feat lets Milos cast spells without provoking an attack of opportunity, as long as he makes a Concentration check (DC 15 + spell level) at a +4 bonus. Also note that his clerical domains give him the granted powers of death touch and smite (see Milos's description on page 30 for details).

During the battle, the cult leader deflects all questions about Lucius and taunts the PCs with their lack of knowledge, saying things like, "Why you are so interested in that librarian I'll never know. He is insignificant in the scheme of things, but you are welcome to die for him."

- AFTERMATH -

When they finally defeat Milos, the PCs discover that he was not human at all. His true form becomes apparent on his death. Read the following text after the fatal blow is struck.

Milos slumps to the floor, lifeblood pumping onto the tiles of the blasphemous temple. He raises his head one last time, saying, "By the Yellow Sign, we will rule!" and then expires. As the cultist's eyes glaze over in death, a terrible transformation takes place. His skin and bones rearrange themselves in a most unnatural way, and soon his human visage is gone. Milos now lies revealed as a monstrous creature, a serpent man with scaly skin and forked tongue. Only the ill-fitting glasses on his ophidian head give a hint of the thing's former identity. You can only wonder how he got away with his deception for so many years, and if there are others like him in the city above.

Once the battle is over and the ramifications of Milos's true nature sink in, the adventurers can at last turn their attention to locating and tending to poor Lucius. Milos had secreted him behind the altar, tied up and hidden from view. Torture has reduced him to 0 hit points, but he can be aided with an appropriate spell; a successful Heal check (DC 15) allows faster natural recovery.

LUCIUS

Male Human Expert 1: CR 1/2; Medium humanoid; HD 1d6-1; hp 5 (currently 0); Init +0; Spd 30 ft.; AC 10, touch 11, flatfooted 10; Base Atk +0; Grp -1; Atk -1 melee or +0 ranged; Atk -1 melee or +0 ranged; AL NG; SV Fort -1, Ref +0, Will +2; Str 9, Dex 11, Con 8, Int 17, Wis 13, Cha 13.

Skills and Feats: Craft (bookbinding) +7, Decipher Script +10, Gather Information +5, Knowledge (arcana) +7, Knowledge (geography) +10, Knowledge (history)

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+7, Knowledge (planes) +7, Knowledge (religion) +7, Profession (librarian) +5, Speak Language (Common and any 7 others); Skill Focus (Decipher Script), Skill Focus (Knowledge: Geography).

LUCIUS'S STORY

Lucius sighs with relief and thanks his rescuers profusely. They saved him from certain, painful death, and for that he is eternally grateful. If the PCs mention Brother Egil, Lucius expresses concern for his friend, wishing to leave the temple immediately and find him. He is willing to tell the party what little he knows, however, if they ask.

Lucius blurts out the whole tale of his possession, return, and subsequent trouble. He explains that Milos sent him on an errand to the bricked-up house, where he was overpowered and taken below. Milos spoke of the extraplanar entities, but he did not name them nor say why they studied other worlds. The sinister serpent man then tortured Lucius, asking question after question about his memories of the other plane. Clearly Milos believed that valuable knowledge was locked in Lucius's head, but the librarian could not tell him very much. The cultist became increasingly frustrated, and told Lucius repeatedly that he was going to kill him—he probably would have, without the party's timely intervention.

Brother Egil is also very pleased and gladly pays the agreed-upon fee (although the PCs have likely gotten out of the temple with a good deal more). Both he and Lucius offer their services if needed. Their ability to do research in the temple to the God of Knowledge could be very handy indeed.

As for Lucius, his future is dubious. Milos provided some of the answers he was looking for, but he'd like to find out more. He is



uncertain whether he'll stay at the temple or leave Freeport to search for his past. Sadly, Lucius may never again know peace after the theft of five years of his life.

What else lurks below the skin of Freeport? Well, that's a story for another time .

ADVENTURE SEEDS

Terror in Freeport and *Madness in Freeport* deal with the continuing machinations of the Brotherhood of the Yellow Sign, the secrets of the Sea Lord, and the ultimate purpose of Milton's Folly. However, if you want to run your players through some other adventures, Freeport makes a fine base of operations for pre-published modules and stories of your own. The events in *Death in Freeport* can also lead to several developments, some of which are suggested here.

- The PCs may try deciphering or peddling volumes from the library of Milos. Many of those books contain dark secrets, though, and what begins as a simple sale may become something far more dangerous.
- The Yellow Sign is revealed only at the end of this adventure. The PCs may want to investigate this strange symbol further to learn its connection with the Unspeakable One. The sign is a symbol of madness and destruction: Any research into its meaning is sure to lead down a dark path.
- There are more degenerate serpent people living under Freeport, and their tunnels make for a fine "dungeon crawl." The PCs could launch an expedition, and in the process, find out about the breaking of Valossa and the first coming of the Unspeakable One.
- Surviving members of Milos's cult, or cult officials from outside Freeport, may discover the temple's destruction. Some of these cultists are sure to be from wealthy families and would have the means to make life very difficult for the PCs. A string of arrests and assassination attempts should be a strong hint that someone wants revenge.

INTERLUDE I: HOLIDAY IN THE SUN

Two hundred years ago, the first Sea Lords of Freeport (Drac and Francisco) took the combined fleet of the city on a three month long journey of pillage and plunder. Known as the Great Raid, this action netted the city more booty than it had ever seen, and established the reputation of the Sea Lords. Although Drac and Francisco were later to struggle bitterly for rulership of the city, the Great Raid is remembered proudly by the people of Freeport.

This pride manifests itself in a yearly holiday, marking the day that the fleet returned to harbor. Known as Swagfest, this celebration shuts the city down for the better part of two days (one day to party, one day to recover and clean up). Many special events are held during Swagfest, and local luminaries never miss the opportunity to butter up the public.

Holiday in the Sun is designed for four characters of levels 2-4. It's best run in between *Death in Freeport* and *Terror in Freeport*, though you could run in right before *Madness in Freeport* as well.

ADVENTURE SYNOPSIS

Through planning or happenstance, the PCs are in Freeport for Swagfest. Since it's a maritime city, many of the holiday's events are held down by the docks. The PCs are in the thick of the action as Captain Lydon kicks off the day's festivities. Everyone knows that Lydon is stumping to join the Captains' Council, and he's sponsoring some of the fun as a prelude to his bid. As Captain Lydon begins a speech, the PCs notice a furtive assassin and foil an attempt on the good captain's life.

The captain is grateful but downplays the seriousness of the incident. He goes on to host several other events, which the PCs can join in. In the late afternoon, it's time for the Rat's Run. Hundreds of people chase a dire rat through the streets. The rat leads everyone on a merry chase, and eventually disappears into a dilapidated building. Inside the PCs find something they didn't expect: an aranea's lair filled with cocooned festival-goers.

PART ONE: A KNIFE IN THE BACK (EL 4)

It's a bright and sunny day in the city of Freeport. The city is abuzz with activity because today is Swagfest, one of the city's most important holidays. Celebrating the Great Raid of Sea Lords Drac and Francisco, in which the fleet of Freeport terrorized the maritime nations for three months and brought back loads of booty, Swagfest is a daylong party that shuts the city down with revelry.

Like most of the city's inhabitants, you find yourselves making your way down to the harbor. Captain Lydon, a well-known sea dog, is set to launch the festivities at 9 am sharp. You muscle your way through the crowd until you find a good spot to watch the Captain. He and his cronies are standing on a temporary stage near a long pier. The sun says it's nearly nine o'clock.

Give the PCs a few minutes to ask questions and get situated. They'll likely be curious about Captain Lydon. PCs can make Gather Info checks. Depending on their rolls, they can find out the following info:

DIRT ON CAPTAIN LYDON

DC Information

- 10 Captain Lydon's been on the seas for years. They say he once scared away an ogre by showing off his rotten teeth!
- 15 Word on the street is that Captain Lydon is pushing for a seat on the Captains' Council. He's sponsoring many Swagfest events to gain public support.
- 20 Some say Lydon's interest in politics is linked to his waning fortunes as a merchant. Maybe he wants some of Drac's dirty money.
- 25 Lydon owes a big gambling debt to Finn, a notorious crimelord.

After a short wait, a young lad on stage blows a trumpet and the crowd quiets down. Captain Lydon, a big fellow with long scraggly hair, steps forward. Raising his hands, he addresses the crowds.

"Arrrgggghhhh, mateys, and welcome to Swagfest! It be my honor to begin the festivities this year. As ye well know, Sea Lord Drac be busy with his lighthouse, so it falls on your humble cap'n to take this duty. Are ye ready for plunder and pillage?"

The crowd roars its approval. Captain Lydon continues his speech, but it's hard to hear him over the shouts of the crowd. Have the PCs make Spot checks (DC 20) at this juncture. Anyone that succeeds catches a glimpse of a hooded figure slipping through the crowd towards the rear of the stage. The figure is only visible for a second, and then melts back into the crowd.

The PCs have spotted Jesswin, a hitwoman hired by Finn to take care of Captain Lydon. It seems the crimelord was not excited that Lydon chose to spend his money on Swagfest, rather than paying off his debt.

- INTERLUDE I: HOLIDAY IN THE SUN -

"Two hundred years ago," shouts Captain Lydon, "the fleet of Freeport first took to the waves. Two mighty captains had we, and the landlubbers shuddered as the captains gave 'em fire and Freeport steel!"

Jesswin inches closer to the stage and draws a dagger. Unless interrupted, she plunges her own Freeport steel into Captain Lydon's back. Let the PCs make a second Spot check, this time opposed by Jesswin's Hide check. Characters that succeed can take a single move action or standard action before Jesswin strikes.

When the fight breaks out, the crowd goes crazy. Anyone not on stage has their movement cut in half and takes a -4 penalty on all attacks and skill checks due to the jostling of the crowd.

Captain Lydon, male human Rogue 5/Fighter 3: 48 hp; see page 92 for statistics.

JESSWIN

Female human Assassin* 4: CR 4; Medium humanoid; HD 4d6; hp 14; Init +3; Spd 30 ft.; AC 16, touch 13, flat-footed 13; Base Atk +3; Grap +5; Atk +7 melee (1d4+4/19-20, +2 dagger) or +6 ranged (1d4+2/19-20, throwing dagger); Full Atk +7 melee (1d4+4/19-20, +2 dagger) or +6 ranged (1d4+2/19-20, throwing dagger); SA apprentice killer, sneak attack +1d6; SQ uncanny dodge; AL NE; SV Fort +1, Ref +7, Will +1; Str 14, Dex 16, Con 11, Int 14, Wis 10, Cha 12.

Skills and Feats: Bluff +8, Climb +6, Diplomacy +3, Disguise +8 (+10 acting), Escape Artist +8, Gather Information +10, Hide +12, Intimidate +3, Jump +11, Listen +4, Move Silently +12, Spot +5, Swim +6, Tumble +8, Use Rope +3 (+5 bindings); Dodge, Mobility, Point Blank Shot.

Apprentice Killer (Ex): Whenever Jesswin can catch an opponent when he is unable to defend himself effectively from her attack, she gains a +1 bonus to attack and damage rolls.

Possessions: Masterwork studded leather armor, +2 dagger, three throwing daggers, gloves of arrow snaring.

*This assassin uses the revised assassin presented in Green Ronin's *Advanced Class Compendium*.

TACTICS

Jesswin is there to kill Captain Lydon, and this she'll try to do unless the PCs get in her way. She fights with a dagger in her right hand and her left hand free. This allows her to use her *gloves of arrow snaring*, or toss throwing daggers when needed. She has coated her dagger with sassone leaf residue (see **Poison** in the DMG) and plans to plant it in Captain's Lydon's back.

Once the fighting starts, the Captain's cronies try to spirit him away if possible. If Jesswin realizes that she's surrounded and outnumbered, she makes a break for the dock. Rather than fight the crowd into town, she'll try to sprint down the dock and dive into the harbor, making use of her Mobility feat to get by pesky PCs. If she makes it into the water, she gets away clean.

DEVELOPMENT

If Jesswin is captured, she admits nothing. The city watch shows up soon after, and takes her away "for questioning." At the GM's option, Jesswin could escape (or be sprung) and come back to haunt the PCs at a later date. They did, after all, ruin her rep.

PART TWO: FUN FOR EVERYONE (EL 3)

With the attack (hopefully) beaten off by the PCs, the festivities can continue. Captain Lydon quickly thanks the PCs and then harangues the crowd into coming back. "*There are ten kegs of ale heading this way, if only ye'll stay!*" With that, everyone calms down and the holiday is back on.

Lydon turns to the PCs. "*Thank ye, for saving an old salt,*" he says. "*Stay by me and we'll have a fine day yet.*" If asked about the nature of the attack or warned to get off the streets, Captain Lydon waves the PCs off. "*Nothing to worry about,*" he asserts, "*and there be a festival to run!*"



~ INTERLUDE I: HOLIDAY IN THE SUN ~

"Francisco be not the only cap'n with a knife in his back," jokes Captain Lydon. "Now, while we wait for the ale, let Swagfest commence!"

"As ye all know, the Great Raid did Freeport proud. And no pirate did more than One-eyed Jack. Lashed to the mast of Cap'n Drac's flagship during a storm, he fought off over a dozen fishmen of the deep with only a belaying pin. Truly a salt to be reckoned with. Now, are ye ready for One-eyed Jack's Stand?"

The crowd once again roars its approval. Captain Lydon makes his way to the scene of the first event, and he motions the PCs to follow him. A short distance away is a circle of packed earth with a large wooden pole driven into its center. A rope dangles from the top of the pole.

The rules of the game are simple. Contestants take the role of One-eyed Jack. They are tethered to the pole with the rope and given a padded club (1d6 nonlethal damage); they may wear light armor, but no heavier protection. A dozen sailors play the fishmen (AKA sahuagin) and they are armed with "harpoons" (actually padded staves). The fishmen attack One-eyed Jack until they are all defeated or Jack is unconscious. The contestant that defeats the most fishmen wins. Anyone that defeats all twelve fishmen wins automatically. Anyone that takes off the tether automatically loses.

"FISHMEN" (12)

Human Warrior 1: CR 1/2; Medium humanoid; HD 1d8+1; 5 hp; Init +1; Spd 30 ft. (6 squares); AC 14 (+1 Dex, +3 studded leather), touch 11, flat-footed 13; Base Atk +1; Grp +2; Atk +2 melee (1d6+1 nonlethal, padded quarterstaff); Full Atk +2 melee (1d6+1 nonlethal, padded quarterstaff); AL N; SV Fort +3, Ref +1, Will -1; Str 13, Dex 12, Con 12, Int 10, Wis 8, Cha 8.

Skills and Feats: Climb +6*, Profession (sailor) +4, Swim +5*; Athletic, Skill Focus (Profession: sailor). (* Includes armor check penalty for studded leather armor.)

TACTICS

The sailors begin by attacking in ones and twos to test the opposition. All damage dealt is nonlethal damage, so no one is in any real danger. If an opponent is worthy, the sailors begin to use teamwork. They'll try to flank "Jack" at first. If that doesn't work, they may try to overbear him or use special attacks like trip.

TREASURE

The prize is "Jack's Eye," a jewel worth 25 gp. To determine the best NPC candidate, roll 1d8+3. One of the PCs must at least beat that number to gain the prize.

DEVELOPMENT

Of course, gambling is rampant during the bouts. Rogues can have quite a field day playing the odds. Spellcasters may be

tempted to cheat on behalf of their friends. Woe to them if the crowd catches them cheating though!

PART THREE:

CHASING THE RAT (EL 1)

While One-eyed Jack's Stand is in progress, the ale carts arrive. The crowd's mood gets even jollier as the ale flows. Out in the harbor, several ships perform reenactments of famous engagements of the Great Raid. Throughout the day, inns and taverns do a brisk business with those more interested in hard drinking than fun and games. The PCs can do a bit of exploring if they like, but bring them back to Captain Lydon in midafternoon.

The action returns to the stage after lunch.

Captain Lydon mounts the stage again, and the crowd cheers for the old captain. He hoists a tankard and toasts the rowdy citizens of Freeport. The crowd responds with many shouts of "long live the Cap'n!" He smiles, exposing his terrible teeth, and clears his throat. "Alright, lads and lassies, time for some more fun. Ye all know that Captains Drac and Francisco chased the fat rats up and down the sealanes. Well, now it's yer turn!"

Lydon drags a small chest on stage and opens it carefully. He reaches inside with both hands, and pulls out something large and furry. The crowd recoils as he hoists aloft... a dire rat! At least three feet long and full of fight, the rat squirms in the captain's hands.

"The first salt to bring me back the fat rat gets the treasure. And remember he's worth more alive than dead!"

With that, Captain Lydon throws the huge rat in the midst of the crowd and pandemonium ensues!

In the press of the crowd, it's not possible to catch the dire rat at first. The best that can be hoped for the first few minutes is to keep it in sight. Have the PCs make Spot checks (DC 15) to keep track of the rat's general direction. Check results of 20 or better put the PCs right on track.

Due to circumstances, this is more a test of endurance than speed. With folks running in all directions (many, especially children, trying to desperately get away from the rat), it's hard to build up speed. Have the PCs make Constitution checks (DC 15). Those with the Endurance feat gain a +4 bonus. Those that make it keep up with the rat. Those that fall behind can make Spot Checks (DC 12) to keep their friends in sight.

Play up the chaos of the crowd scene. Bullies may try to pick fights with some of the PCs ("that rat is mine!"). Children in danger of being crushed may need rescuing. Finally though, most of the crowd will be left behind. The rat runs into Scurvytown, the poor part of Freeport. Have the PCs make

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one last Spot check (DC 10) to see the rat disappear through a basement window.

PART FOUR:

A BIGGER PROBLEM (EL 4)

You see the rat dive through an open window and into the dark basement of a dilapidated building. You've left most other pursuers behind, many because they wouldn't be caught dead in Scurvytown.

The PCs find the house deserted. They can crawl through the window after the rat, or go into the house and down a set of stairs. Either way they end up in a short hall that ends with a door that's slightly ajar.

PCs that make a Listen check (DC 15) hear a faint clicking. When they open the door, they are confronted with the following scene.

The door swings open to reveal the rat all right, but he's in no condition to fight back. The room is filled with arcing webs, and the rat is firmly caught amongst them. His jaws work futilely as he tries to gnaw his way free. Around the room are several large cocoons, some as large as men.

Deep in the shadows you suddenly see a pair of eyes. An arachnoid form is just visible in the webs. As mandibles click, a raspy voice emerges from this abomination. "If you leave now, I'll let you live," it whispers.

The characters have caught the aranea in its spider form. Normally, the creature walks among the people of Freeport as a dwarf (using its change shape ability). Swagfest was too good of a feeding opportunity to pass up, and several citizens have already been bound up for consumption.

ARANEA

25 hp; see Appendix for statistics.

TACTICS

The aranea uses its spells and webs first, to neutralize or delay as many opponents as possible. Only when cornered does it resort to melee combat, and then it tries to use its poison to best effect (attacking the strongest looking party member, for instance).

TREASURE

Hidden in the back corner, under several strands of webs, are a number of sacks. They contain: 5,000 sp, 300 gp, and one vial of oil of slipperiness. There is also a sheathed +1 rapier.



DEVELOPMENT

Some of the cocooned victims may still be alive. This is an ideal time to introduce NPCs to your campaign. Today's rescued victim is tomorrow's adventure seed.

PART FIVE: BEDLAM HOUR

If the PCs return to Captain Lydon with the rat in tow, the crowd cheers them. The cap'n says he knew they'd win out all along. It is up to the PCs to decide if they want to tell the story of the aranea or not. If they do, and especially if they bring graphic proof, they are treated like heroes.

After the aranea's hoard, though, the "treasure" for the capture of the rat may seem small (a case of exotic spices worth 75 gp). Sometimes being a hero is its own reward.

The PCs return while there's plenty of Swagfest left. That means they can party until dawn if they want to. Having just received handsome gifts in public, they should watch their backs though. This is Freeport after all!

EL AND XP FOR HOLIDAY IN THE SUN

Parts One and Four are straightforward fights, and garner normal XP.

The contest in Part Two is nonlethal in nature, so PCs should only receive half normal XP for vanquished "fishmen." EL has been lowered from 5 (twelve CR 1/2 creatures) for this same reason.

The dire rat in Part Three is only CR 1/3, but the ability and skill checks required for the chase are worth a CR 1 award, hence the listed EL.

- TERROR IN FREEPORT -



TERROR IN FREEPORT

T*error in Freeport* leads the PCs deeper into the intrigue they began to glimpse in *Death in Freeport*. The investigation takes them from the corridors of power to the bowels of the underworld, with terrifying insights into who *really* controls the city. They discover that the Brotherhood of the Yellow Sign has its claws in the town's power elite, but thanks to some clever camouflage by Sea Lord Drac, they may not find out just whom the serpents control until it's too late.

MILTON DRAC

Milton Drac is in fact a high-ranking cultist of the Unspeakable One and is working with the Brotherhood to construct the lighthouse. In typical fashion, he put Verlaine in charge of day-to-day operations, thus deflecting attention from himself. But he has left his second-in-command in the dark about the lighthouse's true purpose—a sinister plot involving the return of the Unspeakable One.

Milton Drac is working with the Brotherhood of the Yellow Sign, using his office to carry out their sinister designs. The Brotherhood assassinated Anton and elevated Milton to power so that he could push through the lighthouse project—and the sinister plan behind it. And what a shill he's been. He has nearly driven the city into bankruptcy to pay for the construction, and he installed a member of the Brotherhood—Milos—as a special adviser on the project.

When Milton Drac took power after Anton Drac's assassination, he realized that the Council would be wary of him. So he approached Verlaine, then simply a minor businessman, but one whose cool demeanor and carefully masked ambition appealed to Drac. The Sea Lord made Verlaine an offer: *Serve on the Council and use your position to further my ends. In return, I'll make you the wealthiest man this island has ever seen.*

Verlaine didn't like the idea of being a flunky, but the appeal of filthy lucre was too great. Instead, he kept his pride in another way, making sure no one could doubt his ability and cunning. After a successful election campaign—financed by Drac—Verlaine made a name as a ruthless manipulator on the Council, cultivating powerful allies and weeding out his enemies with blackmail and other unsubtle threats. By the time he became leader of the group, everyone in it owed him something. Drac

doesn't mind his underling's ambition. If anything, it deflects attention from his own machinations.

Over time, Verlaine used his position to get a piece of every industry in town. Most recently, when Drac announced his lighthouse scheme, Verlaine invested in the city's masonry businesses—practically a license to mint money. So much money, in fact, that he doesn't realize he is being played for a fool.

The head of the Captains' Council is a tall, thin, wan-looking figure. He wears a cunning expression about his eyes and is curt with everyone except his friend and boss, Milton Drac. For good reason—Verlaine owes most of what he has to the Sea Lord.

MILTON'S DUPE

Verlaine doesn't know any Drac's true plans, or of the sinister designs of the Brotherhood. Sure, Drac may have killed his cousin Anton, but politicians have done worse. As far as he knows, the lighthouse is just another opportunity for graft, albeit an ostentatious one, and Milos was just an architect willing to work cheap. As for the serpent temple, well—who knows the sort of things people get themselves involved in? But Milos certainly wasn't a snake-man *himself*. Serpent people are just savage brutes, and that nest has been cleared out at any rate. All this talk of an ancient cult is just paranoia from those crazy Knowledge God types.

The councilor believes that Drac's hand-picked troops cleared out the temple and destroyed the relics, while Verlaine's own guards helped haul the loot away. In reality, those "hand-picked troops" were actually members of the Brotherhood. Even worse, they've created another temple of the Unspeakable One in catacombs beneath Verlaine's own home, transferring the unholy ritual objects to the new site.

Verlaine's political maneuvering—and hunger for the public eye—will cost him dearly. As things are set up, all clues point to *him* as the Brotherhood's inside man, not Drac. By tying Verlaine's fortunes to those of the Brotherhood, while leaving him unaware of that fact, Drac created the perfect dupe. Verlaine doesn't know enough to embarrass Drac and wreck his plans—but he has enough at stake in Drac's plans to protect them, even if he isn't aware of exactly what they are. And the Sea Lord won't hesitate to use that to his advantage.

~ ADVENTURE SYNOPSIS ~

As the adventure begins, the PCs are contacted once more by a very nervous Brother Egil. He tells them that while staying with Lucius one evening, he awoke to find a burglar in the room stealing a scroll. Egil is certain that the Brotherhood have penetrated further into Freeport than anyone imagines. He wants the PCs to investigate Milos's other ties to the city and find out what's being done about the temple of the Unspeakable One.

The PCs search the cultist's lodgings and discover it has been carefully gone over, and several possibly incriminating books are

missing. But the burglars overlooked one thing: a tome with a diagram of the Lighthouse of Drac sketched onto the back page, marked with the letter V.

Upon leaving Milos's lodgings, the PCs come upon a gang of orcs beating up a hapless messenger. They lend a hand, only to discover they've been tricked—the messenger makes off with Milos's book! A chase through the back streets leads them to the boarded-up building they discovered in *Death in Freeport*.

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What they find isn't encouraging. There is a guard posted out front, courtesy of "V"—Verlaine, head of the Captains' Council. Meanwhile, down below, the cultists continue to have the run of the caverns—in fact, they have been shipping their unholy relics to Verlaine's own home!

A check of Verlaine's background reveals some troubling information. He came to power from virtual obscurity following Anton's assassination, and he was the one who pushed the lighthouse plan through the Council. Now he oversees that plan, among others, becoming one of the wealthiest men in town—and Milos was one of his special advisers on the project.

In the middle of their investigation, the PCs are approached by a squad of Verlaine's guard. The councilor wants the party out of town—he doesn't like their kind. But at the last moment, Brother Egil bursts in to save the adventurers. His temple has interceded on their behalf, but he also needs them for a special

job. The cultists have taken Lucius again, he says, to finish what they started before.

But, like most everything else in Freeport, this isn't what it seems. "Egil" is a cultist in disguise, who leads the PCs into a trap designed to leave them dead and disgraced. Meanwhile, the *real* power behind the Brotherhood of the Yellow Sign is setting in motion a plan to destroy the temple to the God of Knowledge.

Should the PCs escape and thwart the evil plan, they find more shattering revelations, of which the grisliest is Verlaine's murder. The Brotherhood was preparing to lay the blame on the PCs and Egil's order. Verlaine was never part of the Brotherhood—it was his boss all along. As the adventure ends, the PCs are left to figure out what the Brotherhood is planning for the town, and how to stop them.

~ PART I: THE SERPENT'S SKIN ~

IN WHICH THE ADVENTURERS DISCOVER THAT A SNAKE MIGHT EASILY
DISCARD AN OLD COVERING IN ORDER TO GROW.

The adventure begins about a month after the events described in *Death in Freeport*. If you have sent the characters through other adventures in the meantime, you can have them summoned back to town with a frantic missive from Brother Egil. If you wish to pick up right where you left off, simply discuss what the players have been doing in town during the past month—working at odd jobs, getting familiar with the city, keeping an ear to the ground, and so on. However you arrange things, the action starts with meeting Brother Egil one evening in the dining hall at the Scholar's Quill (the PCs have likely been staying here anyway).

SUSPICIONS AROUSED

Brother Egil hails your party with a stiff wave of his hand as he enters the room. Crossing through the tables, he moves quickly and keeps his eyes darting from patron to patron. When a drowsy old sailor drops a plate, the cleric spins and calls out the first syllables of a protection spell. He's embarrassed by his mistake but doesn't seem relieved at all.

"It's good to see you again," Brother Egil says, taking a seat against the wall. "Lucius asks after you. I trust you are all well."

He listens to your stories of the past month and nods absently. Then he takes a deep breath and leans close. "Forgive me for being distracted," he says. "I believe someone is trying to undo the good work you've done for Freeport."

Egil takes a nervous glance around the room before continuing. "Things . . . have been happening. I'm not sure I can be any more specific than that. Over the past month, I've been sensing a change in the atmosphere. I've lived here all my life, but now the city feels strange to me. The street seems full of eyes but not faces. I notice movement at the limits of my vision. I see shapes at the window when I am alone in a room. I hear footfalls behind me on the street, but when I turn I see nothing. Perhaps it's only nerves. I could almost believe that. But then there was the intruder.

"I was with Lucius when I saw it. Lucius has been . . . well, it's been difficult for him to readjust. I'm sure you can understand. First the possession, then the kidnapping . . . we try to make him as comfortable as possible, but there are some things beyond even prayer. For days he has been collapsing at his desk—he becomes feverish and just faints dead away. One of us always takes him home after such a spell. Last night was my turn.

"I laid him down on his cot and sat to catch my breath. I just closed my eyes for a moment—then all of a sudden I was awake, and it was the middle of the night. I started to stir, but some instinct told me not to. I sat with my eyes half-open, waiting for them to adjust to the dark.

"I felt its presence before I saw it: a patch of dark gliding across the room like the shadow of a cloud. I was too terrified to breathe. What air I could force down carried a curious odor—something clean but . . . dense. Something like water on rocks. Cold, mossy caves. Something like a serpent.

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"I watched this figure move about the room. Poking through drawers. Examining books. I couldn't imagine what it wanted to steal, since our order takes a vow of poverty. Then it found what it was looking for—a long roll of parchment. It stashed this in the folds of its cape and left as silently as it had come.

"I can't bring myself to tell Lucius. I fear it may destroy what's left of his sanity. I am afraid for myself also, and for the city. I don't believe the Council really is cleaning out the caverns. How could they miss something like that? I suspect something sinister at work here, more than mere carelessness. Milos lived among us too long in a false shape. He convinced my order that he was a dedicated worker—not to mention human. Who knows how many other forms he took, how many other people he deceived? And who knows how many others of his kind are here now?

"We are not a militant order. We don't have the wherewithal to look into this ourselves. But I cannot rest until this matter is settled. I would like to engage your services once again—to find out the real situation at the serpent temple, and to uncover just what kind of inroads Milos made in town."

Egil offers the party 110 gold pieces each, plus expenses, for the job. He also gives them a lead: Through quiet inquiries he has learned that Milos, under an assumed identity, rented rooms at an inn in the Old City. Egil doesn't know the name of the inn, but he knows that Milos's alter ego was Devlin and that he posed as a struggling merchant.

Egil, and the rest of his temple, are being watched—but it has nothing to do with the break-in at Lucius's house. It's true that the Brotherhood of the Yellow Sign has taken a keen interest in the clerics, since they brought suspicion down on Milos. However, the burglar in Lucius's home, although it was a serpent person, isn't part of the Brotherhood but one of the last remaining worshipers of Yig. It was searching for a long-lost document that it suspected Lucius had brought back from his travels. This being is masquerading as Thuron, the high priest of Egil's temple. The burglary is only a red herring to get the PCs into the action—but it will become crucial to the story at the very end.

Most likely, the party will want to investigate Milos's rooms and look into the affairs at the erstwhile temple of the Unspeakable One. While they do so, be sure to keep the paranoia level high. For example, make lots of rolls—meaningless ones; ask for Listen and Spot checks—but even if successful, they don't reveal anything. Once in a while, toss in something more tangible, like a glimpse of a robed figure slipping down an alley or tiles sliding off a building just overhead. If the PCs follow up on these apparitions, though, they find nothing. The Brotherhood is keeping indirect tabs on the party's actions, but they are not risking exposure through unnecessary pursuit at this point.

When the PCs return to their rooms, they find their belongings have been gone through. Nothing's missing, but other hands

have definitely done some pawing. The innkeeper at the Scholar's Quill (or at whatever inn the party is using as a base of operations) is not part of the conspiracy; she is genuinely horrified at the break-in but doesn't know a thing.

LOOKING FOR DEVLIN

The first thing that the PCs need to do is locate the inn with Milos's apartment. Armed with Devlin's name, this shouldn't be too difficult. If the PCs poke around the Old City and ask questions, they should be quickly rewarded. A DC 15 Gather Information or Diplomacy check reveals "Devlin" used to rent rooms in the Marquis Moon, a seedy inn of ill repute. Some helpful denizens of the Old City may also add that they haven't seen Devlin in quite a while. This will hardly be news to the PCs.

LOCATION I:

THE MARQUIS MOON

The Marquis Moon is two stories of haphazard brickwork in the Old City. Inside, the mood is subdued. There are better places to eat and sleep in the city, and everybody knows it—from the pair of quietly drunk dwarves in the nearby corner to the scowly guy behind the desk, picking his fingernails with a knife and getting a leisurely kick out of it.



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The otherwise unoccupied gent is the innkeeper's son, Ficca (male human Com1). Talking to him for a few minutes reveals that the fingernail trick is his most interesting feature. His father left him in charge for the day, and Ficca repays that generous act by brushing off this group of potential customers. He puts up token resistance if the PCs ask to search the room in question. However, at any show of force—or cash—Ficca slouches away to try impressing the dwarves with his prowess.

MILOS'S ROOM

Serpent people like things neat, it seems. The quarters are small—a single room perhaps twenty by twenty feet—and you get the strong impression Milos drew a map of it when he moved in to use every inch efficiently. The walls are invisible, hidden behind bookcases heaped with scrolls and shelves arranged with half-melted ritual candles, leaden icons, and a large collection of brightly polished rocks. Sticks, canes, and other ornamental trifles fill every alcove and fit snugly against the masonry. A stove in the center of the room gives off a faint smell of incense.

There is little furniture. No bed, for one thing; the floor near the stove is strewn with thick, tasseled pillows. No desk either, although there is a portable writing-stand pushed against one of the bookcases. Milos's clothes are folded neatly and stacked against one wall.

Agents of the Brotherhood have been in Milos's room, removing books and other items that connected him to the Lighthouse of Drac. However, the burglars missed one key piece of evidence.

Milton Drac, who has ties to the Brotherhood, put Milos on the project, but the serpent man's day-to-day contact was Chief Councilor Verlaine, who doesn't know about the Brotherhood or the Sea Lord's true purpose.

Everyone in the party should attempt a DC 15 Spot check to notice that most surfaces in the room are covered with a thin layer of dust. Milos had plenty stashed away here, some of which is more obvious than the rest. Successful Search checks turn up the following:

CANES AND STICKS

DC 10: These are intricately carved, with serpents' heads for handles. There is otherwise nothing special about them.

PILLOWS

DC 10: Anyone who pokes through Milos's improvised bed finds only several large snake scales.

SHELVES

DC 10: One of the leaden figures is a grotesque replica of the idol of the Unspeakable One.

DC 15: Several objects that at first glance looked like large, polished rocks turn out to be oddly-shaped jars containing albino cave rats preserved in a syrupy black fluid. If a character moves a jar or stares into it, the hideous thing inside comes awake, hisses, and begins scratching at the glass.

DC 20: One of the jars only looks like it's got a cave rat in it unless carefully examined. In fact, the dimly visible form inside is Milos's emergency savings of 20 pp, wrapped in a small cloth bag.

BOOKCASES

DC 10: The books are interesting but not magical, being scholarly tomes on a number of subjects. A good portion of them deal with architecture, masonry, and other construction-related topics.

DC 12: The dust on the shelves has been disturbed.

DC 15: One book—*An Account of Metals Base and Pure*—has fallen behind the shelves and become wedged against the wall. Sketched onto the back page of the book is a full-page drawing of a lighthouse, covered with arcane mathematical formulas; arrows point to a number of blocks on the structure. In the margins is a recurring doodle: the letter V superimposed on a circle (see **Handout A**).

DC 20: Close examination reveals that, here and there, a book has no dust on it while all the rest have a film of the stuff. Apparently somebody's replaced possibly incriminating titles with harmless ones (*A Month Among the Horse-Rats*, *Eminent Mind-Flayers*, *A Paladin in Hell*, and so on).

STOVE

DC 10: There's nothing in here but expensive-looking incense, as well as a lot of greasy ashes.

CLOTHES

DC 10: Milos's clothes are quite fashionable for a simple cleric but otherwise unremarkable.

A POSSIBLE LEAD

If the PCs try to question Ficca about who went through Milos's room, they get the same charming response as before. But one of the dwarves, a bull-headed old drunk named Rottenjones (male dwarf Com1), overhears the conversation. As it happens, he saw something odd.

The dwarf staggers over to you and says, "I couldn't help hearin' you askin' after goings-on upstairs. Could be I know a thing or two."

If you take this unsavory hint to buy him a drink, he readily tells his tale. "I was headin' up to me room one

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night, maybe a couple o' weeks ago, when I bumps into a couple of strange-lookin' fellers leaving that room. They told me to sod off, saying they was on official Council business."

If asked for any other details, he looks expectantly at the empty mug. Once it's refilled, he says: "I remember somethin' else now. Took me back to me boyhood, it did. They smelled like tunnels of my homeland."

A SHOUT IN THE STREET

As you walk out of the Marquis Moon, you hear a plaintive cry for help! Searching for the source, you see a spindly-looking teenager clutching a messenger's satchel, surrounded by three grinning orcs.

It isn't likely that a typical adventuring party can resist getting involved. In fact, though, they're being set up. While the PCs are engaged with the orcs, the messenger dodges out of the melee and cowers behind the PCs, apparently in terror for his life.

ENCOUNTERS (EL 5)

The orcs are just punks off the street, albeit punks with very large weapons. They lose all interest in the messenger when the PCs show up, attacking their new foes with wild abandon.

ORCS

Warrior 2: CR 1; Medium humanoid (6-ft. tall); HD 2d8+2; hp 14; Init +2; Spd 30 ft.; AC 14, touch 12, flatfooted 12; Base Atk +2; Grp +5; Atk/Full Atk +5 melee (1d8+3/x2, battleaxe or spear); SQ darkvision 60 ft., light sensitivity; SV Fort +4, Ref +2, Will -1; AL N; Str 16, Dex 14, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Intimidate +4, Spot +1; Dodge.

Light Sensitivity (Ex): Dazzled in bright sunlight or within daylight spell.

Possessions: Leather, battleaxe, spear, 15 gp.

GAL

Male Human Rogue 2: CR 2; Medium humanoid (5-ft. 6-in. tall); HD 2d6+2; hp 12; Init +7; Spd 30 ft.; AC 13, touch 13, flatfooted 10; Base Atk +1; Grp +1; Atk/Full Atk +1 melee (1d4/19-20, dagger); SA sneak attack +1d6; SQ evasion, trapfinding; AL NE; SV Fort +1, Ref +6, Will +1; Str 11, Dex 16, Con 12, Int 14, Wis 13, Cha 10.

Skills and Feats: Bluff +5, Diplomacy +2, Disguise +5 (+7 acting), Escape Artist +8, Gather Information +5, Hide +8, Intimidate +2, Listen +6, Move Silently +8, Open Lock +6, Search +7, Sleight of Hand +10, Spot +6, Survival +1 (+3 following tracks), Tumble +5, Use Rope +3 (+5 bindings); Improved Initiative, Run.

Possessions: Dagger, messenger's satchel.



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ORCS IN THE STREETS!

Your players may find it funny that orcs are free to roam the streets of Freeport. After all, they are evil, murdering monsters! Well, if being evil and murderous kept you out of Freeport, the city would be a ghost town. Basically, Freeport has always thrived by being an open city. Anyone can enter the city, but while there visitors are expected to behave themselves. Orcish pirates (such as Captain Scarbelly from *Death in Freeport*) in particular have learned that Freeport's resources are invaluable, so it's best to take a break from killing people while in port. As the orc thugs attacking the PCs prove, though, not all orcs can show that kind of restraint.

TACTICS

The fight is a sham. The “messenger”—actually a cultist, Cal—was assigned to watch the inn and take care of any nosy interlopers. When the PCs went to Milos's room, he stepped out of the inn and rounded up his hired thugs to stage the fight. Cal plans to take advantage of the confusion.

Cal's tactics depend on the obviousness of the book liberated from upstairs. If one of the PCs is simply carrying the book, Cal zones in on that character and tries to filch the book. At an opportune moment, Cal makes a Sleight of Hand check with a +2 circumstance bonus (for using the orcs as a distraction), opposed by that character's Spot check. If successful, he tries to slip away. A character can notice this with a successful Spot check opposed by his Hide check (also at a +2 circumstance bonus). Should the target of the theft realize what's happened, the “messenger” abandons all pretense and flees down the side streets—to the bricked-up building that once housed the cult.

If the book is not in evidence, Cal takes a different tack. He cowers behind the PCs while they engage the orcs, and then flanks and sneak attacks the most opportune PC. After this cheap shot, Cal flees, leaving the orcs to finish the job. As above, he runs to the bricked up house.

If the PCs go after Cal, he leads them on a merry chase. He has the Run feat, so he's quite fast. The streets are also bustling with people. Have the PCs make a series of Spot checks, opposed by Cal's Hide skill. He is ducking in and out of the crowd, taking side streets when possible. Try to make the chase fast paced, with lots of frantic dice rolls. You can also have the PCs make Dexterity or Tumbling checks to avoid hazards like carts, rolling barrels, and the like.

Should the PCs capture Cal, he feigns innocence. He's a simple lad off the street, he maintains, and how could he turn down some

good money when some strange men told him to ambush anyone who visited those apartments? If the PCs turn Cal over to the watch, he disappears into the system and they never see him again.

LOCATION 2:

THE ABANDONED TEMPLE

Whether the party chases the false messenger or decides to check things out on their own, at some point they'll probably end up at the bricked-up house. If necessary, you can steer them here through Brother Egil's conversation (he is interested in the status of the former cult temple, after all).

You work your way through side streets until you come upon the rotting hovel that once held a terrible secret. It hasn't changed much since you saw it last—a one-story structure of knotted planks with bricks for windows. The only difference is the street scene. Three soldiers are standing guard at the front entrance. From the outside, at least, it seems the building is secure.

The PCs should make a DC 15 Spot check when they first see the three guards. A successful check indicates the PC notices each soldier wears an armband with a V superimposed on the city seal. If they don't figure it out on their own, PCs who succeeds a DC 12 Intelligence check recognizes this as the same symbol doodled in Milos's book.

The soldiers are the private guard of Verlaine, head of the Captain's Council—a figure the PCs will get to know quite well as the adventure progresses. If asked what the V means, they answer without hesitation: “It's the mark of Chief Councilor Verlaine. He's overseeing the cleanup of the temple.” PCs with the appropriate Knowledge (Local: Freeport) skill can make a DC 10 check to recognize the V emblem on their own. Verlaine is well-known by the locals.

Councilor Verlaine has been put in charge of the temple cleanup by Milton Drac. But the Sea Lord has told him to guard only the outside—he's sending a team of specially trained mercenaries, experienced with magic, to take care of the work inside. But there is no such team. It's a cover for the cultists who are still in the former temple. Now that it's been sullied by outsiders, the cave is good only as a hiding place. Devious type that Drac is, he has hidden a new temple in catacombs beneath Verlaine's own home!

The Brotherhood has been bringing sacred objects and other materials to the surface and delivering them, via Verlaine's unwitting guards, to the new base of operations. The guards don't know these “workers,” but they have no reason to suspect anything's wrong.

Questions about a person racing into the building are met with hostility: The guards tell the PCs it's none of their business. If the PCs persist, the guards become aggressive.

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However, by succeeding at a Bluff check opposed by the guards Sense Motive check (–1), and with a convincing story, the guards let slip that a worker *did* just go into the building. There has been a city crew in the temple for several days now, cleaning things up. Sometimes the guards have taken deliveries from this crew—temple relics and so forth—and shipped them out for examination by the authorities. The guards haven’t been inside themselves, and that’s fine by them.

The PCs can’t talk themselves inside without a *really* good story, however—the guards are dumb enough to chatter, but not to leave their posts. An example of a really good story might be: “We’re from the city works department; there’s a dangerous breakout of cave rats—and if you don’t believe me, look at *this!*” Anything that effectively imposes –5 penalty to the guards’ Sense Motive checks. (An example of a really *bad* approach is shouting, “Look, you idiots, your boss is a snake!” Not only isn’t that going to get them anywhere, but it will likely provoke a hostile response.)

If the PCs are stumped, they can try a number of other tactics to get inside. They might distract the guards while other members of the party pry the bricks from a side window (add a +2 bonus to the Bluff check if this is done quietly), or go into an adjacent building and leap from roof to roof (DC 10 Jump check), then break through the rotten timbers. Waiting for nightfall or a shift change can facilitate such efforts, providing a +2 circumstance bonus to any required skill checks for the favorable situation.

Of course, some parties are just going to attack the guards and try to force their way inside. It’s not a smart option, though. Even if the PCs have valid suspicions, attacking local deputies with no proof or provocation earns them a swift ticket to lockup if they fail. The guards are pretty tough as well, which the PCs can notice easily enough. Should they manage to muscle past, they’ll have to complete their investigation as fugitives—at best.

ENCOUNTERS (EL4)

These members of the Verlaine’s guard (Byrne, Weymouth, and Franz) are quite tough, having been professionally trained.

BYRNE

Male Human Fighter 2: CR 2; Medium humanoid (6-ft. 4-in. tall); HD 2d10+2; hp 15; Init +6; Spd 20 ft.; AC 16, touch 12, flatfooted 14; Base Atk +2; Grp +4; Atk/Full Atk +4 melee (1d10+3/19–20, bastard sword); AL N; SV Fort +4, Ref +2, Will +0; Str 14; Dex 15; Con 12; Int 11; Wis 10; Cha 9.

Skills and Feats: Intimidate +4, Listen +2, Spot +2; Dodge, Exotic Weapon Proficiency (bastard sword), Improved Initiative, Power Attack.

Possessions: Scale mail, bastard sword alarm whistle, 23 gp.



FRANZ

Male Human Warrior 2: CR 1; Medium humanoid (6-ft. tall); HD 2d8+2; hp 14; Init +5; Spd 20 ft.; AC 15, touch 11, flatfooted 14; Base Atk +2; Grp +3; Atk/Full Atk +3 melee (1d10+1/19–20, bastard sword); SV Fort +4, Ref +1, Will –1; AL N; Str 13, Dex 13, Con 12, Int 10, Wis 9, Cha 12.

Skills and Feats: Intimidate +6, Listen +1, Spot +1; Exotic Weapon Proficiency (bastard sword), Improved Initiative.

Possessions: Scale mail, bastard sword, 15 gp.

INVESTIGATING THE LIGHTHOUSE

If the PCs decide to investigate the lighthouse construction site, they find nothing of interest, as the place is filled with building materials, tools, and scaffolding. No matter how thorough the search, there is nothing to find here at the moment. The lighthouse comes into play in the dramatic conclusion, *Madness in Freeport*.

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WEYMOUTH

Male Human Warrior 2: CR 1; Medium humanoid (6-ft. 1-in. tall); HD 2d8+2; hp 13; Init +6; Spd 20 ft.; AC 16 (+2 Dex, +4 scale), touch 12, flatfooted 14; Base Atk +2; Grp +4; Atk/Full Atk +4 melee (1d10+2/19–20, bastard sword); AL N; SV Fort +4, Ref +2, Will +1; Str 14, Dex 14, Con 13, Int 11, Wis 12, Cha 10.

Skills and Feats: Climb +3*, Intimidate +1, Jump +3*, Listen +3; Exotic Weapon Proficiency (bastard sword), Improved Initiative.

Possessions: Scale mail, bastard sword, 10 gp.

TACTICS

If the PCs are foolish enough to engage the soldiers in combat, Byrne (the chief of the group) blows three short blasts several times on a shrill whistle to summon reinforcements. In 5 rounds, six members of the City Watch (human Warrior 1, hp 5 [average]; AC 15, touch 11, flatfooted 14; Atk +2 melee (1d8+1, heavy mace); see *DMG* or *Freeport: City of Adventure*, page 31), in scale mail and armed with heavy maces, join the fray. Three rounds later, a half dozen more arrive. (These reinforcements raise the EL to 7.)

Inside the former temple, not much has visibly changed—but there are subtle signs that evil has not entirely abandoned this place. Make secret DC 20 Survival checks for any PCs with the Track feat as they move through the caverns. On a success, the character notices faint footprints and marks on the floor—some of which are clearly not human. There are pinpoint holes in the dust where the toes ought to be, indicating keenly sharp claws, and big, sweeping grooves that could only be made by a tail.

There's nothing to see in most of the rooms here. The cultists have stripped them bare; even curtains and heavy statuary are gone. But you should keep up the feeling of suspense and menace nonetheless. Make secret rolls while the PCs go from room to room. Ask them frequently if they want to do anything *else* while they're here. The party should feel creeped out by the too-quiet temple.

1. WINE CELLAR

The cellar is unchanged, except that the cask containing the secret passage is now propped open. Characters who make a DC 15 Spot check notice scratches in the rock floor between the cask and the stairs, as if something huge and heavy has been dragged across the room.

2. INTERSECTION

The pit trap is now jammed open, presumably so as not to hinder the cleanup crews, but there is no one in sight. This ought to raise suspicion—there should be squads of soldiers down here. This isn't how a police force ordinarily cleans up a trouble spot.

The secret door in the west wall, oddly enough, is not open. If the PCs didn't find the door before, they need a successful DC 20 Search check to find it. Opening it reveals a rough-hewn tunnel stretching off into the darkness . . . and faint sounds of scrambling and scraping off in the gloom.

4. TREASURY

The room is completely bare, but again the secret door is not open. A DC 20 Search check is needed to find this if it was not previously discovered. See **Area 2: Intersection**.

6. GAVE OF THE DEGENERATES

If the PCs come here before entering the temple proper, they stumble across a small squad of degenerate serpent people acting as bodyguards for a single human cultist, Batora. She is on her way to the surface, delivering a crate for shipment to Verlaine's house. One or both sides might well be surprised. Two of the degenerates are carrying the crate, but they drop it as combat begins.

ENCOUNTERS (EL 4)

You can adjust the opposition based on the number and experience of the PCs, but there should be at least one serpent person per adventurer. Cal (see **A Shout in the Street**, page 41) can be here to participate in the fight if you wish; he is hiding and attempts to make sneak attacks. Otherwise, assume he has disappeared into the tunnels of the degenerates.

BATORA

Female Human Cleric 2: CR 2; Medium humanoid (5 ft. 10 in. tall); HD 2d8+3; hp 15; Init +1; Spd 20 ft.; AC 16, touch 11, flatfooted 15; Base Atk +1; Grp +2; Atk/Full Atk +2 (1d6+1/x3, shortspear); SA rebuke undead (3/day); AL CE; SV Fort +3, Ref +1, Will +5; Str 12, Dex 13, Con 11, Int 11, Wis 14, Cha 10.

Skills and Feats: Concentration +5, Knowledge (arcana) +5, Knowledge (religion) +5; Combat Casting, Toughness.

Cleric Spells Prepared (4/3+1; save DC 12 + spell level): 0—*detect magic*, *read magic*, *resistance* (x2); 1st—*bane*, *cause fear*, *obscuring mist*, *protection from good**. (DC = 12 + spell level)

*Domain Spell. *Domains:* Destruction (smite 1/day, +4 attack, +2 damage); Evil (+1 to cast evil spells).

Possessions: Chainmail, shortspear, holy symbol

DEGENERATE SERPENT PEOPLE

8, 7, 7, 6 hp, see **Appendix III: New Creatures** for details.

TACTICS

The two serpent people carrying the crate drop it upon seeing the PCs, but this delays their combat response (treat as a move-equivalent action). All try to defend Batora

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until two or more fall, at which point, they scatter into the tunnels, abandoning the crate and leaving the cultist to fend for herself.

Batora starts with a *cause fear* spell against the most obvious threat, followed up by *bane* and *protection from good*. If things go badly, she casts *obscuring mist* and tries to escape.

DEVELOPMENT

If Batora or Cal gets away, the cultists and their hidden leaders become aware of the PCs' activities that much sooner. This can produce harrying attacks against the party or trouble with the City Watch, who have been told the PCs are troublemakers or even agents of the serpents. The severity of these attacks should be adjusted to match the experience level and the general condition of the party.

TREASURE

The crate opens easily and contains some very interesting things. First off, there's an address and other information marked on the outside:

From: Bierce Vintners
To: 100 Wave Ave. (Cellar)

Inside are six golden goblets (worth 50 gp apiece) and a number of bricks. The bricks appear perfectly ordinary, but a successful Spot check (DC 15) reveals a seam running through the middle of each. By chiseling away around the seam and pounding vigorously, it's possible to split a brick in two—to reveal a replica of the temple's strange yellow symbol, printed in shimmering gold ink, in the center of each half.

The players may recall that the sketch in Milos's book had arrows pointing to a number of points in the Lighthouse of Drac. Otherwise, have the party make a DC 12 Intelligence checks to remember that detail. (If Cal didn't successfully

steal the book, of course, the PCs can simply check the original.)

The address on the crate is Verlaine's. The councilor, as well as his guards (who oversee the deliveries), know of the shipments going to his house and that they come from the serpent temple. The crates go straight to his wine cellar, where they are immediately opened by Brotherhood members who sneak in from the catacombs below the house through a secret entrance. The cultists remove the temple relics, leaving only treasure (goblets, coins, and the like), before Verlaine can inspect the crates. Thus the councilor and his accomplices never suspect these contain anything more than booty from the caves, graft in return for a job well done.

These bricks, crafted by the serpent priests and placed throughout the lighthouse at significant occult points, will help produce an apocalyptic show at the inauguration.

7. THE TEMPLE OF THE UNSPEAKABLE ONE

The erstwhile seat of the Unspeakable One's cult sits empty—yet somehow it's more ominous for all that. The altar and statue have been hauled off, with gashes in the stone floor marking their exit. The yellow symbol that once graced the far wall has been chiseled away and removed. There's even been some preliminary chipping at the frescoes lining the room.

If the PCs come here before exploring the cave of the degenerates (see **Area 6: Cave of the Degenerates**), Batora and her squad spring through the secret door in an attempt to surprise them. In this case, the group drops the crate in the caverns before attacking.

~ PART II: A THREATENING POSTURE ~

IN WHICH THE ADVENTURERS LEARN THAT A SNAKE IN THE GRASS IS WORTH TWO IN THE CAVE.

Most likely, the PCs will want to follow up on the clue they've just found—the address on the crate full of bricks. They may also want to look into Verlaine's background. As they will quickly learn, the two lines of inquiry dovetail nicely.

LOCATION 3:

100 WAVE AVENUE

Wave Avenue turns out to be in the Merchant District. And it's quite a change from the shabby austerity of the Old City. Carefully tended trees and wrought-

iron lampposts line the boulevards. Quaint storefronts display expensive foodstuffs and curios; trim, tidy townhouses spill laughter and low whispers through their windows—and more often than not have a private guard stationed out front. Wave looks to be the fanciest street in the neighborhood. The homes have elaborate gardens, some large enough to contain gazebos and fountains. A few of the buildings even have coach houses. And the guards too look more expensive: much more discreet, but much nastier.

The address on the crate, 100 Wave Avenue, is easy to find. For one thing, it's patrolled by the most guards—four out front, and

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REIKERT LLOYD, CAPTAIN OF VERLAINE'S GUARD

Verlaine, the head of the Captains' Council of Freeport, is no fool—when he hires personal guards, he gets the best muscle money can buy. And for the captain of those guards, he chose the toughest, smartest fighter in the crew: Reikert Lloyd.

Unlike most thugs-for-hire, Lloyd came from the right side of the tracks. For decades, his family made candles and shipboard lanterns out of a large shop in the Old City. Lloyd, the third youngest of four children, didn't stand to get his hands on the family business; at the same time he resented his older siblings, he found the idea of being cooped up in a shop all day stifling. At school—one of the finest in Freeport—he was a sullen and distracted student. For kicks, he took up with the sons of other merchants for all-night carousing sessions. After a few benders, his parents threatened to cut him off. He took them up on their offer and headed to sea. It was a tougher life than he ever imagined, and his name didn't buy him any breaks. He spent a long year swabbing decks and loading cargo. By the time he jumped ship in a distant port he was stronger and wiser than he'd been—but by no means humble. He knew he'd been lazy before he hit the ocean, but he figured he'd paid his dues, and the world owed him a reward. So he found a saloon, hooked up with a party heading into the hills, and found himself in the occupation of choice for tough guys with something to prove: adventurer. By the time he came back to town, he had many monsters' blood on his hands and a sack of cash.

Lloyd didn't return to Freeport by choice. Over the years, he'd get tired of hacking and slashing in one town and hop a ship to new vistas, without ever asking the destination. One of those ships dropped him back home. He found his anger toward his family had burned out—and he even felt a little misty wandering the docks of his old stomping grounds. He kept the rest of the Lloyd clan at arm's length, and went out trolling for work.

As it turns out, work found him. Coming out of a tavern one evening, he was jostled by a passing stevedore. His instincts worked faster than his brains, and he cut the dockworker in half. Moments later, the local watch showed up and informed Lloyd that he was a hero: The stevedore had just butchered the first mate of the *Eye of Krom*. Lloyd's panic melted, and his salesmanship kicked in. He wangled himself a job on the watch, where he quickly came to the attention of the new Sea Lord, Drac, and his right-hand man, Councilor Verlaine.

Now Lloyd oversees Verlaine's private security, directing and training a team of several dozen guards, and generally taking care of anybody who makes trouble for the councilor. He can't say that he particularly likes Verlaine—or, indeed, just about anybody else he meets—but the guy knows how to pay a retainer. And, for all his bluster and hard-hearted swordwork, Lloyd doesn't know a thing about the plans swirling around his boss. In fact, the enormity of the evil underfoot would probably awaken his long dormant conscience...

ADVENTURE SEEDS

- ♦ **An Old Acquaintance:** Captain Lloyd appears for the first time in this module. If your party goes on independent adventures after *Death in Freeport*, they could run into Lloyd carrying out his job—giving his first “official” appearance in *Terror* some added wrinkles. Will it be easier or harder to outwit the captain of the guard if the adventurers already know him?

A variation on this idea: If you plan to run the Freeport adventures, but haven't yet, have your party encounter Lloyd before he returns home—while he's still adventuring. Perhaps he could even be the lure that brings them to Freeport in the first place!

- ♦ **A New Ally:** Lloyd meets an ugly end in *Terror in Freeport*. But he doesn't necessarily have to! If you find the character interesting enough to explore, save his life and join the adventurers as an ally struggling to come to grips with the lie he's lived under. He would make a fine character for a new player, or for someone whose character died. Alternately, have him join on to Sea Lord Drac as a hired sword—clueless to the bigger plan or not—and match wits with the party yet again.



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two more on the roof. All are wearing Verlaine's seal (DC 10 Spot check to notice). Lloyd, captain of Verlaine's house guard, personally patrols with his soldiers.

Just about all the PCs will be able to get out of the guards is that this is, in fact, Verlaine's house—and that they aren't welcome there. Lloyd and his soldiers know about the deliveries from the serpent temple, so they're cagey and defensive about the shipments, but not for the reasons the PCs think.

The PCs aren't going to get past the guards without taking extraordinary measures. They can try to bluff their way in, but Lloyd's been with Verlaine a long time and he's seen a lot of tricks in his day: Even a believable story confers no penalty to his Sense Motive check, and a lame one grants a considerable bonus. As a guideline, increase the suggested Sense Motive modifiers for the Bluff skill description (see **Chapter Four: Skills** in the *PHB*, Chapter 4) by +5.

The PCs may be clever enough to bring the crate and say they're making a delivery; however, standard operating procedure is to turn over all deliveries to the house guards, who carry them to the noted destination. Attempts to bypass this protocol will be regarded with suspicion.

As well, the guards are expecting other members of Verlaine's force (members who they know) to make the delivery and don't buy the standard "Gragnar was sick, so he sent me" line. A successful Disguise check opposed by the guards' Spot (if the PCs somehow obtained guard uniforms) may legitimize their presence here, but getting into the house is still not part of the procedure, and efforts to do so invariably attract Lloyd's attention.

ENCOUNTERS (EL 6)

If the PCs make a scene, the soldiers are only too happy to answer with violence. And they've got the law on their side. Fighting a squad of professional soldiers on a private residence, with reinforcements nearby and the City Watch at their command, is a fool's game.

REIKART LLOYD

Male Human Fighter 4: CR 4; Medium humanoid (6-ft. 5-in. tall); HD 4d10+8; hp 35; Init +1; Spd 20 ft.; AC 18, touch 11, flatfooted 17; Base Atk +4; Grp +7; Atk/Full Atk +9 melee (1d10+5/19–20, bastard sword); AL LN; SV Fort +6, Ref +2, Will +1; Str 16, Dex 13, Con 14, Int 12, Wis 11, Cha 10.

Skills and Feats: Climb +0*, Listen +2, Intimidate +7, Search +2, Sense Motive +5, Spot +3; Blind-Fight, Combat Reflexes, Dodge, Exotic Weapon Proficiency (bastard sword), Weapon Focus (bastard sword), Weapon Specialization (bastard sword).

Possessions: +1 banded mail, masterwork bastard sword, 2 potions of cure light wounds, 10 gp.

VERLAINE'S GUARD (5)

Male Human Warrior 2: CR 1; Medium humanoid (6-ft. 2-in. tall, average); HD 2d8+4; hp 15 (average); Init +5; Spd 20 ft.; AC 15, touch 11, flatfooted 14; Base Atk +2; Grp +3; Atk/Full Atk +3 melee (1d10+1/19–20, x2, bastard sword); SV Fort +5, Ref +1, Will –1; AL N; Str 13, Dex 12, Con 14, Int 9, Wis 9, Cha 8.

Skills and Feats: Intimidate +4, Listen +1; Exotic Weapon Proficiency (bastard sword), Improved Initiative.

Possessions: Scale mail, bastard sword, 1d4 gp

DEVELOPMENT

Should the PCs manage to enter the house, they may be able to scope out a room or two before they are noticed and apprehended (refer to **Location 8: Verlaine's House** on page 26 for details). If caught, go to **The Shakedown** on page 15; if they manage to escape, they are now fugitives and are sought by both Verlaine's guard and the City Watch. In this case, skip **The Courts** and have the encounter with "Egil," described in **Part Three: The Serpent Strikes**, occur on the street.

THE PAPER CHASE

If they are unsuccessful at Verlaine's house, the PCs will probably want to regroup and find out all they can about the head of the Captains' Council. If they approach Brother Egil with what they have learned, he becomes grave and anxious, urging them to investigate further. He suggests checking the Office of Public Records, confessing that he is somewhat in the dark when it comes to politics—he knows little more than the names of prominent people.

If the PCs ask around town, they find that anybody with an opinion generally holds Verlaine to be a tough, nasty hatchet man for the Sea Lord's operations. Successful Gather Information checks can get below the surface, though, as follows.

VERLAINE'S REPUTATION

DC Information

- 15 Verlaine came out of nowhere, just after Anton Drac got killed. It's common knowledge that Anton never cared a bit for him. Maybe Verlaine had nothing to do with the assassination, but on the other hand, just look at how rich he is now!
- 20 Everybody knows Drac's obsessed with that lighthouse. But some say it's Verlaine who *really* wanted that thing built—he pushed it through the Council when nobody in his right mind would have.
- 25 Verlaine's got his hooks into everything in Freeport. He bought up all the masonry outfits in town just before Drac announced his plan for the lighthouse.

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LOCATION 4: OFFICE OF PUBLIC RECORDS

The Office of Public Records is a grandiose title for a disorganized collection of papers stuffed into an old storehouse in the Warehouse District. Pirates don't tend to keep a lot of written records, so these documents largely relate to recent history. It is tended by a craggy, gruff ex-ship's cook named Reed (male human Expert 2). He spends most of his day searching the files to settle disputes between mariners and shipowners over who owes what to whom.

Reed's attitude is initially unfriendly; he grudgingly supplies requested documents but offers no help. He's been through so many scrapes that he can't be easily threatened, and he's comfortable enough that he can't be easily bought (–5 penalty to Charisma-based skill checks to influence his attitude)—but he *can* be charmed. A sympathetic ear for his troubles, a few kind words about the state of his records, and he's yours (+5 bonus to Charisma-based skill checks). If the PCs win him over, he can guide them through stacks of records—an all-day job, but well worth the effort. If they get on his bad side, he becomes singularly unhelpful and snaps, “Who d’ye think you are—Verlaine’s thugs?” If the PCs can establish or restore good relations with Reed, though, they’ll find him quite talkative.

Reed strikes up an animated, if a bit grumpy, conversation. “I kin tell you ain’t with Verlaine. Good. I’ve no love for him or his gang. Ye’ve got no patches—the V, you know—but that’s no guarantee. They come storming in here, out o’ uniform sometimes, but I knows ‘em just the same. A couple come in only last week, saying they was from the Council and de-mandin’ maps—as if I’s put on this world to serve ‘em! Horrible customers! No manners at all I tell you”

Reed struggles mightily to remember more details, piecing things together slowly. “They wants street maps fer the Eastern District an’ Scurvytown. So I digs up the stuff, and the pair of ‘em skulks off to a corner and starts jabbering over the documents. Then one stomps back to me desk and asks for ‘more ex-ten-sive plans.’

“Just what would ye be meaning by that?” says I. Sewers, he says. Plans showin’ how the sewers in the Eastern District match up with the Merchant District and the rest of town. ‘They ain’t no such maps,’ I tells him. ‘Sides, the sewers for the Merchant District is sealed off, with their own outlet, and the manholes need special keys, so no louts can go sneaking underground to rob them rich folk. But they keeps at me, so I brings out what I got: street maps and old buildin’ records an’ such. That gets ‘em excited.”

If the PCs ask for more information, Reed hauls out the maps the so-called Council agents were looking at. He grunts

disgustingly and points at a grimy spot on an old map of the Eastern District: “Lookit the mess they made!”

The spot is almost exactly where the bricked-up house now stands, though on this older map there is what appears to be a sewer grating. Apparently this access was abandoned and later covered up during the house’s construction. The PCs can make out a rough fingerprint with a successful DC 15 Spot check, and if they look really closely, and succeed a DC 20 Spot check, they notice a faint tracing of a pathway through the Eastern District and the Docks neighborhood to the Merchant District.

After examining what records there are on Verlaine, the PCs learn that before he took office in the confused days just after the assassination of Anton Drac, he was a wealthy but unremarkable merchant with stakes in several ships sailing to and from Freeport. He became an immediate presence on the Captains’ Council, dominating meetings and managing to bend even the most reluctant councilors to his will. He amassed a power bloc and finally managed to have himself elected head of the council. He then pushed through most of Drac’s platform, including a forceful argument for the lighthouse. While in office, he has diversified his holdings, including a big chunk of the city’s masonry trade, and has grown considerably more wealthy in the process. He currently oversees a number of projects for the Sea Lord, including construction of the lighthouse—and one of his main consultants on that project was Milos.

THE SHakedown

Meanwhile, plans within plans are swirling around the PCs. Sea Lord Drac, having heard about their investigations from the Brotherhood, told Verlaine that they must be out to embarrass the government and sabotage the planned lighthouse festivities. Verlaine takes the hint and arranges to have the PCs brought in for questioning; he figures if he turns up the heat a little, they will get out of town and stay out.

Almost as soon as the party leaves the records office, a team of Verlaine’s guard approach, under the command of Lloyd. The guard captain informs the PCs that their presence is requested at the Courts by Chief Councilor Verlaine, in connection with their unlawful entry into a restricted area—the serpent temple.

The timing of this arrest is a complete coincidence. But play up the strangeness of it—and the omniscience it seems to imply. (“Just as we were about to penetrate the heart of their operation! Is there nowhere their diabolical claws cannot reach?”)

If the PCs decide to fight, it’s going to be a challenge. If they insist, conduct the combat until either the PCs are subdued (Verlaine doesn’t want them dead, just scared) or the guards are routed. Use the statistics for Lloyd and the guards from 100 Wave Avenue, above. In the first scenario, simply continue with the PCs being led to the Courts—a little bruised and battered, but in one piece. In the second, skip to **Part Three: The Serpent Strikes**, but have the encounter occur on the street.

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LOCATION 5: THE COURTS

The guards lead the PCs through the streets to a section of the Old Town near Drac's End.

Lloyd calls a halt when you reach a large plaza. On the opposite end of the square is a wide, low-slung building made of gray stone. The seal of the city is carved above a pair of imposing steel doors. "Come on," Lloyd says. "You'll be waiting here. The Courts."

The guards take the PCs inside and leave them in a large, open area filled with benches. The PCs are disarmed, but their weapons are placed in view, though out of their reach. The guards make it clear they are expected to wait patiently—and peacefully—until Verlaine arrives. If they start any trouble, two dozen constables will be down their throats in a flash.

AN IMPRESSIVE PERFORMANCE

Verlaine gives the PCs some time to stew before making his entrance. He recognizes them from their work exposing the hidden temple, but he doesn't cut them any slack. He thinks they're working for his political enemies and that they want to link him to the serpent people to cause a scandal. Perhaps they are aiming to have him removed from office or reveal his business holdings and embarrass him. Verlaine is simply trying to protect his business interests and questionable political deals. The easiest way to do this is to intimidate the PCs into leaving town. Adapt the speech below as needed to suit the specific circumstances of your campaign.

To the PCs, this may seem proof that Verlaine is in league with the cultists. The party's research suggests he has helped the Brotherhood gain wide access to the city, including—for whatever reason—the lighthouse project, and now he's lying about it to cover his tracks. This is exactly how Drac planned things, of course.

A thin, stern man sweeps in through the double doors. He is wearing rich robes of office on which is embroidered the city seal and the now-familiar emblem of Verlaine. The head of the Captain's Council glares at you a moment before launching into his speech.

"I've seen your type before. A bunch of hooligans, stomping around in search of old junk and loose change. Some big bruiser, a sneaky creep who should be in jail, and someone to patch you up when the goodies aren't unguarded. Usually a little guy in the gang too, just for amusement.

"Don't get me wrong. I don't object to your profession—the world needs you, if only to keep the monsters down.

But you people always go too far. You've done good work for Freeport, but that doesn't give you the right to ignore the law. I remind you that breaking and entering is still a crime here. This isn't a dungeon. It's a city, and a damned important one, too.

"I don't know what you were doing down there in the temple. Maybe looking for some loot you left behind the first time. Or maybe meeting friends. I don't know, and it doesn't matter.

"I don't want you in this city one more day. You'll clear out of here by dawn. There are plenty of boats you can take. I own most of them."

VERLAINE'S DRIFT

Verlaine grudgingly allows the PCs to talk, but he's not about to let anything slip (although questions about the deliveries to his house make him visibly nervous for a moment before he regains control). Have a speaker for the PCs make Diplomacy checks to gauge his general reaction. Below are his responses to the most likely questions.

+ Do you know anything about Drac's intentions?

The Sea Lord has a lot of enemies who whisper behind his back, then run away when he turns around. He's done more for this town than most people appreciate.

+ Are you working with Drac?

We both have a stake in keeping Freeport the greatest maritime city in the world. And we're the best ones to do that job.

+ How did you get involved with Milos?

It's no secret the town brought in many consultants for the lighthouse project. Do you really think something of that size sails on one engineer's say-so? Milos was one of those advisers. I can't keep up with the personal life of every single city employee, though of course we're grateful you uncovered the threat.

+ How are things going with the temple cleanup?

The operation is proceeding. Do you think I'm not concerned about monsters under our feet? I want them gone as much as anyone else.

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- Did you know there are still serpent people there?

How do people like you keep doing what you do? I'll tell you how—every time a gang plunders a ruin, the place is infested again in no time. Monsters are tough to keep down. We're doing what we can. What more do you want?

- Are you sure any cleanup work is being done?

How dare you question my authority? Why don't you worry about your next crypt robbery and let me handle the policing of this city.

- What about the deliveries to your house from the temple?

Those beasts stole a lot from this city—a good chunk of it from me and my businesses. I'm simply taking back what's mine.

- What about the bricks being delivered to you?

Bricks? In a wrecked temple? How should I know? Maybe the snakes were doing some construction. Maybe they broke into one of the delivery crates and used it to haul their own garbage.

- The city records suggest some suspicious activities. What do you have to say?

If you're trying to dig up dirt, you'll have to try harder than that. Everything I've done is a matter of public record. You're hardly the first to disapprove of city government. More people than I can count have tried to find some stain in my background. They've all gone home disappointed.

Verlaine isn't likely to answer all of these questions, and he certainly won't address more or allow any follow-ups. When he's had enough (that is, on a poor Diplomacy check), he snorts a curt goodbye and leaves. His orders to Lloyd: Show them a bad time, then put them on the first boat out of Freeport. Milton Drac, however, has other plans for the PCs—and his onetime henchman.

~ PART III: THE SERPENT STRIKES ~

IN WHICH THE ADVENTURERS LEARN THAT SOME POISONS ARE NOT IMMEDIATELY FATAL.

At this point, the PCs probably aren't sure what Verlaine intends for them. Lloyd and his guards start advancing, making threatening comments, intending to intimidate the PCs into getting out of town and staying out. To the PCs, though, it appears that the soldiers are toying with them before the kill. Keep the players thinking this as long as you can without hostilities actually breaking out.

Just as things are looking darkest, the doors burst open, and in rushes—Brother Egil! The guards are surprised to see him, but defer to his status as an official of the Knowledge God's temple. Besides, it isn't their job to harass respectable citizens—they're just giving some undesirables the bum's rush. Brother Egil approaches Lloyd and shares some quiet words. The guard captain appears unconvinced, until Egil produces a scroll and hands it to him. Lloyd examines it, grunts, and shrugs. He calls back his guards and allows the PCs to collect their weapons. Egil bows stiffly and comes over to the party.

Saved in the nick of time by their old comrade! Little do the PCs know it's not really Brother Egil but an agent of the Brotherhood, Nikko, leading them into a trap. Nikko is skilled in the art of disguise and has enhanced this talent with a *pigment of disguise*; seeing through the disguise requires a Spot check opposed by Nikko's Disguise check (at a +10 bonus for the pigment). The pseudo-Egil speaks:

"Friends, I'm glad I found you in time. I don't know what these brutes intended for you, but I can only assume it was what they have planned for poor Lucius. Yes. The serpent people have taken him again."

"Egil" leads the PCs out the door, glances both ways down the street, and urges the group down a quiet lane. He looks around nervously, then fills them in on the situation.

MAKING IT PLAUSIBLE

Adapt the following as needed to make it sound as believable as possible. For example, if the PCs have reported their findings to Egil in some form, include those discussions here.

"It all happened so quickly," Egil says. "I was just down the hall from him when I heard a short, sharp cry. I raced to his chamber to find papers on the floor, the desk upended—chaos. I hurried into the street but saw nothing. I knew you were my only chance, but when I asked at the inn, you hadn't been seen in some time."

"I knew the serpents could not have taken you by force, as they took Lucius; it had to be some human agency, even if it was disguised. When I asked a member of the

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City Watch, he confirmed you had been taken to the Courts. Fortunately, my order still carries considerable weight in this city. High priest Thuron and I found a sympathetic councilor to write up an order making your group wards of our temple, protecting you from arrest and bringing death upon anyone who harms you.

"So you are safe for now, my friends—from those lackeys, at least. But there is still the matter of Lucius. I fear the serpents intend to complete the job they started a month ago. I don't know where they could have taken him, though. Their temple is empty now and cleared of its blasphemous evil."

At this point, all the clues point to Verlaine, with the answer likely to be found in his cellar. If the PCs don't remember the business of the sewers immediately, "Egil" drops some choice hints ("I heard about a suspicious-looking group heading toward the Eastern District," for example). In fact, he is luring the PCs into a deadly trap, one designed not only to remove them as a threat but also exact a diabolically ironic revenge.

"EGIL" (NIKKO)

Male Human Rogue 1/Cleric 2: CR 3; Medium humanoid; HD 1d6 plus 2d8; hp 15; Init +5; Spd 30 ft.; AC 12, touch 12, flatfooted 11; Base Atk +1; Grp +2; Atk/Full Atk +2 melee (1d6+1/19–20, short sword); SA rebuke undead (3/day), sneak attack +1d6; ; AL CE; SV Fort +3, Ref +3, Will +5; Str 12, Dex 13, Con 11, Int 11, Wis 14, Cha 10.

Skills and Feats: Bluff +3, Concentration +5, Disguise +6 (+16 with pigment), Hide +6, Knowledge (arcana) +3, Move Silently +6, Sleight of Hand +6, Spot +7; Dodge, Combat Casting, Improved Initiative.

Spells Prepared (4/3+1; save DC 12 + spell level): 0—detect magic, read magic, resistance (x2); 1st—bane, magic weapon, obscuring mist, protection from good*.

*Domain Spell. **Domains:** Destruction (smite 1/day, +4 attack, +2 damage); Evil (+1 to cast evil spells).

Possessions: Short sword, pigment of disguise [in use], ring of protection (+1), map of sewers.

DEVELOPMENT

If the PCs are suspicious and refuse to follow "Egil," he tries to guilt them into a rescue operation by announcing that he'll undertake the mission himself, and help be damned. If this display doesn't melt their hearts, and they check things out at the Knowledge God's temple, they find Lucius alive and well—and Egil missing without explanation. At that point, either the basement of Verlaine's house or the sewers of the Eastern District are the most promising avenues of investigation.

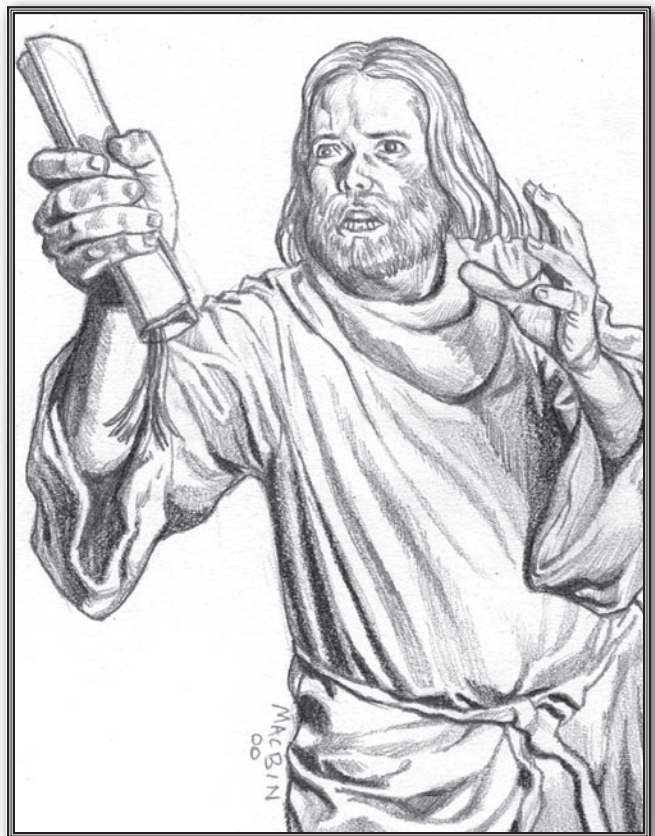
PIGMENT OF DISGUISE

This small jar of swirling blue glass measures 3-inches in diameter and about 1-inch deep and has a polished brass metal cap. Inside is a white cream. When a user applies the paste to the face and concentrates on a desired appearance, the cream changes color and consistency, altering the users features as if under the effect of the *alter self* spell. The effects last for 30 minutes.

Faint transmutation; CL 3rd; Craft Wondrous Item, *alter self*; Price 1,500 gp; Weight —.

Should the PCs actually penetrate Nikko's disguise, he tries to escape down side streets and give them the slip (heading for the Eastern District, though). He fights if cornered, and he is no slouch in combat. Should the PCs defeat him, they can find a rough map describing the sewers with notes scribbled at key points that seem to indicate a trap of some sort.

The following section assumes the PCs begin their search in the sewers of the Eastern District. If they go directly to Verlaine's house, they'll meet precisely the same resistance they found before. Should they manage to make it inside, skip to **Location 8: Verlaine's House** and have them search for the secret door into the catacombs.



~ TERROR IN FREEPORT ~

A SLIGHT CHANGE IN PLAN

The Sea Lord is eminently practical. The lighthouse—and the horrible task it will perform for the Brotherhood—is rapidly approaching completion. He certainly doesn't need adventurers bringing any suspicion on the project now that it's so close to completion. Nor does he need Verlaine to start asking questions—the man's a toady, but the PCs just might arouse his curiosity.

So Drac has concocted a scheme to get rid of the PCs *and* Verlaine in one swoop. He plans to have Verlaine butchered by the Brotherhood, and make it appear the PCs did it. Meanwhile, he has sent an agent to lure the PCs to certain death—while planting evidence that purports to show they were working with the Brotherhood. Just out of spite, he also plans to destroy the Temple to the God of Knowledge, tarring the clerics with the same brush. Losing Verlaine is unfortunate, but the lighthouse will do its work soon enough—and Verlaine wouldn't have survived *that*, anyway.

The Sea Lord, and the Brotherhood, have always had it in for the God of Knowledge clerics and their prying into secret affairs. When Egil indirectly caused the discovery of the serpent temple, that was the last straw. Drac has been waiting for an opportunity ever since to put paid to their temple. Now he has one.

His plan is devious and intricate. The PCs are being led into a deathtrap, while Egil is to be branded with the Yellow Sign deep in the new temple to the Unspeakable One. Meanwhile, Brotherhood agents, disguised as Knowledge God clerics, will enter the temple. They plan to neutralize the clerics long enough to kill them and brand each with the Yellow Sign. Verlaine is to be eliminated by a cult assassin, who will leave unmistakable proof the adventurers were responsible.

The following day, Drac will make an announcement to the stunned city: The temple to the God of Knowledge *was* the Brotherhood of the Yellow Sign! Councilor Verlaine had suspected as much for a long time, and hired the adventurers to infiltrate its ranks and produce proof. They paid Verlaine back in part, by bringing the serpent temple to light, but betrayed him by keeping the larger secret. They simultaneously betrayed the Brotherhood by revealing its base and then blackmailing the cult. The Brotherhood agreed to pay them off in exchange for getting rid of Verlaine. The adventurers were themselves double-crossed when the Brotherhood refused to pay. The adventurers took to arms; the Brotherhood fell. It all ended with even more bloodshed: The adventurers tried to hide out in a concrete factory owned by Verlaine, but fell victim to their own greed when the crushing machinery was activated. Thus, the city had lost a treasured politician, but it was rid of the serpent menace forever.

A lot to swallow—but, for most of the old salts in town, such a tale of treachery would ring true. The details are sufficiently vague and suggestive. Drac also plans to surreptitiously circulate the “real” story to convince the conspiracy theorists and the free thinkers—Verlaine himself was mixed up with the Brotherhood, and he brought in the adventurers to force a more favorable arrangement. Everybody crossed everybody, and left a lot of bodies to count.

But Drac never counted on the ingenuity and toughness—or sheer luck—of the average party of adventurers.

If the PCs start poking about the sewers of the Merchant District, remind them of what Reed said: The manholes are locked down, and the key is guarded by the City Watch. Remind them of the number of private guards on the street, and how unnatural and suspicious a heavily armed party looks prying up a manhole cover.

LOCATION 6: THE SEWERS

The false Egil accompanies the PCs through the Eastern District, acting nervous the whole way and generally playing the part of fish out of water. When the PCs reach the vicinity of the old sewer grating, he gets particularly upset, asking if they really have to go down there. He puts on a good show, though, of toughing it out to save his friend if that's the only way.

The disused sewer access is somewhat behind the bricked-up house, and the PCs will have to avoid the attention of Verlaine's guards, who still watch the entrance. The grating is buried under scrubby weeds and piles of trash, but some determined digging reveals it easily enough.

The sewers are where Freeport dumps everything that's too unsavory for the inhabitants. Think about that for a minute. The stench is overpowering and takes a moment to get accustomed to. Once your eyes stop watering, and you start breathing through your mouth, you see a damp, dripping tunnel with a narrow walkway on either side and a river of effluvia oozing down the middle. The walkways are wide enough for single file. Just mind the rats.

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If the PCs memorized, or took, Reed's map, they can easily find their way to the border of the Merchant District. However, the maps are not perfect, and it's easy to take a wrong turn or two—especially with such obvious signs to mark the way. The party is being subtly misdirected to a factory bordering the Warehouse District. Even without the aid of maps, the cultists have left plenty of clues. At important intersections there are dropped articles that Egil identifies, with a shudder, as being Lucius's.

Since the sewers are frequented by Brotherhood members moving secretly around town, make frequent secret DC 15 Listen and Spot checks. On a success, the PCs hear scuffling and splashing in adjacent tunnels and spot claw marks on the walkways. This serves only to heighten the tension; the echoing passages make it impossible to track down the sounds accurately.

On the edge of the Merchant District the passage is supposed to be blocked by an iron grating, cemented in place. But a successful DC 8 Spot check reveals that the bars have been sawed through in the middle. It is a simple matter to remove them and step through. After that, the signs point to a seeming dead end not much farther: a bricked-up tunnel. A successful DC 10 Search check allows the character to discern the outline of a door in the passageway tiles. (Note that dwarves passing within 10 ft. of unusual stonework, and elves passing within 5 ft. of any secret door, get to make Search checks as if actively searching.)

You thinking finding the "door to the temple" is a bit too easy? It sure is. The Brotherhood wanted to make sure the PCs

found this opening. The *real* door to the new temple site is much more artfully concealed (DC 25 Search check), a little way back up the corridor. Unless the PCs are suspicious, the obvious signs of passage keep them from noticing this. Should they detect the real door, however, or defeat Nikko as he attempts to trap them, skip this section and move on to **The Serpent's Nest**.

Where the cultist has really been guiding the PCs is to a masonry factory on the edge of the Warehouse District, not far from Verlaine's house. With Verlaine's involvement in the city's masonry business, the Brotherhood easily installed an agent to assist in a scheme that will eliminate the meddling adventurers for good. The "secret" door opens into a storage bin, where limestone is dumped before being ground up for cement manufacture. The Brotherhood's fiendish plan: to incorporate the PCs themselves in the masonry of the Lighthouse of Drac!

ROCKS AND A HARD PLACE

A latch is found; the door opens easily. And so the trap is sprung.

The wall swings open to reveal a thick, dusty darkness. You can just make out what appears to be a small room, barely 10 feet by 10 feet, with a low ceiling, only about 6 feet above the floor. Massive shapes, indistinguishable in the dark, are scattered about.

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NO, MR. BARD, I EXPECT YOU TO DIE!

“Rocks and a Hard Place” is meant to be the sort of ludicrous death trap that you’d find in a big-budget spy movie. The main text describes the most basic ways to avoid harm, but creative players will come up with ideas that range from the brilliant to the simply bizarre. Put the pressure on them to think quickly, but reward clever improvising with bonuses to checks and saves (see “The DM’s Best Friend” in **Chapter 2** of the *DMG*). Here are some further guidelines to help you judge their attempted actions:

- **Simple Paranoia:** If the party has already unmasked the false Egil, they should know to expect a trap here. As long as they don’t close the secret door, Lon won’t get the signal to start the machinery, and the PCs will have time to examine their surroundings. Jamming open the door is an easy task (DC 10 Disable Device check).
- **“Abraca--OW!”:** Casting spells here require Concentration checks against a variable DC depending on the round: DC 10 for Round 1, DC 15 for Rounds 2-4, DC 20 for Round 5. If a caster takes damage, a separate check (DC 10 + damage dealt) must be made for each distraction.
- **Up, Up and Away:** Spells such as *levitate*, *rope trick*, and *floating disk* serve to prevent a character from falling. *Feather fall* won’t stop a fall, but allows an immediate retry on a failed Balance check.
- **Stick-tuitiveness:** A *spider climb* spell allows the character to avoid the need for a Strength check to stay in the room. A tanglefoot bag or a *web* spell will also do the trick, but at the expense of mobility.
- **Ch-ch-changes:** Assume a climbing or flying form gives a bonus to saves, or avoids the need for them entirely. Using *enlarge person* in this cramped space should also give a bonus to Strength checks (and a penalty to Reflex saves) beyond the normal size modifiers.
- **Close Sesame:** *Hold portal* affects the hinged wall, but only if the caster is 3rd level or higher (10 ft. x 6 ft. wall = 60 square feet).
- **How Do You Stop This Crazy Thing?:** Characters who reach the operator’s station can try to stop the machinery. This requires one round and a successful DC 20 Disable Device, Knowledge (architecture and engineering), or Intelligence check; each retry gives the character a cumulative +1 bonus. *Charm person* or *suggestion* might persuade Lon to turn it off himself (no check needed), but mundane Intimidation probably won’t work quickly enough.
- **What’s the Worst That Could Happen?:** In the event of a “total party kill”, the adventure naturally come to an abrupt halt. However, if you and your players wish to continue in spite of this, let them create new characters. Start them at the Temple of the God of Knowledge, where they have gathered to hear a request from Thuron to find his missing priest, Egil. The return of a group of wounded clerics interrupts his briefing. Resume the adventure with **Part Four: The Siege**, skipping directly to **The Brotherhood Attacks**. Egil will not be present (and is probably dead by now). Slaan and McNeil (see **Location 8: Verlaine’s House**) successfully frame the original party—posthumously—and join the cultists for the attack. If the new PCs survive the battle, modify the **Aftermath: Thuron’s Confession** to reflect the changed circumstances.

Looking closely reveals these shapes are heaps of irregular rock chunks. Most are piled up around the edges of the room, though a few boulders are lying loose on the floor. The air is heavy with a chalky-smelling dust.

ENCOUNTERS (EL 5)

If the PCs enter this room, “Egil” slams the door behind them, locking the PCs in. There is no keyhole or catch on this side, so Open Lock can’t be used.

Should the PCs hesitate, “Egil” attempts to persuade them with anxious comments about the danger poor Lucius is in. If most have entered, he tries to push the last one in; treat this as a bull rush attack.

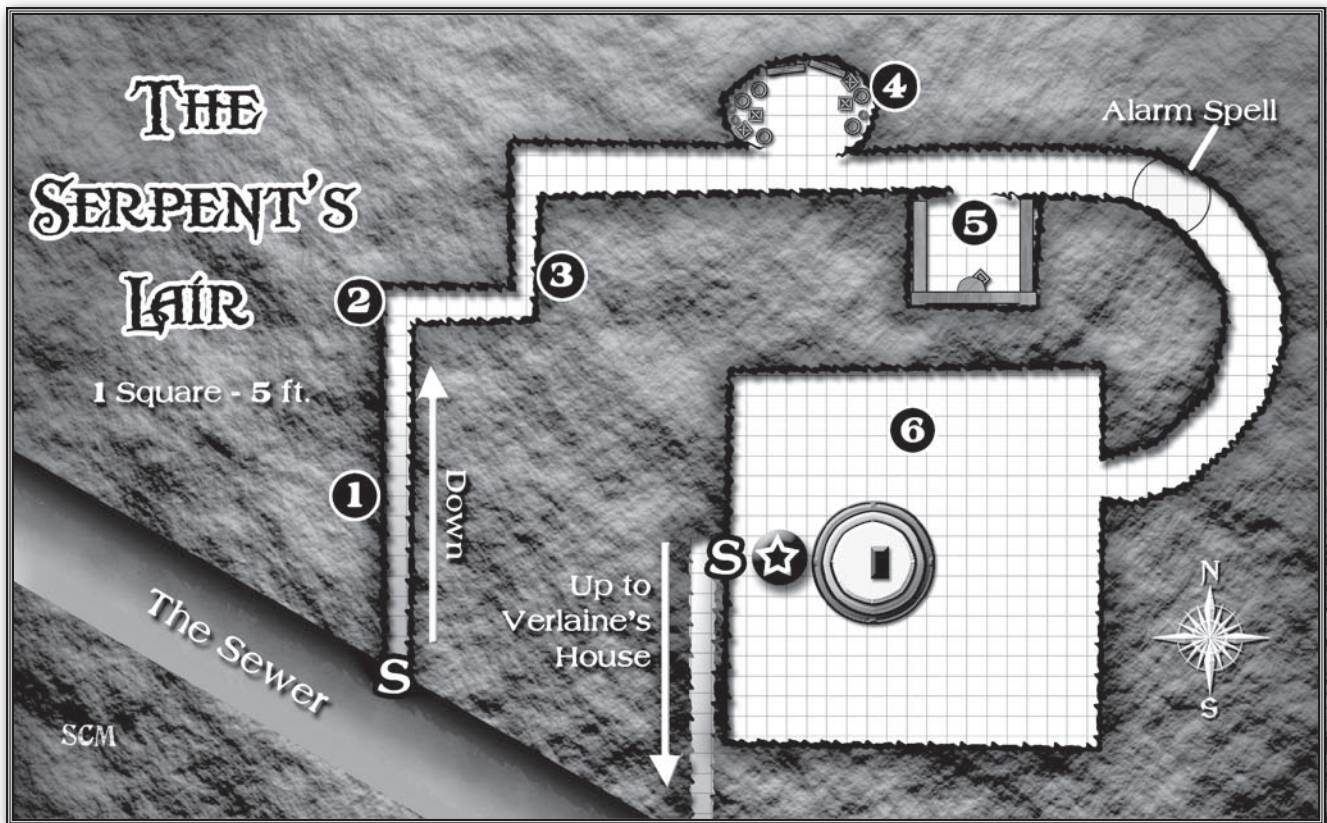
DOOR

2 in. thick; Hard 5; hp 20; AC 5; Break DC 20.

The next few events follow in rapid succession, with a total elapsed time of 5 rounds. This means that the PCs cannot take 10 or take 20 on skill checks—if they’re in this jam, they’ll have to act quickly to save themselves.

Round 1: Once the door is closed, the confederate in the mill engages the gears that connect the factory’s steam-driven wheel to the crushing apparatus. The room begins to shake, and the PCs can hear the roar of machinery starting up. Some rocks slide from the heaps; have each PC make a DC 10 Reflex save to avoid being struck for 1d6 points of damage. If the PCs somehow get above the

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floor level, no Reflex save is required. The PCs may be able to notice, with a successful DC 10 Spot check, the ceiling of the chamber is hinged, with a seam running through the middle. The two halves fold back to allow rock to be dumped in from carts on the ramp outside; the hinges are on the outside. An average lock holds the bin top closed and requires a DC 20 Open Locks check to open, or a DC 25 Strength check to burst.

Round 2: The machinery roars and the shaking of the room intensifies. More rocks tumble from the heaps, requiring each character to succeed two DC 10 Reflex saves or take 1d6 points of damage for each failure. The PCs may be able to see, with a successful DC 10 Spot check, the wall opposite the secret door is also hinged, opening outward from the top (the rock spills out into the grinding machinery). A successful DC 20 Strength check can lift it, revealing the crushers a few feet below. On the opposite wall, 10 feet away, there is a small opening through which the operator (Lon) can observe the process; it is wide enough to admit a Small creature. A Medium character could slip through the window with a DC 30 Escape Artist check.

Round 3: The floor tips slightly and the hinged wall hangs partially open. The rock heaps begin to slide downward and out into the pit, requiring each character to succeed two Reflex saves or take 1d6 points of damage for each failure. In addition, each character must succeed a DC 10 Balance check to avoid sliding out the door and into the crushing mechanism (see Round 5 for details).

Round 4: The floor tips to a 45-degree angle. The hinged wall gapes wide, and the two massive grinding cylinders are easily visible. The noise is unbelievable (Listen checks are now impossible), as large masses of rock are jostled and ground between them. The remaining rock in the chamber slides rapidly into the machinery, requiring each character to succeed four DC 10 Reflex saves or take 1d6 points of damage for each failure. The steeply canted floor is almost impossible to stand on, and requires a DC 25 Balance check to avoid sliding down to the waiting death below (see Round 5 for details). A DC 20 Strength check allows a character to wedge into a corner.

Round 5: The bin bounces several times to shake loose any remaining rock (and PCs). Only a successful DC 25 Strength check can prevent a character from falling into the grinding machinery. Characters who fall into the crusher take 6d6 points of damage each round. This is almost certain death unless they can find a way to climb out before succumbing to the damage, requiring a DC 40 Climb check or a DC 40 Jump check to escape.

Round 6: The bin returns to its standby position and the hinged wall closes. The grinding racket continues for the next two minutes, however. After that time, the cult confederate (who has been watching through the opening opposite) opens the top bin doors slightly to make sure the job is done.

The operator is competent at his job, but more useful as an "inside man" for Brotherhood schemes such as Nikko's trap.

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LON

Male Human Expert 1: CR 1/2; Medium humanoid; HD 1d6+1; hp 4; Init +0; Spd 30 ft.; AC 10, touch 10, flatfooted 10; Base Atk +0; Grp +1; Atk/Full Atk +1 melee (1d6+1, club); AL NE; SV Fort +1, Ref +0, Will +1; Str 12, Dex 10, Con 13, Int 9, Wis 8, Cha 11.

Skills and Feats: Bluff +7, Gather Information +4, Knowledge (architecture and engineering) +1, Knowledge (religion) +1, Listen +5, Profession (operator) +3, Spot +5; Alertness, Skill Focus (Bluff).

Possessions: Club.

DEVELOPMENT

The PCs can investigate the masonry factory if they so choose. The place is called Crocker's Brick and Mortar, and it's only a few minutes away from Verlaine's house. Crocker (male human Exp3), the owner of the place, doesn't know much. He's made a lot of money from the lighthouse scheme but he'll be furious if his machinery has been wrecked. If the PCs describe the operator they saw, Crocker identifies him as Lon, a new employee. "He kept to himself," Crocker says, "and spent a lot of time praying." After the death trap is sprung, Lon never returns to work.

LOCATION 7:

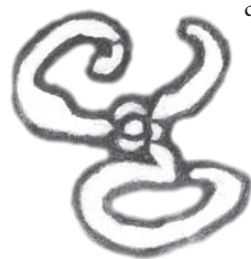
THE SERPENT'S NEST

After Nikko locks the PCs into the death-trap, he runs down the sewer to the real temple and enters. If the PCs escape, a DC 15 Survival check reveals Nikko's route (GMs may allow a Spot check instead if no one in the party has Track). If the PCs are able to discern the better-hidden door to the new serpent temple and can overcome Nikko's efforts to misdirect them, they can penetrate the hidden caverns and discover a gruesome secret.

1. THE DROP

The wall swings open to reveal a patch of thick, ink shadows. You can barely see the rough-hewn edges of a rock tunnel sloping precipitously down.

The tunnel is low (about 5 feet clearance) and permits only single-file movement. It slopes down at a 60-degree angle for some 95 feet. Each PC must make a DC 5 Climb check to make it down without a tumble. If they use a rope, drop the DC to 0. Any character who falls suffers 2d6 damage (less than normal due to the slope).



2. CORRIDOR

The ramp ends in a rock wall ahead and to the left; to the right a corridor, higher than the ramp but just as narrow, extends straight for some 35 feet.

These corridors were originally tunnels connecting a series of caverns once inhabited by degenerate serpent people. When the Brotherhood moved in, they started to widen the tunnels a bit and smooth out the walls. They haven't had much time to progress, however, nor have they been able to set up such extensive defenses as the old temple had.

3. LONG HALLWAY

At the end of the corridor is a sharp left turn. A passageway runs for about 30 feet before turning sharply right, then a long hallway stretches into the darkness—at least 150 feet, with one opening nearby on the left and another farther down on the right.

A DC 15 Survival check reveals clear serpent tracks along the floors, as well as signs that numerous heavy objects have been dragged through.

4. STOREROOM

This room, a rough ellipse about 20 feet wide, is obviously a storage area. Shelves line the walls, nailed into the rock with long spikes. There are cartons of all shapes and sizes stacked on the wooden planks.

Among the goods are incense, black candles, oil, inks and dyes of unknown origin, ceremonial daggers, various animal parts in jars, and the like (total value approximately 250 gp, but bulky). All the old temple's treasure (coins, mundane temple accoutrements, and the like) has been siphoned off by Verlaine, who has kept it safe off-site. (Tidily enough, Verlaine's holdings pass to Drac in the event of the councilor's untimely death.)

5. LIBRARY

This chamber is slightly larger than the storeroom. It, too, is lined with shelves, but these are filled with books—all manner of tomes, written in the incomprehensible script of the serpents. Against the far wall of the room is a desk, whose top is uncluttered.

The obscure volumes are difficult to understand even with a successful DC 30 Decipher Script check, which leaves a sense of disquiet but nothing of practical use. The entire collection

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might fetch 300 gp from a collector. If the PCs search the desk, they find the drawers full of writing paper and ink. A more careful examination, DC 15 Search check, uncovers a small book bound in leather.

The tome is titled, in Common, *The True and Secrette Historie of the Brotherhoode of Free-Port*, and has the Yellow Sign impressed upon the front cover. The text, also in Common, is filled with illustrations and out-of-date maps. If the PCs peruse this, they come away with a summary of the early history of Valossa, including the appearance of the Unspeakable One, but with a twist. The book claims Freeport's temple to the God of Knowledge was founded by the Brotherhood in order to allow disguised serpent people to move about in the surface world. For a complete summary of *The True and Secrette Historie*, see **Handout B**.

Everything in *The True and Secrette Historie of the Brotherhoode of Free-Port* is true—except for the final detail. The document is a plant, which Drac plans to flourish to great effect during his speech after tonight's scheduled bloodbath. "A history found in the very clutches of the serpents themselves," he will announce, "proves that the Knowledge God clerics were actually the Brotherhood all along!"

6. THE TEMPLE RECONSTRUCTED

Moving farther down the hall brings the PCs to a U-shaped stretch of corridor. This section has been enchanted with a permanent *alarm* spell, which notifies the temple priest of intruders. However, the Brotherhood have not been expecting the PCs to find their new temple, trusting in Nikko to dispose of them, so they are not well prepared to deal with this threat.

The room at the end of the hall is a good hundred feet high and at least as wide, dripping with stalactites, its walls formed of stone that seems to bend impossibly in upon itself—perhaps a trick of the light, perhaps a result of the abhorrent evil that has been transplanted here. For looming before you, at the other end of this chamber of horrors, is the gargantuan statue of the Unspeakable One! Surrounding this horrific object are trappings you recall from the former temple, including the basalt slab of an altar.

You are not alone in this vile place. Among these artifacts of malevolence is a hooded figure slowly waving a censer. A brazier of hot coals, an iron heating in it, stands next to the altar. And strapped to the altar is your friend, Egil!

ENCOUNTERS (EL 4)

A lone temple attendant is watching over Egil and conducting preliminary sanctification for the planned ceremony. He raises

the alarm to summon assistance from degenerate serpent people, who begin arriving from the tunnels in 3 rounds (two per round, until all six have entered the temple).

Nikko may also be present, if the party level is high enough to warrant this, using clerical magic and sneak attacks in defense of the temple. He arrives with the first wave of reinforcements. If he is involved, increase the EL of this encounter to 5.

TEMPLE ATTENDANT

Male Human Adept 1: CR 1/2; Medium humanoid; HD 1d6+1; hp 4; Init +5; Spd 30 ft.; AC 11, touch 11, flatfooted 10; Base Atk +0; Grp +0; Atk/Full Atk +0 melee (1d4/18-20, x2, kukri); AL CE; SV Fort +1, Ref +1, Will +4; Str 10, Dex 12, Con 12, Int 10, Wis 14, Cha 12.

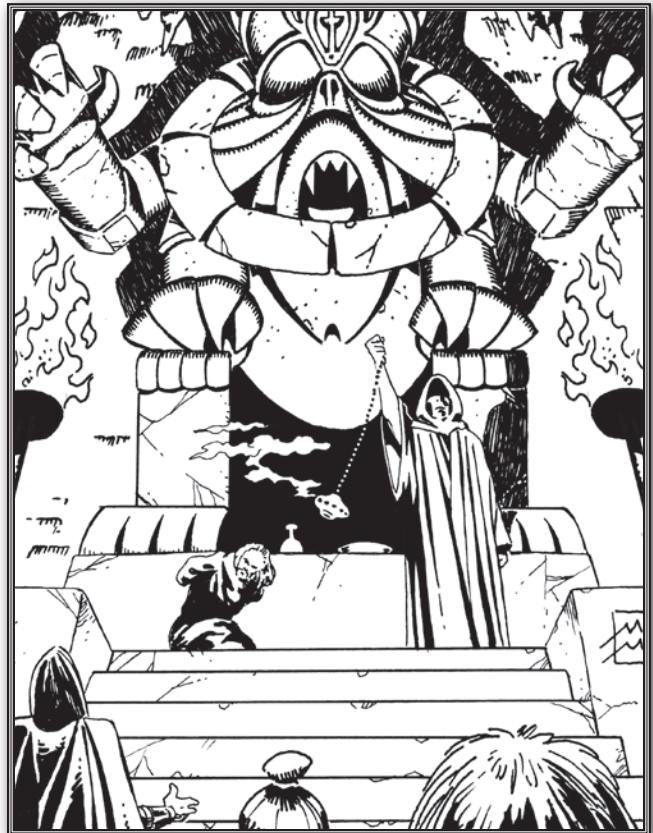
Skills and Feats: Concentration +3, Knowledge (religion) +6, Spellcraft +2; Improved Initiative, Martial Weapon Proficiency (kukri).

Adept Spells Prepared (3/2; save DC 12 + spell level): 0—*cure minor wounds* (x2), *detect magic*; 1st—*cause fear*, *protection from good*.

Possessions: Kukri, holy symbol.

DEGENERATE SERPENT PEOPLE

3, 4, 4, 5, 6, 6 hp, see **Appendix III: New Creatures** for details.



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BROTHER EGIL

15 hp (currently 6)

TACTICS

The attendant has little combat ability, but being fanatical, defends the altar to the extent possible until reinforcements arrive. He'll try to get away and warn the temple elders if he survives that long, while the serpent people fight to the death. If Nikko is present and sees the battle is going badly, he attempts to slip away and warn the Brotherhood.

DEVELOPMENT

The interim temple priest (a serpent person named K'Ral) is not present, being engaged in the greater assault on the temple to the God of Knowledge. However, the *alarm* spell cast on the U-shaped corridor has alerted her to the intruders. This forces her to move up the schedule by several hours—if the characters act quickly, they will just barely beat the attackers to the temple.

A FIENDISH PLOT

If the PCs examine Egil, they find him bruised all over. He doesn't trust them at first, sure that they're disguised cultists carrying out another bizarre scheme. But if they untie him, bind his wounds, cast healing spells, and the like, he soon realizes they are genuine.

The brazier contains a branding iron with the Yellow Sign cast into it. Egil tells the PCs that the serpents were planning to brand him, for some purpose he could not understand. He doesn't remember much more, though. He was ambushed while on an errand for the temple. What followed were several hours of nightmare—the only thing he remembers clearly is a voice saying, "After tonight, your kind will be out of the way for good."

Searching around the temple, the PCs uncover a hidden niche if they succeed a DC 12 Search check containing a document entirely in serpent tongue and inscribed with the Yellow Sign. They can make out their own names, interspersed occasionally in Common, but without the assistance of someone fluent in the serpent tongue (or a *comprehend languages* spell), they can glean little from this document. A successful DC 30 Decipher Script check can reveal certain key details—enough to raise their suspicions (see **Handout C**). This is the outline of Drac's speech to the city, and it's an important piece of evidence. Egil can suggest that someone at the temple might be able to translate it.

LOCATION 8:

VERLAINE'S HOUSE

While they're standing near the altar, the PCs can notice with a successful DC 15 Spot check, the candle flames and incense

smoke flicker in an unseen source of air. A bit of poking around, and a DC 12 Search check, reveals a secret door behind the statue of the Unspeakable One. It is a ramp leading up—a twin of the one that descended into the catacombs. The PCs must again make DC 5 Climb checks (or DC 0 if using a rope) to safely ascend.

At the top is another door, easily opened, which leads into Verlaine's wine cellar.

1. WINE CELLAR

The door opens onto a large cellar well stocked with interesting vintages. There is a single staircase going up at the far end of the room.

There are some open crates lying here, now stripped of their treasure and temple relics. The "Bierce Vintners" stamp is visible on their sides.

2. MAIN HALL

The stairs lead up to a hallway, about 40 feet long. At the near end is a door, which is open; at the far end another door is also ajar. To the left is a staircase going up. As you approach the stairs, you hear a cry of agony from the second floor.

The near door opens into the kitchen, while the far door exits to the street. None of Verlaine's regular house guard are to be seen.

3. KITCHEN

The kitchen is small but well-appointed. The larder is full of spices and a variety of smoked meats and fish; the cabinets are filled with numerous finely crafted sets of silverware and china.

A cursory look at the cabinets, requiring a DC 15 Spot check or a DC 10 Search check, reveals the silverware is in disarray, and much of it seems to be missing.

4. LIVING ROOM

This is a richly furnished room, full of overstuffed couches, chairs, and divans, with large bay windows overlooking the street and a fireplace against the far wall. On the mantle are trophies of indeterminate origin. Over it is a portrait of an elder Verlaine.

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5. DINING ROOM

A lavish meal is laid out on a long table of polished oak wood. The silver plates and utensils mark Verlaine's station well. Their delicate etchings are artfully rendered, and seem designed to show that Verlaine is not just a rich man, but a man of taste. The sumptuous food spread across the table is untouched and ice cold. It seems the good councilor was too occupied to enjoy his own luxury.

UPSTAIRS

The stairs, lined with paintings of Verlaine's merchant freighters, end in a hallway about 40 feet long. There are three doors along the wall. From under the middle one seeps a pool of red.

6. BATHROOM

Other than a bit of a smell, there is nothing of interest in the bathroom.

7. BEDROOM

You throw open the door on a bedchamber done up in dark oak and lined with heavy wardrobes, with a canopy bed in the center. Under ordinary circumstances, it would be a warm, comfortable hideaway, but now it has been turned into an abattoir. The bed holds what's left of Councilor Verlaine; on the carpet lie four members of his personal guard, including his captain, Lloyd. All have been hacked almost beyond recognition.

ENCOUNTERS (EL 6)

When the PCs are inside the room, they get a nasty surprise—a Brotherhood assassin, Slaan, springs out of a wardrobe behind them! Have Slaan make a Hide check opposed to the PC's Spot checks to determine surprise. After the first round, his accomplice, McNeil, joins him, as he was nearby, rummaging through the Study in Room 8.

McNEIL

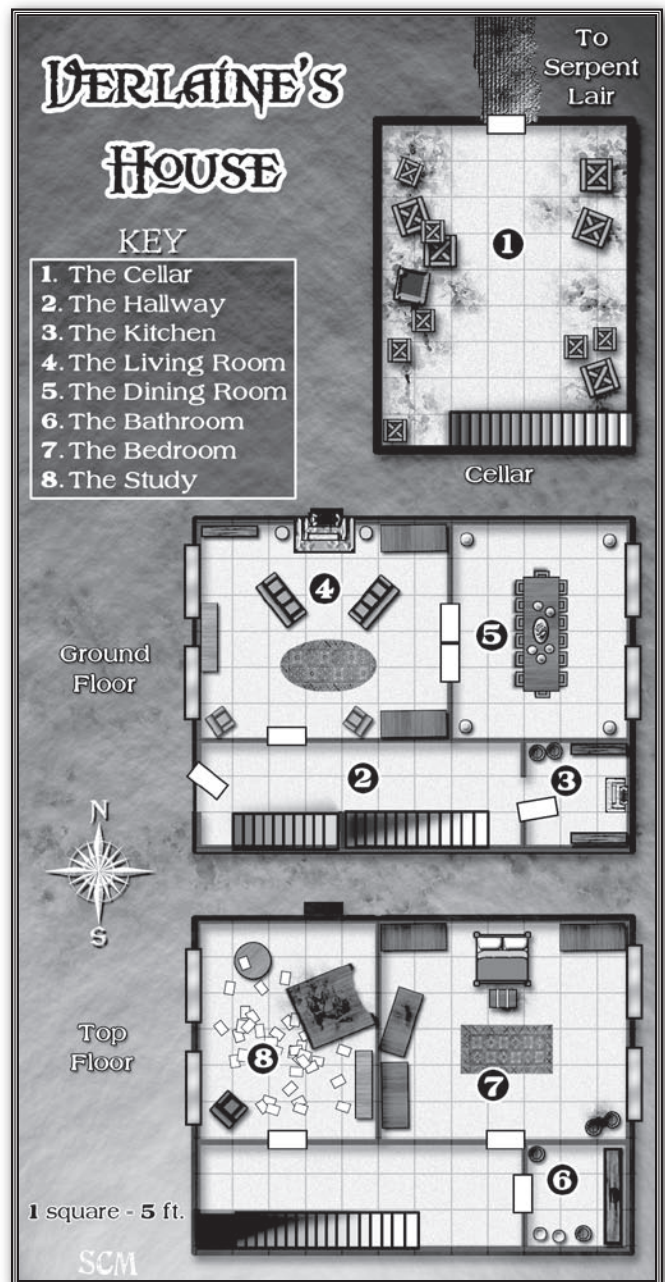
Male Human Fighter 2: CR 2; Medium humanoid (5-ft. 11-in. tall); HD 2d10+2; hp 17 Init +6; Spd 20 ft.; AC 18 (+2 Dex, +5 chainmail, +2 heavy shield), touch 12, flatfooted 17; Base Atk +2; Grp +4; Atk/Full Atk +6 melee (1d8+2/19–20, masterwork longsword) or +4 ranged (1d8/19–20, light crossbow); AL CE; SV Fort +4, Ref +2, Will –1; Str 15, Dex 14, Con 13, Int 10, Wis 8, Cha 12.

Skills and Feats: Climb +0*, Hide –3*, Jump –2*, Search +1; Cleave, Improved Initiative, Power Attack, Weapon Focus (longsword).

Possessions: Chainmail, heavy steel shield, masterwork longsword, light crossbow, 10 bolts, 3 flasks of alchemist's fire, loot from Verlaine's house, rough map of the Knowledge temple.

Slaan

Male Human Rogue 5/Assassin 1: CR 6; Medium humanoid; HD 6d6; hp 21; Init +3; Spd 30 ft.; AC 17, touch 13, flatfooted 14; Base Atk +3; Grp +4; Atk/Full Atk +7 melee (1d6+2/ 18–20, +1 rapier), +7 melee (1d4+1/x3, punching dagger), or +7 ranged (1d6/x3, short bow); SA death attack, poison use, sneak attack +4d6; SQ



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evasion, trapfinding, trap sense +1, uncanny dodge; AL CE; SV Fort +1, Ref +9, Will +2; Str 12, Dex 16, Con 11, Int 14, Wis 13, Cha 10.

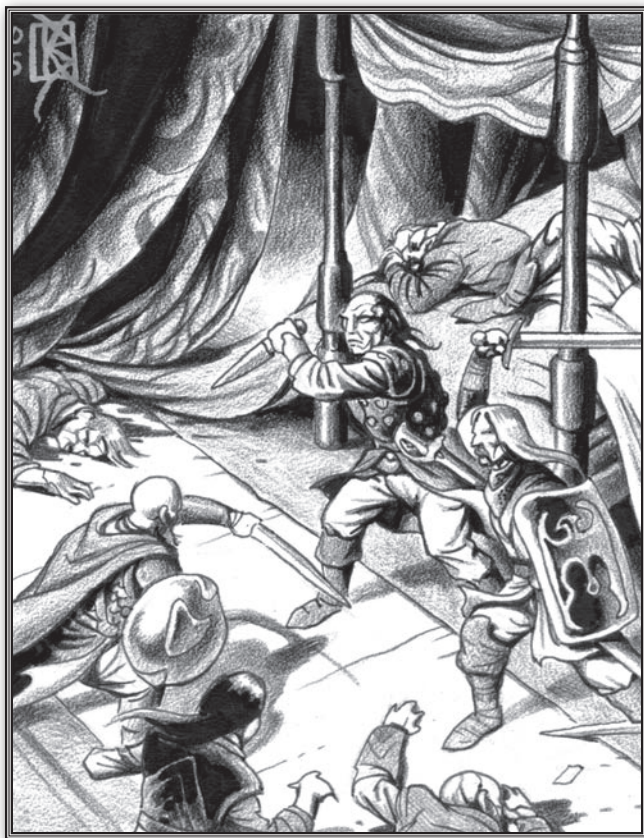
Skills and Feats: Climb +9*, Disguise +9, Escape Artist +11*, Hide +11*, Intimidate +9, Jump +0*, Listen +10, Move Silently +11*, Search +11*, Sleight of Hand +7, Spot +10, Tumble +11*; Dodge, Mobility, Point Blank Shot, Weapon Finesse. (* includes -1 armor check penalty for studded leather.)

Spells Known (Cast per Day: 1; save DC 12 + spell level):
1st—*feather fall*, *jump*.

Possessions: Studded leather, +1 rapier, masterwork shortbow and 10 arrows, masterwork punching dagger, *amulet of natural armor* +1, *potion of cat's grace*, 2 *potions of cure light wounds*, 3 flasks of alchemist's fire, loot from Verlaine's house, false contract.

TACTICS

With only two of them against an armed party, the assassin can't take the time to make death attacks. He is a respectable combatant nevertheless. The cultists are fanatics, like all Brotherhood members, but they also recognize that the mission—framing the PCs for Verlaine's murder—is of prime importance. The cult can't afford to have their bodies found as evidence, so if it looks like they cannot defeat the PCs, they try to escape with a dramatic leap from the window. Slaan casts *feather fall* to prevent McNeil from taking falling damage, and uses *Tumble* to avoid it himself. These two know the neighborhood



intimately and can quickly disappear down side streets, requiring a DC 18 Survival or Spot check to follow them.

If there is no chance of escape, the cultists smash flasks of alchemist's fire on the PCs and about the room; they stay and burn with the rest of the building if there is no other recourse, destroying all trace of their identities.

Once the PCs dispatch the intruders, they find several interesting items on their persons. Both are carrying numerous valuables—golden goblets, silverware, jewelry, and coins, about 3,000 gp total, and most of it marked with Verlaine's seal. If the PCs decide to take the swag, remind them this is no dungeon—they're fleeing a crime scene with stolen goods. (If they take it anyway, there could be serious repercussions later, or at least a lot of explaining to do.)

McNeil possesses a rough map of the temple to the God of Knowledge—with arrows pointing to the entrances to the building (see **Handout D**). Slaan also has a document, written in Common, allegedly addressed to the PCs by Verlaine (see **Handout E** for the full text).

The cultists were going to plant the phony deputation order in Verlaine's study — “proof” of Drac's version of the massacre. The map was distributed to a number of Brotherhood agents, who are to descend upon the temple tonight and carry out the remainder of their grisly scheme. They were planning to stash the loot in the PCs' lodgings, to show just what kind of low-down double-crossers they were. (Of course, the PCs may aid in their own framing if they carry off the loot.)

DEVELOPMENT

If the cultists make their escape, they warn K'Ral of the party's interference and may be present at the attack (see **Part Four: The Siege**, below). The incriminating note can't be left in Verlaine's house now, so they plant it in the PCs' room at the inn.

If you wish to use the material presented in the sidebar on page 46, Reikart Lloyd is unconscious but not yet dead.

Slaan's document isn't likely to make much sense, but the map should make something click. If the players still aren't getting it, have the PCs make DC 10 Intelligence checks to remember what Egil heard about the Brotherhood wiping his order out tonight. This ought to be enough to make them realize that the Brotherhood plan to attack the temple—tonight! There's not a moment to lose!

8. STUPY

This room is a mess. Books from the bookcases lining the room lie scattered onto the floor, a big, dark-wood desk is similarly ransacked. The cultists destroyed most of the papers in the room (nothing incriminating, they just wanted to make it look convincing). They were going to place the PCs' “contract” near the top of the heap.

If the PCs enter this room before investigating the bedroom, they encounter McNeil here. After one round, Slaan arrives, attempting to use *Move Silently* to gain surprise.

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- PART IV: THE SIEGE -

IN WHICH THE ADVENTURERS FIGHT FOR THEIR LIVES, AND A SNAKE SHEDS HIS SKIN

The PCs, with Egil in tow, can slip out of Verlaine's place fairly easily. They can use the secret passage again or try the street—the other guards on the block aren't paid to watch any buildings but their own, and they don't pay the adventurers much mind.

If the PCs try to contact a member of the Watch on the way back to the temple of the God of Knowledge, they find that, mysteriously, none are to be found. Drac has pulled them back to the Courts and the Council building on a pretence of heightened security, so as to facilitate the temple invasion.

LOCATION 9:

THE TEMPLE OF THE GOD OF KNOWLEDGE

This temple is the center of worship of the God of Knowledge in Freeport. There are 26 10 ft. by 10 ft. cells and 2 10 ft. by 15 ft. cells that house the priests on the first floor. The two rear towers house the High Priest and his second in command. The upper floors contain all of the library stacks and documents. The side doors to the temple are locked from the outside but can be used as exits as they unlock from the inside. The upper levels of the temple are not described in detail, as they do not play a part in this adventure.

1. RECEPTION DESK

All visitors to the temple are greeted here at a long desk by the priest who is on duty. He is responsible for pointing visitors in the right direction and generally greeting all those who visit the temple. Those who seek an audience with the leaders of the temple are shown to one of the two sitting rooms marked area 2 on the map. A friendly wizard has cast a permanent *alarm* spell on a small gem under the desk. If touched by the priest an alarm bell will ring throughout the atrium and the temple priests arrive quickly to meet any threat.

2. SITTING ROOMS

These two rooms are richly decorated and contain comfortable chairs and sofas. Those awaiting an audience with temple leaders are sent to wait in one of these two rooms. The doors leading out are locked.

3. ACCESS TOWERS

These towers provide access to all floors of the temple. They are restricted and can only be used by members of the temple.

4. THE GREAT ATRIUM

This enormous atrium is lit by skylights set in the ceiling 100 feet above. The walls are lined with archways leading to the living quarters of the temple and on the upper levels to the scroll and book stacks. Numerous staircases line the walls of the atrium in a criss-crossing pattern that allows access to the many levels of the temple.

A. STATUES

These statues can represent either a manifestation of the God of Knowledge or renowned heroes of the priesthood. Their exact appearance is left up to you to customize for your campaign.

B. THE RADIANT ARCH

A steady, bright, yellowish light always illuminates this archway. This represents the light of knowledge and is the center of worship for the priesthood. If this does not fit in with your campaign please feel free to customize it to your liking.

5. PRIEST CELLS

All of the areas marked 5 on the map represent the cells that house the priests and acolytes of the temple. They are sparsely furnished and normally house 2-4 priests each.

6. HIGH PRIEST'S OFFICES

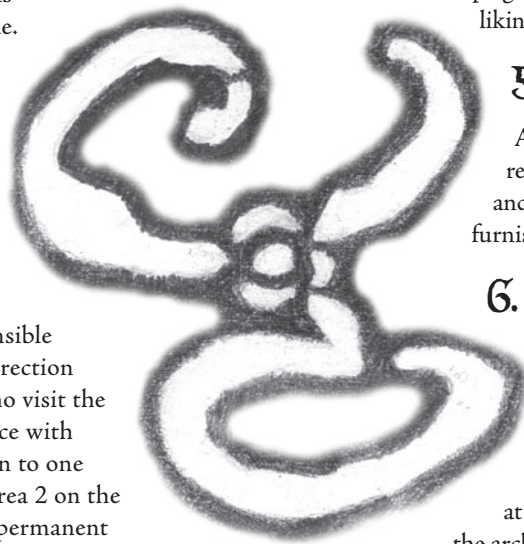
This room is the office of the high priest of the temple. From here he conducts the day-to-day business of running the temple. There are always two acolytes here waiting on the high priest when he is at work. Lockable sliding panels can close off the archways leading to this area if necessary.

7. OFFICE OF THE HIGH PRIEST'S ASSISTANT

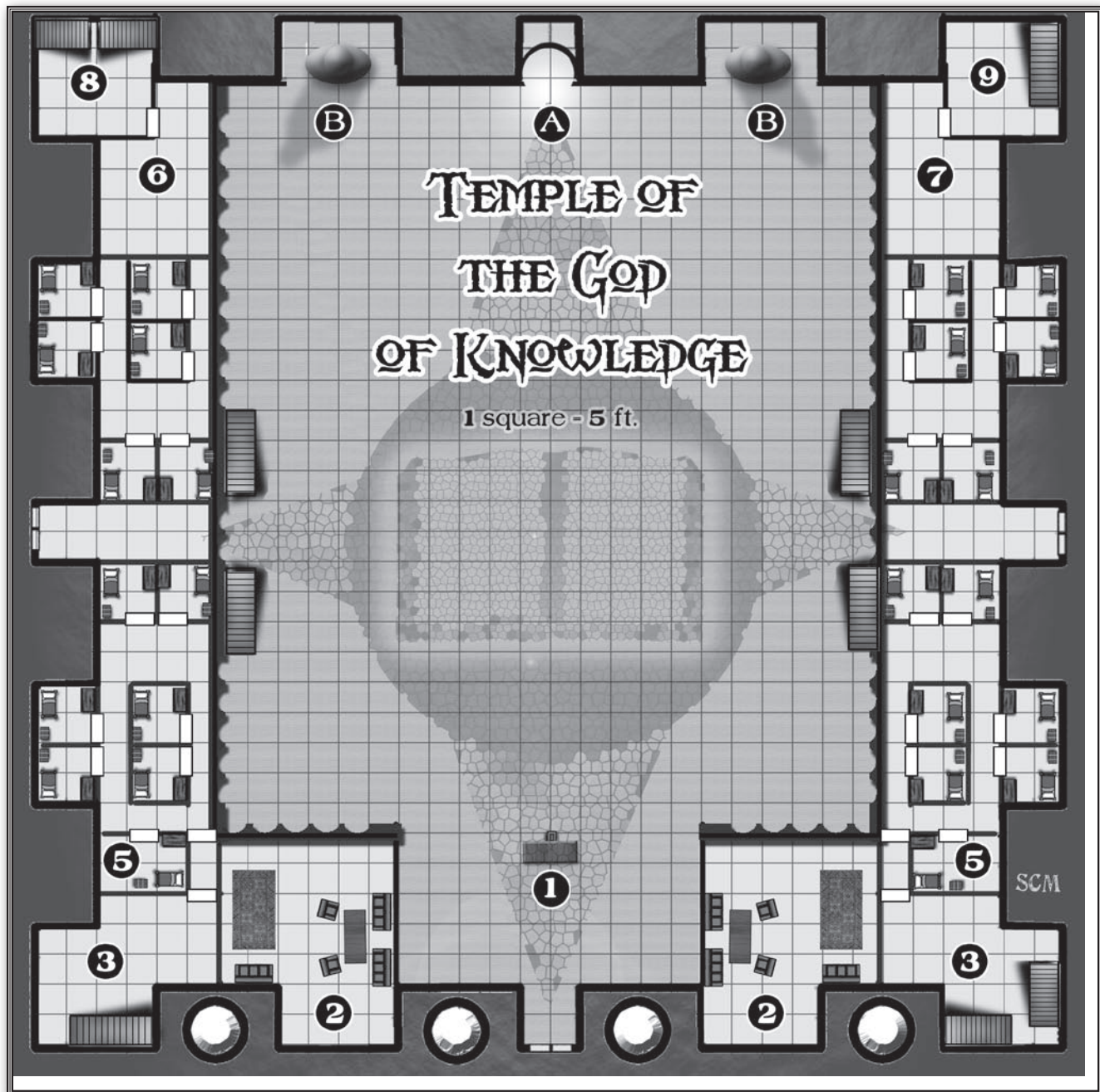
This room is the same as area 6 except that a priest, second in command at the temple, uses it.

8. HIGH PRIEST'S TOWER

This tower is the private living quarters of the high priest of the temple. It rises up the entire height of the building and



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is quite luxurious. Understandably, the door to this area is always kept locked.

9. ASSISTANT'S TOWER

This tower is identical to the one occupied by the high priest except that it only encompasses the first two floors of the temple.

SPEAKING WITH THURON

When the PCs arrive, they may gain an audience with the high priest, Thuron, if they insist on the importance of their message. The high priest is initially distrustful of the PCs, but

believes Egil's story. If the PCs have brought the recovered serpent tongue document with them, he reacts with alarm.

The old cleric folds the document carefully and returns it to you. His voice is subdued but troubled. "I've known this day had to come, since I first learned of the activities of the Brotherhood in Freeport. There was no way any human agency could destroy them. They would return to seek vengeance on those who would hinder their diabolical schemes. This document proves it."

"Should we survive this night, I will tell you what is contained herein. But there is no time now. They will

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be upon us—soon, and in force. We must secure the temple. Egil, wake the clergy and have them begin spells of protection.”

To you, the old cleric says, “I will not abandon this holy place to the Brotherhood’s loathsome depredations. And I will not have the order hunted down and murdered one by one. We will make our stand, and we will trust in our god to protect us.

“My friends, I would ask you to stay and help. I will give you all the rewards this simple order can spare. We may have the god on our side—but steel never hurt, either, as you well know.”

If the PCs agree to help, Thuron suggests they wait at the entrances marked on the map. He figures that the Brotherhood planned to catch the clerics asleep and unprepared. With any luck, they won’t realize their scheme has been found out and will simply attack as planned.

Egil and Thuron move off to rouse the clerics. The PCs just about make it to the marked entrances as the doors start to open.

THE BROTHERHOOD ATTACKS

The PCs are confronted by five Knowledge God clerics at each entrance, many of whom sport wicked wounds. These persons claim that they were out picking up groceries and dry goods for the temple (which they can produce on demand). While passing through a darkened street in the Old City, they were ambushed by shadowy figures in robes, carrying long, crooked knives. Everything happened too quickly for them to see anything. They got away but are sure they were being followed, so they split up to try to throw off their pursuers. If the PCs call on Thuron or Egil, they identify the clerics as legitimate.

Both groups are fakes, composed of human cultists disguised thanks to a *wand of alter self* and artfully smeared with blood from the local slaughterhouse. A Spot check to see through the disguise is opposed by Disguise checks at a +10 circumstance bonus. The Brotherhood murdered the unfortunate clerics and appropriated their garb.

The group at the western door is led by K’Ral, a serpent cleric in human form. K’Ral didn’t expect to find the PCs here; the plan was to be let in, then wreak havoc after the clerics went to bed. She quickly concocted the attack story in an attempt to take control of the new situation. The rest of the cultists are clever enough to follow her lead and act realistically.

If Slaan or McNeil made their escape from Verlaine’s house, Slaan is with the unaccompanied clerics and McNeil is with K’Ral’s group. Slaan’s presence raises the EL to 8; McNeil’s presence or absence does not affect the EL.

UNCOVERING THE RUSE

Most of the false clerics attempt to confuse the situation by shouting out conflicting suggestions: evacuate, call the Watch, leave the temple to take care of its own, and so on. K’Ral acts reasonable, although scared, not obviously villainous. She even suggests using *detect magic* or *discern lies* as a good way to test for intruders. She’s wearing a *ring of mind shielding*, which conceals her true intention from prying spellcasters, and hopes to salvage the operation at the cost of the rest of the strike squad.

A DC 20 Spot check lets a character notice the heavy gold ring on K’Ral’s finger. If that doesn’t raise suspicion, have the character make an DC 15 Intelligence check to remember something Egil said long ago: His order takes a vow of poverty.

Failing that, try another DC 20 Spot Check to notice a faint scent of caves on one of the “clerics.” On a success, subsequent checks at DC 15 can detect the odor around other clerics as well. Only about half of them have a detectable smell, though; some are infiltrators in city institutions who have been living above ground.

If questioned about their backgrounds, or about the Knowledge God’s temple, the disguised cultists become evasive. They can give plausible enough answers to general questions on temple operations, and even the layout of their rooms (Milos did *very* complete surveys). But they start to fall down on personal questions—lies that can be detected by magic.

In the unlikely event the PCs don’t reveal *any* of the imposters, Thuron can step in to lend a hand, explaining that he has a “special skill” in this area.

ENCOUNTERS (EL 6)

Once revealed, or if Thuron takes action to identify the intruders, K’Ral gives the attack order.

K’RAL

Female Civilized Serpent Person Fighter 2/Sorcerer 1/Cleric 1: CR 4; Medium monstrous humanoid (shapechanger) (5-ft. 9-in. tall); HD 2d10 plus 1d4 plus 1d8; hp 25; Init +5; Spd 20 ft, swim 5 ft.; AC 17, touch 11, flatfooted 16; Base Atk +2; Grp +3; Atk/Full Atk +4 melee (2d4+1/18–20, falchion), +3 ranged (1d6/x3, shortbow); SA rebuke undead (3/day); SQ darkvision 60 ft., change shape; AL CE; SV Fort +5, Ref +1, Will +4; Str 12, Dex 13, Con 11, Int 12, Wis 13, Cha 11.

Skills and Feats: Concentration +5, Disguise +0 (+10 with change shape), Escape Artist +0*, Hide –2*, Intimidate +6, Knowledge (arcana) +5, Listen +3, Move Silently –2*, Spot +3; Alertness, Combat Casting, Improved Initiative^B, Point Blank Shot, Weapon Focus (falchion).

Change Shape (Su): Change shape to Small or Medium humanoid form, 3/day. Loses swim Speed in humanoid form.

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Sorcerer Spells Known (Cast per Day: 5/3; save DC 10 + spell level; 30% arcane spell failure): 0—*daze, detect magic, ray of frost, touch of fatigue*; 1st—*magic weapon, shield*.

Cleric Spells Prepared (3/2+1; save DC 11 + spell level): 0—*detect magic, resistance* (x2); 1st—*bane, doom, inflict light wounds**.

*Domain Spell. *Domains*: Destruction (smite 1/day, +4 attack, +1 damage); Evil (+1 to cast evil spells).

Possessions: Chain mail, falchion, shortbow with 20 arrows, ring of mind shielding, 20 pp.

CULTISTS

Male and Female Human Cultist* 2: CR 1; Medium humanoid; HD 2d6+2; hp 9 (average); Init +5; Spd 30 ft.; AC 11, touch 11, flatfooted 10; Base Atk +1; Grp +1; Atk/Full Atk +1 melee (1d6, club, or 1d4/18-20, x2, kukri); AL CE; SV Fort +1, Ref +1, Will +4; Str 10, Dex 12, Con 12, Int 10, Wis 12, Cha 12.

Skills and Feats: Bluff +9, Disguise +6 (+8 acting) (+16/+18 with *alter self*), Hide +6, Knowledge (religion) +5, Sleight of Hand +9; Improved Initiative, Martial Weapon Proficiency (kukri), Skill Focus (Disguise), Skill Focus (Sleight of Hand).

Possessions: Concealed kukri, dry goods and groceries. The cultists are disguised by a *wand of alter self* with just enough charges to disguise the group.

* See Appendix II: New Mechanics on page 121.

TACTICS

If they're identified, half of the disguised cultists rush Thuron, the rest at Egil. To confuse the situation, K'Ral pretends to defend the temple (holding back her blows; the blood disguises this fact) until she can get a clear shot at the party's most obvious threat, such as a tough fighter or a wizard. She attacks individual PCs in descending order of perceived danger and tries for flanking bonuses whenever possible, taking advantage of the general confusion to avoid being noticed as the attacker. She'll attempt an opportunistic attack on Thuron if at all possible (although the aged cleric is tougher than he looks).

Unless K'Ral is revealed by the time the fight is over, she is still in a position to cause great damage to the temple. Looking around after the fight, the PCs may realize with a DC 15 Spot check their erstwhile ally is nowhere to be seen. A search of the temple finds a couple of the cells locked. In one of these, K'Ral has already dispatched a pair of minor temple attendants, and she is in the process of putting the sword to two more in the other. If interrupted, she fights to the death in an effort to do as much damage as possible.

ALLIES

Thuron and Egil were able to rouse twenty clerics to help in the defense of the temple, who begin appearing a round or two after the cultists arrive at the entrances. The resident priests are not skilled combatants, but will trust in Thuron's leadership in the battle (or in his absence, that of a charismatic PC). The old priest may hold a few acolytes back to cast healing and protective spells on the PCs, as they represent the temple's best hope for a successful defense.



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THURON, A.K.A. K'STALLO

Male Civilized Serpent Person Cleric 4: CR 4; Medium monstrous humanoid (shapechanger); HD 4d8; hp 23; Init +4; Spd 30 ft., swim 15 ft.; AC 11, touch 10, flatfooted 11; Base Atk +3; Grp +4; Atk/Full Atk +4 melee (1d6+1, club); SA turn undead (4/day); SQ darkvision 60 ft., change shape; AL CG; SV Fort +4, Ref +1, Will +7; Str 12, Dex 11, Con 10, Int 14, Wis 16, Cha 13.

Skills and Feats: Concentration +5, Diplomacy +2, Disguise +1 (+11 with change shape), Escape Artist +4, Hide +6, Knowledge (arcana) +9, Knowledge (religion) +9, Move Silently +2; Combat Casting, Improved Initiative^B, Still Spell.

Change Shape (Su): Change shape to Small or Medium humanoid form, 3/day. Loses swim Speed in humanoid form.

Cleric Spells Prepared (5/4+1/3+1; save DC 13 + spell level): 0—detect magic, light, purify food and drink, read magic, resistance; 1st—bless, comprehend languages, detect secret doors*, remove fear, sanctuary; 2nd—augury, detect thoughts*, hold person, remove paralysis.

*Domain Spell. **Domains:** Knowledge (+1 to cast divinations); Magic (use spell completion and spell trigger items as Wizard 2).

Possessions: Club, key ring (on which are keys to places unknown in the temple to the God of Knowledge), holy symbol.

CLERGY OF THE GOD OF KNOWLEDGE (20)

Male and Female Human Cleric 1: CR 1; Medium humanoid; HD 1d8; hp 4 (average); Init +0; Spd 30 ft.; AC 11, touch 11, flatfooted 10; Base Atk +0; Grp -1; Atk/Full Atk -1 melee (1d6, club); SA turn undead (2/day); AL

NG; SV Fort +2, Ref +0, Will +4; Str 9, Dex 10, Con 11, Int 12, Wis 14, Cha 8.

Skills and Feats: Concentration +2, Heal +5, Knowledge (religion) +5, Knowledge (any one) +8, Profession (scribe) +6; Scribe Scroll, Skill Focus (Knowledge [any one]).

Cleric Spells Prepared (3/2+1; save DC 12 + spell level): 0—cure minor wounds, detect magic, light; 1st—bless, protection from evil*, sanctuary.

*Domain Spell. **Domains:** Good (+1 to cast good spells); Knowledge (+1 to cast divinations).

Possessions: Club, holy symbol

BROTHER EGIL

hp 15, see page 15 for details.

DEVELOPMENT

In the unlikely event that Thuron is killed in the battle, the PCs are in for a nasty surprise: The old priest's body reverts to the horrid form of a serpent man! Egil knows nothing of this and reacts with shock. In this situation, you'll have to convert much of the conversation below into documents hidden in the high priest's quarters.

OPTIONS

You may find that running a simultaneous combat at two different locations is confusing. A good way to handle this is to simply have one big initiative order and treat the whole affair as a single combat. You may find that using miniatures helps you remember who is at each location. If this all sounds like too much hassle, you can make the Brotherhood attack come from only one direction, and pile everyone into one location for the final showdown. PCs may thus waste precious time guarding a safe location, and they'll have to hustle to help their friends fight off the real attack.

~ AFTERMATH: THURON'S CONFESSION ~

After the battle, Thuron, Egil, and the other surviving clerics work healing magic on the adventurers. Once he is sure the temple is secure, Thuron leads the PCs and Brother Egil to the temple tombs.

The tombs are cold, dark, and deathly still, but the feeling is reverent rather than grim. A luminescent moss hangs from the marble wall, giving off a hint of sandalwood and a gentle yellow glow. Thuron runs his hands along the moss and chuckles softly to himself. Then he lowers his eyes.

"Here I must make a confession. I have lied to you all. I went astray for the best of reasons—but nonetheless I went astray. I can only swear to you I had no part in what you are about to see."

With that, Thuron speaks a few hushed syllables in prayer and slides open a crypt. There is a rush of air, a billow of incense, and you find yourself looking at the body of—Thuron! He seems eminently peaceful in death.

"I am not Thuron, as you can see. My name is K'Stallo. I am the last priest of Yig.

"The Brotherhood were not the only serpent people to survive the destruction of Valossa with their intellects intact. Yig preserved some of his faithful in the farthest corners of the world. But evil—and stupidity—have a greater attraction over the centuries than does peaceful worship. Many of my number reverted to simple animals, or worse yet, joined the Brotherhood.

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ADVENTURE SEEDS

You may want to run some interim adventures before moving on to *Madness in Freeport*. Some adventure seeds follow. *Tales in Freeport* also has some suitable short adventures.

A NEW ALLY

K'Stallo's fate is left vague at the end of the adventure. He may simply leave the city, and put it on the PCs to explain the death of Thuron. Alternately, he may conspire with the PCs to keep up his charade. If K'Stallo continues his impersonation, he can find out all sorts of interesting information. He could easily unearth items of interest and then send the PCs on missions throughout the city or beyond. A typical adventure might be the location and exploration of serpent people ruins on an obscure island.

A FINGER A WEEK

The PCs run into Brother Egil one day, and noticed that he's been roughed up. He brushes off the incident, blaming it on local toughs. A few days later they see him again, and his left hand is bandaged. It seems that the good brother is missing his pinky finger. A little prodding and Egil shares his shameful secret. As the PCs may recall, Egil's order takes a vow of poverty. And yet Egil had a large amount of gold to hire the PCs on two different occasions. As it turns out, he borrowed the gold from a moneylender and now it's time to pay the man back. Brother Egil hasn't been able to raise the money, so the moneylender's thugs have taken his pinky, and promised to take another finger for each week the cleric doesn't pay. The PCs may take it upon themselves to get involved, thus encountering the criminal underworld of Freeport for the first time. They may take on the moneylender, but he has powerful friends...

ON THE HIGH SEAS

The PCs find out exotic goods are flowing into Freeport for the construction of the lighthouse. They may then decide to get a ship of their own and engage in a little enlightened piracy (which is, after all, a Freeport tradition). Locating and interdicting ships with vital supplies may slow down the construction of the temple while the PCs try to figure out what Drac's plot is all about. Swashbuckling fights on the high seas are always good fun.

"Lucius found us, during his wanderings, in a small mountain village far to the north. I realized the knowledge he had accumulated might be able to lead us to a closer communion with Yig—an understanding of the divine that has all but faded away over the centuries. So I followed him during his search. I followed him home.

"I slipped into this temple in human guise one evening to look through the scrolls Lucius had brought back from his wanderings. While I was searching, I discovered Thuron dead at his desk. His heart had given out during the night. At that moment I made a fateful choice. Perhaps not a wise one, or even a brave one, but one that made the most sense. I took Thuron's place and devoted myself to the study of the scrolls. I even slipped into Lucius's chambers one evening to see if he had held onto any others. I believe I startled you, Egil. For that I apologize.

"I should have spotted Milos at once, but I was too engrossed in my work. When I learned of your adventures with the Brotherhood, I should have abandoned my charade. But I was too greedy for knowledge.

"Now I will render you the only service I can—far too little, far too late. This document promises great danger for Freeport—and for the world. It is a public speech, an explanation of tonight's events. I will translate it without remarking upon the obvious—it is all lies."

Refer to **Handout C** for the complete text of this document.

K'Stallo looks up, concern etched in his face. "It is the next part of the document that troubles me the most. For the note is addressed to Sea Lord Drac. And his name is marked with the Yellow Sign."

What will Drac do now that his scheme has been foiled? What was Milos putting in those lighthouse plans? And will the Unspeakable One play a return engagement in Freeport?

Madness in Freeport, the conclusion of the trilogy, answers all those questions, and more.



INTERLUDE II: THIEVES AND LIARS

Dutch Tillinghast is on the take. As boss of the Sea Lord's Guard, he holds an untouchable post, having free reign to do whatever he wants. He and Milton Drac colluded to raid the Guard's treasury, which made him quite wealthy. So wealthy, in fact, he could afford to install a mistress on fashionable Wave Avenue. Of course, such corruption comes with a price. As the funds to support the Sea Lord's Guard diminished, so too did their numbers. Morale sank and the guards blatantly began to solicit bribes and payoffs to supplement their shrinking income. Crime is on the rise, and the Guard is unable (or unwilling) to do anything about it. Local justice and private guards have become the norm, and the Sea Lord's Guard has become synonymous with the very criminals they are paid to fight.

Though Freeport deteriorates around him, Boss Tillinghast is quite comfortable, attending all the high society events, sipping fine elven wines from the continent, and sampling the delights of the city's best brothels. But now he has a problem. His mistress, Maggie, a classy girl with expensive tastes and even more expensive demands, has been anything but true to the commissioner of the Sea Lord's Guard. She's entertained a few other men in her rooms, but her favorite paramour is "Magic" Pete Putnam, a minstrel and performer of modest skill with a penchant for thievery of coins and hearts. One night, Dutch decided to surprise his mistress with an emerald only to discover her in the arms of another man. Try as he might to kill the man who made a cuckold of him, Dutch was unable to finish Putnam before he jumped through an open window and got away.

Enraged, he "interrogated" Maggie to find out who the man was. He then ordered the Sea Lord's Guard to track down and bring in her lover. Understaffed and disloyal, the watch failed to recover wily Pete and returned empty handed. Tillinghast resolved himself to get revenge and instructed his men to spread word Pete is a no good thief and he's wanted for robbery. To ensure a quick recovery of the man, Tillinghast offered a reward of 2,500 gp for Putnam—alive or dead. Of course, Maggie thinks she loves Pete, so she'll do whatever she must to make sure he escapes unscathed.

Thieves' and Liars is designed for four characters of levels 4–5. It's best run in between *Terror in Freeport* and *Madness in Freeport*, though with some adjustments, you could run it at any time.

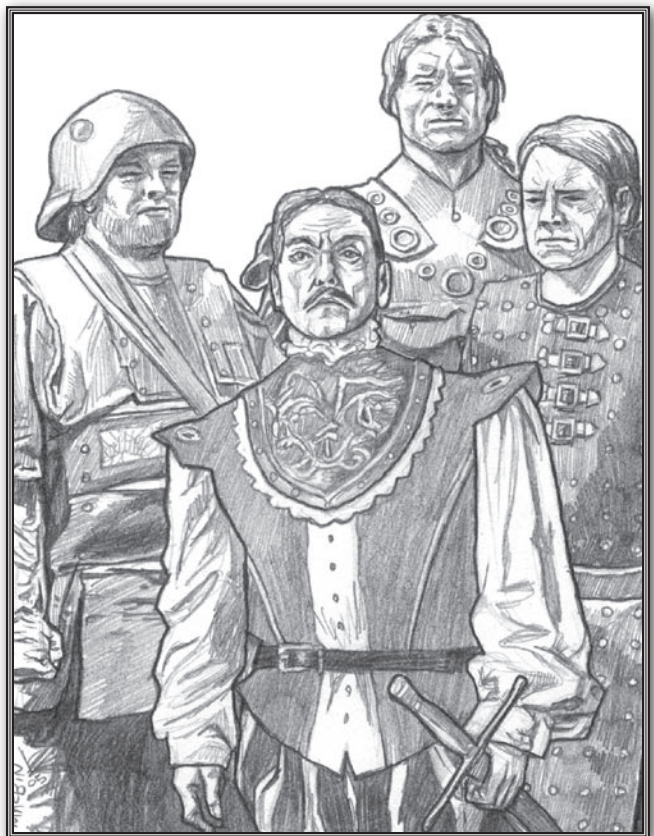
ADVENTURE SYNOPSIS

The adventure opens when the PCs catch wind of a hefty reward offered for a thief and blackguard named "Magic" Pete Putnam. Making a few discrete inquiries, the characters nearly catch him, but he slips away. Later, Maggie approaches the characters to make a counteroffer, asking them to help her reach the docks so she and her lover can get out of the city. However,

this task isn't easy for the reward posted by Dutch has attracted another bounty hunter who is quite good at his job.

PART ONE: BOUNTY HUNTERS

As you walk down the street, you see a small crowd of locals gathered around a uniformed member of the Sea Lord's Guard. You know him, mostly by his reputation. Little better than a thug, Corporal Fritz is notorious for taking payoffs and being rough with the ladies. He seems to be working the crowd, talking about something, but it's hard to make out what he's saying. As you draw closer, you can hear him over the mutters and questions of the gathered citizens, "...that's what uh sez, Boss Dutch wants 'im. Wants 'im bad 'nough to give up 2,500 pretty coins, all stamped with the fine features of our great Sea Lord..." He pauses, takes off his cap, and looks up towards the Lighthouse in act of feigned reverence, before continuing, "so, if any of youse sees that bastard Pete Putnam, you jes bring 'em to the Fortress o' Justice up in the Old City and we'll mak'ee rich." He holds up a rough sketch for all to see.



- INTERLUDE II: THIEVES AND LIARS -

Corporal Fritz, and a few others of the Sea Lord's Guard, have moved into the seedier districts of the city, spreading word of the reward for Pete Putnam. Characters succeeding on a DC 15 Knowledge (local) check know exactly who Putnam is. An entertainer by trade, "Magic" Pete Putnam has a larcenous side that occasionally exerts itself at the most inopportune of moments. He's also very lucky with women, seeming to know the right thing to say to get invited to their rooms, much to the rage of innkeepers, ship captains, fathers, and husbands throughout Freeport. "Magic" Pete has his fair share of enemies, but he's never done anything to warrant a 2,500 gp bounty.

If the PC's ask what he did, Fritz adds, "What's it matter? We're talkin' over two thousand gold. Though, if ye must know, he broke into a fine lady's place on Wave Avenue."

DEVELOPMENT

Hopefully, the reward is enough to draw the PCs into the plot. It's possible, though, they have other plans or interests, maybe even seeing themselves above something as petty as bounty hunting. If so, don't worry. The events in this interlude can develop in the background. You could have them overhear a couple of locals claiming they nearly caught him, or even themselves cross paths with the elusive man. If the characters are still not interested, the city eventually turns into as circus as locals bring roughed up minstrels to the Fortress of Justice in the hopes no one notices they have the wrong guy. To get the PCs on track, play upon their consciences, reminding the characters the Sea Lord's Guard is famous for their corruption, and that it's likely they don't have the full story.

Finding Putnam is tricky. As he's well aware of the reward on his head, he's laying low in the city. Give the characters some latitude in their search, let them call on any contacts they've established in the city, visit a number of bars, markets, and pretty much any place where they think Putnam might hide. During this time, the characters can make Gather Information checks to learn the following.

THE TALK ABOUT "MAGIC" PETE

DC Information Learned

- 10 "Magic" Pete Putnam is a local performer who works at few taverns near the docks. You seen him? They say there's a hefty reward.
- 13 Putnam is a thief and a cad, with no respect for others or their property. I saw him jump on a ship last week.
- 17 They say he has some skill with magic, but I don't believe it. It's all misdirection, you know?
- 20 Putnam's notorious for using magic to, well, make people like him. Sure, he has some talent with the flute, but he's not that good. Still, he doesn't deserve to be hunted like he is. I think I saw him yesterday skulking about near the Rusty Hook.

If all else fails to get the PCs to the Rusty Hook, you can use this encounter to put them on the right track. At some point in their investigation, they overhear a pair of working girls talking.

"Did you? Last night? Was he any good?" asks one woman, her face buried beneath many layers of cosmetics.

"Yes," giggles another, similarly painted. "He was quite good. The best, in fact. And I've seen a lot in my time," she says with a blush.

"Oh, come, tell me all about it!" the first replies.

"You should see for yourself. He played a wonderful melody on that flute of his... why, he played and played. I thought I would pass out. It was so beautiful!"

"That's probably the wine..."

"Feh. Really, you should see him. He's playing at the Rusty Hook tonight." And then the two women move off into the crowds.

Characters following the women learn the nature of their occupations, for the pair finds the arms of two off-duty sailors and, as a group, they walk into a nearby tavern. Still, the PCs can approach them, but they must contend with their "dates." The men are paying good coin for these women and don't plan to let them go easily. (If combat breaks out, use the Thug statistics on page 72 replacing their weapons with daggers.) In any event, the ladies tell the PCs that the entertainer is a new guy named Phelps. Neither had ever seen him before, and he's playing at the Rusty Hook this night.

PART TWO:

THE RUSTY HOOK (EL 6+)

A favorite haunt of sailors, the Rusty Hook has a reputation as a rough place, even by Freeport's standards. Converted from an old warehouse, the place is large with plenty of room on the main floor with bunks above for those needing a place to stay or for those in need of privacy. Karl Wine, the proprietor, doesn't mind the dangerous atmosphere; he's an old sailor and drunkard to boot, so he knows his way around the pirates frequenting his place. See **A Freeport Gazetteer** in *Freeport: The City of Adventure* for more details on this location.

Putnam, in an effort to save his scrawny neck, adopted a persona (Phelps), and set up shop here, playing at night for a roof over his head and, more importantly, to keep Karl Wine from turning him in for the reward. Unbeknownst to Putnam, the noose slowly closes around his neck, for Calybdus Snide, a bounty hunter is on to him. Snide's not

~ INTERLUDE II: THIEVES AND LIARS ~

completely sure the disguised Putnam is really Putnam, but he's suspicious. He saw him the previous night, and decided to come back just to be sure, looking for any mistakes that will clinch it. On the night the PCs come to the Rusty Hook to investigate, Snide gets his confirmation and attacks, hoping to bring the man in alive.

Stepping in through the batwing doors, you see a huge open room with wooden supports to hold up the sagging low ceiling. The décor clearly caters to those who ply their trade at sea, for nets, ropes, old mariners' wheels and the like hang from the walls. Most of the place is filled with sailors seated at tables or in the booths lining the right wall. To the left, a ladder goes up through an open hole in the ceiling, presumably to the rooms above. On the stage near the bar, a man plays a lively tune on a flute. He looks a little strange, with an oiled black moustache and rouge painted cheeks, to say nothing of the garish clothing of clashing colors. As he plays, a few bored patrons watch, barmaids weaving through the crowds, dodging grasping hands looking for a squeeze, while watching the musician perform.

The player is indeed Putnam. Most of the crowd has little love for flutists and much prefer bawdy songs of ribaldry and worse. Still, the air is festive. If the characters survey the crowd, and succeed on a DC 15 Spot check, they notice one of the patrons seems to be watching the musician a little too closely.

A man seated near the stage leans forward, craning his neck to get a good look at the player. His arm is cocked back, reaching for perhaps a dagger or sword, while his other rests on his knee. He's an odd one too, with waxy skin, black hair, and three scars running down his cheek, like scratches. He wears nondescript clothing, but there's an intensity to the man that sets him apart from the rest of the crowd.

The man is Calybdus Snide. Of course, with the man seated as closely as he is, Putnam notices Snide too and sweats. A lot. So much so, his moustache suddenly falls from his face to the floor below. Snide then jumps to his feet, his finger pointed at the bard, dramatically crying out "Aha!" in excitement much to the surprise of the crowd.

The PCs have one free round to act. The distance between the door and the stage is about 40 feet, but moving past the tables is slow going, each square costing 10 feet of movement. Characters can move across the tabletops unimpeded, and the distance between each table is about 5 feet with the tables themselves approximately 5 feet in diameter. A character hopping across the tables needs to make three Jump checks, with the DC depending on the whether or not the character has a running start.

CALYBDUS SNIDE

Male human rogue 3, ranger 3; CR 6; Medium humanoid (human); HD 3d6+3 plus 3d8+3; hp 30; Init +7; Spd 30 ft.; AC 18, touch 13, flat-footed 14; Base Atk +5; Grap +6; Atk +7 melee (1d8+2/19–20, +1 longsword) or +9 ranged (1d4/19–20 plus poison, masterwork hand crossbow) or +9 ranged (entangle, net); Full Atk +5 melee (1d8+2/19–20, +1 longsword) and +5 melee (1d6+1/19–20, masterwork short sword) or +9 ranged (1d4/19–20 plus poison, masterwork hand crossbow) or +9 ranged (entangle, net); SA combat style (two-weapon), favored enemy (humans) +2, sneak attack +2d6; SQ evasion, trap sense +1, trapfinding, wild empathy +2; AL NE; SV Fort +7, Ref +9, Will +3; Str 13, Dex 16, Con 12, Int 10, Wis 14, Cha 8.

Skills and Feats: Climb +4 (+6 ropes), Diplomacy +1, Escape Artist +3 (+5 ropes), Gather Information +7, Hide +11, Intimidate +6, Jump +3, Knowledge (local) +5, Listen +7, Move Silently +11, Search +7, Sense Motive +7, Spot +7, Survival +5 (+7 follow tracks), Use Rope +8; Endurance ^B, Exotic Weapon Proficiency (net), Improved Initiative, Rapid Reload (hand crossbow), Track ^B, Two-Weapon Defense, Two-Weapon Fighting ^B.

Languages: Common.

Poison: Injury DC 14; initial damage 1 Con; secondary damage unconsciousness.

Possessions: +1 studded leather, +1 longsword, masterwork short sword, masterwork hand crossbow with 10 bolts, net, amulet of natural armor +1, 50 feet of silk rope, 2 doses of blue whinnis poison, 25 gp.

"MAGIC" PETE PUTNAM

Male human bard 4; CR 4; Medium humanoid (human); HD 4d6; hp 14; Init +1; Spd 30 ft.; AC 13, touch 12, flat-footed 12; Base Atk +3; Grap +4; Atk +5 melee (1d6+1/19–20, masterwork shortsword) or +5 ranged (1d4+1/19–20, masterwork dagger); Full Atk +5 melee (1d6+1/19–20, masterwork shortsword) or +5 ranged (1d4+1/19–20, masterwork dagger); SA bardic music (countersong, fascinate, inspire courage +1, inspire competence); SQ bardic knowledge +6; AL CN; SV Fort +1, Ref +5, Will +3; Str 12, Dex 13, Con 10, Int 14, Wis 8, Cha 16.

Skills and Feats: Bluff +10, Diplomacy +12, Disguise +5 (+7 acting), Gather Information +5, Intimidate +5, Knowledge (local) +9, Listen +6, Perform (wind instruments) +12, Sleight of Hand +10, Spot +6; Combat Expertise, Quick Draw, Run.

Languages: Common, Elven, and Halfling.

Bard Spells Known (Cast per Day 3/3/1; save DC 13 + spell level): 0—daze, ghost sound, lullaby, message, prestidigitation, summon instrument; 1st—charm person,

~ INTERLUDE II: THIEVES AND LIARS ~

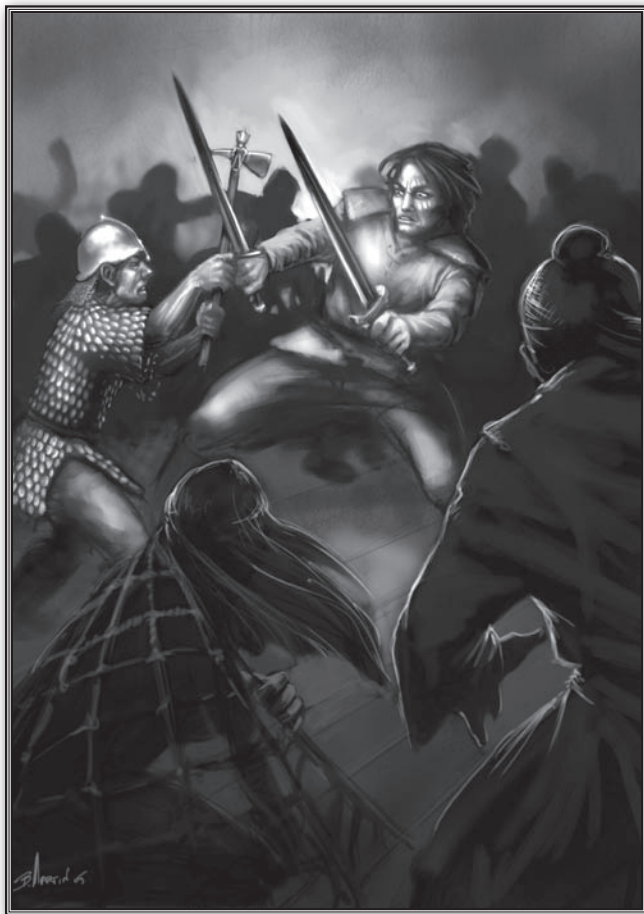
expeditious retreat, lesser confusion; 2nd—misdirection, whispering wind.

Possessions: Padded armor, masterwork short sword, 2 masterwork throwing knives, *potion of hide from animals*, *potion of invisibility*, *ring of protection +1* (matches Maggie's), *scroll of cure light wounds*, disguise kit, masterwork flute.

TACTICS

Calybdus fires a poisoned bolt from his hand crossbow, hoping to knock out or at least weaken the fugitive. (Remember, if Calybdus rolls a natural 1 on an attack roll with a poisoned weapon, he must succeed on a DC 15 Reflex save or accidentally poison himself.) If his first attempt fails, he throws a net on the second round hoping to end the confrontation as quickly as possible. Putnam, however, has other plans. Found out, he doesn't waste any time drinking his *potion of invisibility*, which he retrieves as a free action thanks to the Quick Draw feat. Next, he runs from stage, and heads to the kitchens where he slips out the back door.

If the party interferes in the exchange, Calybdus throws the net at the lead character instead (Putnam's likely to be invisible and fleeing by now). If Putnam manages to get away, the bounty hunter meets any attacks by fighting defensively with two weapons and slowly moving towards the front door—the PCs won't pay him a reward, so they're not worth the risk.



The crowd seizes this opportunity to fight each other, the entire place descends into a bloody barroom brawl. They use their fists, bottles, chairs and so on, but they don't attack PCs unless they themselves are first attacked. However, with all the commotion, there's a 10% chance each round for all characters, including the bounty hunter, to suffer from a random attack from a thrown object, a wild swing, or some other accidental blow. Roll an attack roll with a +2 attack bonus. On a hit, the attack deals 1d6+1 points of damage. Treat the 40 or so patrons as 1st-level warriors in case the PCs want to fight them all.

DEVELOPMENT

Putnam should escape. Unless something terrible happens, Snide slips away as well. The bar fight ends if someone gets seriously hurt, such as if a PC casts a big spell like *fireball* or if one the characters draws a sword and hacks his way through the crowd. Otherwise, the brawl spills out into the street after 1d4+2 rounds and continues for another 1d4 minutes in front of the Rusty Hook.

There are plenty of ways to derail the adventure in this scene. If the PCs kill Calybdus, don't worry, the reward is big enough to attract all sorts of other bounty hunters. Modify Calybdus' stats and rename him or just generate a new bounty hunter (CR 6 preferred) and use that character to replace Calybdus for the rest of this adventure.

If Putnam is captured, he doesn't reveal why he's wanted, to protect Maggie. However, as the PCs take him to the Fortress of Justice, Maggie intercepts them, in the hopes of winning them over. Should Putnam die, either at the hands of the PCs or Snide, the adventure effectively ends here, with whoever's still standing in the end taking the body in to collect the reward.

Once Putnam gets free from the Rusty Hook, he runs for a while until he finds a safe place to hide. He then casts a *whispering wind* spell, sending a message to Maggie explaining he's run out of options and that he needs to leave the city. He gives her a brief description of one of the PCs that interfered, casting this spell twice if needed. Maggie slips out of her apartment, setting out to find the party (see **Part Three: A Cry for Help**). Putnam assumes a new disguise and lays low until he hears from the girl.

Meanwhile, Calybdus retreats far enough to watch the PCs, figuring they are skilled enough and interested enough in "Magic" Pete that they will eventually lead him to the mark. He trails the party. When the PCs meet with Maggie, he eavesdrops on their conversation, and then slips away, hires two thugs, and heads over to the docks. Suspicious characters may make opposed Spot or Listen checks against Snide's Hide or Move Silently checks to notice him. (If he's spotted, he flees, only to return a few minutes later.)

- INTERLUDE II: THIEVES AND LIARS -

PART THREE:

A GRY FOR HELP (EL 5)

Maggie is deeply in love with Putnam, so she'll do whatever she must to make sure he's safe. She knows Dutch won't give up the hunt and the reward is too big for things to just blow over. Her lover's life is in jeopardy for as long as he stays here. So, Maggie's resolved to leaving the city, setting out for nearby Libertyville.

Assuming Putnam escapes from the Rusty Hook, Maggie uses a *scroll of scrying* to locate the PCs. Once she finds their location, she slips out of her apartment, using an *invisibility* spell to avoid being noticed by Dutch's men, and sets out to find the characters. It takes her 1d4 hours to locate them. Just before she approaches them, she drinks a *potion of eagle's splendor* to improve her chances at convincing them of her plight.

Of course, the PCs or Snide may have captured Putnam already. If the PCs have him, she stops them on the way to the Fortress of Justice, hoping to convince them of their situation and the wrongness of Tillinghast's bounty. On the other hand, if Snide captures Putnam, Maggie finds the PCs, thinking they might be potential allies and begs them for help to free Pete.

If the characters give her the opportunity to talk, read the following.

The red haired woman is young, with a smattering of freckles on her cheeks. She's dressed simply, no more than a thin dress and slippers, and she wrings her hands with worry. Finally, she speaks, "You have it all wrong! Pete's innocent. He didn't rob me... he would never.... I can't bear it if I lost him, you have to help me. If Dutch gets hold of him, he'll kill him. He's threatened to kill me too, but says he's waiting so he can strangle Pete in front of me first. Look. I know the commissioner's offering a lot of money, but... I can pay you half of it if you help us get out of the city."

Maggie tells the PCs she is indeed Tillinghast's mistress, but she's much more than a high paid courtesan. Though she began her career as a prostitute, she discovered she had a talent for magic, something she put to good use and landing her a place as the mistress of an important man in the city. Dutch doesn't know anything about her abilities, and Maggie would just as soon keep it that way, for the commissioner has a deep and abiding fear of witchcraft. If her skills came out, her cushy apartment and stipend would end, as would, likely, her life.

She didn't mean to fall in love with Pete. She's taken other lovers before, but he's different. As a girl of the streets, Maggie regularly left the comfort of Wave Avenue to visit her old haunts in the Docks. On one of these ventures, she met Pete

and saw in him a kindred spirit. The two became friends and soon after lovers, all behind Tillinghast's back. It was inevitable Dutch would find out, but Maggie didn't care because she genuinely loved the rogue. The danger didn't matter.

MAGGIE

Female human sorcerer 5; CR 5; Medium humanoid (human); HD 5d4+5; hp 17; Init +2; Spd 30 ft.; AC 13, touch 13, flat-footed 11; Base Atk +2; Grap +1; Atk +2 melee (1d4-1/19-20, masterwork dagger); Full Atk +2 melee (1d4-1/19-20, masterwork dagger); SQ summon familiar (none); AL CN; SV Fort +2, Ref +3, Will +6; Str 8, Dex 14, Con 13, Int 10, Wis 12, Cha 16.

Skills and Feats: Bluff +13, Concentration +9, Diplomacy +7, Disguise +3 (+5 acting), Hide +4, Intimidate +7, Knowledge (arcana) +5, Move Silently +4, Sense Motive +3, Spellcraft +5; Negotiator ^B, Persuasive, Stealthy.

Languages: Common.

Sorcerer Spells Known (Cast per Day 6/7/5; save DC 13 + spell level): 0—*daze, detect magic, detect poison, message, read magic, resistance*; 1st—*charm person, color spray, disguise self, sleep*; 2nd—*invisibility, touch of idiocy*.

Possessions: Masterwork dagger, 3 *potions of eagle's splendor*, *ring of protection* +1 (matches Putnam's), *scroll of scrying* (used), *scroll of whispering wind*, *wand of charm person* (16 charges), emerald worth 500 gp.

DEVELOPMENT

In truth, Maggie's doesn't have the kind of money she's offering. Though she lives in luxury, having clothing, furnishings, and artwork, the jewelry Tillinghast gives her is always for one night (he then gives the baubles to his wife) and never for keeps. The only money she has is the emerald Tillinghast dropped when he found them together. She offers it to the PCs as a show of good faith. Essentially, she wants the PCs to escort her and Putnam to the docks, where the two can steal a fishing boat and make for Libertyville. She promises to give the characters the rest of the gold once they reach the docks (which she won't, but the PCs don't know this). Faced with her story, the PCs have a number of options.

- **They refuse her:** Should the characters refuse to help Maggie, she strikes out on her own, finds Putnam and heads to the docks to get away. If the PCs are there waiting for them, they are soon joined by Snide and thus begins a three-way fight, with the bard and the sorceress working to grab a boat and get away. They surrender if reduced to half hit points or less.
- **They turn her over to the Commissioner:** Mercenary-minded PCs might turn her over to Dutch, telling him everything she's said and demand a reward for their efforts. Dutch doesn't pay up. He doesn't care about the

- INTERLUDE II: THIEVES AND LIARS -

EL AND XP FOR THIEVES AND LIARS

In addition to the XP normally awarded for defeating monsters, reward PCs who helped Maggie and Pete escape with an additional 300 XP each.

girl anymore and fully intended to kill her once he got his hands on Putnam. When Putnam finds out about Maggie, he vows vengeance and leaves Freeport for a time. He can return in the future, at a higher level and likely with some friends, to settle the score.

• **They pretend to help her to get to Putnam or they agree to help Maggie:** Either way, whether the characters intend treachery or not, the outcome is the same. Maggie reads *whispering wind* from a scroll, tells Putnam to meet her at the docks, and warns him she's with friends. When the PCs arrive at the docks, there waiting for them is Snide (or some other bounty hunter if he was killed earlier) along with a pair of thugs. See **Part Four: Escape** for details.

PART FOUR: ESCAPE

The adventure concludes with a showdown on the docks. The setting is unimportant as the action takes place on a wharf. If the PCs refused Maggie, they may stumble onto the scene later in the night, or be attracted by the sounds of combat. Otherwise, this encounter assumes the PCs help.

Maggie leads the party on a convoluted route through the city, stalling long enough for Putnam to secure the boat and make ready their escape to Libertyville. Along the way, feel free to add an additional encounter, but make sure the EL is no greater than 3; anything more will significantly hamper the party's abilities to deal with the encounter on the docks.

After about an hour, Maggie leads them out onto a wharf. There, the PCs see three dark figures struggling with a fourth in a net. Snide and a few hired thugs finally caught up with the Putnam. Maggie screams, alerting the bounty hunter and his men, all of whom turn to see the party.

SNIDE'S THUGS (2)

Male human warrior 3; CR 2; Medium humanoid (human); HD 3d8+3; hp 16; Init +0; Spd 30 ft.; AC 13, touch 10, flat-footed 13; Base Atk +3; Grap +4; Atk +5 melee (1d8+1, morningstar); Full Atk +5 melee (1d8+1, morningstar); AL N; SV Fort +4, Ref +1, Will +1; Str 13, Dex 11, Con 12, Int 9, Wis 10, Cha 8.

Skills and Feats: Intimidate +5, Listen +3, Spot +3, Use Rope +1; Alertness, Weapon Focus (morningstar).

Languages: Common.

Possessions: Studded leather, morningstar, 25 gp (pay for the kidnapping).

TACTICS

Putnam is entangled in a Snide's net. The two thugs turn, drawing their weapons and move towards the PCs, while Snide fires poisoned bolts from his hand crossbow at the party. Though the muscle is willing to beat up the characters, 25 gp is not worth their lives. If one of the thugs goes down, the other dives off the wharf and swims away. Snide continues firing bolts at the characters until either he runs out of ammunition or until a PC closes on him, at which point he draws his melee weapons and fights hand-to-hand. Meanwhile, Putnam makes an Escape Artist check each round until he succeeds, at which point he jumps into the purloined boat, which he has tied off on a post. Maggie holds back, using spells to help the PCs until one of them closes on Snide. When this happens, she runs to Putnam to help him get free of the net (taking an Aid Another action). Once he's free, she joins him in the boat and the two row away.

DEVELOPMENT

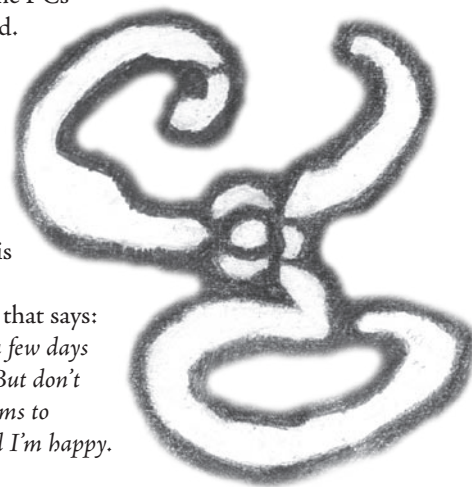
Once Snide realizes Putnam's escaped, he presses the attack until he gets an opening to escape. If allowed to live, he harbors a grudge against the PCs for as long as they remain in Freeport, becoming a perfect reoccurring villain.

If one of the thugs survives, he might report the PCs to the Sea Lord's Guard, who in turn approaches the PCs in an attempt to blackmail them.

Should Snide prove too much for the PCs, he pursues Maggie and Pete to the best of his ability. He catches up with them two weeks later, bringing them both back to Tillinghast. Or, if the PCs plotted to betray Maggie, and capture Putnam, dragging him back to the commissioner, they receive the reward, but gain the enmity of Maggie, who now wants revenge.

In all likelihood, though, Pete and Maggie get away, and without paying the PCs the promised gold.

They make it to Libertyville, but two weeks later, Maggie sends the characters a package. Inside is a gemstone, this one worth about 750 gp, and note that says: "Putnam left me a few days after we arrived. But don't worry, the city seems to agree with me and I'm happy. —M."



~ SIDETRACKS ~

A SELECTION OF SCHEMES AND PLOTS

Freeport is a place where just about anything can happen, and *Freeport: City of Adventure* contains a large number of adventure hooks attached to particular locations and characters. What follows are a number of possible adventure seeds for you to develop as desired. Use them as side-adventures to add spice and challenge to the Freeport Trilogy or even as further adventures in Freeport.

CATCH OF THE DAY

The PCs are approached by the merfolk traders Ichibando and Maralei (*Freeport: City of Adventure*, page 41) to help find a missing merman named Shalotah. A distant cousin of Ichibando's, Shalotah has long had a fascination with the city, and has often visited their stall at the Seaside Market to get a glimpse of life on land. Recently, he has disappeared.

A FISHMAN OUT OF WATER

While his relatives weren't looking, Shalotah "borrowed" Ichibando's *wand of polymorph*, gave himself some legs, and set out to explore the city. Alone and inexperienced, it wasn't long before he encountered some local thugs and wound up dead in an alley. But the story doesn't end there. Upon his death, he resumed his natural form. His attackers, frustrated that he was carrying no money and fearful of repercussions if a dead merman were found in the city, decided to salvage what profit they could from the incident. They hacked off his tail and, claiming to be honest fishermen, sold it to Dreiden Simmerswell at the Diving Fin (*Freeport: City of Adventure*, page 47), where it became the main ingredient in what patrons agreed was the choicest batch of Sea God's Delight in a long time. The Sea Lord's Guard, meanwhile, is puzzled about what became of the legs belonging to the half-body that turned up in a sewer recently.

EATERS OF THE DEAD

One of the small boats that ferry bodies to the Crematorium (*Freeport: City of Adventure*, page 43) has been attacked and sunk. The temple officials of the God of Death fear body snatchers or necromancers are involved, and now hire mercenaries and adventurers to escort the boats. It is not a popular job, and the pay is not spectacular, but it is steady work that might appeal to low-level adventurers who are down on their luck.

WRECK RAIDERS

The culprits are, in fact, a pack of lacedons (aquatic ghouls), who moved into the area recently. A boat full of fresh corpses is a mobile feast to their eyes—they have studied the boats' schedule. A boatload of corpses will sustain them for a couple of days, so not every boat that sets out for the Crematorium can expect to be attacked. However, the lacedons eventually

do what any predator does when faced with an abundant food supply—they expand their population. Boat crews (and escorting mercenaries and adventurers) killed in their attacks become lacedons in turn, and as the pack grows, it needs more food, and attacks on the Crematorium boats become more frequent. Eventually, there may even be an attack on the Crematorium itself, or the ghouls may set up a hidden lair on the Crematorium Island from which they mount stealthy raids to steal the unburned corpses.

FEMME FATALE

Freeport is well known as a den of iniquity, and so it is no surprise it attracts demons as well as mortals of evil disposition. The House of Serenity (*Freeport: City of Adventure*, page 82) just gained a new employee—a mainlander known only as Lucrecia—who is proving to be very popular. Her reputation has spread rapidly, to the point where Sylvia has been forced to start a waiting list for Lucrecia's companionship. She never talks about her past, but rumors abound. Some say she is a famous courtesan from a great mainland city, forced to flee and come to Freeport under a false name because of a scandal involving an emperor. Others say that she is a noblewoman fallen on hard times, who has come to the city to make enough money to return and claim her estates. The tales told by the other girls in the House of Serenity are less complimentary: she is a vampire, and she uses some kind of magic to steal customers from the rest. These are largely dismissed as sour grapes, however, because it cannot be denied the other girls have been losing money as more and more of their customers clamor for Lucrecia's attentions. Still, no one denies her sense of fairness, for Lucrecia has given large sums of money to many of her colleagues who have complained about dropping revenues.

FOUL TEMPTRESS

In fact, Lucrecia is really a succubus, who happily feeds on the energies of her customers. Those with the resources to frequent the House of Serenity can usually afford to lose a level or two along with their gold, and those who notice the effects frequently attribute them to exhaustion from their pleasurable exertions—any doubts are easily put to rest by Lucrecia's high Charisma and *suggestion* ability. Lucrecia is normally careful to avoid anyone who might uncover her true nature, using *detect thoughts* and summarily dismissing any suitor who betrays dangerous suspicions. The enormous demand for her services ensures that she can select her customers without arousing suspicion. So far, Lucrecia has been careful not to drain her victims of too much life energy at a time, but her chaotic nature rebels against this restraint. It is only a matter of time before someone dies in her company. While, paradoxically, the notoriety arising from such an incident might increase demand for her erotic services, it could also lead to questions she can ill afford to answer.

- MADNESS IN FREEPORT -



MADNESS IN FREEPORT

The Brotherhood of the Yellow Sign worships a god known only as the Unspeakable One. The last time he was summoned, the entire Valossan civilization was destroyed in a great cataclysm. The cultists have been living in obscurity for centuries, doing the bidding of their inhuman patron. Now they are ready to strike.

Milton Drac has come up with a plan to unleash the power of this unholy god on the world. The lighthouse has been specially constructed to channel the energy of the Unspeakable One. During the gala unveiling of the lighthouse, when the harbor is choked with ships from all the nations of the world, Drac and

the Brotherhood plan to enact a magical ritual. Tapping into the power of the Unspeakable One, they hope to focus this energy through a crystal in the lighthouse mechanism. This crystal should project the image of the Yellow Sign high into the sky, where all the thousands of spectators can see it.

The mere sight of the Yellow Sign charged with the Unspeakable One's power will drive the people in Freeport mad. All the ships in the harbor will disperse around the world, spreading madness and terror wherever they travel. So will the Brotherhood of the Yellow Sign earn the favor of their god.

~ ADVENTURE SYNOPSIS ~

Madness in Freeport details the final confrontation between the PCs, the Brotherhood of the Yellow Sign, and the Sea Lord Milton Drac. In **Part One**, Milton Drac invites the PCs to the Grand Lighthouse Ball. At the ball, they are drawn into the intrigues of the council and city politics. Through investigation and clever deduction, the heroes discover the secret behind the lighthouse and the plans of the Brotherhood. To thwart these plans, the PCs must recover an ancient artifact called the *Jade Serpent of Yig*.

In **Part Two**, the PCs learn the artifact they must find is located in a sunken temple that survived the destruction of Valossa. Armed with the knowledge from an obscure log entry uncovered by Thuron, the heroes hope to find the entrance to the temple within the hidden caves of the infamous pirate Black Dog. A journey to Black Dog's Caves uncovers a long-buried doorway leading to the sunken temple.

Part Three finds the PCs within the sunken Temple of Yig. There they discover undead shadows roaming the halls, looking for release from their eternity of undeath. After finding four

artifacts within the temple, they make a great personal sacrifice and are awarded the *Jade Serpent*.

In **Part Four**, the PCs at long last pay a visit to Milton's Folly. Within the walls of the strange lighthouse, they discover they may already be too late. A furious chase ensues through the building, and a final confrontation with Milton Drac and the Brotherhood of the Yellow Sign brings the adventure to an exciting conclusion.

The general timeline of the adventure is as follows:

- ♦ **Day 1:** The Grand Lighthouse Ball.
- ♦ **Day 2:** The journey to Black Dog's Caves and the Sunken Temple of Yig.
- ♦ **Day 3:** The unveiling of Milton's Folly.

You may, if you like, add more time between these events—especially if the PCs need time to heal and prepare spells—but don't be too generous. If you give your players too much time to muck about, you risk losing the sense of urgency that drives the adventure. The players should realize on the night of the ball they have only two days to figure out Drac's plan and stop it.

~ PART ONE: THE GRAND LIGHTHOUSE BALL ~

IN WHICH THE ADVENTURERS DISCOVER THAT SOCIAL OCCASIONS
ARE ONLY WARFARE ARTFULLY CONCEALED.

Milton Drac is good at thinking on his feet. When the PCs thwart his plan to frame them (see *Terror in Freeport*), he moves quickly to an alternate plan. Using the evidence that already incriminates Verlaine (the Brotherhood temple beneath Verlaine's home, the artifacts being shipped there from the old temple, and the letter hiring the PCs to investigate the Temple of Knowledge), Drac takes immediate steps to paint his former chief councilor as the true villain.

A very public "cleansing" is held as Verlaine's home and the temple beneath it are destroyed by the militia. An edict is issued to remove Verlaine's name forever from the rolls of the Captains' Council, and all his former holdings are seized. Drac also drafts a proclamation explaining the treachery of Verlaine and his leadership of the Brotherhood of the Yellow Sign. At the same

time, the PCs are hailed as heroes of Freeport for thwarting the Brotherhood's plans.

Since Drac's agents have failed to eliminate the PCs, the Sea Lord has decided to take matters into his own hands. He invites the heroes to the Grand Lighthouse Ball at his palace. There he awards them the Order of Drac for their role in defeating Verlaine. While the PCs are busy trying to find out a way to sabotage his plans, Drac tries to set them up and be rid of them once and for all.

This section of the adventure consists mainly of roleplaying. Although many rules exist for adjudicating conversations—such as using the Bluff, Sense Motive, and Diplomacy skills—reducing NPC and PC interaction to dice rolls can be unrewarding. A mixture of both conversation and dice rolls is

~ MADNESS IN FREEPORT ~

best. Award PCs who do a good job roleplaying a +2 bonus to their rolls. This allows both the skills of the actual players and their alter egos to affect the success of a given action.

AN INVITATION

A few days after the events detailed in *Terror in Freeport*, a messenger delivers a silver filigree scroll tube to each of the PCs. Inside the scroll tube is a fine piece of vellum held together with a red satin ribbon. Give the heroes **Handout A** now. (You can find it yourself on page 59.)

The timing of the ball is entirely up to you. Figure out about how much time the heroes still need to recuperate from the events in *Terror in Freeport*, and let that be your guide. The messenger can then happily inform the heroes as to when the ball is to be held.

The chart below indicates what the PCs can discover by asking about the ball around Freeport using the Gather Information skill.

BALL INFORMATION

DC	Result
10	The Lighthouse Ball is being held to celebrate the imminent completion of Milton's Folly.
15	Only the most influential people in Freeport have been invited to the ball.
20	Now that Verlaine is dead, many people are wondering who will replace him on the Captains' Council.
25	Councilor Grossette plans to challenge Drac for control of the council. She will put up her own nominee for Verlaine's vacant post.

LOCATION 1:

THE SEA LORD'S PALACE

The Sea Lord's Palace is located in the center of the Old City. At five stories high, it is by far the largest building in the area. A 15-foot-high stone wall encloses the grounds of the palace. Twin large, black, cast-iron gates face the street and allow access to the courtyard. Four guards stand watch over the entrance, checking invitations. The landscaping within is well tended, with tall trees and numerous gardens of flowers. A white stone path leads from the gates to the palace beyond.

The map of the palace only details those areas the PCs are likely to visit during this portion of the adventure. It essentially covers the ground floor of the palace, consisting of the ballroom and the rooms that adjoin it. The room descriptions are deliberately brief. Feel free to detail the palace as you see fit for your own campaign.

1. GUARD ROOMS

There are always two Sea Lord Guards in each of these rooms, watching over the entrance to the palace. As guests arrive for the ball, a guard stands before each door, inspecting invitations a second time. General statistics for the Sea Lord Guards are in the appendix.

SEA LORD GUARD

Male human fighter 2: CR 2; Medium humanoid; HD 2d10+4; hp 24 (elite); Init +6; Spd 20 ft.; AC 17, touch 12, flat-footed 15; Base Atk +2; Grap +5; Atk +5 melee (1d8+3/×3, battleaxe) or +4 ranged (1d8/19-20, light crossbow); Full Atk +5 melee (1d8+3/×3, battleaxe) or +4 ranged (1d8/19-20, light crossbow); AL LN; SV Fort +5, Ref +2, Will +2; Str 16, Dex 14, Con 15, Int 11, Wis 14, Cha 11.

Skills and Feats: Climb +1, Jump +1, Listen +6, Ride +3, Spot +6; Alertness, Dodge, Improved Initiative, Point Blank Shot.

Possessions: Chainmail, battleaxe, light crossbow, 10 bolts, pouch with 10 gp.

2. ENTRANCE HALL

The floor of the entrance hall is covered in a mosaic depicting a battle at sea between a pirate ship and a giant, purple squid. Ornate, golden double doors stand closed at the end of the hall leading to the ballroom. Two smaller doors sit in the right and left wall. Well-dressed guards stand before them, preventing access to the rooms beyond.

3. SITTING ROOM

This is a waiting area for people who have come to visit the Sea Lord. It is well decorated, and many paintings line the walls. Two large couches sit in the center of the room, and a number of chairs are spread throughout.

4. LIBRARY

Anton Drac had a passion for learning. During his rule, he tore down the walls of two other sitting rooms to make this impressive library. Floor-to-ceiling bookcases line the interior walls, and large windows in the exterior walls let natural light in for reading. The library has fallen into disuse during the reign of Milton Drac and dust is evident on the bookshelves. There are no magical tomes here, but there are many mundane texts covering everything from history to adventure stories.

5. THE GRAND BALLROOM

A description of the grand ballroom for the players is given in the next section. The room is very large, exquisitely decorated, and impressive. It is generally used by the Sea Lord to receive important guests and dignitaries.

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6. SMALL AUDIENCE CHAMBER

Drac uses this room to receive minor guests and to conduct day-to-day business. For just this purpose, a small throne sits against the wall opposite the window. The walls of the room are covered with wooden paneling to make it seem as if the people in the room are aboard a ship.

7-9. SITTING ROOMS

These rooms contain tables, chairs, and couches for use by visitors. These chambers are well decorated and extremely comfortable. The guests at the ball, including the PCs, can freely use these rooms. They may come in handy if private conversations are necessary.

10. STAIRS UP

These stairs lead to the upper levels of the palace. Two guards are stationed at the top and the bottom of the stairs, and they refuse to let anyone but Drac pass. The layout and contents of the rooms on the upper floors are not important for this adventure. Detail them as you see fit if one of the PCs is hellbent on doing a little unauthorized exploration.

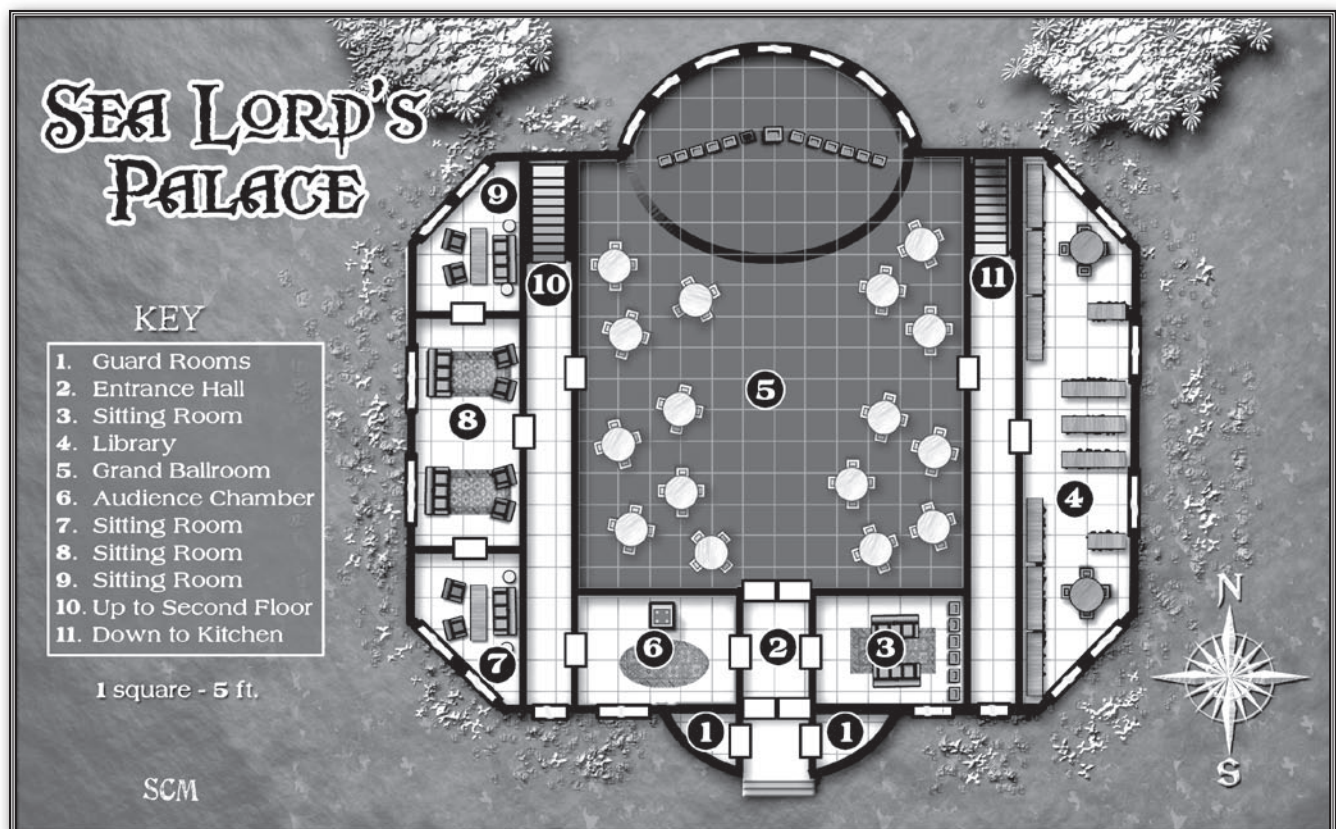
11. STAIRS DOWN

These stairs lead down to the kitchen and the larder. There are two guards stationed at the top and the bottom of the stairs. They refuse to let anyone but the cooks and serving staff

WEAPONS ETIQUETTE AT THE BALL

Freeport is a town where carrying weapons in public is not just acceptable, it's good sense. However, for a high-society event like the Lighthouse Ball, being heavily armed is just plain uncivilized. The most acceptable choices are weapons that can be worn in a scabbard, such as daggers and swords, especially if the gear is ornamental rather than merely functional. Light armor, so long as it is fashionable and clean, is permissible. The guards will politely but firmly take custody of the more dangerous items—especially projectile weapons—for the duration of the party's visit, and will refuse entry to any character who does not cooperate. Any character who succeeds at a DC 10 Knowledge (Nobility) check will be familiar with the etiquette involved. (Note that the low DC allows untrained characters to make an Intelligence check for this, as it's "common knowledge".)

pass. The specifics of the basement are not important for this adventure, but you may detail them on your own if you like.



- MADNESS IN FREEPORT -



ARRIVING AT THE BALL

When the PCs arrive at the ball and show their invitations to the guards, they are asked to enter a sitting room (see **Location 3**). A guard remains in the room with them until the chamberlain arrives.

The door swings open, and a halfling hustles into the room, breathing heavily. He takes a minute to hike up his black pants over his protruding belly and smooth out his silver-buttoned jacket. After bowing deeply, he addresses you, "Greetings heroes! Milton Drac welcomes you to his home. I am Tomas Fleetfoot, High Chamberlain of the Sea Lord's Palace. You are to be honored tonight at the ball for your deeds in defense of Freeport. We don't have much time, so please pay attention.

"In a few minutes, I will lead you into the hallway as a speech is made in your honor. The Sea Lord will then introduce you to the gathering, and you will enter the ballroom and approach the dais. The Sea Lord will present you all with the Order of Drac, a very great honor you know, and the ball will begin.

"Any questions? Good. Let's go."

Tomas leads you all into the hallway. The gold double doors now stand open, revealing the large ballroom. There are two single golden doors on either end of the room, in

the middle of each wall. The floor is covered with polished black marble. At the far end of the room, a semi-circle of windows, about half as wide as the room itself, juts out into the garden outside the palace.

In front of the windows is a dais with 13 polished oak chairs. One chair in the middle is larger than the others. The chair directly to the right of this chair is draped in black cloth. The guests are spread out around the room, at round tables. The center of the room has no tables, leaving room for dancing. A group of minstrels sits to the right of the dais.

Many colorful tapestries depicting various maritime scenes cover the walls. Large glass spheres hang from the ceiling. They glow with a yellow light that illuminates the room.

Standing in the center of the dais is a tall man with an angular face. He wears a long, light-green robe with a jeweled belt. He looks toward you and then addresses the guests, "Thank you all for coming to this grand ball to celebrate the completion of the lighthouse. Soon all the world will speak of the greatness of Freeport. As a glowing beacon, the lighthouse shall shine forth to all peoples, proclaiming the unspeakable power of our glorious city.

"Tonight, however, we honor the heroes who have saved us from the traitor Verlaine and the dark Brotherhood of the Yellow Sign. If not for their vigilance, our fair city might have fallen under the domination of unfathomable evil. Come forward, my friends, and accept the Order of Drac and our sincerest gratitude."

The room erupts in applause.

Milton hands each hero a gold medal with a pirate ship engraved on it, shaking the PC's hand as he does. The adventurers are then shown to a table near the dais, and the music and merriment begins.

DURING THE BALL

The Lighthouse Ball lasts for the entire evening and into the early morning. Food and wine are in abundance throughout the event. The exact structure of the ball is left up to you. Depending on the type of game you and your group enjoys, you may want to end it quickly, or you can take your time and enjoy the roleplaying possibilities.

There are two main topics of conversation at the party. The first is the political intrigue surrounding the nomination of a new councilor to replace Verlaine. The council is currently broken up into two different factions. Five members are loyal to Drac, while six members are loyal to Lady Elise, the leader of the opposition on the council. Lady Elise needs only one more councilor in her camp to be able to override Milton on the council. Of course, Drac would like to maintain his control over the council by getting his nominee elected.

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The nomination issue is an excellent way for the PCs to get to know the people at the ball and where they stand politically. The heroes now have status in the city, and their support could be influential in the council's vote for a new nominee. If they support Lady Elise, they may be better able to gain the confidence of the members of the council who oppose Drac.

The second topic is the lighthouse and its real purpose. Many of the people at the ball have seen or learned interesting pieces of information about strange goings on at the lighthouse. When combined with what the PCs themselves have learned, insight into the real purpose of the lighthouse may be possible.

Before the ball, the PCs have discovered or found the following:

- Bricks used in the lighthouse have the Yellow Sign engraved inside them (*Terror in Freeport*).
- A copy of a speech for Milton Drac was written in the serpent tongue to set up the PCs (*Terror in Freeport*).
- A letter from someone named N'tal mentions the Brotherhood and says that the preparations are almost complete (*Death in Freeport*).
- An architectural sketch of the lighthouse, which revealed some strange features (*Terror in Freeport*).

The ball presents a good means for PCs to pick up important information. Depending on whom they talk to, they are likely to discover any number of interesting tidbits, shedding light on the intrigues at work. What follows are a list of NPCs (who are described in the next section entitled "Important Guests at the Grand Ball") and important information the characters can learn through roleplaying or succeeding on a DC 10 Diplomacy check.

CAPTAIN LYDON

"Milton Drac is a member of the Brotherhood of the Yellow Sign by a tattoo Drac has on his inner thigh."

CAPTAIN MARCUS ROBERTS

"Melkior Maeorgan, a member of the council, went secretly to the mainland and returned with a cargo of candles used in magical summoning rituals."

CAPTAIN XAVIER GORDON

"A mysterious ship was seen at the lighthouse. It was offloading cargo and a passenger that had a reptilian tail."

DÍRWÍN ARNÍG

"A crystal was commissioned from gem cutters on the mainland. It is magical in nature and is used to channel and boost magical energy."

LADY ELISE GROSETTE

"The upper levels of the lighthouse have been closed off for the past two weeks, and the workers have gone missing."

PETRA FLICKE

"No local artisans received commissions to work on the upper levels of the lighthouse."

SISTER GWENDOLYN

"Strange lights were seen at the lighthouse, and the next day, two dead creatures were found near the shore. They had the head of an owl and the body of a bear."

TOMAS THE CHAMBERLAIN

"I saw a strange sign in a book that may have made a man jump out of a window and kill himself."

TORSTEN ROTH

"A strange, green metal called 'serpent's blood' was bought by Drac and used in the upper levels of the lighthouse."

EVENTS

By and large, the PCs are free to interact with the guests. Give them enough room to mingle and talk to the important people present. It's important they discover the right clues, so don't be afraid to have NPCs approach the PCs too. The adventurers are supposed to be heroes after all, and Drac made everyone in the room aware of that with his ceremony.

Two events must happen during the ball. First, Drac attempts to frame the PCs and get them out of the way (see **Drac's Gambit**, below). You can run this event at any time, but give the PCs a chance to mingle before springing it on them. If they fall for Drac's plan before picking up the important clues, they are bound to have a much harder time of it later.

The second event is a good closer for the ball. A prophet shows up and freaks everybody out (see **The Serpent Speaks** on page 80). Once this weirdness is over with, the party breaks up.

DRAC'S GAMBÍT

Drac knows the PCs have discovered too much about the Brotherhood. He has a plan to set them up at this ball so he can arrest them. He has instructed Gorn—a serpentman posing as Councilman Brock—to approach the PCs and ask them to assassinate the Sea Lord.

Brock tries to gain the confidence of the PCs by telling them he has discovered the true purpose of the lighthouse. Moving the heroes into one of the sitting rooms for privacy, he explains. Drac is building the lighthouse as a powerful, magical device. The Sea Lord plans to use it to summon an army of monsters to attack the mainland and bring glory to Freeport.

Brock fears that the army of monsters may be uncontrollable and destroy Freeport as well. He is also concerned something very large and powerful may be summoned through the lighthouse, spelling certain doom for the city. When he tried to speak out about it, Drac threatened to kill his whole family.

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Brock plans to lure Drac into the sitting room (**Location 9**). The PCs are then to follow them in and kill Drac. They can then escape out of the windows in the room and climb over the wall. When things calm down, the truth about Drac is sure to be revealed, and the PCs will be hailed as heroes for thwarting his plan.

The PCs should be smart enough not to attempt to kill Drac at this gathering. Even heroes as savvy as they would probably not escape. If they talk to other people at the party they should realize that Brock has been acting strangely lately, and they may not trust him.

If the heroes turn Brock down, he does not persist. If they take the bait, guards appear just as the PCs are getting ready to attack Drac. The PCs can't hope to fight them all off, but they can escape through the windows and over the wall into the city. Make it clear to the heroes that staying behind to fight will either lead to death or capture.

Drac's gambit should occur after the PCs have had a chance to gather some information about the lighthouse. If they escape, this news can lead them to the next part of the adventure. It may be necessary to have K'Stallo—in his guise as High Priest Thuron—find them and move them in the right direction.

THE SERPENT SPEAKS

Toward the end of the evening, a stranger appears to the shock of all at the ball. He is the prophet of Yig, sent here by the god to issue a warning to the people of Freeport.

THE PRICE OF FAME?

Induction into the Order gives the PCs a certain status around town. Dignitaries attending the ball will recognize them on sight (unless disguised). Other townsfolk may recognize them by name or description on a successful DC 15 Knowledge (local) check. Being recognized—or simply wearing the medallion prominently—may give circumstance modifiers (either bonuses or penalties) to Charisma checks against certain Freeport NPCs, at the GM's discretion.

On the other hand, cynical PCs may decide that their medals are only worth what they can sell them for. Luckily, Freeport has several pawnshops, where a shrewd bargainer might get up to 50% of a secondhand item's full value. After the ball, the invitation is worthless except to a collector. However, a PC can get about 20 gp for the filigree tube, and the Order of Drac medallion about 100 gp, due to their materials and workmanship.

The music comes to a sudden halt as a man wearing a long, brown robe tied by a dirty rope-belt shuffles into the room. He is unshaven, with long hair and a beard. How he was able to get by the guards is a mystery.

People move aside as the intruder reaches the center of the room. In a raspy voice, he speaks: "Heed me well! The words of an old man should not be ignored. In the ancient scriptures of Yig, it is written:

*"The Yellowed Sign once again shall appear.
Then the time for Yig's revenge will be near.
As the finger of evil rises toward heaven,
One must pay heed to the calling of his brethren.
Search below the waves for that which was unmade,
And return with the Serpent carved of Jade.
When the madness is unleashed upon the land,
The icon of jade alone shall stand.
The end of the creature from outside
Contained within the Serpent deep inside.*

"Remember these verses well, citizens of Freeport. The prophecies of Yig do not lie."

The old man then transforms into a small snake. A guard steps forward and stabs the serpent with a spear. It vanishes in a puff of smoke.

This puts a damper on the festivities, but Drac asks the band to strike up a tune and for the party to continue. A character who makes a successful DC 25 Knowledge (arcana) check learns the *Jade Serpent of Yig* was a great Valossan artifact said to be the earthly manifestation of the serpent god. (See **Thuron**, on page 81, for his reaction to the prophecy.)

IMPORTANT GUESTS AT THE GRAND BALL

This section details the key NPCs attending the ball. The format for the entries is as follows:

Name, Sex, Race, Age: Self-explanatory.

Faction: The faction the NPC is aligned with: Milton Drac, Lady Elise, or neutral.

Appearance: A physical description of the NPC.

Quote: A typical phrase or sentence used by the NPC.

Description: A detailed overview of the NPC's history, personality, motivations, and attitudes.

It's crucial to make the PCs feel that the 18 people detailed below are not the only people attending the ball. These entries only cover a small number of over 200 guests, including wives, concubines, merchants, artisans, performers, nobles, and so on. You can detail these others as much as you like. This may also

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be a perfect time to add in an enemy or friend that the PCs have made in your own adventures in Freeport.

TOMAS FLEETFOOT

HIGH CHAMBERLAIN OF THE
SEA LORD'S PALACE

Male halfling, age 85

Faction: Neutral.

Appearance: Tomas is 4 feet 3 inches tall, with short, brown, curly hair and brown eyes. He has a rotund figure with a large potbelly. He wears a pair of black trousers and a fancy, black jacket with silver buttons.



Quote: "Right this way! Please hurry, the Sea Lord does not like to wait."

Description: The Fleetfoot family has been running things in the Sea Lord's Palace since the construction of the building by Captain Cromey, the second Sea Lord of Freeport. Tomas grew up within the walls of the palace and took over the operation of the castle from his father, who retired when Anton Drac was assassinated. He knows every detail of the palace and the needs of the people who live there.

Tomas always seems to be in a hurry. He is frequently out of breath, and he talks very quickly. As the chamberlain, he has to see to the needs of the Sea Lord and all of the other staff, friends, and guests in the palace. The ball has been a nightmare of last-second preparations, and Tomas just hopes that everything goes over well.

Tomas does not like the current Sea Lord, but he is dedicated to his job and strives at all times to keep up his family's tradition. He does not know of Milton Drac's involvement with the Brotherhood of the Yellow Sign, but he does suspect something strange is going on in the palace. Last week, a visiting merchant ran screaming from his room and jumped out of a third-story window. When Tomas checked the room, a book was open on the desk with a strange symbol on it. It took all of his willpower to leave the room. (The symbol was the Yellow Sign.)

TOMAS FLEETFOOT

Male halfling expert 7 (chamberlain): CR 6; Small humanoid; HD 7d6-7; hp 25; Init +2; Spd 20 ft.; AC 13, touch 13, flat-footed 11; Base Atk +5; Grap +1; Atk +6 melee (1d2 nonlethal, unarmed strike); Full Atk +6 melee (1d2 nonlethal, unarmed strike); SA halfling traits; SQ halfling traits; AL LN; SV Fort +2, Ref +4, Will +8; Str 10, Dex 15, Con 9, Int 7, Wis 15, Cha 14.

Skills and Feats: Bluff +7, Climb +2, Diplomacy +11, Disguise +2 (+4 acting), Gather Information +8, Hide

+11, Jump +2, Listen +11, Move Silently +9, Search +2, Sense Motive +9, Spot +8; Alertness, Skill Focus (Listen), Skill Focus (Spot).

Halfling Traits: +2 morale bonus on saving throws against fear; +1 racial bonus on attack rolls with thrown weapons and slings.

THURON

HIGH PRIEST OF THE TEMPLE OF THE GOD OF KNOWLEDGE
(ACTUALLY K'STALLO)

Male serpent person (disguised as human), apparent age 60

Faction: Lady Elise.

Appearance: Thuron is 5 feet 9 inches tall and has a stocky build. He has shoulder-length gray hair and keen blue eyes. He wears a long, brown, velvet robe held at the waist by a white, silk belt. He walks with the aid of a gnarled quarterstaff with a rayed, gold sun mounted on the top. This is the symbol of the God of Knowledge.



Quote: "You should consider the ancient texts. They may aid you in your decision."

Description: Thuron was the benevolent high priest of the Temple of Knowledge for many years. As the PCs learned in *Terror in Freeport*, Thuron died not long ago, and a serpent person named K'Stallo took on his identity. Thankfully, K'Stallo is not a worshipper of the Yellow Sign, and he has proven a good source of knowledge for the PCs. Only the PCs know his secret.

To the best of his ability, K'Stallo tries to imitate the father-figure attitude of Thuron. He offers advice when it is not asked for, and he is willing to share his pearls of wisdom with anyone. K'Stallo can be tedious, but his advice is rarely wrong.

K'Stallo's current goal is to stop the plans of Milton Drac. He hopes to help the PCs accomplish this. He can be used to gently nudge the PCs in the right direction if they are floundering—or to give them a full-fledged push.

K'Stallo is interested in the prophecy the old man recites in front of the guests. After hearing it, he tells the PCs he has to go back to the temple. He thinks he might understand the prophecy, but he needs to do some research first. He asks them to meet him there after they leave the ball.

THURON, A.K.A. K'STALLO

Male civilized serpent person cleric 4: CR 4; Medium monstrous humanoid (shapechanger); HD 4d8; hp

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MORE FUN AND GAMES

While Milton's Folly is the talk of the ball, there is more going on than Drac's sinister machinations. Below are some optional events that you can introduce to the ball at your discretion. These little vignettes are meant to flesh out the evening, and give the PCs a taste of life at the highest level of Freeport society.

THE SENILE TOAD

Tarmon, the High Wizard, has lost nothing of his mental agility, despite his age. Sadly, the same cannot be said of his toad familiar, Burkhart. The little fellow just isn't all there any more, and Tarmon often leaves him in the safekeeping of his apprentice, Glenfield (gnome wizard 1). Early in the evening, Burkhart slips away from Glenfield, and finds a nice quiet spot to lie down for a nap. Glenfield, who was rather distracted by the spectacle of the ball and the wealth and power on display, doesn't notice for quite some time that the toad has gone missing. He quickly realizes he must find Burkhart before Tarmon is ready to leave. The young and excitable apprentice begins to rush from room to room, his agitation as plain as day. He may catch the PCs' eyes with his blatant fear. The PCs may also notice that he only calms down when Tarmon is near (he doesn't want to give away his failure after all!). Burkhart's reappearance can make quite a stir, especially if he hops into a crowd of young ladies.

NIGHTHAUNT

Margaret Roth, more commonly known as Margy, is the daughter of Torsten Roth, the head of the Merchant's Guild. She is a young, vivacious woman and the PCs may take note of her raven-haired beauty as she mingles with the crowd. She appears to be a spoiled rich girl and a fitting daughter for Torsten. PCs who listen to her conversation may note she talks of nothing but jewelry, antiques, and money. Her shallowness, however, is an act. Despite all the comforts her father's money brings, Margy is a thrill-seeker at heart. She can't stand the phony world her father lives in, and her thirst for excitement has led her to a life of crime. At the ball, she works her way through the crowd, finding out in innocent conversation what pricey items she can steal from the mansions of Freeport's elite. A few days after the ball, she plans to start her crime spree. Despite this careful plan though, she can't resist the urge to pick a few pockets during the ball itself. Alert PCs may notice her shenanigans if they watch carefully. Even if they do nothing during the ball, the PCs may remember the aristocratic pickpocket in the weeks to come, as a burglar dubbed "Nighthaunt" (human aristocrat 1/rogue 1) starts an epic career. (If you use *Freeport: The City of Adventure*, have Margy join the Daughters of the Guild once she learns that she is not alone.)

FOR FREEPORT!

The PCs may want to play down their decoration by Milton Drac for their "brave deeds." While they know that the honor is a sham, there are some youngsters in the audience swept away by the tales of their heroism. One such is Bedwyr (human warrior 1), the nephew of Sister Gwendolyn. He thinks the PCs are the tops, and he wants to be just like them. Throughout the night, he pesters each of the PCs in turn, praising their deeds and thanking them on behalf of "Freeport's pure of heart." He is quick to add he aspires to heroism himself, and he is willing to help out in any way he can. Although something of a boob, Bedwyr is genuine in his feelings. Sister Gwendolyn is protective of her nephew, and the PCs may have to face her if they lead Bedwyr to a bad end.

23; Init +4; Spd 30 ft., swim 15 ft.; AC 11, touch 10, flatfooted 11; Base Atk +3; Grp +4; Atk +4 melee (1d6+1, quarterstaff); Full Atk +4 or +0/-4 melee (1d6+1/1d6, quarterstaff); SA turn undead (4/day; +2 synergy bonus); SQ change shape, darkvision 60 ft.; AL CG; SV Fort +4, Ref +1, Will +7; Str 12, Dex 11, Con 10, Int 14, Wis 16, Cha 13.

Skills and Feats: Concentration +5, Diplomacy +2, Disguise +1 (+11 with change shape), Escape Artist +4, Hide +6, Knowledge (arcana) +9, Knowledge (religion)

+9, Move Silently +2, Swim +9; Combat Casting, Improved Initiative^B, Still Spell.

Spells Prepared (5/4+1/3+1; save DC 13 + spell level): 0—detect magic, light, purify food and drink, read magic, resistance; 1st—bless, comprehend languages, detect secret doors*, remove fear, sanctuary; 2nd—augury, detect thoughts*, hold person, remove paralysis.

*Domain spell. *Domains:* Knowledge (cast divinations at +1 caster level); Magic (use spell completion and spell trigger items as a 2nd-level wizard).

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Change Shape (Su): A K'Stallo may assume the form of any Small or Medium humanoid. In humanoid form, he loses his swim speed. K'Stallo can remain in its humanoid form until he chooses to assume a new shape, but may only assume a new shape up to three times per day. A change in form cannot be dispelled, but K'Stallo reverts to his natural if when killed. A *true seeing* spell or ability reveals its natural form. When using its change shape ability, a civilized serpent person gets a +10 circumstance bonus on Disguise checks.

Possessions: Quarterstaff with gold holy symbol worth 50 gp, key ring (with keys to places unknown in the temple to the God of Knowledge).

MILTON DRAC

SEA LORD OF FREEPORT

Male human, age 45
(middle-aged)

Faction: Milton Drac.

Appearance: Milton Drac is 6 feet 5 inches tall, thin, and wiry. He has a long, angular face with a penetrating gaze and piercing eyes. He wears a long, light-green robe with a jeweled belt. He is unarmed.



Quote: "Greetings, friends!

You really ought to be more careful. Being a hero can get you killed, you know."

Description: Milton Drac, the Sea Lord of Freeport, has a dark past. He is the bastard son of Marten Drac, one of the most brutal rulers Freeport has ever seen. His mother Annabel was a harlot that Marten bedded during a night of drunken womanizing, long before his rise to power. Soon after Marten became Sea Lord, Annabel paid him a visit to let him know that he had a son. Marten was unwilling to share his money with an aging strumpet and her bastard son, so he ordered them killed.

Annabel grabbed her child and fled Freeport ahead of the assassins, but she knew that Marten would eventually find them. She decided to entrust Milton to the priests of a monastery dedicated to the worship of the God of Knowledge. He was only 10 years old, but she made certain he knew his lineage so that someday he might claim his birthright. Annabel was caught soon after. She refused to give up the whereabouts of her son, and she died during a particularly brutal torture session.

Of course, the monks Annabel had left her son with were actually members of the Brotherhood of the Yellow Sign, who believed that Milton was the answer to their prayers. They needed to gain control of Freeport to revive the worship of the

Unspeakable One. What better way to do that than to have a member of the Drac bloodline assume power in the city—under their control?

The priests of the Brotherhood trained Milton in the ways of the Yellow Sign. They made certain he knew of the circumstances behind his mother's death. He became a priest in the Brotherhood and began plotting his revenge.

Milton Drac has a disconcerting demeanor that tends to make people uneasy. He enjoys mixing innuendo into his conversation so those who speak to him are not sure whether they have just been insulted or complimented. Milton also uses his penetrating stare to shake up those who talk with him.

Milton Drac has one goal in all he does. He wants to ensure the completion of the lighthouse so that madness of the Unspeakable One can be spread throughout the world. Conveniently, this satisfies his desire to see Freeport destroyed for the murder of his mother.

MILTON DRAC

Male human cleric 8: CR 8; Medium humanoid; HD 8d8; hp 52; Init +7; Spd 30 ft.; AC 16, touch 16, flat-footed 13; Base Atk +6; Grap +9; Atk +9 melee (1d6+3, sickle) or +9 ranged (3d6, 20 ft. burst, *exploding skull*); Full Atk +9/+4 melee (1d6+3, sickle) or +9/+3 ranged (3d6, 20 ft. burst, *exploding skull*); SA rebuke undead (7/day; +2 synergy bonus); AL CE; SV Fort +6, Ref +5, Will +10; Str 16, Dex 17, Con 11, Int 18, Wis 18, Cha 18.

*See page 124 for details.

Skills and Feats: Balance +4, Bluff +9, Concentration +5, Diplomacy +18, Disguise +4 (+6 acting), Gather Information +5, Intimidate +10, Knowledge (arcana) +10, Knowledge (religion) +10, Listen +11, Search +5, Sense Motive +9, Spellcraft +7, Spot +10; Alertness, Combat Casting, Drac Bloodline*, Improved Initiative.

*See page 124 for details.

Spells Prepared (7/6/5/5/4; save DC 14 + spell level):
0—*cure minor wounds* (x2), *detect magic*, *guidance*, *resistance*, *virtue*; 1st—*cause fear**, *cure light wounds*, *divine favor*, *entropic shield*, *protection from good*, *protection from law*; 2nd—*hold person*, *owl's wisdom*, *shatter*, *silence*, *summon monster II*; 3rd—*blindness/deafness*, *cure serious wounds*, *dispel magic*, *magic circle against good*, *magic circle against law**; 4th—*chaos hammer**, *divine power*, *lesser planar ally*, *poison*.

*Domain spell. **Domains:** Chaos (cast chaos spells at +1 caster level); Death (1/day—touch kills target with less than 8d6 hit points).

Possessions: Sickle, 3 *exploding skulls**, *potion of cure light wounds*, *ring of protection* +3, Yellow Sign gold pendant worth 50 gp, jeweled belt worth 550 gp.

*See page 124 for details.

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CAPTAIN BROCK WALLACE

CAPTAINS' COUNCIL MEMBER
(ACTUALLY GORN)

Male serpent person
(disguised as human),
apparent age 55 (old)

Faction: Milton Drac.

Appearance: Brock is 5 feet 10 inches tall and overweight at well over 200 pounds. His bald head is usually covered with a black tricorne. He wears black pants with white hose and a white, ruffled shirt. Two daggers in fine leather scabbards are attached to his belt at either hip.



Quote: "I was wrong to oppose Drac. The lighthouse will be the crowning achievement of this age."

Description: The real Brock Wallace was the head of a prosperous merchant family of Freeport. The Wallaces made their fortune securing numerous trading contracts with important cities on the mainland. Brock was elected to the council nine years ago in return for his support for Milton's Folly. His contacts on the mainland provide much of the materials for the lighthouse project.

About a year ago, Brock spoke out about the lighthouse when Drac began to bring in other merchant families to supply the project. He threatened to pull his support and with it, the supplies needed for the lighthouse. Drac responded by having a Valossan named Gorn kill Brock and assume his identity. Understandably, Brock is now very supportive of Drac and his policies.

Gorn tries to act like Brock, who was always outspoken and ill tempered. Many of Brock's family and closest friends have noticed a change in him recently. He often forgets important details from his past. Things that used to send him into a rage now evoke no response at all. Clearly, something has changed with Brock, but the people around him can't put their finger on exactly what is wrong.

CAPTAIN BROCK WALLACE, A.K.A. GORN

Male civilized serpent person rogue 5: Medium monstrous humanoid (shapechanger); HD 5d6+15; hp 37; Init +7; Spd 20 ft, swim 10 ft. in armor; AC 20, touch 13, flat-footed 17; Base Atk +3; Grp +3; Atk +3 melee (1d6/18-20, cutlass), +3 melee (1d4/19-20, throwing dagger), or +6 ranged (1d8/19-20, light crossbow); Full Atk +3 melee (1d6/18-20, cutlass), +3 melee (1d4/19-20, throwing dagger), or +6 ranged (1d8/19-20, light crossbow); SA sneak attack +3d6; SQ change shape, darkvision 60 ft., evasion, trap sense +1, trapfinding,

uncanny dodge; AL NE; SV Fort +4, Ref +7, Will +1; Str 10, Dex 16, Con 16, Int 15, Wis 10, Cha 10.

Skills and Feats: Balance +8, Bluff +7, Climb +2, Diplomacy +4, Disguise +6 (+8 acting; +16/+18 with change shape), Escape Artist +6, Forgery +8, Gather Information +5, Hide +5, Jump +0*, Listen +4, Move Silently +6*, Perform (sing) +3, Profession (sailor) +5, Search +4, Sense Motive +5, Spot +5, Survival +0 (+2 following tracks), Swim +4, Tumble +6, Use Magic Device +5, Use Rope +3 (+5 with bindings); Dodge, Improved Initiative^B, Point Blank Shot.

Change Shape (Su): Gorn may assume the form of any Small or Medium humanoid. In humanoid form, Gorn loses his swim speed. He can remain in his humanoid form until he chooses to assume a new shape, but may only assume a new shape up to three times per day. A change in form cannot be dispelled, but Gorn reverts to his natural form when killed. A *true seeing* spell or ability reveals Gorn's natural form. When using his *change shape* ability, Gorn gets a +10 circumstance bonus on Disguise checks.

Possessions: +3 hide armor, cutlass (see page 125), 2 daggers, light crossbow, 10 bolts, *potion of invisibility*, pouch with 75 gp.

ARIAS SODERHEIM

CAPTAINS' COUNCIL MEMBER

Male half-elf, age 105 (old)

Faction: Milton Drac.

Appearance: Arias is 5 feet 11 inches tall and has a medium build. He wears dark-green breeches with a black, tight-fitting shirt. His shoulder-length, blond hair is held away from his angular face by a slim, golden circlet. A rapier dangles by his side.



Quote: "Another tale? Have you heard of the saga of the five princes?"

Description: Arias has been on the council for 24 years. He represents the shipping interests of the elven pirates of Freeport. Ironically, his half-elven heritage has suited him perfectly for this job. The very prejudice that normally haunts those of half-elven origin was exactly what was needed for him to get elected to the council.

Arias is a bard who revels in telling stories and playing the lyre. If given enough encouragement—and usually five minutes of attention is enough—he almost certainly breaks into a heroic saga or an enchanting melody.

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Arias and the elven pirates support Drac and his lighthouse because they have become very rich doing so. Arias was one of the architects of Drac's rise to power. The elven pirates did not want to enter the war on the mainland that Anton, the previous Sea Lord, was pushing for. A war would disrupt trade, and that would cost the elven pirates money.

With the support of nations that wanted Freeport to remain neutral, Arias helped get Anton assassinated and bring Drac to power. In return, Drac gave the elves exclusive rights to all of the shipping for material to build the lighthouse. They do not know of the true purpose of the lighthouse and are merely attempting to wait Drac out. After all, long life has its advantages. They plan to be enjoying his money long after he is dead.

ARIAS SÖDERHEIM

Male half-elf bard 10 (merchant): CR 10; Medium humanoid; HD 10d6; hp 50; Init +8; Spd 30 ft.; AC 18, touch 16, flat-footed 14; Base Atk +7; Grp +7; Atk +13 melee (1d6+2/18-20, *rapier of puncturing*) or +11 ranged (1d4/19-20, throwing dagger); Full Atk +13/+8 melee (1d6+2/18-20, *rapier of puncturing*) or +11/+6 ranged (1d4/19-20, throwing dagger); SA *fascinate, suggestion*; SQ immunity to magic sleep, +2 save vs. enchantment, low-light vision, bardic knowledge, bardic music, countersong, inspire competence, inspire courage +2, inspire greatness; AL N, SV Fort +3, Ref +11, Will +8; Str 10, Dex 18, Con 11, Int 18, Wis 12, Cha 18.

Skills and Feats: Appraise +9, Bluff +10, Concentration +4, Decipher Script +7, Diplomacy +16, Disguise +7 (+9 acting), Escape Artist +7, Gather Information +9, Jump +4, Listen +8, Move Silently +7, Perform (oratory) +17, Perform (stringed instruments) +17, Perform (wind instruments) +17, Profession (sailor) +9, Search +9, Sense Motive +6, Spellcraft +9, Spot +9, Swim +6, Tumble +6, Use Magic Device +6 (+10 with scrolls), Use Rope +6; Alertness, Combat Casting, Improved Initiative, Weapon Finesse.

Spells per Day (3/4/4/3/1; save DC 14 + spell level): 0—*dancing lights, daze, detect magic, ghost sound, prestidigitation, read magic*; 1st—*alarm, charm person, hypnotism, sleep*; 2nd—*detect thoughts, enthrall, misdirection, suggestion*; 3rd—*charm monster, crushing despair, dispel magic, lesser geas*; 4th—*dominate person, modify memory*.

Possessions: Masterwork leather armor, *rapier of puncturing*, dagger, *ring of protection* +2, *bo's'n's whistle of piping* (see page 124), gold circlet worth 100 gp, masterwork lyre.

MELKIOR MÆORGAN

CAPTAINS' COUNCIL MEMBER

Male human, age 35 (middle-aged)

Faction: Milton Drac.

Appearance: Melkior stands 6 feet 5 inches tall and is very muscular. He wears black leather pants and a similar

shirt covered with a gleaming breastplate. On his belt in a jeweled scabbard is a curved dagger. He has gray eyes and straight, jet-black hair cut short.

Quote: "Isn't this dagger exquisite? Its beauty can only be appreciated up close. Here, allow me to demonstrate."



Description: The Maeorgan family has been involved in the politics of Freeport for over a century. The Maeorgans made their fortune in the shipbuilding business, and they still lead the city in that field. Melkior rose to his position in the council 11 years ago, a few months before Sea Lord Anton was assassinated under a cloud of suspicion. His older brother, Councilor Armin Maeorgan, had been found murdered by an assassin's blade. Under a centuries' old rule of the council, Melkior assumed his brother's position on the council.

Although it has never been proven and he denies it to this day, Melkior killed his brother to take over the family business and gain a position on the council. He was urged to do so by Milton Drac, who helped him with the murder. Melkior is ruthless but has a dark sense of humor. He knows he has an intimidating figure, and he uses this to his best advantage.

Melkior is Milton Drac's right-hand man. He is with him so often many believe him to be Drac's bodyguard. He has recently converted to the Brotherhood of the Yellow Sign, and he will stop at nothing to see that the lighthouse is completed.

MELKIOR MÆORGAN

Male human fighter 5: CR 5; Medium humanoid; HD 5d10+15; hp 49; Init +7; Spd 20 ft; AC 21, touch 13, flat-footed 18; Base Atk +5; Grp +9; Atk +11 melee (1d4+7/19-20, +1 *adamantine dagger*) or +9 ranged (1d4+6/19-20, throwing dagger); Full Atk +11 melee (1d4+7/19-20, +1 *adamantine dagger*) or +9 ranged (1d4+6/19-20, throwing dagger); AL NE; SV Fort +7, Ref +4, Will +3; Str 18, Dex 16, Con 16, Int 15, Wis 15, Cha 12.

Skills and Feats: Climb +3, Diplomacy +4, Forgery +5, Intimidate +4, Jump +3, Listen +4, Ride +4, Search +3, Sense Motive +4, Spot +5, Swim -1; Combat Expertise, Improved Initiative, Improved Sunder, Power Attack, Weapon Focus (dagger), Weapon Specialization (dagger).

Possessions: +2 *breastplate*, +1 *adamantine dagger*, 4 throwing daggers, *potion of cure light wounds*, pouch with 100 gp.

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CAPTAIN GARTH DARELLION

CAPTAINS' COUNCIL MEMBER

Male human, age 45
(middle-aged)

Faction: Milton Drac.

Appearance: Captain

Garth is a 6 feet tall, well-dressed, dashing figure with a lean and wiry build. He wears a flowing, green cape, black pantaloons, and a white, silk shirt. An ornate scabbard on his belt holds a saber. He has blue eyes and silver-gray hair.



Quote: "Good evening, fair maiden. I would enjoy the pleasure of your company at my table."

Description: Garth has been a member of the Captains' Council for the past 10 years. He earned his seat due to his friendship with Milton Drac, who he sailed with for many years. Unlike some of the other members of the council, he is actually the master of a ship, the *Christina*. Every chance he gets, he sets out to sea aboard the vessel. He has many contacts among Freeport's dockside denizens.

Garth is conceited and vain. He believes most women are attracted to him, and he flirts with them constantly. Most of the time he is successful, and he is unaccustomed to having a woman resist his advances. He is always cordial; even when he insults someone it is with a backhanded comment or subtle insinuation.

Captain Garth has no idea that Milton Drac is a member of the cult, and has no knowledge of the true purpose of the lighthouse. He supports Drac because he owes the Sea Lord his position on the council. Garth has been briefed by Drac on the PCs, he does his part to find out their real motives. Even with proof, it would be hard to convince Garth about the Brotherhood of the Yellow Sign.

CAPTAIN GARTH DARELLION

Male human rogue 4/fighter 4: CR 8; Medium humanoid; HD 4d6 plus 4d10; hp 42; Init +7; Spd 30 ft.; AC 19, touch 13, flat-footed 19; Base Atk +7; Grp +9; Atk +11 melee (1d6+4/18-20, +2 *saber*) or +10 ranged (1d4+2/19-20, throwing dagger); Full Atk +11/+6 melee (1d6+4/18-20, +2 *saber*) or +10/+5 ranged (1d4+2/19-20, throwing dagger); SA sneak attack +2d6; SQ evasion, trapfinding, trap sense +1, uncanny dodge; AL LN; SV Fort +5, Ref +8, Will +4; Str 14, Dex 17, Con 11, Int 11, Wis 10, Cha 16.

Skills and Feats: Balance +6, Bluff +8, Climb +3, Diplomacy +10, Disguise +3 (+5 acting), Escape Artist

+2 (+4 bindings), Gather Information +8, Handle Animal +5, Intimidate +8, Jump +8, Knowledge (nature) +4, Knowledge (nobility and royalty) +4, Listen +7, Profession (sailor) +5, Sense Motive +5, Spot +2, Swim +5, Use Rope +8; Alertness, Blind Fight, Combat Reflexes, Improved Initiative, Iron Will, Leadership, Quick Draw.

Possessions: +2 glamered chain shirt, +2 *saber* (see page 125), 3 daggers, *amulet of proof against detection and location*, *battle scrimshaw relic* (see page 124),

CAPTAIN HECTOR TORIAN

CAPTAINS' COUNCIL MEMBER

Male human, age 42
(middle-aged)

Faction: Milton Drac.

Appearance: Hector Torian

is a swarthy fellow, 5 feet 9 inches tall with a curly, black beard, bushy eyebrows, and long, curly, black hair. He wears a red frock coat with a white shirt and black pantaloons. A gold earring is in his right ear, and each of his fingers has a ring on it. A smile comes often to his face.



Quote: "Come here, and let's have a drink! Now, let me tell you about the last time I faced certain death on the high seas!"

Description: Hector has only recently retired from a life at sea. At the age of 10, he took his first sea voyage, and by the age 18, he was the captain of his own ship, the *Silver Ghost*. He gained a reputation among his men as being fun loving and generous. He was elected to the council 12 years ago with the financial backing of a then as-yet-unknown Milton Drac.

Hector is full of life and enjoys good food and good drink. He is loud and boisterous to the point of boorishness. He puts his foot in his mouth often because he is outspoken.

Hector supports Drac because he feels he owes him for his seat on the council. He knows nothing of the cult of the Yellow Sign. He genuinely cares for the people of Freeport, and he has voiced some concern that the lighthouse has been draining too much money from the government's coffers. Drac has assured him the money will be replaced with the increased trade the lighthouse should generate.

CAPTAIN HECTOR TORIAN

Male human rogue 8: CR 8; Medium humanoid; HD 8d6; hp 36; Init +7; Spd 30 ft.; AC 18, touch 13, flat-footed 15; Base Atk +6; Grp +6; Atk +7 melee (1d6+1/18-20, +1 *cutlass*) or +10 ranged (1d4/19-20,

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masterwork dagger); Full Atk +7/+2 melee (1d6+1/18-20, +1 cutlass) or +10/+5 ranged (1d4/19-20, masterwork dagger); SA sneak attack +4d6; SQ evasion, improved uncanny dodge, trapfinding, trap sense +2, uncanny dodge; AL CG; SV Fort +2, Ref +9, Will +3; Str 11, Dex 16, Con 10, Int 13, Wis 12, Cha 15.

Skills and Feats: Balance +9, Bluff +10, Climb +6, Diplomacy +14, Disguise +2 (+4 acting), Escape Artist +3 (+5 bindings), Gather Information +12, Listen +11, Profession (sailor) +11, Search +7, Sense Motive +8, Sleight of Hand +9, Spot +12, Survival +5 (+7 following traps), Swim +9, Tumble +10 (+15 to avoid falling damage), Use Rope +9; Alertness, Combat Expertise, Dodge, Improved Initiative.

Possessions: +3 leather armor of tumbling (see page 124), +1 cutlass (see page 125), 4 masterwork daggers, gold earring worth 25 gp, 10 rings worth 1d10 × 10 gp each.

LADY ELISE GROSSETTE

CAPTAINS' COUNCIL MEMBER, FACTION LEADER

Female human, age 55 (old)
Faction: Lady Elise.

Appearance: Lady Elise is a plain-looking woman with a no-nonsense air about her. She uses little makeup and wears a simple navy-blue gown with an exquisite pearl necklace. She has brown eyes and long, black hair down to the middle of her back.

She is 5 feet 11 inches tall.

Quote: "I understand your position on the matter, but have you considered this?"

Description: Lady Elise leads the faction on the council in opposition to Milton Drac. She is one of the council's senior members, with over 25 years of service. Her family has long held positions of power in Freeport, and she is an expert politician. When her father died with no male heir, she took over his seat despite the fact that she was a woman. Since then, she has been a voice of reason on an often-chaotic council.

Lady Elise is patient and calculating. She keeps her thoughts and feelings to herself until she is certain about what she wants to say and when she wants to say it. Many of the opposition councilors have taken to calling her "Grandma," but never to her face. She is an excellent public speaker and an accomplished negotiator.

Lady Elise is very concerned with the current situation in Freeport. She is lobbying hard for her choice as a replacement



for Verlaine. Her choice is Petra Frick, the leader of the artisan's guild. This would give her veto power on the council over Drac. With that power, she hopes to undo many of the poor policies of the Sea Lord.

Lady Elise has already started an investigation into the lighthouse. Her agents have learned that the upper levels of the lighthouse have been sealed off for the past two weeks. No one has been allowed in, and workers who have been assigned to that area have disappeared.

LADY ELISE GROSSETTE

Female human aristocrat 11: CR 10; Medium humanoid; HD 11d8; hp 65; Init +0; Spd 30 ft.; AC 10, touch 10, flat-footed 10; Base Atk +8; Grap +7; Atk +8 melee (1d4-1/19-20, masterwork dagger); Full Atk +8/+3 melee (1d4-1/19-20, masterwork dagger); AL LG; SV Fort +3, Ref +3, Will +11; Str 9, Dex 11, Con 10, Int 13, Wis 14, Cha 18.

Skills and Feats: Bluff +16, Diplomacy +22, Disguise +4 (+6 acting), Gather Information +23, Knowledge (local) +8, Knowledge (nobility and royalty) +9, Listen +9, Sense Motive +18, Spot +14, Swim +0; Alertness, Iron Will, Leadership, Negotiator, Skill Focus (Gather Information).

Possessions: Concealed masterwork dagger, scarab of protection, pearl necklace worth 1,000 gp.

DIRWIN "NIMBLEFINGERS" ARNIC

CAPTAINS' COUNCIL MEMBER

Male gnome, age 175 (old)
Faction: Lady Elise.

Appearance: Dirwin has short, gray hair and bushy, gray eyebrows. He is 3 feet 6 inches tall, thin, and wiry. He wears a pair of brown trousers, green boots, and a green, velvet jacket. Around his neck is a gold chain with a large emerald on the end of it.



Quote: "Young one, let me show you how that is done. They don't call me 'Nimblefingers' for nothing, you know."

Description: Dirwin has seen many a year in Freeport. He was born into a noble family of gnomish gemcutters who make their living off the spoils of pirates. He has been on the council for 50 years and has seen a few Sea Lords come and go. He is the head of the Jewelers and Gemcutters Guild, and he also represents the gnomes and halflings of Freeport on the council.

Dirwin's attitude has not been negatively affected by his long term in office. He has a quick wit and loves to tell jokes and

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engage in conversation. He is also very proud of his skill with his hands, and he often shows off by performing card tricks at dinner parties.

Dirwin has been outspoken in his opposition to Drac and his policies. The city has suffered under the heavy taxation forced upon it to build the lighthouse. He and Lady Elise have been conducting a private investigation into the whole project. Through his contacts on the mainland, Dirwin has recently discovered that the Sea Lord commissioned the cutting of a large crystal to be used in the lighthouse. He finds it odd Drac chose not to use any members of the Freeport guild to cut the gem. From a sketch Dirwin obtained, the gem seems to look magical in nature. Dirwin plans to have a wizard analyze the drawing to see if its purpose can be determined.

If someone looks at the drawing of the crystal, a successful DC 20 Spellcraft check reveals it is used to channel magical energy. Tarmon the High Wizard (see page 90) can also give the PCs this information if they do not have the relevant skill to find it out on their own.

DIRWIN "NIMBLEFINGERS" ARNIG

Male gnome expert 10 (gemcutter): CR 9; Small humanoid; HD 10d6+20; hp 55; Init +4; Spd 20 ft.; AC 15, touch 15, flat-footed 11; Base Atk +7; Grap +3; Atk +8 melee (1d3/19-20, Small masterwork dagger); Full Atk +8/+3 melee (1d3/19-20, Small masterwork dagger); SA gnome traits; SQ gnome traits, low-light vision; AL NG; SV Fort +7, Ref +9, Will +11; Str 10, Dex 18, Con 14, Int 13, Wis 15, Cha 15.

Skills and Feats: Appraise +11 (+13 gems), Bluff +12, Craft (gemcutting) +17, Diplomacy +18, Disguise +2 (+4 acting), Gather Information +11, Intimidate +4, Knowledge (history) +5, Listen +12, Perform (comedy) +6, Sense Motive +7, Sleight of Hand +16, Spot +8; Dodge, Endurance, Great Fortitude, Skill Focus (Craft: Gemcutting).

Gnome Traits: +2 racial bonus on saving throws against illusions; +1 racial bonus on attack rolls against kobolds and goblinoids; +4 dodge bonus to Armor Class against creatures of the giant type.

Spell-like Abilities: 1/day—*dancing lights*, *ghost sound* (DC 13), *prestidigitation* (DC 12), *speak with animals*. Caster level 1st.

Possessions: Small masterwork dagger, *ring of mind shielding*, *cloak of resistance* +2, emerald pendant worth 5,000 gp.

CAPTAIN XAVIER GORDON

CAPTAINS' COUNCIL MEMBER

Male human, age 49
(middle-aged)

Faction: Lady Elise.

Appearance: Captain Xavier is 6 feet 3 inches tall, with an average build, long, brown hair, and brown eyes. He wears tall, black leather boots, scarlet, skin-tight leggings, a white, puffy shirt, and a black, velvet jacket. A long scimitar rests at his side, within a golden scabbard.



Quote: "Sailing the seas is where a man belongs. These land lubbers have no idea!"

Description: Captain of the *Bloody Sea*, Xavier has been a member of the council for two years. He represents the many privateers that call Freeport their home when not at sea. His is the only seat on the council that is restricted to a specific type of candidate. By tradition, it must be filled by a privateer. It is also the only position on the council with a term limit (three years). This ensures the council always has on it a member who represents the pirates and privateers who originally founded the city.

Captain Xavier is looking forward to ending his term so he can return to his true love, the sea. He speaks of his travels often and tells many tall tales of adventures he has had aboard sailing vessels. He resents being called a pirate and prefers the term privateer, as he feels he keeps the interest of Freeport at heart.

Captain Xavier was initially supportive of Drac, but since he learned about the suffering caused by the lighthouse, he has withdrawn his support. He feels it is an amazing waste of money that could have been spent elsewhere. Most of his fellow privateers agree with him. He has joined the opposition led by Lady Elise, but he is reluctant to take a serious stand against Drac until the majority of the council makes a move.

Captain Xavier has learned from his privateer contacts that a mysterious ship was seen just two days ago in the harbor. It slipped into a secluded area near the lighthouse in the dark of night and offloaded cargo and some passengers. One of the passengers had a long, reptilian tail.

CAPTAIN XAVIER GORDON

Male human expert 6 (sea captain): CR 5; Medium humanoid; HD 6d6+12; hp 38; Init +7; Spd 30 ft.; AC 16, touch 13, flat-footed 13; Base Atk +4; Grap +6; Atk +8 melee (1d6+3/18-20, +1 *scimitar of speed*) or +7 ranged (1d8/19-20, light crossbow); Full Atk +8/+8 melee (1d6+3/18-20, +1 *scimitar of speed*) or +7 ranged (1d8/19-20, light crossbow); AL CG; SV Fort +3, Ref +4, Will +5; Str 14, Dex 17, Con 14, Int 15, Wis 12, Cha 11.

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Skills and Feats: Balance +6, Bluff +6, Climb +8, Diplomacy +13, Disguise +0 (+2 acting), Gather Information +12, Intimidate +8, Knowledge (geography) +5, Knowledge (nature) +10, Profession (sailor) +13, Sense Motive +7, Spot +7, Survival +7 (+9 aboveground natural environments); Improved Initiative, Skill Focus (Gather Information), Skill Focus (Profession [sailor]), Weapon Focus (scimitar).

Possessions: +1 leather armor, +1 scimitar of speed, light crossbow, 50 bolts, *potion of cure serious wounds*.

LÍAM BLACKHAMMER

CAPTAINS' COUNCIL MEMBER

Male human, age 50
(middle-aged)

Faction: Lady Elise.

Appearance: Liam is 5 feet 11 inches tall and muscular, with short, gray hair and blue eyes. He wears an ornamental chainmail shirt of gleaming silver, with a dark, brown leather shirt and pants.

Quote: "Milton's Folly—the project must end soon, or many more of our people will die."



Description: Liam is a blacksmith by trade, who joined the council 14 years ago to help fight the injustices inflicted on the poorer people throughout the city. Since then, he has been a champion of the common man of Freeport, doing everything in his power to divert as much money as possible from the lighthouse project to city services. If not for his efforts, things in Freeport would be much worse.

Liam has always been headstrong and emotional. When he first joined the council, he got into many arguments with the other members. Over the years, he has learned to control his temper and be more diplomatic. Occasionally, when he is pushed too far, he still loses his temper.

Liam is very upset with the situation in Freeport. He knows the lighthouse has been slowly destroying the city and that Milton Drac is to blame. In the past few weeks, he has spoken out about this more than ever.

LÍAM BLACKHAMMER

Male human expert 9 (blacksmith): CR 8; Medium humanoid; HD 9d6+18; hp 56; Init -2; Spd 30 ft.; AC 11, touch 8, flat-footed 11; Base Atk +6; Grap +9; Atk +10 melee (1d8+3/×3, masterwork warhammer); Full Atk +10/+5 melee (1d8+3/×3, masterwork warhammer); AL NG; SV Fort +5, Ref +1, Will +8; Str 16, Dex 6, Con 15, Int 13, Wis 15, Cha 15.

Skills and Feats: Appraise +13 (+15 armor, metalwork, weapons), Craft (armorsmithing) +13, Craft (blacksmithing) +16, Craft (weaponsmithing) +13, Diplomacy +16, Gather Information +14, Intimidate +14, Sense Motive +14; Armor Proficiency (Medium), Endurance, Great Fortitude, Martial Weapon Proficiency (Warhammer), Skill Focus (Craft: blacksmithing).

Possessions: Masterwork leather armor, masterwork silver chain shirt (ornamental, +3 armor bonus, 300 gp), masterwork warhammer, masterwork blacksmithing tools.

SISTER GWENDOLYN

CAPTAINS' COUNCIL MEMBER

Female human, age 40
(middle-aged)

Faction: Lady Elise.

Appearance: Sister Gwendolyn is 5 feet 9 inches tall, with shoulder-length, dark-green hair and green eyes. She wears a tight-fitting, aqua-colored, floor-length gown. Around her neck is a silver necklace with a jeweled miniature trident charm on the end of it. She is very attractive.



Quote: "That is a very interesting sword. Is it a family heirloom?"

Description: Sister Gwendolyn is a priestess of the God of the Sea. When her predecessor retired five years ago, she took over his seat on the council. Drac initially opposed this, but he was not able to convince the council to break with tradition. A member of the Sea God's church has been sitting on the council for over 150 years.

Gwendolyn is practical and self-assured. She enjoys conversation and often asks people she does not know to tell her about their life, listening intently all the while. She can tend to be a flirt with men, but she almost never follows through on any of it.

Sister Gwendolyn has been helping Dirwin and Lady Elise investigate the lighthouse. She has heard many strange reports from the workers there. They claim to hear strange noises at night. A priest of her temple reported he saw flashes of magical light from the upper chambers one night. The next morning, two horrible creatures with the head of an owl and the body of a bear were found dead at the base of the lighthouse. No one had ever seen one of these creatures before, but a librarian at the Temple of Knowledge told her that they are well-known monsters in places on the continent.

SISTER GWENDOLYN

Female human cleric 8: CR 8; Medium humanoid; HD 8d8+8; hp 51; Init +1; Spd 30 ft. (20 ft. in armor); AC 18,

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touch 11, flat-footed 17; Base Atk +6; Grap +6; Atk +8 melee (1d6+2, +2 *light mace*) or +7 ranged (1d8/19-20, light crossbow); Full Atk +8/+3 melee (1d6+2, +2 *light mace*) or +7 ranged (1d8/19-20, light crossbow); SA turn undead (10/day; +2 synergy bonus); AL NG; SV Fort +7, Ref +3, Will +10; Str 10, Dex 13, Con 12, Int 12, Wis 18, Cha 18.

Skills and Feats: Bluff +9, Concentration +6, Diplomacy +11, Disguise +4 (+6 acting), Knowledge (religion) +7, Sense Motive +9, Spellcraft +7; Extra Turning, Leadership, Lightning Reflexes, Weapon Focus (light mace).

Spells Prepared (6/6/5/5/4; save DC 14 + spell level):
0—create water, cure minor wounds, detect magic, light, purify food and magic, virtue; 1st—bless water, endure elements, entropic shield*, obscuring mist, sanctuary, shield of faith; 2nd—aid, consecrate, delay poison, fog cloud*, zone of truth; 3rd—continual flame, create food and water, cure serious wounds, water breathing*, water walk; 4th—control water*, cure critical wounds, death ward, tongues.

*Domain spell. **Domains:** Luck (reroll 1d20 once per day); Water (turn or destroy fire creatures, rebuke or command water creatures—use each ability a total of up to 7 times per day).

Possessions: Masterwork breastplate, +1 blinding buckler, +2 light mace, light crossbow, 10 bolts, gem of brightness, silver necklace with miniature jeweled trident holy symbol worth 100 gp.

CAPTAIN MARCUS ROBERTS

CAPTAINS' COUNCIL MEMBER

Male human, age 50
(middle-aged)

Faction: Lady Elise.

Appearance: Captain

Marcus is 6 feet tall, with short, blonde hair and blue eyes. He wears green pants, a white shirt and a green jacket. He wears a short sword in a silver scabbard on his belt.

Quote: "Another round for my good friend here.

And give us the good stuff, not that cheap bilge-water you serve to everyone else."

Description: Marcus Roberts has been on the council for 12 years, having become a member shortly before Drac's arrival. He spends as much time as possible aboard his ship, the *Black Dragon*, traveling back and forth to the mainland, serving as a quasi-ambassador for Freeport. He created a vast spy network



of informants within many of the mainland governments. He also discovered a lot of information about nobles and politicians in Freeport. Luckily, Marcus is a discreet man with the interests of the city at heart. He tries to only use his information when it will benefit the city.

Marcus is flamboyant and expressive. He tends to be the life of the party. Whether it's telling a joke or dancing a jig, Marcus is always in the middle of things, having a good time. This boisterous exterior hides a calculating and sly mind. Marcus always has his eyes and ears open, and he doesn't miss much.

Marcus is not a vocal member of Lady Elise's faction. In the beginning, Marcus supported Drac to be Sea Lord. In the past few years, however, he learned about Drac's manipulative nature and is frankly afraid of him. He tends to vote against Drac when he can because he knows the lighthouse is draining valuable resources away from the city.

Marcus's spy network has informed him that Drac recently sent Melkior Maeorgan to the mainland. He returned with crates filled with strange candles made of yellow wax and engraved with magical symbols. Anyone who makes a successful DC 20 Spellcraft check knows these types of candles are used as the arcane focus for summoning spells.

CAPTAIN MARCUS ROBERTS

Male human rogue 9: CR 9; Medium humanoid; HD 9d6+9; hp 47; Init +3; Spd 30 ft.; AC 18, touch 13, flat-footed 18; Base Atk +6; Grp +7; Atk +8 melee (1d6+2/19-20, +1 *short sword of subtlety*); Full Atk +8/+3 melee (1d6+2/19-20, +1 *short sword of subtlety*); SA sneak attack +5d6; SQ evasion, improved uncanny dodge, trapfinding, trap sense +3, uncanny dodge; AL CG; SV Fort +4, Ref +9, Will +5; Str 12, Dex 16, Con 13, Int 16, Wis 14, Cha 16.

Skills and Feats: Bluff +14, Decipher Script +13, Diplomacy +15, Disguise +3 (+5 acting), Gather Information +15, Listen +11, Move Silently +13, Open Lock +8, Perform (wind instruments) +12, Search +9, Sense Motive +12, Sleight of Hand +15, Spot +9, Survival +3, Swim +13, Use Magic Device +8 (+10 with scrolls); Combat Expertise, Dodge, Mobility, Spring Attack, Whirlwind Attack.

Possessions: +1 *short sword of subtlety*, amulet of natural armor +5, battle scrimshaw relic (see page 124).

TARMON

HIGH WIZARD

Male human, age 60 (old)

Faction: Neutral.

Appearance: Tarmon is 6 feet 5 inches tall and has short, brown hair and brown eyes. He wears a long, flowing, red robe bound by a golden belt. He walks with the aid of a gnarled, old, wooden staff.

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Quote: "Do you know the history of that gem you are wearing? Let me tell you about it."

Description: Tarmon is a lifelong resident of Freeport and the leader of the Wizard's Guild. Born an orphan, he was raised on the mean streets of the city. An adventuring wizard discovered his affinity for magic and took him on as a pupil. After many adventures on the mainland, Tarmon returned to Freeport to establish a guild for wizards.

Tarmon is energetic and quick-witted despite his advancing years. He enjoys conversation and has such a breadth of knowledge he can talk long on many different subjects.

The Wizard's Guild has tried to stay out of the fray with regard to the lighthouse project. Although the wizards realize the project has been draining the city's coffers, they do not want to go against the majority of the council that supports it. Tarmon is unaware of the involvement of the Brotherhood of the Yellow Sign. If the PCs can gain his confidence, he gives them whatever aid he can.



TARMON

Male human wizard 12: CR 12; Medium humanoid; HD 12d4+15; hp 51; Init +7; Spd 30 ft.; AC 16, touch 16, flat-footed 13; Base Atk +6; Grp +7; Atk +7 melee (1d6+1, *staff of fire*) or +9 ranged (1d4+1/19-20, throwing dagger); Full Atk +7/+2 melee (1d6+1, *staff of fire*) or +9/+4 ranged (1d4+1/19-20, throwing dagger); AL CG; SV Fort +5, Ref +7, Will +11; Str 13, Dex 16, Con 12, Int 19, Wis 17, Cha 13.

Skills and Feats: Concentration +16, Craft (alchemy) +10, Diplomacy +4, Knowledge (arcana) +19, Knowledge (history) +14, Knowledge (local) +8, Knowledge (nobility and royalty) +9, Knowledge (the planes) +15, Listen +5, Search +7, Sense Motive +6, Spellcraft +21, Spot +8, Survival +3 (+5 other planes); Combat Casting, Craft Staff, Improved Initiative, Leadership, Spell Focus (conjunction), Spell Focus (evocation), Spell Penetration, Scribe Scroll, Spell Mastery†.

Spells Prepared (4/5/5/5/4/3/2; save DC 14 + spell level; conjuration DC 15 + spell level): 0—*detect magic*, *ghost sound*, *mage hand*, *read magic*; 1st—*charm person*, *hypnotism*, *mage armor**, *shield*, *unseen servant**; 2nd—*detect thoughts*, *resist elements*, *saltburst**† (see page 125), *summon swarm*, *whispering wind*; 3rd—*dispel magic*†, *fireball**†, *fly*, *nondetection*, *tongues*; 4th—*arcane eye*, *detect scrying*, *shout**, *dimension door**; 5th—*firebird** (see page 125), *teleport**†.

prying eyes; 6th—*disintegrate*, *true seeing*. *Spell Focus, + Spell Mastery.

Possessions: Throwing dagger, *Ring of protection* +3, *staff of fire* (50 charges), *robe of scintillating colors*, 2 *potions of cure serious wounds*, spell component pouch.

Familiar: Burkhart (Toad); see below.

BURKHART (TARMON'S FAMILIAR)

Toad: CR —; Diminutive magical beast; HD 12; hp 24; Init +1; Spd 5 ft.; AC 21, touch 15, flat-footed 20; Base Atk +6; Grap -11; Atk touch +10 melee (spell); Full Atk touch +10/+5 melee (spell); SA deliver touch spells; SQ empathic link, grant Alertness and +3 hp, improved evasion, share spells, speak with amphibians, speak with master, SR 17; AL CG; SV Fort +4, Ref +5, Will +10; Str 1, Dex 12, Con 11, Int 11, Wis 14, Cha 4.

Skills and Feats: Concentration +15, Craft (alchemy) +6, Diplomacy +2, Knowledge (arcana) +15, Knowledge (history) +10, Knowledge (local) +4, Knowledge (nobility and royalty) +5, Knowledge (the planes) +11, Search +3, Sense Motive +3, Spellcraft +17, Spot +7, Survival +2 (+4 other planes); Alertness.

TORSTEN ROTH

HEAD OF THE GUILD OF MERCHANTS

Male human, age 40
(middle-aged)

Faction: Milton Drac.

Appearance: Torsten is 6 feet tall and has brown, short, curly hair. He wears dark-blue pants and a dark-blue jacket with brass buttons. A gold belt is around his waist, and a golden pendant rests on his chest.



Quote: "Really, don't you have something better to do? Here's my glass. I can use some more wine."

Description: Torsten is one of the richest men in Freeport. He is the head of the powerful Roth merchant family as well as the Guild of Merchants. His great-grandfather built the family fortune by selling iron and copper ore to the Sea Lord from mines he purchased on the mainland. The family has diversified since then and now sells fine wine and exotic goods as well as the ore.

Torsten is a snob who was born with a silver spoon in his mouth. He thinks most people are beneath his station, and he looks down on them with disdain. In conversation, he is annoying and condescending. He thinks he can secure a

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nomination for councilor at this ball. He fawns all over the councilors to curry their favor.

For many years now, Torsten has been supplying Drac with some strange items for his lighthouse, most notably an exotic, soft metal called "Serpent's Blood" from the jungles of the south. The metal is light green and is soft enough to be shaped by hand. When treated properly, it turns rock-hard. It took Torsten over two years to find the metal, but Drac told him where to look and then paid handsomely for it. For this favor, Drac promised to nominate Torsten to replace Verlaine on the council. The nomination has yet to come, and Torsten is a little bitter about it.

Torsten does not know that the Serpent's Blood is a necessary ingredient for the Brotherhood of the Yellow Sign to use in the construction of the lighthouse. It has been infused into the upper levels in many runes and glyphs to channel the power of the Unspeakable One and aid in his summoning. When the PCs learn of the Serpent's Blood, have them make a DC 25 Knowledge (arcana) check. A successful check reveals this type of metal was once used in rituals to summon demons.

TORSTEN ROTH

Male human aristocrat 8: CR 7; Medium humanoid; HD 8d6+8; hp 42; Init +1; Spd 30 ft.; AC 11, touch 11, flat-footed 10; Base Atk +6; Grp +6; Atk +7 melee (1d6, masterwork club); Full Atk +7/+2 melee (1d6, masterwork club); AL LN; SV Fort +2, Ref +3, Will +8; Str 10, Dex 12, Con 12, Int 14, Wis 15, Cha 14.

Skills and Feats: Appraise +13, Bluff +12, Diplomacy +8, Forgery +8, Gathering Information +7, Listen +9, Profession (Miner) +10, Search +7, Sense Motive +14, Spot +13; Alertness, Negotiator, Skill Focus (Appraise), Skill Focus (Profession: miner).

Possessions: masterwork club (gilded cane worth 400 gp), gold pendant worth 300 gp, gold belt worth 600 gp.

CAPTAIN LYDON

CAPTAINS' COUNCIL NOMINEE

Male human, age 50
(middle-aged)

Faction: Neutral.

Appearance: Captain Lydon is 6 feet 4 inches tall and weighs almost 300 pounds. He has long, scraggly, black hair and a five-o'clock shadow. He wears a bright-red jacket with gold buttons, a black pirate hat, and black pants. A saber hangs in a



scabbard from his black leather belt. He also has horribly crooked, yellow teeth.

Quote: "Arrrggghhh, a fine party this is. If this be the life of a councilor, count me in."

Description: Captain Lydon was born and raised on a pirate ship and has spent most of the rest of his life in the streets of Freeport. He has had his own ship, *The Gambit*, for almost 20 years. For the past 10 years, he has been trying to run a merchant shipping company to no avail. With his fortunes dwindling, he has made one last push to influence the citizens of Freeport, mainly those on the docks, and gain their support for the Captains' Council. His recent sponsorship of the annual Swagfest celebration was a great success, and it moved him close to his wish of joining the Captains' Council.

Lydon is crass but lovable. He is a simple man who enjoys drinking, smoking, and just plain having fun. He laughs often, and he is trying hard to impress people at this ball. He knows this may be his only shot at the big time.

Captain Lydon is also a degenerate gambler. He owes a local underworld boss named Finn a boatload of gold that he simply does not have. Drac has offered to pay off this debt and nominate Lydon to the council. In return, Lydon would have to be Drac's puppet on the council.

Drac does not know Lydon is aware of the Sea Lord's involvement with the Brotherhood of the Yellow Sign. He saw Milton Drac performing rituals to the unspeakable god in the small temple the PCs cleaned out in *Death in Freeport*. Lydon learned from watching that ritual all members of the order are branded on their inner thigh with the Yellow Sign. Drac has the mark. Why Lydon was in the temple is another story.

CAPTAIN LYDON

Male human rogue 5/fighter 3: CR 8; Medium humanoid; HD 5d6+5 plus 3d10+5; hp 48; Init +1; Spd 30 ft.; AC 15, touch 13, flat-footed 14; Base Atk +6; Grp +9; Atk +10 melee (1d6+3/18-20, +1 rummer saber) or +7 ranged (1d4+3/19-20, throwing dagger); Full Atk +10/+5 melee (1d6+3/18-20, +1 rummer saber) or +7/+2 ranged (1d4+3/19-20, throwing dagger); SA sneak attack +3d6; SQ evasion, trap sense +1, trapfinding, uncanny dodge; AL CG; SV Fort +5, Ref +6, Will +4; Str 17, Dex 12, Con 12, Int 12, Wis 14, Cha 12.

Skills and Feats: Appraise +4, Bluff +7, Climb +7, Decipher Script +4, Diplomacy +6, Disguise +4 (+6 acting), Escape Artist +3, Forgery +5, Gather Information +7, Intimidate +5, Listen +10, Perform (comedy) +6, Profession (Sailor) +8, Ride +4, Search +9, Sense Motive +10, Survival +7 (+9 to follow tracks), Swim +6; Far Shot, Leadership, Point Blank Shot, Precise Shot, Rapid Shot, Run.

Possessions: Masterwork leather armor, +1 rummer saber (see page 124), 2 throwing daggers, *potion of invisibility* (in saber), *ring of protection* +2, *elixir of salt draughts* (see page 124).

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PETRA FRICKE

CAPTAINS' COUNCIL NOMINEE

Female human, age 45
(middle-aged)

Faction: Lady Elise.

Appearance: Petra is 5 feet 9 inches tall, slender, and beautiful, with short, blond hair. She wears a long, midnight blue gown with a fine silver belt at her waist. A single, golden ring adorns her right hand.

Quote: "There is nothing more pleasing than turning a piece of stone into a work of art."



Description: Petra is a sculptor, and much of her work appears in the temples of Freeport. She has been the leader of the Guild of Craftsmen for the past four years. She has submitted many petitions to the council concerning the building of the lighthouse. The craftsmen have complained they have not received any contracts for work on the project for the last three years. This all coincides with the building of the upper levels of the lighthouse.

Petra is a beautiful woman who seems to glow with an inner happiness. She loves sculpting and talks about it often. She is polite and personable and freely converses with the PCs. She also loves to dance, and her dance card is usually full.

Petra is worried about the lighthouse and what it has done to the city. When Lady Elise approached her, she happily accepted her nomination to the council for the express reason of opposing Drac. She does not know why no contracts have been awarded for the lighthouse. At first, many artisans and craftsmen worked on the project. Then, as the upper levels were nearing completion, all work for local craftsmen ended. Although this is strange, she does not suspect that there is a cult involved in the lighthouse project.

PETRA FRICKE

Female human expert 9 (sculptor): CR 8; Medium humanoid; HD 9d6; hp 43; Init +2; Spd 30 ft.; AC 14, touch 12, flat-footed 12; Base Atk +6; Grap +6; Atk +8 melee (1d6+2, +2 *defending quarterstaff*) or +8 ranged (1d4/19-20, throwing dagger); Full Atk +8/+2 melee (1d6+2, 2 *defending quarterstaff*) or +4/-2/+0 (1d6+2/1d6+1, +2 *defending quarterstaff*) or throwing dagger +8/+2 ranged (1d4/19-20); AL NG; SV Fort +5, Ref +5, Will +7; Str 10, Dex 15, Con 11, Int 14, Wis 12, Cha 16.

Skills and Feats: Appraise +14 (+16 sculptures), Craft (sculpting) +17, Diplomacy +20, Gather Information +17, Knowledge (local) +12, Listen +11, Perform (Dance) +13, Search +12, Sense Motive +11, Spot +11; Combat Expertise, Endurance, Great Fortitude, Skill Focus (Craft: sculpting), Skill Focus (Diplomacy).

Possessions: +2 *defending quarterstaff*, throwing dagger, *amulet of natural armor* +2, silver belt worth 100 gp, gold ring worth 50 gp.

- PART TWO: BLACK DOG'S CAVES -

IN WHICH THE ADVENTURERS EXPLORE THE CAVES OF AN INFAMOUS PIRATE
AND DISCOVER THE ENTRANCE TO THE SUNKEN TEMPLE OF YIG.

After the ball, the PCs should have a good idea of the secret behind the Lighthouse of Drac. They should regroup at the Temple of the God of Knowledge and confer with Thuron. If something has happened to Thuron in your campaign, you can substitute the Loremaster Falthar. (See *Falthar's Curios* in *Green Ronin's Tales of Freeport*.)

After the PCs have pieced their clues together, Thuron tells them they must find the *Jade Serpent* of Yig to stop the Brotherhood of the Yellow Sign. Only the power of this ancient Valossan artifact can overcome the Unspeakable One and prevent the world from degenerating into madness and chaos. Thuron tells them that the *Jade Serpent* was kept in the Temple of Yig in ancient Valossa, now sunk beneath the waves.

To locate the entrance to the sunken temple, the PCs must conduct some research. Thuron can provide them with a good start. During his studies at the Temple of Knowledge, he came across excerpts from the log of the infamous pirate named Black

Dog. **Handout B** is an excerpt from that logbook of Black Dog. Thuron believes the doorway described in the log is of Valossan origin and could lead to the sunken temple.

The PCs can ask around town about Black Dog and his caves. There are many legends surrounding the pirate. **Table 2-1: The Legend of Black Dog** lists what the PCs can discover with a successful Gather Information check.

If the PCs do not have a high enough Gather Information score or they roll poorly, you can simply allow them to discover the information after they spend some time questioning people in the city about Black Dog, or after they spend a substantial sum on bribes.

GARETH, THE OLD SEA DOG

The exact location of Masthead Lane is not important for the purposes of this adventure. Suffice it to say it is located

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TABLE 2-1: THE LEGEND OF BLACK DOG

DC Information

- 10 Black Dog the pirate was the scourge of the seas around Freeport over 50 years ago, until he mysteriously disappeared. He is described as a hard-drinking man with a deadly saber and an even deadlier temper.
- 15 Black Dog stowed away a king's ransom in gold and jewels that was never found. The caves where the treasure is hidden are beset with all manner of hideous traps to thwart any would-be thieves.
- 20 Black Dog haunts his caves from beyond the grave and will suffer no man who finds them to come back alive.
- 25 An old pirate named Gareth who served under Black Dog over 50 years ago still lives. He may know the location of the treasure caves. He lives in the Old City at 45 Masthead Lane.



somewhere in the Old City. The house is a two-story building made of wood, with three windows facing the street on each floor. The knocker on the door is carved in the shape of a three-masted ship.

Gareth is an elderly man in his seventies. He has a peg leg and a huge scar across his left eye. He knows full well why the PCs have come to see him. In fact, he has been making a living for years now by telling people the location of Black Dog's Caves—for a price. His usual style is to complain about an old back injury he got when he fell through the rigging of a ship. He then tries to get as much money for his information as possible through sympathy. He tries for 250 gp, but he settles for 200 gp. If it isn't obvious, no one has ever returned from Black Dog's Caves.

When the PCs ask Gareth about Black Dog's Caves, he breaks into the following well-rehearsed speech.

"I know what you wants. It's the treasure of Black Dog it is. I remember me days with him well. We frightened every merchant from here to the mainland. Heh! Those were the days!"

"Of course me accident set me back for a while. I fell through the riggin' ya know. Damn near broke me back, I did. That's why I has to use this cane and all. Now I am getting' old, and I ain't got much money."

"I could tells ya where the caves are, but what good would that do me? I am only a poor, old sailor with a half-broken back and not much money left. Can you spare some coin for a crippled, old man? I won't steer ya wrong."

Once paid, Gareth continues,

"Thank ye! Thank ye very much. Now, the trick to findin' the caves is the tides. Ye has to go only a few miles west along the coast until ye see two tall stones stickin' up out o' the water. They be tall, almost a full mast high."

"When the tides is low, a cave will appear on the island. All ye have to do is get yer boat in the cave. Once inside, I can't be much help to ye. I was never let inside, but I know it's dangerous. Black Dog sure did love his treasure!"

Gareth does not know anything specific about the caves except where the entrance is. He does know that the place is probably trapped, as Black Dog always talked about protecting his treasure.

FINDING THE ENTRANCE

At the docks, the PCs can purchase a sturdy rowboat complete with oars for about 50 gp. Gareth has not led the PCs astray.

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If they follow the coastline, they see the two stones just as he described. The journey takes about an hour.

Low tide occurs at 4:00 A.M. and 4:30 P.M. At these times, the cave entrance is accessible by boat. If a PC has the Profession (Boater) skill, he can use it to direct his comrades in the boat.

If no one has the Profession (Boater) skill, then standard Wisdom checks apply. It may also be necessary to consider Dexterity on some checks while in the boat. The boat can be successfully navigated into the cave with a successful DC 15 check.

LOCATION 2:

BLACK DOG'S CAVES

Once the heroes get inside the caves, consult the map and read the boxed text to them as they move from location to location. The cave is unlit, so the heroes should bring light sources with them, unless they all have darkvision.

1. A SWIFT-MOVING CURRENT

The tunnel beyond the cave entrance is narrow and damp. Water drips from the ceiling onto your shoulders, and the sound of the surf echoes in your ears. After traveling a short distance, you hear the sound of rushing water as your boat begins to move quickly in a swift current. The tunnel winds to the left and then back the right as your boat careens wildly down into darkness!

Moving this quickly down the tunnel is dangerous. Everyone in the boat must make a DC 15 Dexterity check or be thrown overboard. Sitting PCs have a +2 circumstance bonus to their check.

Characters thrown from the boat are carried along with the current and deposited in **Location 2**. Any character still controlling the boat must make another DC 15 Profession (Boater) or Wisdom check to prevent the craft from slamming into the wall at the end of the tunnel. On a failed check, the boat hits the wall, and all on board take 1d6 damage and are carried into **Location 2** by the current.

2. THE WATCHER (EL 3)

Read box A to the PCs who enter the room by the boat. Read box B to those PCs who have fallen out of the boat.

BOX A

Your boat is thrust out of the narrow tunnel and into a large chamber. Stalactites dot the ceiling at least 50 feet above the surface of a dark, underground lake. There are tunnels leading out of the chamber on either side. You can also just make out the far end of the cavern where

another tunnel lies. Two beaches flank the tunnel to your left. On the beach closest to you, something glitters in the gloom as your light hits it.

BOX B

The current in the tunnel has carried you into deeper water. You see that you are in a large chamber, swimming in an underground lake. There are tunnels leading out of the chamber in front of you and to either side. Two beaches flank the tunnel to your left.

The underground lake is the home of an adult tojanida. If the encounter level is too low for your group, feel free to add a second tojanida to increase the challenge to EL 7. The tojanida sizes up the PCs before attacking. It knows the entire cave complex, and it chooses a moment or place to attack that is to its best advantage.

The lair of the beast is located near the center of the lake, 50 feet below the surface. A successful DC 25 Search (reduce the DC to 20 if the PCs have some way of seeing underwater) reveals the lair. The lair is littered with the bones and the mostly useless equipment of the monster's unfortunate victims. There are six gems scattered among the bones, each worth about 100 gp. There is also a masterwork quarterstaff that has not yet begun to rot.

ADULT TOJANIDA

45 hp; see MM for details.

3. THE SHINING SABER (EL 3)

As you get closer to the beach, you can now see what was glittering from far off. A saber is stuck in the sand, halfway up the beach. The saber appears to be untarnished, and it reflects light. The beach is littered with skeletons, some of which still wear rusted armor and wield corroded weapons.

The saber in the sand is named the *Saber of Sorrow*. It has a long and sad history. It ended up buried here in Black Dog's Caves as the result of a horrible tragedy. The saber was found by Black Dog's first mate Ironfoot. Due to the saber's curse, Ironfoot killed his lover Isabella because he thought she coveted it.

Overcome with grief, Ironfoot killed himself on this very beach by driving the saber through his chest. As a result, he has come back as an allip with an unholy hatred of the saber. Ironfoot remains hidden incorporeal within the walls of the cavern until someone touches the saber. At that point, he attacks until the saber is dropped. Ironfoot pursues anyone who has the saber, to the exclusion of all others.

For specifics on the *Saber of Sorrow*, see the sidebar on the next page.

~ MADNESS IN FREEPORT ~

THE SABER OF SORROW

An evil wizard who wanted to exact revenge on his abusive employer created the *Saber of Sorrow*. It gained its name after the wizard's employer killed his entire family because of the saber's curse.

Although the saber acts in most respects like a normal +2 *scimitar* in combat, it is cursed. Anyone who owns the saber becomes incredibly protective of it, culminating in an insane paranoia that anyone who sees the weapon wants to steal it. This paranoia is so strong that those who possess the saber eventually try to kill those close to them.

Once a day, a player who possesses the weapon must make a DC 12 Will save to resist the effects of the saber. On a failed save, the owner succumbs to the weapon's curse and begins to become paranoid and protective of the weapon. One day after the curse takes effect, the owner of the saber attacks and tries to kill the person closest to him.

Moderate enchantment; CL 7th; Craft Magic Arms and Armor, creator must be 8th level and of evil alignment; Price 6,000 gp.

IRONFOOT

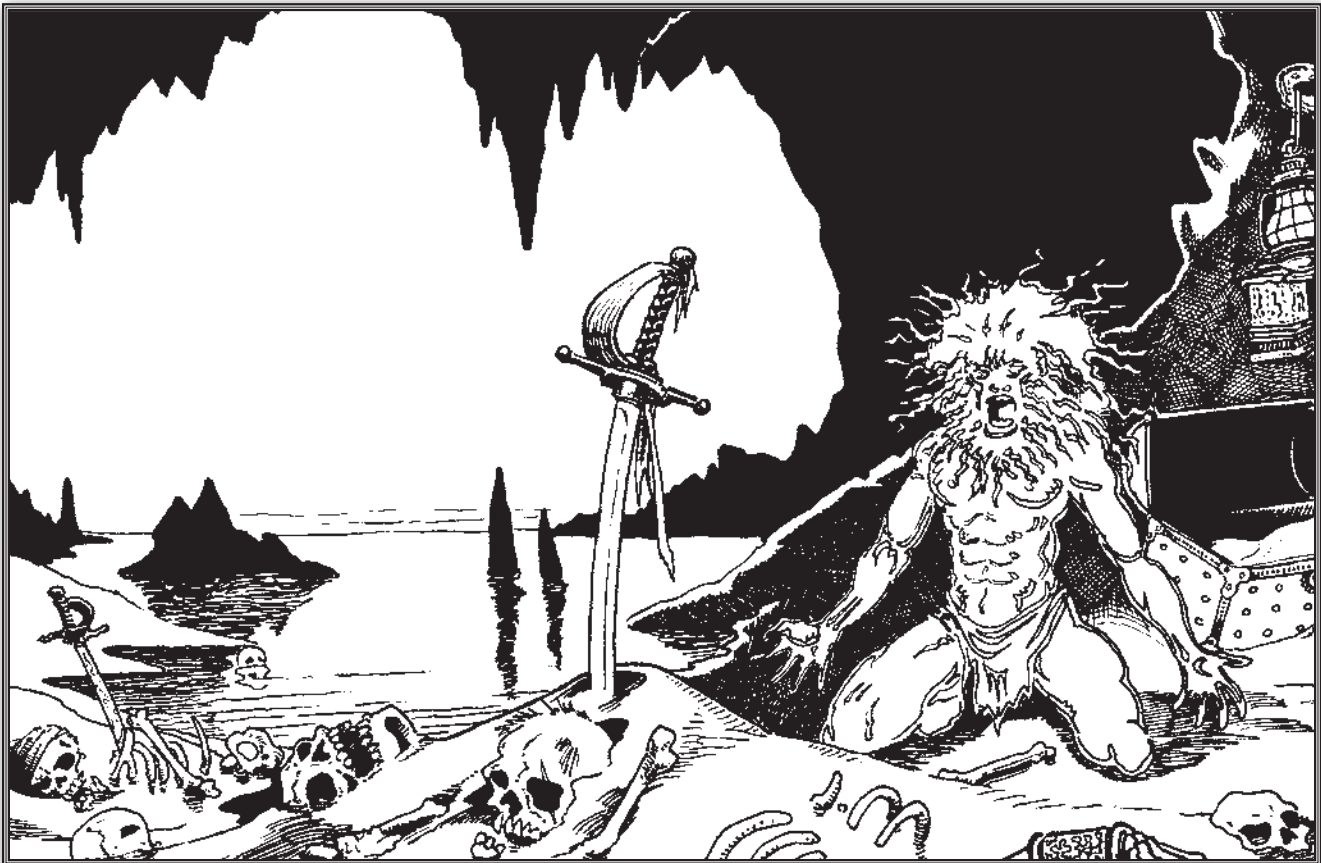
Allip: CR 3; Medium undead (incorporeal); HD 4d12; hp 26; Init +5; Spd fly 30 ft. (perfect); AC 15, touch 15, flat-footed 14; Base Atk +2; Grp —; Atk +3 melee (1d4 Wis drain, incorporeal touch); Full Atk +3 melee (1d4 Wis drain, incorporeal touch); SA babble, madness, Wisdom drain; SQ darkvision 60 ft., incorporeal traits, +2 turn resistance, undead traits; AL NE; SV Fort +1, Ref +4, Will +4; Str —, Dex 12, Con —, Int 11, Wis 11, Cha 18.

Skills and Feats: Hide +8, Intimidate +7, Listen +7, Search +4, Spot +7; Improved Initiative, Lightning Reflexes.

Babble (Su): All sane creatures within 60 feet of the Ironfoot must succeed on a DC 16 Will save or be affected as though by a *hypnotism* spell for 2d4 rounds. This is a sonic mind-affecting compulsion effect. Creatures that successfully save cannot be affected by Ironfoot's babble for 24 hours. The save DC is Charisma-based.

Madness (Su): Anyone targeting Ironfoot with a thought detection, mind control, or telepathic ability makes direct contact with its tortured mind and takes 1d4 points of Wisdom damage.

Wisdom Drain (Su): Ironfoot deals 1d4 points of Wisdom drain each time it hits with its incorporeal touch attack. On each such successful attack, it gains 5 temporary hit points.



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4. ILLUSION TRAP (EL 3)

You emerge from a narrow tunnel to see a large, natural cavern 25 feet long by 40 feet wide. A slim strip of beach lines the far wall. Ten large, ironbound chests sit on the sand. A skeleton lays half in the water and half on the beach. Its arms are stretched longingly toward the chests.

This cave is a trap designed by a wizard loyal to Black Dog. The beach and the skeleton are real, but the chests are the result of a *permanent image* designed to draw would-be thieves toward the apparent treasure. Since the chests are an illusion, they show no signs of decay or water damage. Characters who interact with the illusion are entitled to a DC 18 Will save to disbelieve the illusion. However, the first player to step on the beach sets off a lightning blast trap, emanating from the wall behind the chests.

LIGHTNING BLAST

CR 3; magic device; proximity trigger (*alarm*); no reset; spell effect (50-ft. line, 3d6 electricity, DC 13 Reflex save half); Search DC 26; Disable Device DC 25. Cost: 300 gp, 36 XP.

5. THE HEALING BASIN

The underground waterway ends here in a circular chamber with frescoes painted on the walls. The frescoes depict scenes from the mythology of the God of the Sea. A large stalagmite in the center of the room has been crafted into a basin. The sides of the stalagmite are carved in the shape of a sea serpent winding around the entire basin. Water fills the vessel.

Black Dog, in honor of the God of the Sea, created this chamber. He never went out on a raid without first paying homage to the Sea God. As a reward for his faithfulness, the Sea God magically enchanted the basin in the center of the room. Although the water is briny, it cures 2d8 points of damage on anyone who can bear to drink from the basin. The water in the basin can only heal each drinker once per day, and any water removed from the basin immediately loses its power.

6. DEADLY SPIKES (EL 9)

A huge, natural chamber looms before you. Sand fills the floor of the chamber, and the water laps against it rhythmically. Near the shore off to the right is a skeleton impaled by a large stake jutting up out of the sand. As more of the chamber comes into view, you see at least two more skeletons impaled the same way.

The treasure room of Black Dog can be found if players can detect the secret door in the wall on the right side of the chamber by succeeding on a DC 20 Search check. For that reason, Black Dog constructed hidden stake traps throughout the room, to impale would-be looters. Each five-foot square of the chamber marked by an "T" on the map contains a stake trap. The best way to keep track of this is to draw the room on a map and have the players tell you where the PCs are moving. Players setting off a stake trap are considered flat-footed and gain no Dexterity bonus to Armor Class against the stake trap's attack roll.

STAKE TRAPS (II)

CR 2; mechanical; location trigger; no reset; Atk +15 melee (1d8/×3); Search DC 20; Disable Device DC 20; Market Price: 1,000 gp.

7. TREASURE CHAMBER DOOR

Moving through the secret door, you enter a passage of worked stone. At the end of the passage, is a huge, wooden door bound in iron. A large lock is built into the center of the door. An inscription on the door reads: "Enter here and face the wrath of Black Dog."

The door is locked and requires a successful DC 25 Open Lock check to open.

IRON-BOUND DOOR

3 in. thick; hardness 5; 40 hp; Break DC 26.

8. BLACK DOG'S TREASURE (EL 7)

When the huge door is opened, a low moan seems to come from the walls of the chamber itself. The chamber is 25 feet wide by 20 feet long. There are nine chests lining the walls.

The moaning continues until suddenly a figure rises up through the floor, glowing with an eerie, greenish light. He wields a saber, wears tall boots, a long frock coat, and a hat with a feather in it.

Floating in the center of the room, the apparition points his saber at you and speaks in a loud, booming voice: "Who dares disturb the treasure of Black Dog? You cannot hope to stand before me! Leave now, and no harm will come to you. Stay to seek your fortune, and you will be doomed to everlasting damnation!"

The apparition is the spectral form of Black Dog the pirate. After his death, he was buried beneath the floor in his treasure room. He now haunts this chamber as a spectre for eternity and refuses to allow anything to be removed from it. As long as the



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heroes do not remove any treasure, Black Dog allows them to leave unmolested.

The heroes can talk with the spectre of Black Dog. First, though, they have to leave the treasure chamber before Black Dog can calm down enough for a conversation. He does know where the door described in his log is located, and he can tell the PCs how to get there. If they ask him, Black Dog can also describe to them what happened to Tom when he tried to open the serpent door.

"Tom was always doing crazy things. I told him to leave the door alone but he wouldn't listen. He stuck his hand in the serpent's mouth and began to turn the knob.

"Then he suddenly screamed and yanked his arm free of the serpent. Immediately, a stream of poisonous, green liquid shot out of the serpent's mouth and hit him square in the chest. The poison was so nasty he was unable to move for over a week.

"Even when he recovered, Tom was unable to exert himself for the rest of his life. When we asked him what happened, he said that the stone serpent had bit down on his arm. We thought he was crazy because we were all there and no one saw the thing move."

If any of the PCs annoy Black Dog in any way, he attacks.

BLACK DOG

Spectre: CR 7; Medium undead (incorporeal); HD 7d12; hp 45; Init +7; Spd 40 ft., fly 80 ft. (perfect); AC 15, touch 15, flat-footed 13; Base Atk +3; Grp —; Atk +6 melee (1d8 plus energy drain, incorporeal touch); Full Atk +6 melee (1d8 plus energy drain, incorporeal touch); SA energy drain, create spawn; SQ darkvision 60 ft., incorporeal traits, +2 turn resistance, sunlight powerlessness, undead traits, unnatural aura; AL LE; SV Fort +2, Ref +5, Will +7; Str —, Dex 16, Con —, Int 14, Wis 14, Cha 15.

Skills and Feats: Hide +13, Intimidate +12, Knowledge (Religion) +12, Listen +14, Search +12, Spot +14, Survival +2 (+4 following tracks); Alertness, Blind-Fight, Improved Initiative.

Energy Drain (Su): Living creatures hit by a spectre's incorporeal touch attack gain two negative levels. The DC is 15 for the Fortitude save to remove a negative level. The save DC is Charisma-based. For each such negative level bestowed, the spectre gains 5 temporary hit points.

Create Spawn (Su): Any humanoid slain by a spectre becomes a spectre in 1d4 rounds. Spawn are under the command of the spectre that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Unnatural Aura (Su): Animals, whether wild or domesticated, can sense the unnatural presence of a spectre at a distance of 30 feet. They do not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Sunlight Powerlessness (Ex): Spectres are powerless in natural sunlight (not merely a *daylight* spell) and flee from it. A spectre caught in sunlight cannot attack and can take only a single move or attack action in a round.

TREASURE

The chests hold various traps and treasures as follows.

Chest 1: Poison Needle Trap: CR 1; mechanical; touch trigger; manual reset; +8 ranged (1 plus poison); poison (greenblood oil, DC 13 Fortitude save resists, 1 Con/1d2 Con); Search DC 22; Disable Device DC 20; *Market Price:* 1,300 gp. This chest contains 700 gp.

Chest 2: Untrapped. It contains 2,000 sp.

Chest 3: Hail of Needles Trap: CR 3; mechanical; touch trigger; manual reset; Atk +20 ranged (2d4); Search DC 22; Disable Device DC 22; *Market Price:* 5,400 gp. This chest contains 2,000 sp, an *elixir of swimming*, a *potion of spider climb*, a *potion of bear's endurance*, and a *potion of cure light wounds*.

Chest 4: Untrapped. It contains 100 gp and a *potion of cure serious wounds*.

Chest 5: Untrapped. It contains 400 gp and a *potion of tongues*.

Chest 6: Arrow Trap: CR 1; mechanical; touch trigger; manual reset; Atk +10 ranged (1d6/x3, arrow); Search DC 20; Disable Device DC 20; *Market Price:* 2,000 gp. This chest contains a masterwork scimitar and an arcane scroll (*water breathing*, caster level 5).

Chest 7: Untrapped. It contains 600 gp, two gems (100 gp each), and two gems (250 gp each).

Chest 8: Untrapped. It contains two jeweled, golden goblets (100 gp each), 10 golden plates (25 gp each), one silver necklace (250 gp), and one gold necklace (300 gp).

Chest 9: Poison Needle Trap: CR 1; mechanical; touch trigger; manual reset; +8 ranged (1 plus poison); poison (greenblood oil, DC 13 Fortitude save resists, 1 Con/1d2 Con); Search DC 22; Disable Device DC 20; *Market Price:* 1,300 gp. This chest contains 2,000 sp and a *ring of protection* +1.

9. THE SWIFT CURRENT

Ten feet into this tunnel, the current sends your boat careening forward at a dangerous speed!

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Strong currents affect the water in the tunnels beyond this point. The PCs must make a DC 15 Profession (boater) check or Wisdom check to turn the boat or stop it in the current. Anyone who stands up in the boat must make a DC 15 Balance check to avoid falling out of the boat. Those who fail this check and fall into the water are carried to Location 10 or Location 11. These characters must succeed DC 15 Swim checks to stay above the rough waters or be at risk of drowning.

10. POSSIBLE ACCESS TO OTHER AREAS

This watery passage can be used to expand this adventure if you so desire. If not, eliminate it from the map or simply state the passage narrows and is too small to allow the PCs to continue.

11. BOARDED-UP TUNNEL

The entrance to this tunnel is boarded up above the waterline. The boards are rotted from exposure to the seawater. Written across the wooden barrier in black ink and in the common tongue are the words: "DANGER! KEEP OUT!"

This is the boarded-up passage mentioned in Black Dog's logbook. The boards are easily broken and cast aside. The current pulls the boat into the passage beyond.

12. THE SERPENT PORTAL (EL 9)

Your boat lands on a beach facing a 30-foot wide, curved, jade wall covered by a mural depicting two serpent men in red robes, standing on the summit of a jade tower shaped in the form of a coiled snake. Their hands are raised to the sky, and far below a throng of serpent people look on.

Between the two robed figures is an enormous, stone doorway 10 feet wide and 20 feet high. In the center of

the door, a bas-relief cobra is carved out of the green stone. The mouth of the cobra juts out further than the rest of the relief, its fangs bared as if ready to strike. Beneath the cobra is writing in some strange script.

This is the top of the temple depicted in the mural. The remainder of the temple was buried during the great cataclysm. The writing under the cobra, which is Valossan, can be read by anyone who has learned to read the language or by any who succeed on a DC 20 Decipher Script skill check. (Add +2 if he has deciphered any previous Valossan writing successfully.) The script reads, "All those who would enter the temple must pass the test of the fangs. Reach into the mouth of Yig, and your courage will be rewarded."

The mouth of Yig is a test of courage and mental strength. To open the door, a PC must put his hand and arm into the serpent's maw to reach the doorknob. While reaching for the knob, it feels as if the jaws of the serpent are closing over his arm.

This is an illusion that only affects the PC who has his arm in the mouth of Yig. If the PC tries to disbelieve the illusion, he must make a DC 20 Will save. The illusion causes the hero to experience extreme pain. If the PC can keep his arm in the mouth despite the pain (DC 20 Will save to do so), the door opens. If at any point the character removes his arm from the door before the door opens, the pain stops, but a stream of poisonous green liquid shoots from the serpent's mouth. The poison in the mouth is a supernatural effect that automatically resets on the following round.

Even if the trap itself is disabled, the illusion remains in place. The PCs can try to open the door any number of times.

MOUTH OF YIG

CR 9; mechanical; touch trigger; automatic reset; Atk +13 ranged [+18 if hand is in the mouth of Yig] (poison); multiple targets (all targets in 20-ft. line); poison (dragon bile, DC 26 Fortitude save resists, 3d6 Str/0); Search DC 25; Disable Device DC 28; Market Price: 54,300 gp.

~ PART THREE: THE SUNKEN TEMPLE OF YIG ~

IN WHICH THE ADVENTURERS DESCEND INTO THE ANCIENT TEMPLE OF YIG
AND DISCOVER THE PRICE THEY MUST PAY FOR THE JADE SERPENT.

Having discovered and navigated Black Dog's caves, the PCs have at last entered the lost Temple of Yig. The temple is constructed of green jade and is spiral in shape, built to resemble a coiled snake. Each level of the temple is 20 feet high and wider than the one above it. The temple is well below sea level, and it would be completely flooded if not for the magic that keeps it intact.

LOCATION 3: THE SUNKEN TEMPLE OF YIG

As the Valossan civilization was being destroyed, the god Yig was angered. He blamed his priests for not warning their people of the devastation that would come from the worship of the



SUNKEN TEMPLE OF YIG

~ MADNESS IN FREEPORT ~

Unspeakable One. Knowing his own power would soon begin to wane, Yig used his remaining strength to preserve his temple from the cataclysm. Then, to punish his priests he turned them all into undead shadows. They have been doomed for centuries to wander the halls of the temple and contemplate how they failed Yig and the Valossan people.

Centuries of undead life have twisted the minds of most of the priests left in the temple. They only seek to end their existence. To that end, they attack the PCs without provocation.

There are some, however, who still cling to the hope that they can save their souls by helping to vanquish the Unspeakable One. These priests see the PCs as their possible salvation and ask them for help. If the PCs have not learned the Valossan language, the priests switch to an archaic form of the common tongue. (All of the serpent people encountered in the temple are shadow serpents, described in **Appendix 1**.)

1. THE STATUE OF YIG

The serpent door grinds open, sending dirt scattering across the floor. The chamber beyond is circular, 40 feet in diameter. A ramp along the far right wall leads down into murky water. In the center of the chamber is an enormous, 15-foot-high, marble statue of a coiled snake. The walls of the room feature a continuous mural depicting the construction of the temple and its consecration. In many different locations, someone has scribbled the same Valossan words across the mural in red ink.

This room was a prayer and meeting chamber used by the high priests of Yig. Under the sacred image of their god, the priests made important decisions and communed with their god.

A priest named Sseth, who was trying to warn his brethren that Yig was unhappy with them, wrote this warning on the walls: "Beware brethren, for Yig will abandon us." He was thought to be insane and was placed under house arrest in his quarters in the temple below. The PCs may meet his shade later.

Any PC who has learned the Valossan language can read the phrase. A PC who succeeds on a DC 20 Decipher Script skill check can attempt to translate the writing. Grant a +2 circumstance bonus to his roll if he has deciphered any Valossan writing previously.

This is an excellent room for the PCs to rest in before they take on the temple. They can sleep here and prepare or pray for spells without incident.

2. THE WATER-FILLED CHAMBER (EL 3)

This floor of the temple is filled with water. No other floors are flooded, and the water is contained on this floor. The magical

enchantment that Yig placed on the temple to keep it intact also allowed this odd condition to persist after the cataclysm.

It should be easy for the PCs to get to the next floor. They can swim down the ramp with a successful DC 10 Swim check. Once in the water, they notice a light coming from another ramp ahead of them. This ramp brings them to the third floor.

Read the following description to those who swim from ramp to ramp.

The water is cold as you wade down the ramp. After only a few feet of swimming underwater, you can see a light up ahead of you. Swimming toward the light, you begin to make out another ramp leading further down into the temple. Halfway along this ramp, you come out of the water into a dry room. Incredibly, the water defies gravity and does not come down into this room from above.

The priests used this room to prepare for services in the chapel below. It was once filled with numerous cabinets and standing closets filled with vestments. These enclosures have since rotted, and their remnants lie scattered throughout the room on the floor. On the wall opposite the ramps stands a statue of a serpent person. Around the statue's neck, on a golden chain, there is an amulet shaped like a serpent's head. This is the *Amulet of the Serpent* (see **The Gifts of the Serpent**, page 103).

If a PC can make it over to the statue and remove the amulet, a shadow serpent in the room attacks. The monster looks like a darker patch of water shaped like a serpent.

The shadow serpent is incorporeal. He does not have to breathe and is not hindered moving through the water. The PCs, on the other hand, may find it difficult to fight underwater without drowning. (See the **Underwater Combat** and **Drowning** in the DMG for details.)

The shadow attacks the bearer of the amulet and ignores all others. It does not follow anyone who leaves the room.

SHADOW SERPENT

19 hp; see **Appendix III: New Creatures** on page 130 for details.

3. THE HIGH ALTAR OF YIG (EL 4)

You emerge from the water into a circular room about 70 feet in diameter. Spaced along the walls every 10 feet are carved serpent heads with balls of glowing light between their fangs. To your left, about 30 feet away, is another ramp leading down. A marble altar carved with serpents sits in the center of the wall facing you. Numerous large, round pillows are spread about on the floor of the room. They give the place a damp, musty smell.

- MADNESS IN FREEPORT -

THE GIFTS OF THE SERPENT

The items known collectively as the Gifts of the Serpent are as follows.

THE AMULET OF THE SERPENT

A wizard king of Valossa created the *Amulet of the Serpent* in celebration of his coronation. It was a gift to the high priest of the temple to honor Yig. Each high priest passed the amulet on to his successor as a religious relic. The amulet was worn by the high priest at important religious ceremonies and when the Valossan army went to war.

The amulet confers onto its wearer a +2 natural armor bonus to AC and a +4 luck bonus to saving throws against poison. The Amulet of the Serpent takes up the Amulet body slot.

Faint abjuration; CL 5th; Craft Wondrous Item, *barkskin*, *neutralize poison*, creator's caster level must be at least 6th; Price 12,000 gp; Weight —.

THE FANGS OF THE SERPENT

These fangs are made to fit over the natural fangs of a serpent person. They contain a small reservoir, which can be filled with the *Venom of the Serpent* to give the wearer a poisonous bite in addition to his normal attacks. They cannot be used by any other race (except for certain snake-avatars of Yig).

Faint necromancy; CL 5th; Craft Wondrous Item, *poison*; Price 3,000 gp; Weight —.

THE VENOM OF THE SERPENT

This viscous yellowish liquid is a powerful poison. It is designed to be used with the Fangs of the Serpent, but can be used with any other weapon that can be envenomed. This small glass vial holds 12 doses when full. When found, it holds 1d4+2 doses.

Poison: Injury DC 20; Initial Damage 3d6 hp; Secondary Damage 2d6 Con; Price 2,000 gp/dose.

THE SCALES OF THE SERPENT (MINOR ARTIFACT)

The *Scales of the Serpent* is a suit of green +3 *ghost touch scale mail* that fits only a serpent person. It is the most powerful of the Gifts of the Serpent. A Valossan wearing the armor is immune to all forms of physical and magical attack. There is only one weakness—a scale on the right breast was damaged during the creation of the artifact. In this place, the armor only confers a +4 bonus to the character's AC. An opponent may attack this area by voluntarily taking a -4 penalty to his attack roll. Spells that can be targeted may be aimed at the damaged scale at the same penalty. Any spell that hits automatically (like *magic missile*) automatically hits the damaged scale.

Strong abjuration; CL 19th; Weight 30 lb.



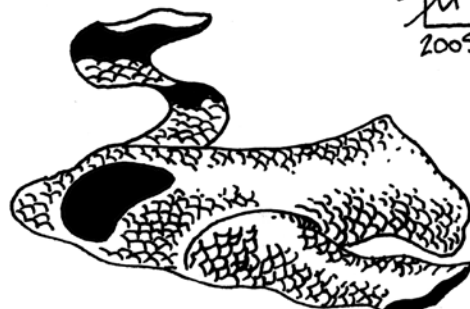
THE AMULET
OF THE
SERPENT



THE FANGS
OF THE
SERPENT



THE VENOM
OF THE
SERPENT



THE SCALES OF
THE SERPENT



~ MADNESS IN FREEPORT ~

In front of the altar is a dark, barely visible, serpent shape. It gestures toward a large jade bowl lying on the altar. It does not seem to notice you.

This is the chamber where the priests conducted ceremonies to honor Yig. The serpent people sat on the pillows during the rituals. Over the years, the pillows have become infested with disease, and anyone handling them risks contracting the illness.

The shadow serpent in front of the altar is Alisstar, the last high priest of Yig. As leader of the temple, he blames himself for the priests' failure to stop the Unspeakable One. For centuries, he has sought a way to complete a ritual to appease Yig and set the souls of his brethren free. He is intent on the altar and takes no notice of the PCs unless they attack or speak to him.

If the PCs attack Alisstar, he throws up his hands and begs for mercy. He wishes only to speak with the heroes, not fight them. To him, they are his only hope.

If the PCs try to communicate with Alisstar, read or paraphrase the following.

You startle the figure behind the altar. His head jerks up, and he speaks in a low, moaning voice, his words in a heavily accented version of the common tongue.



"At lasst. At lasst living ssoulss are come to help uss. Yesss. Help uss you can. Alisstar is my name, and the high priest I wass of thiss temple.

"Ssince the day of desstruction, me and my brethren have wandered thesse hallss. Doomed to exisst for all time. Doomed to live with our failure. Yig has abandoned uss!

"But you can help. Yess, you can. Do as I wissh, and I will give you what you sseek."

Alisstar wants the PCs to help him complete his ritual because he believes this is the only way to lift Yig's curse. To accomplish this, he needs them to recover four items, *The Gifts of the Serpent* (see sidebar, page 103), that have been scattered throughout the temple. The first is the *Amulet of the Serpent* in **Location 2**. The second is the *Fangs of the Serpent* in **Location 21**. The third is the *Venom of the Serpent* in **Location 14**. Lastly, they must recover the *Scales of the Serpent* in **Location 9**. The shadow serpent does not know the items' exact locations, so he may suggest the PCs ask other priests they meet in the temple. Alisstar promises to give the PCs the *Jade Serpent* if they bring him all of these items.

DISEASED PILLOWS

CR 2; no attack roll necessary (the shakes, see DMG); DC 13 Fortitude save resists; Search DC 20.

ALISSTAR

Male advanced shadow serpent: CR 3; Medium undead (incorporeal); HD 6d12; hp 36; Init +6; Spd fly 40 ft. (good); AC 13, touch 13, flat-footed 11; Base Atk +3; Grap —; Atk +6 melee (1d6 Str, incorporeal touch); Full Atk +6 melee (1d6 Str, incorporeal touch); SA Strength damage; SQ darkvision 60 ft., incorporeal traits, +4 turn resistance, undead traits; AL N; SV Fort +3, Ref +5, Will +8; Str —, Dex 14, Con —, Int 8, Wis 13, Cha 13.

Skills and Feats: Hide +8*, Knowledge (Religion) +4, Listen +8, Search +5, Spot +8; Alertness, Improved Initiative, Iron Will.

4. ACOLYTES CHAMBERS (EL 7)

A rank odor permeates the air in this room. Scattered about the floor are rotting pillows and bedding. Emerging from the shadows, four dark serpent shapes move toward you, wailing loudly.

The four shadow serpents in this room were acolytes of the temple. They attack the PCs, hoping the heroes can put an end to their horrible existence.

- MADNESS IN FREEPORT -

ACOLYTES (4 SHADOW SERPENTS)

19, 18, 17, 20 hp; see Appendix III: New Creatures on page 130 for details.

5. PRAYER ROOM (EL 6)

This long room follows the curve of the outside wall of the temple. The walls are covered with a mosaic of a large serpent. Its tail begins near the door, and the body winds along the outside wall, culminating in a fanged head at the far end of the room.

The eyes of the mosaic serpent glow with a green light. In front of the head is a stone table on which a large book rests. The floor is covered with four large piles of dust shaped like serpents.

The priests of the temple used this room for a prayer and meditation. The eyes of the mosaic serpent were imbued with the spirit of Yig. As the priests recited their prayers, the eyes would help them commune with their god. When Yig abandoned his priests, the eyes drove them to madness instead. The priests in this room killed each other as a result. The piles of dust are what remains of their corpses.

Anyone staring at the mural's eyes for more than a few seconds must make a DC 15 Will save or be dominated by the will of Yig. Dominated PCs are instructed to attack their friends. This entitles them to another saving throw, as per the *dominate person* spell.

The book on the table is written entirely in Valossan and entitled *The Way of Yig*. The pages of the book are made of molted serpent skin. Any rare book dealer would pay up to 3,000 gp for it.

THE EYES OF YIG

CR 6; magic device; proximity trigger (special); automatic reset; spell effect (*dominate person*, 9th-level wizard, DC 15 Will save negates); Search DC 20; Disable Device DC 10; Cost: 22,500 gp, 1,800 XP.

6. INCENSE ROOM

A pungent odor hangs in the air of this small room. The walls are lined with stone shelves that hold various jars and urns. A brazier stands at the far end of the room, unlit.

The priests of Yig used this room to store the various type of incense they needed to perform their rituals. Most of the incense has long since lost its potency. A successful DC 20 Search check uncovers an urn containing two blocks of *incense of meditation*.

7. RAMP TO THE LOWER LEVELS (EL 5)

This room is a mess. The floor is strewn with bits and pieces of decaying wood, moldy pillows, and smashed pottery. Opposite the door is a ramp leading up into darkness. A pair of red, piercing eyes sway back and forth in the shadows of the ramp. After a few moments, they begin to move toward you.

The creature in the shadows is a wraith. In life, he was a human prisoner of the temple who tried to escape from the pit below. He made it as far as this room when the curse of Yig struck him down and turned him into a wraith. He has been haunting this room ever since. The wraith cannot leave this room.

WRAITH

32 hp; see the MM for details.

8. INFIRMARY

The walls on either side of this room are lined with rotting sedan chairs. Along the far wall is a stone table with a shelf above it holding various jars.

Most of the chairs are empty, but two of them contain the shadowy forms of Valossan serpent priests. Their barely visible hands motion for you to come toward them. They seem to be incapacitated.

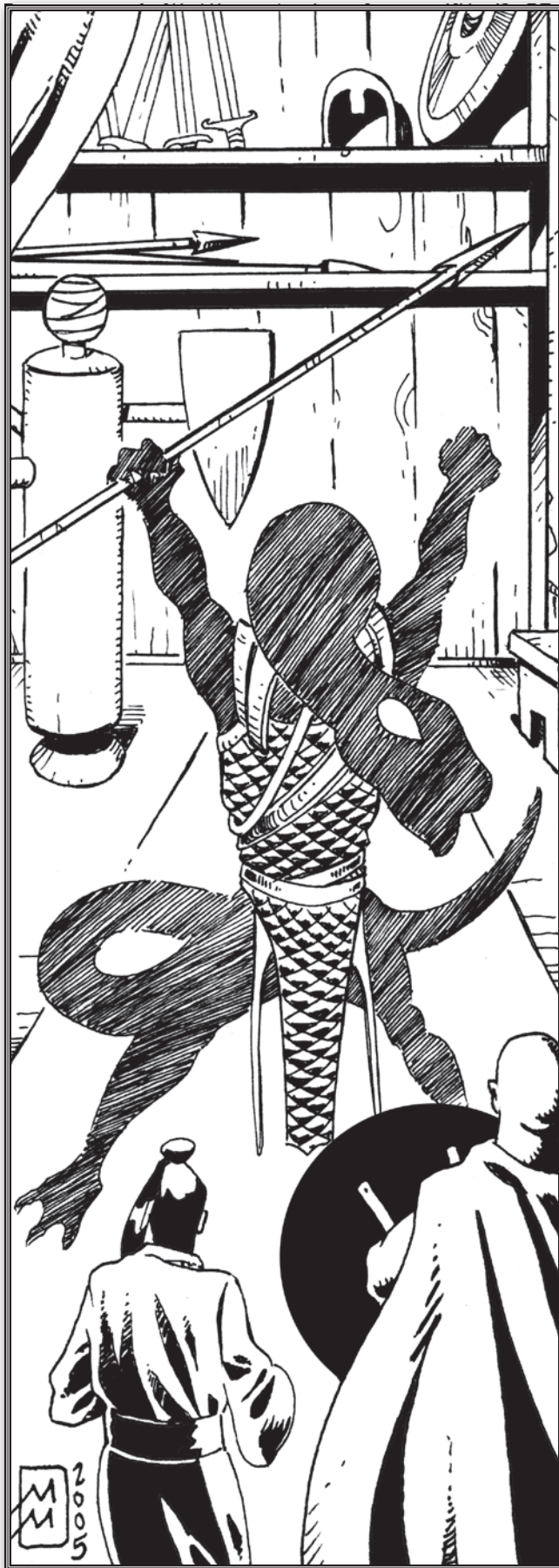
When the curse of Yig struck, these priests were receiving treatment in the infirmary. They have been lying here, waiting to die, for centuries. They want the PCs to kill them and beg them to do so.

These shadow serpents are willing to give the PCs information in exchange for their deaths. Here is what the priests know:

- Vrosh, the warrior priest, wears the *Scales of the Serpent*.
- The armor makes him invulnerable to attack unless you strike at the one weakness in the armor: a discolored scale just under the right breast.
- The Avatar of Yig is a giant serpent located in the lowest level of the temple, inside a great pit used for holy sacrifices.

The priests here may be incapacitated, but are still incorporeal undead, and thus difficult to damage. If a cleric tries to destroy them with a turning attempt, treat them as 1 HD with no turn resistance due to their weakened state. These priests are worth no XP unless the GM wishes to give a small story award for doing a good deed.

~ MADNESS IN FREEPORT ~



Among the jars on the shelf at the back of the room is one container of Keoghtom's ointment. The PCs can find the jar on a successful DC 15 Search check.

Invalid Priests (2 Shadow Serpents): 3, 3 hp; noncombatants.

9. THE SERPENT SCALES (EL 5)

This large room looks to have been a gymnasium of some sort. Rotted matting covers the floor, and various combat dummies are scattered throughout the area. The walls are lined with racks that hold rusting and tarnished weapons of all sorts.

Standing in the center of the room is a shadow serpent holding a crackling spear and wearing a suit of green scale mail. In a loud, deep voice, he speaks, "Come, young onesss. Come for your lessson. You mustt be sstrong to fight for Yig."

With that, he assumes a fighting stance, brandishing his spear.

This is Vrosh, a warrior priest of Yig. He was driven mad after the curse. He waits here to train young priests in the art of war. Vrosh refuses to respond to any questions and speaks to the heroes as a teacher does to a student. He wields a magical spear and wears the *Scales of the Serpent*. Although he is a shadow, he attacks the PCs with his weapon—but only to the point of wounding them.

While wearing the *Scales of the Serpent*, Vrosh is immune to all forms of physical and magical attack, except for a single damaged scale (see **The Gifts of the Serpent** sidebar on page 103 for details). If the PCs talked to the wounded priests in **Location 8**, they can notice the weak spot easily (DC 5 Spot check). If not, have anyone fighting Vrosh make a DC 20 Spot check to notice the damaged scale.

When Vrosh is killed, the scale armor falls to the ground undamaged. The armor is useless to the PCs, but the spear is a +1 ghost touch shock spear.

WARRIOR PRIEST VROSH

Male advanced shadow serpent: CR 5 (for superior gear); Medium undead (incorporeal); HD 6d12; hp 43; Init +6; Spd fly 40 ft. (good); AC 20, touch 18, flat-footed 18; Base Atk +3; Grp —; Atk +6 melee (1d6+1/x3 plus 1d6 electrical, +1 ghost touch shock spear); Full Atk +6 melee (1d6+1/x3 plus 1d6 electrical, +1 ghost touch shock spear); SA Strength damage; SQ darkvision 60 ft., immune to all damage that does not penetrate the weak spot in the *Scales of the Serpent*, incorporeal traits, +4 turn resistance, undead traits; AL N; SV Fort +3, Ref +5, Will +6; Str —, Dex 15, Con —, Int 6, Wis 13, Cha 13.

Skills and Feats: Hide +10*, Listen +9, Search +4, Spot +9; Alertness, Combat Reflexes, Improved Initiative.

- MADNESS IN FREEPORT -

Possessions: *Scales of the Serpent* (see page 103), +1 ghost touch shock spear.

10. SCROLL ROOM

The walls of this small room are riddled from floor to ceiling with tiny, square niches. At one time, these must have contained many scrolls and rolled up parchments. Most of them have disintegrated over the years, and piles of dust are all that remain.

The scrolls in this room have almost all been destroyed by the ravages of time. If the PCs search the niches and succeeds on a DC 20 Search check, they find an intact divine scroll (*water breathing*, caster level 5).

11. MESS HALL (EL 7)

Long, low stone tables are scattered throughout this hall. Many ceramic plates and utensils lie cracked and broken upon them. Three dark serpent shapes sit at a table nearby. They appear to be eating, although there is no food on their plates.

Suddenly, you hear the sound of pottery being smashed and broken on the floor. Emerging from the shadows at the back of the hall is a shadow serpent. He turns toward you and speaks: "Abhhh! Fresssh morssselss for usss to eat. Let usss kill them, and I will make usss a feassst fit for a king!"

These shadow serpents have not come to terms with the curse of Yig. They believe they are still alive, and look for a fresh meal. The PCs can attempt to talk to the shadow serpents to convince them they have been dead for centuries (Diplomacy check opposed by Sense Motive). If this succeeds, the shadow serpents stand down and stagger about in bewilderment until the heroes leave. Otherwise, they fight to the death.

SHADOW SERPENTS (4)

17, 22, 18, 16 hp; Sense Motive +1; see **Appendix III: New Creatures** on page 130 for details.

12. THE SEALED DOOR

The stone door to this room has been wedged shut by three iron spikes that have been driven into the floor. A tiny door has been carved into the portal at eye level. It is currently shut and locked.

This is the room of Sseth, the priest who wrote the warning on the walls in the topmost chamber of the tower (see **Location 1**). His fellow priests imprisoned him here because they believed

he had gone insane. They used the small door to feed him. This door can be unlocked by a successful DC 20 Open Lock check.

If the small door is opened, read the following to the PCs:

Peering through the portal, you can see a room completely bare but for the Valossan writing covering every square inch of wall, in many different styles and sizes. A voice calls to you from the gloom, "Enter Foolss! Help you I can. Yesss! You may be the oness. NO! I am not ssure. Yesss! In you mussst come!"

The spikes keeping the door closed can be removed by succeeding on a DC 10 Strength check.

12a. Sseth's PRISON (EL 3)

The room beyond the sealed stone door is crescent shaped and completely bare of any furnishings. You immediately notice the walls are covered from floor to ceiling with Valossan writing. It appears to be the work of a madman.

A voice calls to you from the back of the room, "To me you musst come, young oness. I alone can help you. Need you do the Venom of the Sserpent. Have it I do. But no! Give it to them I will not! Yesss! You mussst! No! Yesss! Yess, give it to you I sssshall. Only if they anssswer the riddle. Yesss! Only if they anssswer the riddle. No! Yessss! Anssswer it they mussst!"

Although Sseth wasn't crazy before Valossa was destroyed, he sure is now. The shadow serpent is quite mad, and he asks the PCs to solve a riddle. If they answer correctly, he tells them where they can find the vial containing the *Venom of the Serpent*. Sseth does not respond to any questions and continually asks the PCs if they want to answer his riddle. As in the passage above, he vocally argues with himself throughout. Here is Sseth's riddle:

I create life and also nourish it.

I contain life and the future for some.

I am first, although some say I came last.

*I am fragile, yet strong enough to hold
precious cargo.*

What am I?

The answer to Sseth's riddle is: an egg. If PCs guess correctly, Sseth tells them that the vial of the *Venom of the Serpent* can be found in a secret compartment within the statue of Yig at **Location 14**. The compartment is located in the middle of the statue's tail. If they guess incorrectly, he hisses at them, but he still tells them they must search the likeness of Yig to find what they seek.

~ MADNESS IN FREEPORT ~

If attacked, Sseth flees. He only fights if cornered (which is unlikely to occur, given his incorporeal state).

SSETH (SHADOW SERPENT)

19 hp; see **Appendix III: New Creatures** page 130 for details.

13. THE HIGH PRIEST'S CHAMBER (EL 4)

The door opens, revealing a crescent-shaped chamber 15 feet wide and 40 feet long. A large rug with the faded image of a coiled serpent covers the floor. Opposite the door is an empty, rectangular glass case with a rotting log in it. A decaying, round mattress sits in the right corner of the room, and there is a small chest at its side. On the other side of the room, there is a large desk and a chair. Lying open on the desk is a leather-bound tome with yellowed pages.

High priest Alisstar called these chambers home before the cataclysm. Shortly before the end, he went up to the altar (see **Location 3**) to try to appease Yig. He has been there ever since.

The glass case is the home of Alisstar's pet snake. The snake was not spared from the curse of Yig and has been transformed into a shadow constrictor snake (see **Appendix III**). The snake is currently in the chest; it attacks anyone who opens the chest.

The chest is locked and requires a DC 20 Open Lock check to open. Besides the shadow constrictor snake, it contains are 500 gp, two *potions of lesser restoration*, and two *potions of cure moderate wounds*.

The book on the table is Alisstar's journal. It is written in Valossan and so can only be read by PCs who have learned that language. A character who succeeds on a DC 25 Decipher Script skill check can comprehend enough of the text to learn general information.

The most recent journal entries express Alisstar's concern about the growing worship of the Unspeakable One. One key passage reads, "It is clear that this Unspeakable God is not of this world. It is possible that he is from another plane of existence altogether. To defeat him, it may be necessary to send him back to his own plane or to imprison him on this one." Additionally, the journal contains a thorough history of Valossan life. To the right people, it would be worth around 1,000 gp.

SHADOW CONSTRICTOR SNAKE

19 hp; see **Appendix III: New Creatures** on page 130 for details.

14. ANOTHER STATUE OF YIG

A huge, 15-foot-tall statue of a coiled serpent takes up the center of the hallway. At one time, it must have been colorfully painted, but most of the paint has since faded or fallen off. At its base is a tiny altar upon which rests two small jars.

This was a small shrine to the god Yig. Priests placed incense and other offerings on the altar. The jars on the altar are empty. Hidden in a secret compartment in the tail of the statue is the vial containing the *Venom of the Serpent* (see **The Gifts of the Serpent** sidebar on page 103). The DC for the Search check to find the vial depends on what the heroes have learned so far.

Conditions	Search DC
The PCs answered Sseth's riddle	15
The PCs failed to answer Sseth's riddle	25
The PCs have yet to encounter Sseth	30

15. THE SERVANTS OF THE HIGH PRIEST (EL 3)

The door opens into a circular chamber. The furniture has been moved to the sides of the room in a very deliberate fashion. Both sides of the room have a single desk, chair, mattress, and closet. A line has been drawn down the center of the room with white chalk. Standing on either side of the line are two shadow serpents shouting and pointing their fingers at each other.

These two shadow serpents, Arness and Hurst, were once the servants of Alisstar, the high priest of Yig. They never got along, and even went so far as to divide the room evenly between them. Their bickering only got worse after the catastrophe and they have been at each other's throats for centuries, unable to harm each other with anything besides their words.

Arness tries to convince the PCs to kill Hurst, and Hurst does his best to convince them to kill Arness. Both promise to help the PCs find the "hidden treasure of the temple."

They are both lying. There is no hidden treasure. The sole aim of these two bitter shadows is for the other one to die. The shadows do not attack the PCs unless they themselves are attacked.

The closets on both sides of the room contain 100 gp each.

ARNESS AND HURST (SHADOW SERPENTS)

25, 17 hp; Bluff +1; see **Appendix III: New Creatures** on page 130 for details.

- MADNESS IN FREEPORT -

16. CHAMBER OF THE SACRIFICES (EL 6)

Opening the door to this room releases a foul odor of decaying flesh and rottenness that almost overwhelms your senses. The chamber beyond is large and irregularly shaped. From its dark recesses, hideous creatures shuffle toward you. Their skin is mottled and sickly green with decay. In many places, the skin has long since sloughed off, revealing yellowed bones.

This chamber was used by the priests as a holding pen for the living creatures they needed as sacrifices to Yig. They used many different types of humanoid: halflings, gnomes, and humans for the most part, as the Valossans considered them barbaric and savage. They have been trapped here by the curse of Yig for many centuries. They attack the PCs but do not follow them outside of the room.

GNOME OR HALFLING COMMONER ZOMBIE

CR 1/2; Small undead; HD 2d12+3; hp 16 (average); Init +0; Spd 20 ft. (can't run); AC 12, touch 10, flat-footed 12; Base Atk +1; Grap -3; Atk +2 melee (1d4, slam); Full Atk +2 melee (1d4, slam); SQ damage reduction 5/slashing, darkvision 60 ft., single actions only, undead traits; AL NE; SV Fort +0, Ref +0, Will +3; Str 10, Dex 10, Con —, Int —, Wis 10, Cha 1.

Skills and Feats: —; Toughness.

Single Actions Only (Ex): Zombies have poor reflexes and can perform only a single move action or attack action each round. A zombie can move up to its speed and attack in the same round, but only if it attempts a charge.

HUMAN ZOMBIES (8)

13, 12, 11, 15, 14, 17, 18, 9 hp; see the MM for details.

17. THE HATCHERY

A wave of hot air washes over your faces as you open the door to this chamber. The circular room beyond is filled with dozens of cracked eggs scattered about the floor upon rotting cushions. The heat comes from glowing stones spaced evenly on brackets along the walls.

Priests of Yig were chosen before birth and brought to the temple to hatch here and begin their lives in service of the serpent god. Before the great cataclysm, Sseth—who knew of the coming curse of Yig—destroyed most of the eggs and their growing embryos.



A character who succeeds on a DC 20 Spot check notices that one egg escaped the rampage and sits in the room undisturbed.

Strangely, the curse of Yig froze the embryo in this egg in suspended animation. Once the curse is lifted, the egg begins

HEAT STONES

A *heat stone* has been enchanted to continually radiate heat in a 10-foot radius spread. Creatures within this area are protected from cold environments, as if by *endure elements* (but gives no protection against heat). The stone also radiates light as a torch (bright light in a 20-foot radius and shadowy illumination in a 40-foot radius).

A heat stone deals 1 points of fire damage to those who touch them, and deal an additional point of damage every minute thereafter that the stone is held. Creatures with the cold subtype take 1 point of damage each round spent within the heated area, or 1d4 points of damage per round is touching the stone.

Faint abjuration; CL 1st; Craft Wondrous Item, *endure elements* or *produce flame*, Price 500 gp; Weight 2 lb.

- MADNESS IN FREEPORT -

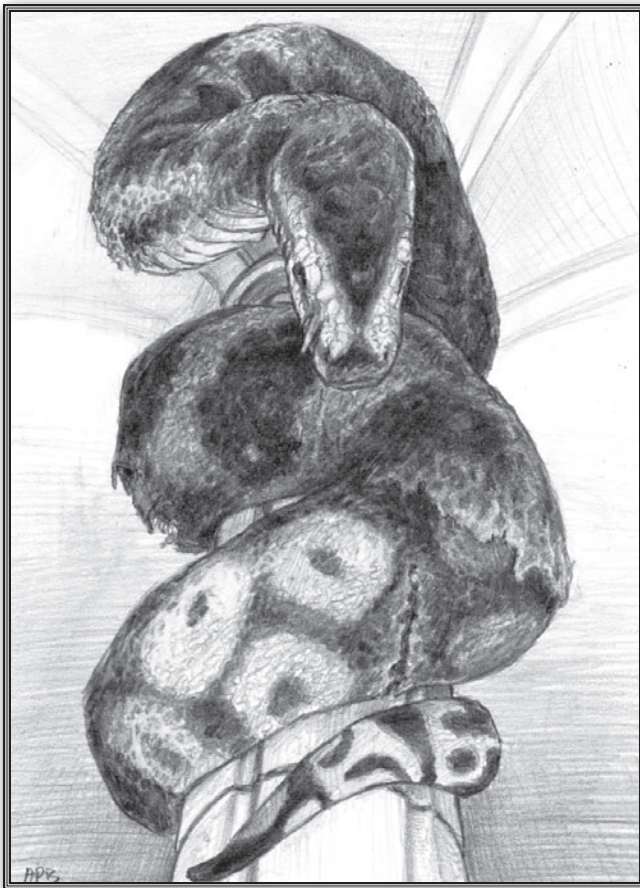
to mature again. If the PCs take it with them, you may use this as hook for a later adventure. They may need to raise the young serpent or protect it from those who want to exploit it. (See the **Hatching the Egg** adventure hook on page 129.)

This room contains eight *heat stones*. Refer to the **Heat Stones** sidebar if the PCs touch or remove a glowing stone.

18. YET ANOTHER STATUE OF YIG

A 15-foot-tall statue of a coiled snake with its fangs bared is mounted here. Yellow light shines across the hallway from its eyes. The light falls on a set of double doors with an elaborate carving of a snake upon it.

This statue was built to honor Yig, but it is also the only way to open the set of double doors at the end of the hall. Mysteriously, anyone standing in the path of the light does not block its path to the doors. Close examination of the statue, and by succeeding on a DC 15 Search check, reveals the eyes have a pair of lids. If these lids are moved to cover the eyes, the doors to **Location 21** open. Opening these doors by other means requires a *dispel magic* spell cast by a 15th level spellcaster—far beyond the means of heroes at this level!



19. WAITING ROOM

This is a large room that at one time must have appeared rich and inviting. Now all of the furniture is rotting away, and the tapestries on the walls are faded and torn. Many cushions adorn the chamber, but they have fallen into ruin and decay. In the center of the room, upon a marble pedestal, rests a serpent statuette carved from jade.

Visitors to the temple of Yig used this room as a waiting area. It was richly decorated and sometimes served as a receiving room for the high priest. The jade serpent in the center of the room is an exact replica of the actual jade serpent the PCs seek. The statue is not magical in any way, but would be worth 5,000 gp to a collector. It weighs 10 lb.

20. EXIT?

A large set of double doors stands before you. Wet silt seeps under the doorjamb, and the doors appear to be warped. Two huge pull rings are attached to the center of each door.

The PCs should be discouraged to open these doors, since doing so would flood this level of the temple. You can also use these doors to expand the adventure on your own. They may lead to other undiscovered areas of the ruined Valossan city that you can detail for your gaming group. If not, consider these doors stuck and magically locked with an arcane lock spell cast by a 15th level caster.

21. THE PIT OF THE GREAT SERPENT (GR 4)

As the light from the serpent's eyes is covered, the huge double doors creak open to reveal a large chamber beyond. Inside is a large, sunken amphitheater shaped like a half-moon. There are five tiers of steps leading down to a 40-foot-diameter, 10-foot-deep pit. The steps are covered with rotting cushions, and long faded tapestries adorn the walls.

At the center of the pit is a gigantic snake. Its skin is yellow with decay. It rears its head as you enter, baring a set of gleaming white fangs.

This serpent was believed to be the worldly manifestation of the god Yig. The Valossans sacrificed slaves to it as a way to pay homage to their god. The PCs must now kill the undead form of the serpent to retrieve its fangs for Alisstar's ritual. Once the snake is slain, the *Fangs of the Serpent* (see **The Gifts of the Serpent** sidebar, page 103) can be removed from its jaws easily.

~ MADNESS IN FREEPORT ~

ADVANCED CONSTRICTOR SNAKE ZOMBIE

CR 4; Large undead; HD 12d12+3; 81 hp; Init +1; Spd 20 ft. (can't run), climb 20 ft., swim 20 ft.; AC 17 (–1 size, +1 Dex, +7 natural), touch 10, flat-footed 16; Base Atk +6; Grap +18; Atk +13 melee (1d4+12, bite) or +2 melee (1d8+12, slam); Full Atk +13 melee (1d4+12, bite) or +2 melee (1d8+12, slam); SQ damage reduction 5/slashing, darkvision 60 ft., single actions only, undead traits; AL NE; SV Fort +4, Ref +5, Will +8; Str 27, Dex 13, Con —, Int —, Wis 10, Cha 1.

Skills and Feats: —; Toughness.

Single Actions Only (Ex): Zombies have poor reflexes and can perform only a single move action or attack action each round. A zombie can move up to its speed and attack in the same round, but only if it attempts a charge.

RECEIVING

THE JADE SERPENT

After the PCs recover the four artifacts, they are ready to return to the high priest in **Location 3** so he can complete his ritual. Alisstar is overjoyed to see the PCs and what they retrieved for him. Motioning toward the altar, he addresses them.

"Thank you! Thank you for doing ass I assked. Pleassse put the artifactsss there on the altar.

"I still need you help. Due to my ethereal nature, I cannot perform the physical partsss of the ritual. One of you mussst sssacrifice sssome blood sssso that my people can be ssaved.

"I mussst warn you, however. This sssacrifice will be great. You will lossse a part of yourssself permanently. It iss the only way. If you refusse, we will be consigned to an eternity of sssuffering, and you will never get the Jade Ssserpent."

Alisstar has just revealed the real price the PCs must pay to obtain the Jade Serpent. One of them must be willing to give up her own blood! Doing so causes the character to lose two point of Constitution permanently! Although the PCs may understandably balk at this idea, there is no other way for them to obtain the Jade Serpent. This may be a good adventure hook for later in your campaign, as there may be a way for the PC to regain the lost points of Constitution.

Alisstar performs all of the extensive verbal and awkward somatic portions of the ritual. The *Scales of the Serpent* are laid on the altar as the chosen PC dons the *Amulet of the Serpent*. The PC must take the *Fangs of the Serpent* and use one on each wrist to draw blood. The PC's blood must then be mixed with the *Venom of the Serpent*. This mixture is then poured on the *Scales of the Serpent*.

At that moment Alisstar proclaims, "IT IS DONE!" The building begins to shake. Alisstar makes a motion with his hands, and the *Jade Serpent* rises from the center of the altar and floats before the PCs. As the high priest's form disperses, he waves a last "thank you" to the PCs.

The PCs should be able to escape from the temple the same way they came in. As they go, the building will start to collapse around them. Once the heroes are free of the temple it collapses to rubble behind them.

~ PART FOUR: MILTON'S FOLLY ~

IN WHICH THE ADVENTURERS RUSH TO STOP MILTON DRAC FROM PLUNGING THE WORLD INTO MADNESS.

The boat the PCs used to navigate Black Dog's Caves is still waiting for them on the beach in front of the serpent portal. They can use it to leave the caves at the next low tide (5:00 am) and get back to Freeport.

If your group has followed the time frame of the adventure as outlined in **Part One**, they arrive about 6:00 am as the sky is beginning to lighten with the coming of the dawn. As the PCs row into Freeport harbor read them the following passage.

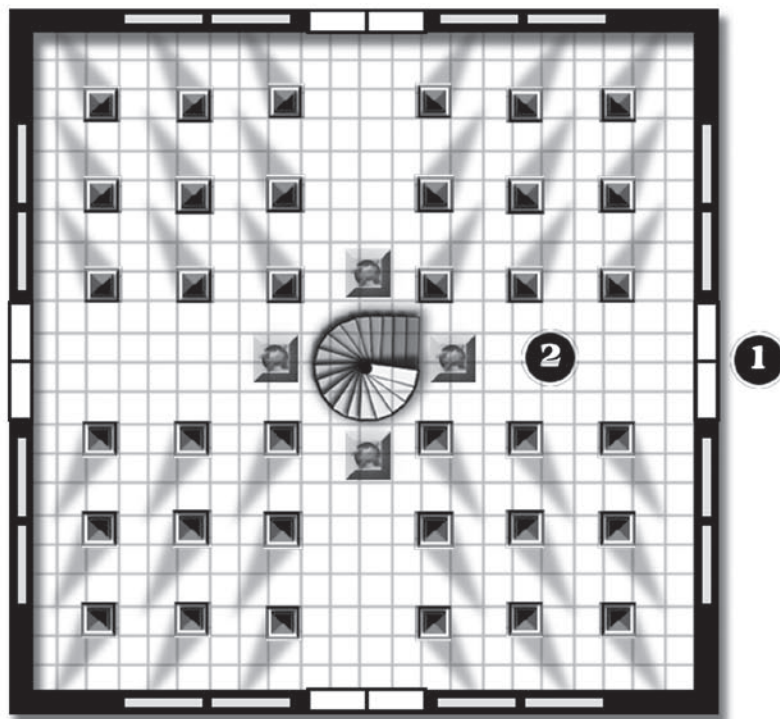
As the first light of dawn creeps over the horizon, the harbor is illuminated, revealing an amazing number of ships and boats of every kind. Never in its history has the harbor been so crowded with vessels. A dark shadow stretches across the water, growing longer and longer with the rising of the new day's sun.

Tracing the blackness back to its source, you gaze upon Milton's Folly, looming over Freeport Harbor. The scaffolding that encased its walls is gone, and the white marble of the lighthouse gleams in the sunlight. The waters around it are kept clear by a patrol of four Sea Lord cutters filled with marines.

The coming christening of the lighthouse and the ceremonial activation of the light are set to occur at night on the day the PCs return to Freeport. The confusion and overcrowding in the city allows them to easily avoid the city watch, which has been ordered to arrest them on sight.

If the heroes make their way to the Temple of the God of Knowledge, K'Stallo happily puts them up there, giving them

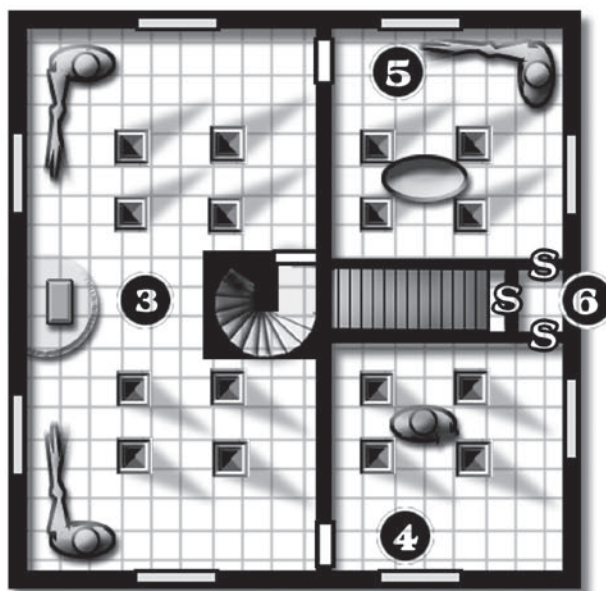
THE LIGHTHOUSE AT MILTON'S FOLLY



KEY

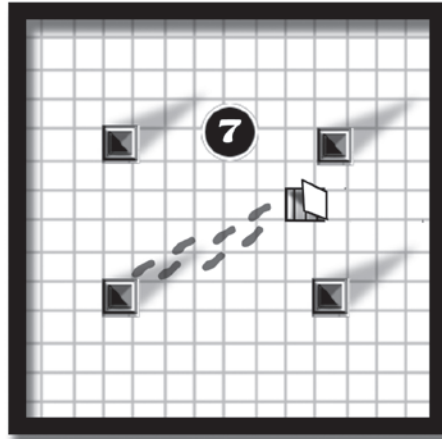
1. The Great Doors
2. The Hall of Columns
3. Temple of the Sea God
4. Shrine of the Warrior God
5. Shrine of the Sea God
6. Secret Door Room

1 Square - 5 ft.



SCM

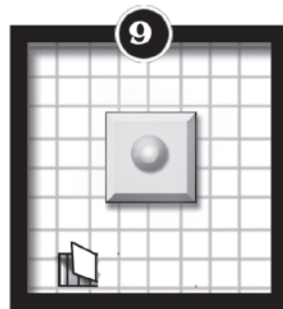
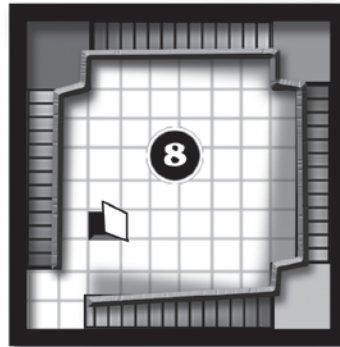
THE LIGHTHOUSE AT MILTON'S FOLLY



KEY

- 7.** Lair of the Gibberling Moulder
- 8.** The Tower Stairs
- 9.** The Yellow Sign

1 square - 5 ft.



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A NOTE ON TIMING

The timeline of the adventure is set up so the PCs enter the lighthouse on the very night Milton Drac is completing his ritual. This may not work out for your PCs, as they may have spent more time adventuring in the Sunken Temple than just one day. They may also want to enter the lighthouse during the day before the ritual has begun.

Rather than hitting the heroes over the head with some contrived solution, you may want to allow them to enter the lighthouse and find nothing. The first two floors of the lighthouse show no outward signs of being anything but a temple to the God of the Seas.

Another option is that time may move much slower within the walls of the sunken temple due to its peculiar, supernatural nature. Two days within its walls may only be a single day in the real world. Of course, you are free to come up with your own method of moving the adventure to its climax: chasing Milton Drac down within the lighthouse.

sanctuary so they can rest and heal in preparation for their assault on the lighthouse. If K'stallo has been killed, the PCs should still be able to find an inn to stay in—if they are willing to all cram into one room. The impending celebration has the town crowded. If they do so discreetly, they shouldn't have any troubles from the city watch.

It should be made clear to the PCs that it is next to impossible to storm the lighthouse by day. The roving patrols of the Sea Lord's marines and lookouts stationed within the lighthouse would certainly see anyone approaching the island. Milton Drac has ordered the tight security to "keep agents of Freeport's enemies from destroying the lighthouse." His real reason for the move is to stop the PCs from meddling in his plans. For a further nudge in the right direction, a PC who makes a DC 5 Knowledge (nature) skill check realizes this evening there is no moon, which should make it dark enough to approach the lighthouse in secret at night.

LOCATION 4: THE Lighthouse of DRAC

Milton's Folly is over 200 feet tall and towers over the harbor of Freeport. It is a square building that gradually tapers up with sloping walls, from 145 feet wide at its base to 45 feet at its summit. Open archways in the sides of the building begin 20 feet off the ground and continue up to the second floor. At this point, a sloped, stone ledge juts out to prevent anyone

from climbing on the outside to the levels above. The remaining floors have normal glass windows. The fourth floor of the lighthouse is a square tower stretching 100 feet to the top level. Large, 10-foot-wide double doors face each of the cardinal directions, allowing access to the building.

At night, the tower is guarded by a roving patrol of four fast-moving ships full of marines, circling the island. The lookouts that watch from within the lighthouse by day are not on duty at night. If the PCs are careful, they should be able to slip past the patrol and get onto the island unseen.

In any case, the PCs should be careful about hiding their light sources. On a dark night like this, torches can be seen from a long way away.

1. THE GREAT DOORS

A set of stone double doors, each ten feet wide and 15 feet high, stand closed in the center of the lighthouse wall. Through the darkness, you can make out an intricate relief on their surface, depicting the lighthouse shining streaks of light over the harbor.

Two great, iron pull rings are fastened to the center of each door. The walls of the lighthouse slope inward and are smooth for the first 20 feet, until they reach open archways carved into the marble. A flickering orange light emanating from within the building dances within the stone of the archways.

The doors to the lighthouse are identical on each side. The guards within have barred all the doors so the PCs cannot open them from outside the lighthouse without making lots of noise. To enter quietly, they must climb through the archways and into the building. Climbing the walls without proper equipment requires a successful DC 25 Climb check. Tools can be helpful here.

2. THE HALL OF COLUMNS (EL 7)

Read the text below to the players if they enter through one of the archways.

From the archway, you look down into an enormous, square room, 110 feet along each side at the base. The walls angle inward to the ceiling 50 feet above the floor. Huge, five-foot-square, carved stone columns support the structure above. The light in the room comes from four large, flaming braziers that surround a white marble spiral staircase in the center of the room.

Four Brotherhood cultists are standing around the foot of the staircase. They are quite bored, having been here for many hours. Depending on which archway the PCs have used to get

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in, they may or may not be able to see the guards at first. Use standard Listen and Spot checks to determine if they become aware of each other.

If the guards are alerted to the PCs' presence, three of them move to attack while the fourth charges up the stairs to raise the alarm. The stairs are 50 feet long, so it takes two rounds for the guard to reach the top. The cultists are armed with crossbows. They use the columns for cover (gaining a +4 cover bonus to AC) and shoot at the PCs.

Read the text below to the players if they enter through one of the doors:

You open the door and see a huge square room, 110 feet along each side at the base. The walls angle inward to the ceiling 50 feet above the floor.

Huge, five-foot-square, carved stone columns support the structure above your heads. In the center of the room is a large stone spiral staircase surrounded by four burning braziers.

Depending on how much noise the PCs made and what door they used, the four guards react differently. If it took a few tries to open the doors, one of the guards has already raced up the stairs to set up the ambush in **Location 3**. If the heroes used a *knock* spell or broke through the door in one try, three of the guards attack with their crossbows, while the other starts running up the stairs.

The carvings on the columns depict various scenes from the history and myth surrounding the Sea God. If the PCs look at the columns carefully, they may notice something a little disturbing. On a successful DC 20 Spot check, an examiner can make out that each of the carvings has a subtle etching of the Yellow Sign hidden within it.

BARRED STONE DOORS

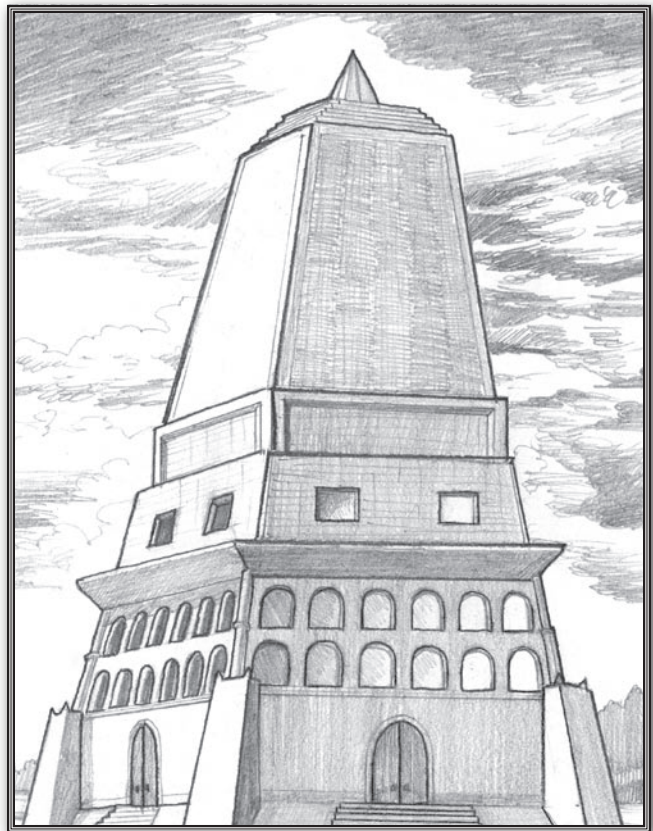
4 in. thick; hardness 8; 60 hp; Break DC 28.

BROTHERHOOD CULTIST GUARDS (4)

Male human fighter 3; CR 3; Medium humanoid; HD 3d10+9; hp 27, 25, 23, 21; Init +4; Spd 20 ft.; AC 15, touch 10, flat-footed 15; Base Atk +3; Grap +7; Atk +7 melee (1d6+4/18-20, scimitar) or +3 ranged (1d8/19-20, light crossbow); Full Atk +7 melee (1d6+4/18-20, scimitar) or +3 ranged (1d8/19-20, light crossbow); AL NE, SV Fort +6, Ref +1, Will +1; Str 18, Dex 11, Con 17, Int 10, Wis 10, Cha 9.

Skills and Feats: Climb +2, Jump +1, Listen +5, Ride +1, Spot +5; Alertness, Blind-Fighting, Far Shot, Improved Initiative, Point Blank Shot.

Possessions: Chainmail, scimitar, light crossbow, 10 bolts, pouch with 10 gp, Yellow Sign gold pendant worth 50 gp.



3. THE TEMPLE OF THE SEA GOD (EL 6)

The door at the end of the spiral staircase opens into a rectangular room 50 feet wide, 90 feet long, and 30 feet high. Two rows of five-foot-square columns run the length of the chamber. Opposite the staircase, in the center of the far wall, is an altar of blue marble on a dais flanked by two floor-to-ceiling windows that look out onto the harbor. Enormous, 20-foot-tall statues of the Sea God stand in the far corners of the room, their tridents pointed toward the altar. There are two small doors along the back wall, equally spaced from the staircase.

What occurs in this room depends on whether or not a cultist from below was able to raise the alarm. If no warning was given, a ceremony is going on here as the cultists of the brotherhood prepare for the coming power of their god. One priest stands on the dais, his back to four cultists chanting unintelligible words. The PCs have a chance to sneak by them undetected if they are careful. Have the PCs make Move Silently checks against a DC 5 (the cultists' Listen check—they are busy with their ritual and aren't paying attention to what's going on around them).

If the alarm has been raised, the cultists set a trap for the PCs. Two cultists remain in the temple, hiding behind the statues in the corner of the room. The priest and one cultist wait in **Location 4**, while the two other cultists wait in **Location 5**.

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At an appropriate time, the cultists attack from surprise, using their crossbows if possible and then their spells.

The cultists have desecrated the altar to the Sea God. They have carved the Yellow Sign deeply into the blue marble top of the altar and smeared the interior of the carving with yellow pigment. The grooves of the carving are also filled with dried human blood.

BROTHERHOOD CULTIST ACOLYTES (4)

Male human cleric 1: CR 1; Medium humanoid; HD 1d8+2; hp 10, 10, 9, 8; Init +4; Spd 20 ft.; AC 15, touch 10, flat-footed 15; Base Atk +0; Grap +2; Atk +2 melee (1d6+2, light mace) or +0 ranged (1d8/19-20, light crossbow); Full Atk +2 melee (1d6+2, light mace) or +0 ranged (1d8/19-20, light crossbow); SA rebuke undead (4/day); AL CE; SV Fort +4, Will +4, Ref +4; Str 14, Dex 10, Con 14, Int 12, Wis 14, Cha 13.

Skills and Feats: Concentration +6, Knowledge (arcana) +5, Knowledge (religion) +5, Listen +4; Combat Casting, Improved Initiative.

Spells Prepared (3/3; save DC 12 + spell level): 0—*inflict minor wounds* (×2), *guidance*; 1st—*cause fear**, *protection from law, doom*.

*Domain Spell. *Domains:* Chaos (cast chaos spells at +1 caster level); Death (1/day—touch kills target with less than 1d6 hit points).

Possessions: Chainmail, light mace, light crossbow, 10 bolts, pouch with 25 gp, Yellow Sign gold pendant worth 50 gp.

PRIEST OF THE UNSPEAKABLE ONE

Male human cleric 3: CR 3; Medium humanoid; HD 3d8; hp 21; Init +7; Spd 20 ft. (4 squares); AC 16, touch 13, flat-footed 13; Base Atk +2; Grp +2; Atk +2 melee (1d8, heavy mace) or +5 ranged (1d4, dart); Full Atk +2 melee (1d8, heavy mace) or +5 ranged (1d4, dart); SA rebuke undead (4/day); AL CE; SV Fort +3, Ref +4, Will +6; Str 10, Dex 16, Con 10, Int 10, Wis 17, Cha 12.

Skills and Feats: Concentration +6, Knowledge (arcana) +4, Knowledge (religion) +4, Listen +5; Combat Casting, Dodge, Improved Initiative.

Possession: Hide armor, heavy mace, 4 darts, pouch with 100 gp, Yellow Sign gold pendant worth 50 gp, *potion of cure light wounds*.

Spells Prepared (4/4/3; save DC 13 + spell level): 0—*inflict minor wounds* (×2), *resistance, virtue*; 1st—*cause fear**, *obscuring mist, protection from law*; 2nd—*darkness, death knell**, *summon monster II*.

*Domain spell. *Domains:* Chaos (cast chaos spells at +1 caster level); Death (1/day—touch kills target with less than 3d6 hit points).

4. THE SHRINE OF THE WARRIOR GOD

The door to this room is decorated with a bas-relief showing a warrior clad in plate mail, slaying a dragon with a lance. It opens into a 45-foot-square room with floor-to-ceiling windows on the south and east walls. To the left of the door stand four square pillars arranged 10 feet apart, around a marble statue. The statue is carved in the likeness of the Warrior God wielding a lance, and it is almost 20 feet tall. The walls of the room are painted with scenes depicting various forms of combat.

The statue in this room contains half of a switch that needs to be activated to open the secret door at **Location 6**. If the PCs examine the statue closely and succeed on a DC 22 Search check, they notice the arm holding the lance moves when touched. If the PCs pull the lance down, they hear a grinding noise coming from the direction of **Location 6**. The door there doesn't open until the switch on the statue in **Location 5** is activated too.

The secret door in the corner of this room can be discovered on a successful DC 20 Search check.

5. THE WATER SHRINE OF THE SEA GOD

A bas-relief on the door to this room depicts a pool of water with a mermaid bathing at its edge. The room beyond is 45 feet square with 30-foot-tall windows in the north and east walls. A dais with a statue of the Sea God wielding a trident sits in the corner opposite the door. To the right of the door is a round, stone basin filled with water. Four square, stone pillars spaced 10 feet apart flank the pool.

Draped over the lip of the basin is the body of a woman. The shaft of a crossbow bolt protrudes from her back. She is dressed in leather armor.

The woman lying in the basin is a thief who slipped into the temple to try to steal any valuables she could find. Unfortunately for her, the cultists found her here in this room and killed her with a crossbow bolt in the back. A search of her body uncovers 100 gp, masterwork thieves' tools, and a *potion of fly*.

The statue on the dais contains the other half of the switch to open the secret door in **Location 6**. If the PCs examine the statue of the Sea God closely and succeed on a DC 22 Search check, they notice that the trident in the statue's arm moves when touched. If the PCs pull the trident down, a grinding noise can be heard coming from the direction of **Location 6**. The door there doesn't open until the switch on the statue in **Location 4** is activated too.

The secret door in the corner of this room can be discovered on a successful DC 20 Search check.

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6. SECRET DOOR ROOM

Read the following description to the PCs if they enter this room before activating the switches in **Locations 4** and **5**.

The secret door opens into a small room 10 feet long and 10 feet wide. The room is completely bare. On the wall in front of you, a small handle juts from the wall, embedded about three feet off the ground.

The handle opens the secret door in the wall from this side. The secret door in the west wall can be detected with a successful DC 20 Search check, but it cannot be opened until the switches in **Locations 4** and **5** are first activated.

Read the following if the PCs have activated both switches at **Locations 4** and **5**.

Moving through the secret door, you are now in a 10-foot-wide by 10-foot-long room. In the center of the west wall, a passage has opened, leading to a long hallway beyond. The hallway is 10 feet wide, 15 feet long, and ends in a five-foot-wide staircase leading up.

Nothing threatens the PCs in this room. At the top of the staircase, a trapdoor leads to **Location 7**.

7. LAIR OF THE GIBBERING MOUTHER (EL 5)

When you open the trapdoor, your senses are assaulted by the hideous stench of decaying flesh. The floor is smeared with dried blood, and bones lie scattered all around. The room is 65 feet square and 20 feet high. There are four square stone pillars spaced 20 feet apart in the center of the chamber. A slurping noise emanates from the northwest corner of the room.

This room houses a rather nasty surprise: a gibbering mouter. It attacks anyone entering the room and not marked with the Yellow Sign. The workers who built the upper levels of the lighthouse were fed to this creature so they could not reveal any of its secrets. The creature is careful not to use its ground manipulation ability near any of the pillars that support the floor above.

Once the creature is dispatched, the PCs must locate the secret trapdoor marked on the map. A PC with the Track feat and succeeds on a DC 20 Survival check notices there is a path leading from the stairs to the pillar marked on the map. The tracks abruptly stop there.

On a successful DC 20 Search check, an investigation of the pillar locates concealed ladder rungs inside the stone. Once



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detected, the rungs can be pulled down to allow the PCs to climb up the side of the column to the trapdoor located in the ceiling.

GIBBERING MOUTHER

25 hp; see MM for details.

8. THE TOWER STAIRS

Opening the trapdoor releases a shaft of sickly yellow light that washes over your faces. The room beyond is a square tower, 45 feet long on each side. A five-foot-wide, railed staircase hugs the walls, rising clockwise all the way to the summit of the tower, 100 feet above your heads.

The light emanates from the walls of the tower and the hundreds of ritual candles that line the railing. The Yellow Sign within each of the bricks is throbbing with magical energy, illuminating the whole tower with an eerie light.

Near the top of the staircase, almost at the summit of the tower, you can see six people looking over the railing and down at you. One of them is clearly Milton Drac. The other five are serpent people dressed in robes.

Drac speaks in a booming voice that echoes off the walls of the chamber, "Well, well, well. I see that you have dispatched my pet. No matter. The ritual is almost complete. Soon the Yellow Sign will return to Freeport and drive all the unfaithful masses to madness!"

"Your ridiculous attempt to stop us ends now. Farewell, friends. What a pity that you have come so far only to fail in the end."

With that, he turns to the serpent person next to him on the stairs and says, "I leave them to you, N'tal. They should provide some amusement. Don't take too long though. I wouldn't want you to miss the glorious arrival of our master, the Unspeakable One."

ENCOUNTERS (EL 8 OR 10)

After his speech, Drac tosses one of his *exploding skulls* (see **Appendix II: New Mechanics** on page 124) and then disappears from view. The four serpent people cultists are armed with composite short bows, and they use them on the PCs as they attempt to climb the stairs.

N'tal removes his robe and immediately cast a *fly* spell so he can freely move about the tower. N'tal uses his spells to greatest effect and tries to keep the PCs from reaching the top of the staircase at all costs. If this means killing his fellow cultists, then so be it.

Milton Drac heads for the top of the lighthouse (**Location 9**) and bars the trap door to the upper level from the inside.

(This encounter is EL 8 for N'tal and his bodyguards alone. Including Drac raises it to EL 10, but his business upstairs is too pressing for him to linger.)

WOODEN TRAPDOOR

2 in. thick; hardness 5; 20 hp; Break DC 25.

N'TAL

Male civilized serpent person wizard 7: Medium monstrous humanoid (shapechanger); HD 7d4+14; hp 35; Init +8; Spd 30 ft., swim 15 ft.; AC 17, touch 14, flat-footed 13; Base Atk +3; Grp +5; Atk +5 melee (1d6+2, quarterstaff) or +7 ranged (1d4+2, dart); Full Atk +5 or +1/-3 melee (1d6+2/1d6+1, quarterstaff) or +7 ranged (1d4+2, dart); SQ *change shape*, darkvision 60 ft.; AL CE; SV Fort +4, Ref +6, Will +6; Str 14, Dex 18, Con 15, Int 18, Wis 13, Cha 10.

Skills and Feats: Bluff +4, Concentration +11, Disguise +0 (+10 with *change shape*), Escape Artist +8, Hide +8, Jump +5, Listen +4, Search +8, Sense Motive +5, Spellcraft +11, Spot +5, Swim +6; Combat Casting, Dodge, Improved Initiative^B, Maximize Spell, Scribe Scroll, Spell Focus (evocation).

Spells Prepared (4/5/4/3/2; save DC 14 + spell level; evocation save DC 15 + spell level): 0—*dancing lights**, *daze*, *detect magic*, *resistance*; 1st—*burning hands**, *feather fall*, *hold portal*, *magic missile**, *shield*; 2nd—*blindness/deafness*, *blur*, *darkness**, *flaming sphere**; 3rd—*fireball**, *fly*, *lightning bolt**; 4th—*ice storm**, *wall of fire**. *Evocation spell

Change Shape (Su): N'Tal may assume the form of any Small or Medium humanoid. In humanoid form, he loses his swim speed. He can remain in his humanoid form until he chooses to assume a new shape, but may only assume a new shape up to three times per day. A change in form cannot be dispelled, but N'Tal reverts to his natural form if killed. A *true seeing* spell or ability reveals his natural form. When using his *change shape* ability, N'Tal gets a +10 circumstance bonus to Disguise checks.

Possessions: Quarterstaff, 4 darts, *amulet of natural armor* +3, spell component pouch, Yellow Sign gold pendant worth 50 gp.

N'TAL'S BODYGUARD (4)

Civilized serpent people fighter 2: CR 2; Medium monstrous humanoid (shapechanger); HD 2d10-2; hp 15, 14, 14, 13; Init +5; Spd 20 ft., swim 10 ft.; AC 17, touch 11, flat-footed 16; Base Atk +2; Grap +4; Atk +4 melee (2d4+3/18-20, falchion) or +3 ranged (1d6/×3, composite shortbow); Full Atk +4 melee (2d4+3/18-20, falchion) or +3 ranged (1d6/×3, composite shortbow); SQ *change shape*, darkvision 60 ft.; AL NE; SV Fort +2, Ref +1, Will +1; Str 14, Dex 12, Con 8, Int 13, Wis 12, Cha 13.

Skills and Feats: Climb +2, Disguise +1 (+11 with *change shape*), Escape Artist +0, Hide +0, Jump +2, Listen +3, Spot +5, Swim +0; Alertness, Far Shot, Improved Initiative^B, Point Blank Shot.

Change Shape (Su): A civilized serpent person may assume the form of any Small or Medium humanoid. In humanoid form, the serpent person loses its swim speed. A serpent

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person can remain in its humanoid form until it chooses to assume a new shape, but may only assume a new shape up to three times per day. A change in form cannot be dispelled, but a serpent person reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form. When using its change shape ability, a civilized serpent person gets a +10 circumstance bonus on Disguise checks.

Possessions: Chainmail, falchion, composite short bow, arrows (20), pouch with 35 gp, Yellow Sign gold pendant worth 50 gp.

9. THE YELLOW SIGN (EL 10)

The door bursts open, and you have at last reached the summit of Milton's Folly. The room is a square, 45 feet long on all sides. The ceiling is angled toward the center of the room and ends in a six-sided glass enclosure that sticks out four feet above the stone roof. A raised platform supports a slender stone column upon which rests a crystal that shines yellow light through the glass and out into the night.

Milton Drac, Melkior Maeorgan, and a serpent person stand in front of the platform. Before any of you can speak, the tower shakes ominously, and the platform and column begin to glow with a bright, yellow light. The stone throbs with magical power as a beam of light shoots through the crystal and out into the night sky. It blinds you for a moment, and you hear the voice of Drac:

"As I said, you are too late. The Yellow Sign is now corrupting the minds of all those fools in the harbor below. Soon they will leave here and spread the glorious madness of the Unspeakable One throughout the world! Ha, ha, ha, ha!"

"Now, we can turn our attentions to you. Since I have been trying to kill you for many months now, an agonizing death seems more than appropriate. Which do you prefer? Being flayed alive or slowly bleeding to death as carrion pick at your bodies? Neither, I suppose. I guess we shall just have to kill you now!"

Despite the bold rhetoric, Drac, Melkior, and Gorn know full well the PCs can still stop them from accomplishing their goal. The crystal needs to project the Yellow Sign over the harbor for at least 10 minutes to take full effect over the people viewing it.

They plan to protect the crystal at all costs. If they discover that the PCs have the *Jade Serpent*, they do all they can to destroy it. They know that its power can be used against the Yellow Sign.

If the crystal on the pedestal is removed but not replaced with the *Jade Serpent*, the power surging through the tower is unleashed. This can be very bad.

The first round after this occurs, the glass enclosure explodes, dealing 1d6 points of damage to everyone in the room. On the third round, the ceiling of the room begins to crumble and collapse. Half of the material is carried upward with the uncontrolled energy, while the other half falls on those within the

room dealing 1d8 points of damage (DC 20 Reflex save negates).

If the crystal or the *Jade Serpent* is not placed on the pedestal by the fifth round, the room is engulfed in magical energy, and everyone in the room takes 20d6 points of damage (no save). Drac and his fellow cultists do not have a death wish, so they do all they can to get the crystal back onto the pedestal.

The *Jade Serpent* has power over servants of the Yellow Sign. If the PCs can remove the crystal and replace it with the *Jade Serpent*, Drac and his allies are in trouble. The energy from the lighthouse surges through the idol of Yig and bathes all of Freeport in a calming, green glow. All those corrupted by the Yellow Sign are cured. The servants of the Unspeakable One who are caught in this glow wither and die as their skin is peeled away from their bones and they turn to dust—a most fitting end for Drac and his cronies, should any of them still live when the *Jade Serpent* does its work.

MILTON DRAC

52 hp; see page 83 for details.

MELKIOR MAEORGAN

49 hp; see page 85 for details.

CAPTAIN BROCK WALLACE (A.K.A. GORN)

37 hp; see page 84 for details.



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~ AFTERMATH ~

When the glow of the *Jade Serpent* fades away, Freeport, perhaps for the first time, is utterly silent. Then cheers shatter the moment, as the crowd goes wild. The throngs on the ships below and jammed onto the streets have no idea how close they came to unending madness. They don't know exactly what they've just seen, but they know it was one hell of a show. Drac, for all of his evil intent, did give the people of Freeport something for the history books.

The PCs, of course, are in an awkward position. They could try to explain Drac's plan and show how his death was justified to save the city. The remaining members of Drac's faction on the council, however, are likely to see it as murder, not heroism. The best thing for the PCs to do is slip away from the lighthouse and let the Captains' Council deal with

Drac's death and the repercussions—well, unless they are trying to kick-start careers in politics!

Foiling Drac's plan is not without its rewards. For surviving all of Drac's machinations and saving Freeport and the world from a terrible fate, each PC receives a special story award of 3,000 XP. Also, if the PCs managed to unearth Black Dog's treasure, they should have a pile of cash for their future ventures.

This concludes the Freeport Trilogy, the first campaign series for the d20 System. Don't retire to the countryside just yet though—there are plenty more stories to tell in Freeport! Green Ronin's *Hell in Freeport*, *Tales of Freeport*, and the Origins award winning *Black Sails Over Freeport* and *Tales of Freeport* all contain exciting adventures for the heroes of the *Freeport Trilogy*.

~ FURTHER ADVENTURES ~

You can continue your Freeport adventures right away, with any of these handy adventure hooks.

VALOSSA REBORN?

It is possible the emanations of the *Jade Serpent* undid the hereditary madness of the degenerate serpent people. In fact, it is possible that K'Stallo knew this all along and hoped the PCs would help him restore his race. With a return to lucidity and the leadership of K'Stallo, the serpent people could have a second chance to thrive. Since Freeport is built on the wreckage of Valossa, such a rebirth is not necessarily in the best interest of the city. What would the PCs do if their erstwhile ally K'Stallo put the well-being of his people before that of Freeport?

EGIL'S RISING STAR

Following the events of the *Freeport Trilogy*, K'Stallo begins grooming Brother Egil as his replacement. As revealed in *Freeport: The City of Adventure*, his immediate first step is to make the young cleric his personal assistant. At some time before the events of *The Soul of the Serpent* (in *Tales of Freeport*), Thuron appoints Egil his successor and retires. Egil becomes the youngest high priest in the history of the Knowledge God's temple. This gives K'Stallo the freedom to rebuild the sunken temple (which by Yig's grace did not collapse completely after all) and recruit followers among his own kind.

A NEW SEA LORD

The Captains' Council is in turmoil for weeks, if not months. They not only must fill several seats, they must also choose a new Sea Lord. The machinations are sure to be heated. The

succession law is still on the books, so many distant Drac relations are likely to show up as claimants. There are also those on the Captains' Council who want to abolish the office of Sea Lord altogether. This succession crisis could tear the city apart, and the PCs may very well get caught up in the mess. (This vacancy forms one of many plot threads to be found in the mega-adventure *Black Sails Over Freeport*.)

THE JADE SERPENT

The *Jade Serpent* is a powerful artifact. (See **Appendix II** for an in-depth description of the its powers.) If the PCs are smart, they take it with them when they leave the lighthouse. After Drac has been thwarted, however, what happens to this artifact? Will the Wizard's Guild requisition it for testing? Will K'Stallo demand it as his people's birthright? Or will an ancient dragon land on the docks of Freeport one day, demanding the artifact for himself?

THE CULT AVENGED

The Brotherhood of the Yellow Sign has been thwarted, but it has not been destroyed. True, Milton Drac was a powerful cultist, but he was not in the leadership of the organization. The Brotherhood still lurks in the underbelly of society, preying on the weak, the vain, and the ignorant.

The Brotherhood's leaders are sure to be most displeased with the PCs and may pursue a vendetta against them. The PCs may find themselves beset with assassins, bounty hunters, and crazed cultists. Rooting out the source of the attacks isn't going to be easy, since the cult has cells the world over. How many heads does the serpent have? Only the Unspeakable One really knows.

~ APPENDIX I: ~ NEW MECHANICS

Included here are additional feats, spells, and equipment used in this adventure.

THE CULTIST

Cultists are members of proscribed religious sects that lurk on the fringes of civilized society. Often city-based, cultists seem like ordinary folk, but unbeknownst to their friends and neighbors, they have dedicated themselves to alien, and usually evil, gods. Some do it to get ahead, others to fulfill long-repressed desires, and others to simply relieve the tedium of everyday life. Dressing up in robes and visiting “forbidden temples” is quite exciting, after all, at least at first. The thrill-seekers rarely last long in the cults, however. Once they realize ultimate power won’t be theirs by cutting off the heads of a few chickens, they move on to a new kick. Those that remain dedicated are rewarded with magic, but the road is a long and arduous one. Cultists who persevere eventually take on a leadership role, either taking over the cult or leaving to found their own.

Note: This class originally appeared in *Freeport: The City of Adventure*. This version updates it to the 3.5 rules.

Hit Die: d6

CLASS SKILLS

The cultist’s class skills (and the key ability for each skill) are Bluff (Cha), Craft (Int), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Knowledge (religion) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Search (Int), Sense Motive (Wis), Sleight of Hand (Dex), and Spot (Wis). See **Chapter: Four** in the *PHB* for skill descriptions.

Domains: A cultist who chooses the Animal or Plant domain adds Knowledge (nature) (Int) to the cultist class skills listed above. A cultist who chooses the Knowledge domain adds all Knowledge (Int) skills to the list. A cultist who chooses the Travel domain adds Survival (Wis) to the list. See **Deity, Domains, and Domain Spells** below for more information.

Skill Points at 1st Level: (4 + Int modifier) x4.

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

CLASS FEATURES

All of the following are class features of the cultist NPC class.



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TABLE A5-1: THE CULTIST

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day					
						0	1st	2nd	3rd	4th	5th
1st	+0	+0	+0	+2	Skill Focus (Bluff)	—	—	—	—	—	—
2nd	+1	+0	+0	+3	Favored Weapon	—	—	—	—	—	—
3rd	+2	+1	+1	+3	Sneak Attack +1d6	—	—	—	—	—	—
4th	+3	+1	+1	+4	—	—	—	—	—	—	—
5th	+3	+1	+1	+4	—	3	1+1	—	—	—	—
6th	+4	+2	+2	+5	Leadership	3	1+1	—	—	—	—
7th	+5	+2	+2	+5	—	3	2+1	—	—	—	—
8th	+6/+1	+2	+2	+6	Sneak Attack +2d6	3	2+1	0+1	—	—	—
9th	+6/+1	+3	+3	+6	—	3	2+1	1+1	—	—	—
10th	+7/+2	+3	+3	+7	Leadership +2	4	2+1	1+1	—	—	—
11th	+8/+3	+3	+3	+7	—	4	3+1	2+1	—	—	—
12th	+9/+4	+4	+4	+8	—	4	3+1	2+1	0+1	—	—
13th	+9/+4	+4	+4	+8	Sneak Attack +3d6	4	3+1	2+1	1+1	—	—
14th	+10/+5	+4	+4	+9	—	5	3+1	2+1	1+1	—	—
15th	+11/+6/+1	+5	+5	+9	Leadership +4	5	3+1	3+1	2+1	—	—
16th	+12/+7/+2	+5	+5	+10	—	5	3+1	3+1	2+1	0+1	—
17th	+12/+7/+2	+5	+5	+10	—	5	3+1	3+1	2+1	1+1	—
18th	+13/+8/+3	+6	+6	+11	Sneak Attack +4d6	6	3+1	3+1	2+1	1+1	—
19th	+14/+9/+4	+6	+6	+11	—	6	3+1	3+1	3+1	2+1	—
20th	+15/+10/+5	+6	+6	+12	Leadership +6	6	3+1	3+1	3+1	2+1	0+1

WEAPON AND ARMOR PROFICIENCY

Cultists are skilled with all simple weapons and light armor (but not shields).

SPELLS

Starting at 5th level, a cultist can cast divine spells. He is limited to a certain number of spells of each spell level per day, according to his class level. A cultist may prepare and cast any spell on the cultist list, provided that he can cast spells of that level. Like a cleric, he prepares his spells ahead of time each day.

To prepare or cast a spell, an adept must have a Charisma score equal to at least 10 + the spell level. The Difficulty Class for a saving throw against a cultist's spell is 10 + the spell level + the cultist's Charisma modifier.

Cultists do not acquire their spells from books or scrolls, nor do they prepare them through study. Instead, they pray for their spells, receiving them as a gift from their object of veneration. Each cultist must choose a time each day at which he must spend an hour in supplication to regain his daily allotment of spells (late night is common for cultists, so that they can do it in the privacy of their homes without arousing undue suspicion). Time spent resting has no effect on whether a cultist can prepare spells.

When a cultist gets 0 spells per day of a given spell level, he gains only his bonus spells for that spell level. A cultist without a bonus spell for that level cannot yet cast a spell of that level. Bonus spells for a cultist are based on Charisma.

Through 4th level, a cultist has no caster level. At 5th level and higher, his caster level is one-half his cultist level.

DEITY, DOMAINS, AND DOMAIN SPELLS

At 5th level a cultist chooses one domain from among those belonging to his deity (see **Table A5-2: Cultist Deities in Freeport**). A cultist can select an alignment domain (Chaos, Evil, Good, or Law) only if his alignment matches that domain. Unlike clerics, cultists must devote themselves to a particular deity.

The domain gives the cultist access to a domain spell at each spell level he can cast, from 1st on up, as well as a granted power. A cultist prepares the domain spells each day in his domain spell slot. If a domain spell is not on the cleric spell list, a cultist can prepare it only in his domain spell slot.

For domain granted powers that increase in effect with level (such as death touch or smite), use the cultist's caster level rather than class level.

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TABLE A5-2: CULTIST DEITIES IN FREEPORT

DEITY	ALIGNMENT	DOMAINS	WEAPON
God of Pirates	Chaotic Neutral	Air, Travel, War, Water	Cutlass*
God of Murder	Chaotic Evil	Death, Destruction, Evil	Dagger
Unspeakable One	Chaotic Evil	Chaos, Death, Destruction, Evil	Kukri
Oona, the Cannibal Spirit	Neutral Evil	Destruction, Trickery	Dagger

* **Cutlass:** The cutlass is a heavy, short-bladed slashing sword with a basket hilt. It has the same stats as a scimitar, but the wielder gains a +2 circumstance bonus to his opposed attack roll vs. disarm attempts.

SKILL FOCUS (BLUFF)

A cultist must keep his allegiance and activities secret. Thus, a 1st level cultist receives Skill Focus (Bluff) as a bonus feat.

FAVORED WEAPON

At 2nd level the cultist gains proficiency in the favored weapon of the cult, regardless of whether the cult's weapon is a martial or exotic weapon; the cultist gains the appropriate feat (Martial Weapon Proficiency or Exotic Weapon Proficiency). This is usually the favored weapon of the deity, but sometimes cults adopt their own weapons. For instance, death cultists would be easily spotted if they carried scythes. Thus many of them favor the dagger instead.

SNEAK ATTACK

Cults operate in the shadows and sometimes they must silence those who threaten their secrets. Starting at 3rd level, if a cultist can catch an opponent when he is unable to defend himself effectively from his attack, he can strike a vital spot for extra damage. The cultist's attack deals extra damage any time his target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the cultist flanks his target. This extra damage is 1d6 at 3rd level, and it increases to by 1d6 at 8th level, 13th level, and finally 18th level. Should the cultist score a critical hit with a sneak attack, do not multiply this extra damage.

Ranged attacks can count as sneak attacks only if the target is within 30 feet.

With a sap (blackjack) or an unarmed strike, a cultist can make a sneak attack that deals nonlethal damage instead of lethal damage. He cannot use a weapon that deals lethal damage to deal nonlethal damage in a sneak attack, not even with the usual -4 penalty.

A cultist can sneak attack only living creatures with discernible anatomies—undead, constructs, oozes, plants, and incorporeal creatures lack vital areas to attack. Any creature that is immune to critical hits is not vulnerable to sneak attacks. The cultist must be able to see the target well enough to pick out a vital spot and must be able to reach such a spot. A cultist cannot

sneak attack while striking a creature with concealment or striking the limbs of a creature whose vitals are beyond reach.

LEADERSHIP

At 6th level, the cultist receives the Leadership feat free. This represents the cultist climbing the hierarchy of the sect and either founding his own branch or taking on responsibility for a subgroup. Naturally, the cultist's followers usually include (but are not limited to) other cultists. At 10th level, the cultist receives a +2 bonus to his Leadership score. This increases to +4 at 15th level and +6 at 20th level.

STARTING GEAR

3d4 x 10 gp worth of equipment.

CULTIST SPELL LIST

Cultists choose their spells from the following list.

0 Level: *cure minor wounds, daze, detect magic, detect poison, ghost sound, guidance, inflict minor wounds, light, mending, message, read magic, resistance, touch of fatigue.*

1st Level: *bane, bless, cause fear, command, cure light wounds, disguise self, doom, hold portal, inflict light wounds, magic weapon, obscuring mist, protection from good, shield of faith, summon monster I.*

2nd Level: *alter self, animal messenger, augury, charm person, darkness, death knell, desecrate, enthrall, hold person, inflict moderate wounds, lesser restoration, misdirection, pyrotechnics, silence, sound burst, spiritual weapon, status, summon monster II, summon swarm, undetectable alignment, zone of truth.*

3rd Level: *animate dead, bestow curse, contagion, deeper darkness, dispel magic, glyph of warding, helping hand, inflict serious wounds, magic circle against good, magic vestment, nondetection, prayer, secret page, slow, speak with dead, summon monster III, tongues.*

4th Level: *black tentacles, death ward, dimensional anchor, dimension door, divination, divine power, inflict critical wounds, lesser planar ally, polymorph, sending, summon monster IV.*

5th Level: *commune, dream, greater command, insect plague,*

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lesser geas, mass inflict light wounds, mind fog, nightmare, plane shift, slay living, squall, strangle*, summon monster V, unhallow.*

* *Squall* and *strangle* are described on page 131 of *Freeport: The City of Adventure*; if you do not have that book, feel free to substitute these spells with others from a source you do have.

NEW FEATS

DRAC BLOODLINE (GENERAL)

You are a distant descendent of Captain Drac, one of Freeport's first Sea Lords. With a little luck, you may be able to make a claim on the title of Sea Lord yourself. Of course, Drac blood may also attract some unwanted attention (a fact your GM is sure to exploit).

Benefit: You get a +1 bonus on Bluff, Intimidate, and Sense Motive checks.

Special: You may only take this feat as a 1st-level character.

FRANCISCO BLOODLINE (GENERAL)

You are a distant descendent of Captain Francisco, one of Freeport's first Sea Lords. The original Sea Lord Drac killed several of your ancestors and you likely nurse a grudge against the Drac family.

Benefit: You get a +1 bonus on Balance, Diplomacy, and Survival checks.

Special: You may only take this feat as a 1st-level character.

NEW MAGIC ITEMS

The following new items may be found in the possessions of NPCs in this adventure. For more new magic items, see *The Saber of Sorrow* (sidebar, page 24), *The Gifts of the Serpent* (sidebar, page 30), and *The Jade Serpent of Yig* (page 61).

ARMOR OF TUMBLING

Armor of tumbling is built to withstand falls and rolls, and features extra protection at the joints, head, and back. The wearer gains a +10 circumstance bonus to Tumble checks made to reduce falling damage, and a +5 circumstance bonus on all other Tumble checks. (The armor's armor check penalty still applies normally.) This enchantment may be applied only to light armor.

Moderate transmutation; CL 3rd; Craft Magic Arms and Armor, *cat's grace*, *feather fall*; Price +1 bonus.

BATTLE SCRIMSHAW RELIC

This aquatic dragon tooth has been scrimshawed with scenes of ships battling enemy ships and dangerous sea monsters. When mounted affixed to the structure of a ship (the wall of the wheelhouse is a favorite post), the relic's enchantment affects all

sailors and mates who serve on the ship. Passengers, captives, or attackers on the deck of the ship are not affected. An activated *battle scrimshaw* grants a +1 morale bonus to the crew's attack and damage rolls.

Other potent charms of this type are known to exist, but only one *scrimshaw relic* may be active on a ship at a time.

Moderate enchantment; CL 10th; Craft Wondrous Item, *prayer*; Price 30,000 gp; Weight —.

BOS'NS' WHISTLE OF PIPING

This magic version of the traditional boatswain's whistle is the answer to a ship captain's dreams, and the nightmare of every lazy sailor. As a masterwork instrument, it adds a +2 enhancement bonus to Perform (wind instrument) checks, but more important, all within earshot while it's piped gain a +4 morale bonus to Profession (sailor) checks for up to 10 minutes per day. Additionally, three times a day, the bos'n may play a tune that grants a +2 enhancement bonus to Strength and Dexterity for up to 5 HD of creatures within 30 feet. This enhancement effect lasts for 5 rounds.

Moderate enchantment; CL 12th; Craft Wondrous Item, *haste*, *suggestion*, creator must have 10 ranks in Perform (wind instruments); Price 6,100 gp; Weight —.

ELIXIR OF SALT DRAUGHTS

This staple of sea voyages is often packed onboard in firkins in case of bad weather or shipwreck. A dose of this elixir allows the imbiber to drink liquids like seawater, vinegar, and even ammonia as if it were fresh water. The effect of the *elixir of salt draughts* lasts 24 hours, and for the first 10 rounds after drinking it, the imbiber gains a +4 resistance bonus on saves against any other ingested poison.

Faint abjuration; CL 4th; Craft Wondrous Item, *delay poison*; Price 150 gp.

EXPLODING SKULL

An *exploding skull* is an enchanted humanoid skull that when thrown, it explodes into shards of bone upon striking its target. Use the rules for **Thrown Splash Weapons** (see **Chapter Eight: Combat** in the *PHB*) to attack the target and resolve missed throws. A skull deals 3d6 damage (Reflex DC 14 half) in a 20 ft. radius burst. This blast counts as both piercing and bludgeoning damage.

Moderate evocation; CL 3rd; Craft Wondrous Item, *fireball*; Price 450 gp; Weight 3 lb.

RUMMER WEAPON

Rummer weapons were first developed by rum-smugglers in the Serpent's Teeth, but they have since gained favor among adventurers. A *rummer* weapon has a hollow handle or shaft that holds up to six ounces of liquid. The wielder can uncork

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the container and drink one ounce of the contents (or apply one ounce of oil) as a move action that provokes an attack of opportunity. Most adventurers fill the reservoir with potions. *Rummer* weapons must be at least 2 lb. in weight, and able to contain a significant volume of liquid; spiked chains, nets, slings, and ammunition may not take this enchantment.

Moderate transmutation; CL 3rd; Craft Magic Arms and Armor, *fabricate*; Price +1,000 gp.

NEW SPELLS

FIREBIRD

Conjuration (Creation)

Level: Clr 6, Drd 6, Sor/Wiz 5

Components: V, S

Casting Time: 10 minutes

Range: 0 ft.

Effect: Create one firebird

Duration: 1 hour/level (D)

Saving Throw: Special (see text)

Spell Resistance: No

This spell conjures a quasi-real, birdlike creature composed of roaring flames (see stat block following). The *firebird* can be ridden only by the caster or by the one person for whom the caster specifically created the mount. A *firebird* resembles a giant eagle with red, orange, and white flames in place of feathers. It has what seems to be a saddle and bridle. All animals within 30 feet of a firebird must succeed a Will save against the spell's DC or become panicked for 1d6 minutes.

The *firebird* has 26 hit points +1 hit point per caster level. If reduced to 0 hit points, the *firebird* vanishes. It can bear its rider's weight plus up to 10 pounds per caster level. While riding a *firebird*, the rider gains resistance to fire 20 and a +1 luck bonus on all saving throws.

Firebird: CR —; Large magical beast; HD 4d10+4; 26 hp (+1 hp/caster level); Init +3; Spd 10 ft., fly 160 ft. (average); AC 17, touch 12, flat-footed 14; Base Atk +4; Grap +12; Atk +7 melee (1d6+4 plus 1d6 fire, claw); Full Atk +7 melee (1d6+4 plus 1d6 fire, 2 claws) and +2 melee (1d8+2 plus 1d6 fire, bite); SA —; SQ evasion, damage reduction 5/magic, immunity to fire, low-light vision; AL N; SV Fort +5, Ref +7, Will +3; Str 18, Dex 17, Con 12, Int 10, Wis 14, Cha 10.

Skills and Feats: Knowledge (nature) +2, Listen +6, Sense Motive +4, Spot +15, Survival +3; Alertness, Flyby Attack.

SALTBURST

Conjuration (Creation)

Level: Sor/Wiz 2

Components: V, S

Casting Time: 1 action

Range: Long (400 ft. + 40 ft./level)

Area: 20-ft. radius burst

Duration: Instantaneous

Saving Throw: Fortitude half

Spell Resistance: Yes

An explosion of salt crystals and brine erupts in a spherical burst where the caster directs. The spell deals 2d4 points of damage, or 2d8 points of damage to creatures of the plant type or water subtype.



NEW WEAPONS

GUTLASS

A cutlass is a heavy, short-bladed slashing sword with a basket hilt. The wielder gets a +2 circumstance bonus on his opposed attack roll against disarm attempts. (Rogues gain proficiency with cutlass.)

SABER

A saber is a slender curved sword developed for cavalry use, but it has also been adopted by naval officers. (Characters proficient with the scimitar are similarly proficient with the saber.)

APPENDIX II:

THE JADE SERPENT OF YIG

Herein are details on the history and powers of the Jade Serpent of Yig, a powerful artifact introduced in *Madness in Freeport* many believed was lost forever with the collapse of the Valossan civilization. Lost, until a brave band of heroes emerged from a forgotten temple, and armed with the serpent, saved all of Freeport from the insanity of the Unspeakable One. Read on to learn more about this ancient symbol of Yig's power.

THE LEGEND OF NIAGGO

Within the halls of the great temple of Yig, N'Gar gathered the young hatchlings and led them into the chamber of the great serpent. It was his duty to educate and nurture the young ones and make certain that they followed the path of Yig. In truth, N'Gar had never really thought of it as a duty. For him it was a joy, and the reason for his existence.

"Settle down hatchlings!" he began. "Rest on your cushions now and be still, for I am about to tell you of the great hero Niaggo and his quest that saved our people and brought us the Jade Serpent." The young serpent people hushed for the priest. They were ready for a story about a hero.

"Hundreds of years ago," N'Gar began, "before the birth of your fathers' fathers, our people were faced with near extinction! A terrible famine gripped the land and the dead and dying choked the streets. Many believed that Yig, our protector, had abandoned us. Not even the wisest of priests could advise our blessed Emperor on how to end the suffering of his people.

"Niaggo, our hero, was a young serpent man at the time. The smallest of his brood, he had always been picked on by his brothers and sisters and teased by the other hatchlings at school. He had the courage to fight his tormentors, but still he returned to his parents' den bruised and bloodied more often than not. Niaggo cursed his weakness and the shame he brought his family.

"As Niaggo was preparing for the coming of age ritual, when he would shed his skin for the final time, he prayed in the temple. He was unsure of his future. Still smaller than the other young warriors, he lacked confidence in himself. The famine was at its height and many of his schoolmates had already set out in search of food. Niaggo made a decision that night to entrust his life to Yig. As he knelt before the image of our god, he placed his soul in the hands of Yig to do with as He pleased.

"The next day during the ritual Niaggo was struck senseless as Yig sent him an incredible vision.

He saw before him a serpent idol carved entirely out of jade that pulsed with a dark green light. As he watched, the light spread from the heart of the idol and washed over the land, returning life to all that it touched. Suddenly, a gigantic, ebony snake appeared from nowhere and swallowed the idol whole. The green light quickly faded and only darkness and death remained. In that instant, Niaggo knew that he must find this ebony snake and retrieve the idol at all costs to save the Valossan people.

"When he told the priests about the vision they mocked him. No one could believe Niaggo had been chosen to end the famine. It was silly they all said. Niaggo was simply trying to get attention. Even his own parents thought he had made up the story. But, the hatchling that had once doubted himself was now filled with confidence and

strength. Niaggo left Valossa, in search of the Jade Serpent, on his own, as an outcast.

"Niaggo traveled the land seeking the ebony snake he had seen in his vision. Everywhere he went he saw death and more death. He passed through countless villages filled with the emaciated bodies of his starved brethren, and was forced to fight off hunger-crazed cannibals after his flesh. His spirit began to waver and doubt slowly crept into his mind.

"At long last he came to a huge mountain shrouded in a cloud of black vapor. He knew that this must be the lair of the ebony snake.



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Without hesitation, he entered through a large cave. Inside he found a winding path leading deep into the earth and he followed it for what seemed like days. When he reached the bottom he found himself in a huge cavern. A gaping chasm pierced the floor of the chamber from end to end.

"A loud rumbling noise erupted from the depths of the chasm as he approached. The noise reverberated throughout the cavern as a huge, ebon snake reared up right before him. Niaggo took a step back and then held firm.

"The snake had a single green eye in the center of its head. It gazed menacingly down at Niaggo and spoke to him, 'Why do you come here, son of Yig? Your people have abandoned their god and now pay the price for it. Everyday, more of your brethren die from starvation. What have you come here for? Can you help?'

"Niaggo answered boldly, 'I am here to take back the Jade Serpent as Yig has chosen me to do so. With it, my people will be saved from the famine and life will return to Valossa. You will give me the serpent now!!!'

"The snake rose as if to strike, baring its fangs. 'Hssss! SSSo bold you are little one! I could kill you easily. Swallow you whole if I wanted to. But if you are the chosen of Yig you should know that I do not need to give you the serpent. The power of the serpent lies within all of the children of Yig. You only need to have faith and his power will wash over you and protect you.

"Do you have faith little one?'

"Yes!' responded Niaggo loudly. 'Yig is my protector and I do his bidding always.'

"We shall see, little one. We shall see,' responded the ebon snake.

Then, with alarming speed, the snake lunged forward, and opening his jaws, swallowed Niaggo whole! Niaggo despaired at first, thinking that he was dead. Then something stirred in him. He remembered the words of the ebon snake, '...have faith...have faith...have faith...' As he felt himself slipping into the darkness of death, he placed his soul completely in Yig's hands.

"When he awoke, Niaggo was lying on the floor of the chamber alongside the brink of the great chasm. The ebon snake was nowhere to be seen. As his head cleared, he looked around not believing that he had survived the bite of that horrible snake. Then he saw it. On the ground, not far away, was a large piece of jade that must have been the eye of the ebon snake. It was the only proof that the snake had existed at all.

As Niaggo stared at the formless piece of precious rock before him, he knew what he had to do. With his own hands, he would shape the jade into a likeness of his beloved god. Imbued with the power of his own faith, the Jade Serpent would be used to save the Valossan people.

When Niaggo returned to his home, he bore with him the Jade Serpent of Yig. All those who had doubted him before now understood their folly. The famine was lifted and the people began to prosper. Niaggo became king and had many more adventures, but none as incredible as his battle with the ebon serpent.

"What does this teach us hatchlings? Can anyone tell me?" After a few moments, one of the young ones stood up.

"Yes, Sseth?," said N'gar.

With his tail twitching behind him, Sseth stood up to speak, "Well, sir, I think that I have learned that we must all remember to have faith. Even when times are tough, we need to trust in Yig and have faith that he will protect us."

"Very good, Sseth. Faith is our strongest weapon against our enemies."

"Now you also know why so many of us have names that start with 'N'. We are named with an 'N' to honor the memory of Niaggo, who saved Valossa from extinction. Now, come with me and I will show you the Jade Serpent."

THE SERPENT IN ANCIENT VALOSSA

When Niaggo returned to Valossa with the Jade Serpent, it did more than just lift the famine. The Serpent came to represent not only the earthly manifestation of Yig but also a tangible symbol of the power and glory of the Valossan people. The Serpent became a reminder to all Yig's children of their link to the divine and the necessity to have faith in Him.

Over the years, the symbol of the Jade Serpent was adopted by almost all the institutions of Valossan government. The military carried the Serpent before it to ensure victory in important battles. Priests of Yig had to prove they could control the power of the Serpent to become the high priest of the temple. The king sat on the Jade Throne and his standard bore the image of the Serpent carved by Niaggo. Almost every home proudly displayed a replica of the Serpent to bring blessings to those who lived there and to ward off evil.

Sadly, when the Valossan people turned to the Unspeakable One they forgot the lesson Niaggo had taught them. They lost their faith in Yig and he would not protect them from the great evil that destroyed their civilization. But Yig's power resided within the Jade Serpent for centuries, waiting, hidden within a sunken temple, for the chance to destroy the worshipers of the Unspeakable One.

APPEARANCE

The Jade Serpent weighs ten pounds and is carved from a single block of unblemished jade in the shape of a coiled snake. It is two feet tall and one foot wide at the base. The sculpturing is exquisite with finely detailed scales and life-like features. Its head is poised to strike with bared fangs and a forked tongue. When the powers of the snake are evoked the serpent glows from within with a dark green light.

POWERS OF THE SERPENT

The Jade Serpent has many useful powers. In order to control these powers, it is necessary to become attuned to the magic imbued within the Serpent. Once attuned, there are no activation words

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or somatic components that need to be used to invoke the powers. The wielder simply concentrates on what she wants the Serpent to do and it happens.

ATTUNING THE JADE SERPENT

Initial attunement to the *Jade Serpent* requires a successful DC 25 Spellcraft check. The following modifiers apply to the check.

ATTUNEMENT MODIFIERS

Modifier	Condition
+5	The user is a civilized serpent person of Yig
+3	The user sacrificed his or her blood in the sunken temple as described on page 39.
+2	The user is a cleric of Yig
+2	For each level of attunement reached (maximum +4)

Characters with the Use Magic Device skill treat the *Jade Serpent* as an item they need to *activate blindly* as described in the *PHB*.

LEVEL 1 ATTUNEMENT

Once attuned, the player gains access to the following minor powers.

- 3/day—*cure light wounds* as the spell cast by a 5th level druid.
- 2/day—summon a small viper as if user had cast *summon nature's ally I* and as a 5th level druid.
- Use gains immunity to all poisons while holding the *Jade Serpent*.

LEVEL 2 ATTUNEMENT

If the player spends at least one month meditating at least four hours a day over the *Jade Serpent*, she can make another attempt to become further attuned to the idol. The materials required for proper mediation cost the player 1,000 gp of incense and magical herbs. A successful DC 30 Spellcraft check grants the player access to the following major powers of the idol.



- 5/day—*create food and water* as the spell cast by a 5th level cleric.
- 3/day—*cure moderate wounds* as the spell cast by a 5th level druid.
- 3/day—*neutralize poison* as the spell cast by a 7th level druid.
- 2/day—summon a large viper as if user had cast *summon nature's ally III* and as a 5th level druid.
- 2/day—remove fear as the spell cast by a 5th level caster, except that it affects all allies who can see the *Jade Serpent*.

LEVEL 3 ATTUNEMENT

The next level of attunement to the *Jade Serpent* requires the player to spend at least 5,000 gp of supplies and two months of daily meditation. No other strenuous activities can be performed while the player is meditating on the Serpent. At the end of the two months of preparation a successful DC 35 Spellcraft check gives the player full access to all the powers of the *Jade Serpent*. The greatest powers of the idol follow.

- 1/day—*horrid wilting* as the spell cast by a 15th level sorcerer. When this power is used against worshippers of the Unspeakable One, the caster level increases to 25.
- 1/day—greater restoration as the spell cast by a 13th level cleric.

THE CONSEQUENCES OF POWER

The great powers of the *Jade Serpent* do not come without a price. Anyone who becomes attuned to the Serpent will begin to transform, over time, into a serpent person (see *Death in Freeport* for info on serpent people)!

The danger is minimal at first, but gradually increases with the level of attunement the player attains. Once each month, a player who uses the *Jade Serpent* must make a Will save against a DC based on the level of attunement the player has attained.

TRANSFORMATION RESISTANCE

Attunement Level	DC
Level 1	20
Level 2	25
Level 3	30

If she fails, the transformation begins and lasts a full month. A tail sprouts out of her back, her teeth grow into fangs, and finally her skin becomes scaly as she transforms into a serpent person. If the player stops using the *Jade Serpent* immediately upon failing a Will save the transformation reverses but she can never use the *Jade Serpent* again. Once the transformation is completed, it can only be reversed with the destruction of the *Jade Serpent* or by a *wish* or *miracle* spell.

~ APPENDIX II: THE JADE SERPENT OF YIG ~

DESTROYING THE JADE SERPENT

In your campaign, it may become necessary to destroy the *Jade Serpent* of Yig.

The artifact cannot be unmade by normal means. It is impervious to all physical and magical harm. The *Jade Serpent* is considered a *major artifact* as described in the DMG.

To destroy the *Jade Serpent*, one must subject the artifact to the acid breath of the great green wyrm Azial. Azial was a mighty dragon that was old even before the Valossan civilization was destroyed. It is said his lair was buried during the great cataclysm that engulfed Valossa centuries ago. It may be his caves are located somewhere under the waves similar to the sunken temple of Yig. The lair might also be buried deep within a mountain on the mainland. In either case, a journey to find Azial will be an epic undertaking indeed.

ADVENTURE HOOKS

Here are some ideas for adventures using the *Jade Serpent* you can use in your campaign.

HATCHING THE EGG

If your players have recovered the egg from the hatchery within the sunken temple of Yig they are in for a surprise. After being subjected to the power of the *Jade Serpent*, the egg will begin to mature and hatch into an infant serpent person! As new foster-parents, the players must decide what to do with their young charge. Should they hand him over to Thuron to be raised by his own people? Will the followers of the Unspeakable One kidnap him for their own purposes? Will he be bred to good or evil? Or is he destined to revive the dead Valossan civilization at the cost of all others? Raising a child is never easy.

DESTROY THE JADE SERPENT?!

The players must destroy the *Jade Serpent*! Perhaps one of them has used it too often and has been transformed into a serpent person and destroying the Serpent is the only way to regain their true form. Maybe Thuron has taken the Serpent and is using it to revive Valossa and subjugate all other races. To end his reign of terror the Serpent must be unmade. Whatever the reason, the destruction of the *Jade Serpent* can make for a great epic adventure.

REVENGE OF THE UNSPEAKABLE ONE

By thwarting the plans of the Cult of the Unspeakable One in Freeport, the players made powerful enemies. The cultists not only want their death but they want the *Jade Serpent* as well. After seeing what happened to Drac and his companions at the lighthouse, it is easy to understand why. What the heroes do not know is that the cultists have plans for the great artifact. They believe it can be corrupted by the Unspeakable One to serve their evil purposes. Can the heroes thwart the cult a second time?



APPENDIX III:

NEW CREATURES

SHADOW CONSTRICTOR SNAKE

Medium Undead (Incorporeal)

Hit Dice: 3d12+3 (22 hp)

Initiative: +3

Speed: Fly 30 ft. (good)

Armor Class: 14 (+3 Dex, +1 deflection), touch 14, flat-footed 11

Base Attack/Grapple: +1/+1

Attack: Incorporeal touch +5 melee (0)

Full Attack: Incorporeal touch +5 melee (0)

Space/Reach: 5 ft./5 ft.

Special Attacks: Incorporeal constriction (1 Constitution damage), incorporeal grab

Special Qualities: Darkvision 60 ft., incorporeal traits, +4 turn resistance, undead traits

Saves: Fort +1, Ref +4, Will +4

Abilities: Str —, Dex 17, Con —, Int 1, Wis 12, Cha 2

Skills: Hide +7*, Listen +6, Search +0, Spot +6

Feats: Alertness, Toughness

Environment: Warm forest, aquatic, or underground.

Organization: Solitary

Challenge Rating: 4

Treasure: None

Alignment: Always neutral

Advancement: 4–5 HD (Medium), 6–10 HD (Large)

Level Adjustment: —

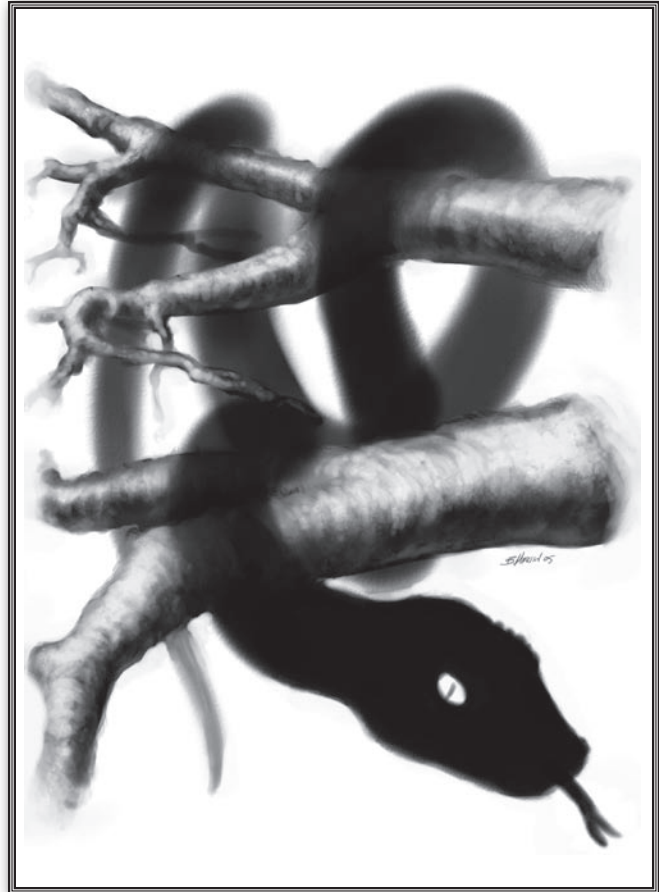
This creature looks like a shadow of a coiled rope or snake.

Shadow snakes are undead created by evil mages or, as in this case, the anger of a deity. They haunt the area where they lived in life and can be commanded by those that create them to guard an area or an item.

COMBAT

Shadow constrictors use their ability to hide and move through solid objects to their best advantage in combat. They have the unique ability to grapple and constrict corporeal targets. Unlike a normal shadow, shadow constrictors reduce their opponent's Constitution, and lack the ability to create spawn.

Incorporeal Constriction (Su): On a successful grapple check, a shadow serpent deals 1 point of temporary Constitution



damage. Any creature that is reduced to 0 Constitution by a shadow serpent dies.

Incorporeal Improved Grab (Su): To use this ability, a shadow constrictor must hit with its touch attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict. This ability is identical to Improved Grab except that it can affect both incorporeal and corporeal targets.

Skills: Shadow snakes have a +2 racial bonus on Listen and Spot checks and a +4 racial bonus to Search checks. * A shadow snake gains a +4 racial bonus on Hide checks in areas of shadowy illumination. In brightly lit areas, it takes a –4 penalty on Hide checks.

SHADOW SERPENT

Medium Undead (Incorporeal)

Hit Dice: 3d12 (19 hp)

Initiative: +6

Speed: Fly 40 ft. (good)

Armor Class: 13 (+2 Dex, +1 deflection), touch 13, flat-footed 11

Base Attack/Grapple: +1/—

Attack: Incorporeal touch +3 melee (1d6 Strength damage)

Full Attack: Incorporeal touch +3 melee (1d6 Strength damage)

~ APPENDIX III: NEW MONSTERS ~

Space/Reach: 5 ft./5 ft.

Special Attacks: Strength damage

Special Qualities: Darkvision 60 ft., incorporeal traits, +4 turn resistance, undead traits

Saves: Fort +1, Ref +3, Will +4

Abilities: Str —, Dex 14, Con —, Int 6, Wis 13, Cha 13

Skills: Hide +8*, Listen +7, Search +4, Spot +7

Feats: Alertness, Improved Initiative

Environment: Any land or underground.

Organization: Solitary, gang (2–5), or swarm (6–11)

Challenge Rating: 3

Treasure: None

Alignment: Any

Advancement: 4–9 HD (Medium)

Level Adjustment: —

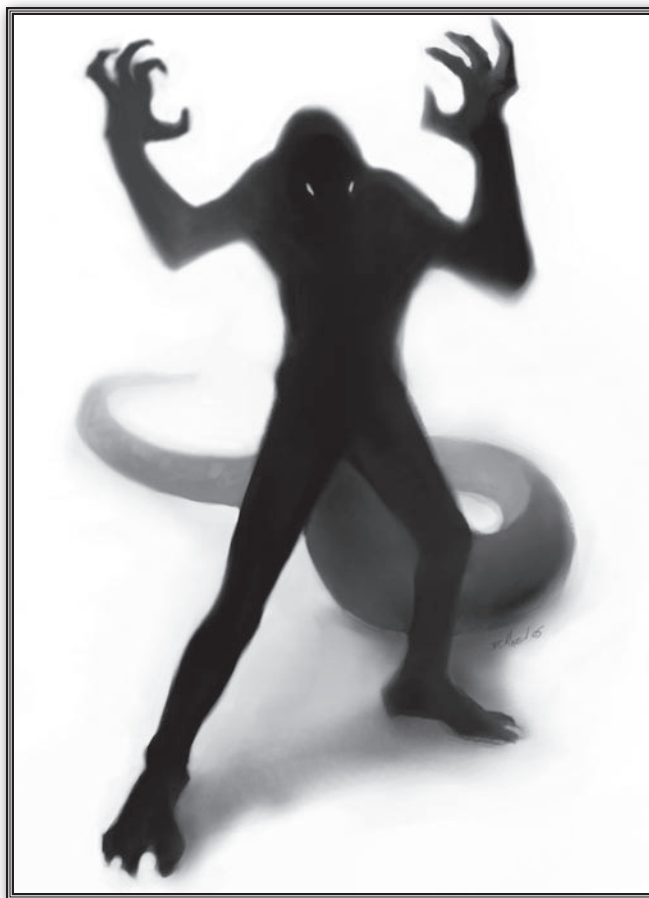
This dark creature is an indistinct humanoid shape, but with the tail and sinuous grace of a snake.

The serpent god Yig turned his priests into shadow serpents as a punishment for allowing the Valossan civilization to be destroyed by the Unspeakable One. They now haunt the temple of Yig, awaiting a release from their terrible existence. They look like shadows but are obviously shaped as serpent people.

Unlike most shadows, the shadow serpents do not all harbor hatred for the living, and they lack the ability to create spawn. Although many attack the living on site, a few have managed to keep some semblance of their corporeal personality and intelligence. These few would rather converse with the living in an attempt to find a way to free their souls from the curse of undeath.

COMBAT

Shadow serpents linger in the temple chambers and quarters where they spent their lives in the service of Yig. They use their ability to hide and move through solid objects to their best advantage in combat.



Strength Damage (Su): When a shadow serpent touches a living creature, it deals 1d4 points of temporary Strength damage. Any creature reduced to 0 Strength by a shadow serpent dies.

Skills: Shadow serpents have a +2 racial bonus on Listen and Spot checks and a +4 racial bonus to Search checks. * A shadow serpent gains a +4 racial bonus on Hide checks in areas of shadowy illumination. In brightly lit areas, it takes a -4 penalty on Hide checks.

NEW CREATURE: SERPENT PERSON

The serpent people once ruled a vast empire. Their advanced knowledge of sorcery and the planes could not help them, though, when the Unspeakable One was summoned to the heart of Valossa. The Valossan Empire was destroyed, most of it falling beneath the waves, and millions died in the cataclysm. Some, though, survived and continue to inhabit the islands of their former realm.

The remaining serpent people can be divided into two groups. Degenerates are wretched offspring of those maddened by the dread god's coming. They have no memory of their ancestors' former achievements and act on instinct, tainted by madness. Most of the degenerate serpent people live deep underground, rarely coming to the surface. A very few serpent people are descended from those who survived with their sanity intact. This civilized

breed, mostly sorcerers, has thrived over the centuries by remaining out of sight. They either live in seclusion or adopt the forms of humans or elves, living among their successors.

Serpent people are bipedal, but they retain the sinuous necks and long tails of snakes. Coloration varies widely, though black is dominant among the degenerates.

COMBAT

Degenerates fight with no discernable tactics. They act savagely and attack anyone who crosses their path. Very rarely they fall under the sway of a charismatic leader, such as a civilized sorcerer, who can direct them with simple instructions. Once battle is joined, however, there is no controlling the degenerates. They hurl javelins if they have them, then close to combat.

~ APPENDIX III: NEW MONSTERS ~

	Degenerate, 1st-level Warrior Medium Monstrous Humanoid	Civilized, 1st-level Warrior Medium Monstrous Humanoid (Shapechanger)
Hit Dice:	1d8+1 (5 hp)	1d8-1 (3 hp)
Initiative:	+4	+4
Speed:	30 ft. (6 squares), swim 15 ft.	30 ft. (6 squares), swim 15 ft.
Armor Class:	13 (+1 natural, +2 heavy shield), touch 10, flatfooted 13	16 (+1 natural, +5 chain-mail), touch 10, flatfooted 16
Base Attack/Grapple:	+1/+2	+1/+1
Attack:	Spear +2 melee (1d8+1/x3) or bite +2 melee (1d4+1 and poison) or javelin +1 ranged (1d6+1)	Falchion +1 melee (2d4/18-20) or shortbow +1 ranged (1d6/x3)
Full Attack:	Spear +2 melee (1d8+1/x3) or bite +2 melee (1d4+1 and poison) or javelin +1 ranged (1d6+1)	Falchion +1 melee (2d4/18-20) or shortbow +1 ranged (1d6/x3)
Space/Reach:	5 ft./5 ft.	5 ft./5 ft.
Special Attacks:	Poison	—
Special Qualities:	Darkvision 60 ft.	Darkvision 60 ft., change shape
Saves:	Fort +3, Ref +0, Will -2	Fort +1, Ref +0, Will +0
Abilities:	Str 13, Dex 11, Con 13, Int 6, Wis 7, Cha 8	Str 10, Dex 11, Con 8, Int 13, Wis 10, Cha 13
Skills:	Climb +1, Escape Artist +2, Hide +2, Swim +5	Disguise +1*, Escape Artist, Swim -2 +1, Hide +1, Knowledge (arcana) +5
Feats:	Improved Initiative	Alertness, Improved Initiative ^B
Climate/Terrain:	Any underground	Any land and underground
Organization:	Solitary, gang (2-5)	Solitary
Challenge Rating:	1/2	1/2
Treasure:	None	Standard
Alignment:	Always chaotic evil	Usually neutral evil
Advancement:	By character class	By character class
Level Adjustment:	+0	+1

Civilized serpent people are another matter altogether. They spend their entire lives in hiding and fight only when they are sure they can win. Most are sorcerers and clerics. Although civilized serpent people have fangs, they never use them in combat, considering this barbaric. Once a fight turns against them, they try to flee and use their change shape ability to escape detection.

Poison (Ex): Degenerates have a venomous bite that induces madness. Bite, Fortitude save (DC 11); initial and secondary damage 1d6 temporary Wisdom. The save DC is Constitution-based.

Change Shape (Su): A civilized serpent person may assume the form of any Small or Medium humanoid. In humanoid form, the serpent person loses its swim speed. A serpent person can remain in its humanoid form until it chooses to assume a new shape, but may only assume a new shape up to three times per day. A change in form cannot be dispelled, but a serpent person reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

Skills: Serpent people have a +4 racial bonus on Escape Artist and Hide checks. The skill modifiers in the statistics blocks include armor check penalties of -2 for a heavy shield

(degenerate) or -5 for chainmail (civilized). *When using its change shape ability, a civilized serpent person gets a +10 circumstance bonus on Disguise checks. A serpent person has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

SERPENT PEOPLE SOCIETY

Hardly anything remains of the empire that dominated the world in ancient times. The degenerates multiply and fester underground, breaking free every few decades to cause murder and mayhem. These attacks are usually blamed on lizardfolk, since few now can recognize the serpent people as different beings.

Civilized serpent people are very long-lived: Some of their sorcerers are over a thousand years old. They are, however, usually solitary and pursue individual goals. Even among the serpent people, few know that the Brotherhood of the Yellow Sign survived the cataclysm, and none guess that they would trifle with the Unspeakable One a second time. Perhaps this is the best cover for

~ APPENDIX III: NEW MONSTERS ~



the Brotherhood, and the reason that powerful members of their own line have not yet obliterated them.

SERPENT PEOPLE CHARACTERS

Nearly all degenerate serpent people that have a class are warriors. A few are barbarians, but none have the mental capacity for spell use of any kind.

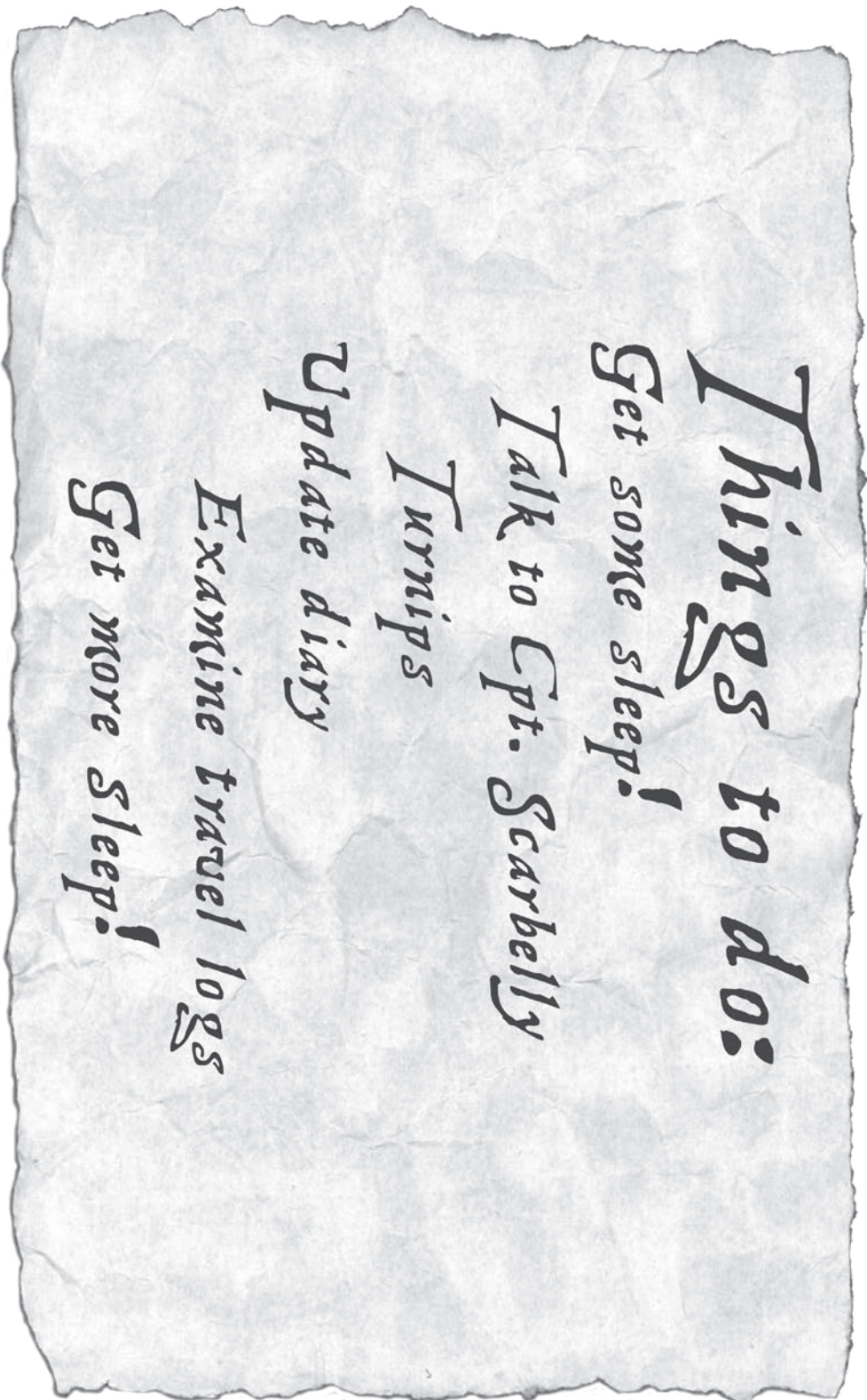
Civilized serpent people have their choice of classes but favor sorcerer. The information in the statistics block reflects a 1st-level warrior, although most civilized serpent people are likely to be of higher level. Clerics of Yig (AL CN) can choose any two of the following domains: Animal, Knowledge, and Magic. Clerics of the Unspeakable One (AL CE) can choose from Chaos, Death, Destruction, and Evil.

Degenerate serpent people characters possess the following racial traits.

- +2 Strength, +2 Constitution, -4 Intelligence, -4 Wisdom, -2 Charisma.
 - Medium size.
 - A serpent person's base land speed is 30 feet.
 - A serpent person has a swim speed of 15 feet.
 - Darkvision out to 60 feet.
 - +1 natural armor class bonus.
 - +4 racial bonus on Escape Artist and Hide checks.
 - **Special Attacks (see above):** poison.
 - **Automatic Languages:** Valossan. Bonus Languages: Any (other than secret languages, such as Druidic). Degenerates are illiterate, regardless of class.
 - **Favored Class:** Barbarian.
 - Level adjustment +0.
- Civilized serpent people characters possess the following additional racial traits.
- -2 Constitution, +2 Intelligence, +2 Charisma. These adjustments replace the degenerate's ability score adjustments.
 - A civilized serpent person has the Shapechanger subtype.
 - **Racial Feats:** Improved Initiative as a bonus feat.
 - When using its change shape ability, a civilized serpent person gets a +10 circumstance bonus on Disguise checks.
 - **Special Qualities (see above):** change shape.
 - **Automatic Languages:** Common, Valossan. Bonus Languages: Any (other than secret languages, such as Druidic). This trait replaces the degenerate's automatic and bonus languages.
 - **Favored Class:** Sorcerer. This trait replaces the degenerate's favored class.
 - Level adjustment +1.

~ HANDOUTS ~

DEATH HANDOUT A



- ADVENTURE HANDOUTS -

DEATH HANDOUT B

FROM SIX YEARS AGO:

I awoke this morning frightfully fatigued. I feel like the I spent the night in combat, not sleeping. My head hurts, and I feel weak. I can't miss work at the temple, but I think I'll confine myself to light tasks today.

THE NEXT ENTRY, DATED FIVE YEARS LATER:

The god help me! What happened? I awoke from some strange dream to find that five years have passed! Egil told me I was kicked out of the temple four years ago for violating the sanctum. Surely this is madness!

FROM SIX MONTHS AGO:

Life has resumed a kind of normalcy. I have won admittance back into the temple. My reception was strange, but everyone seems relieved that I am "back to my old self." I have so many questions about these missing years but it seems best to simply move on with my life now. If the god wills it, knowledge will come to me.

FROM FOUR MONTHS AGO:

Egil says that Milos was asking after me again, that he was worried about another "episode." Maybe he's simply concerned for the temple, but surely I have sufficiently proven myself by now. My life is mine again, and I'm not giving it up!

FROM TWO MONTHS AGO:

The dreams came again last night. I don't know that I'll ever get a good night's sleep! I dreamt of cities as tall as the clouds and creatures so alien in form that I can't describe them. Does this have something to do with my lost years or is this some fresh torment?

FROM ONE MONTH AGO:

It's clear to me now that I must find some answer if I'm ever to make the dreams stop. Thuron and Milos tried to discourage me—I think they fear what might happen to their temple. A pity their compassion does not extend to a living being.

FROM ONE WEEK AGO:

I have begun to feel like I'm being watched. I pray this is not a further milestone on the road to madness. I think I'll take my dagger with me in the morning. In a city like Freeport, I suppose one can't be too careful. Especially with pirates in port.

- ADVENTURE HANDOUTS -

TERROR HANDOUT A



TERROR HANDOUT B

THE TRUE AND SECRETE HISTORIE OF THE BROTHERHOOD OF FREE-PORT

Thousands of years ago, serpent people ruled the world. Their empire centered on a continent called Valossa—a vast island of cyclopean cities, its population devoted to the peaceful worship of Yig, the serpent god. Then this great race vanished overnight, their world-spanning civilization destroyed by the hand of the Unspeakable One, a loathsome deity born outside describable space. Most of the serpent people degenerated into savagery—but a few retained their sanity, including some of the cultists who had summoned the grotesque god.

The Brotherhood of the Yellow Sign—for that is what the cultists called themselves—persevered and transmitted their black secrets down the generations. The cult found a home in the remains of the once-great Valossa. You know it as Freeport. Over the centuries, the Brotherhood flourished along with the city. And it found a way for its members to move about in the daylight world. Its craftiest, most powerful priests disguised themselves as humans and established a church aboveground: the temple to the God of Knowledge.

TERROR HANDOUT C: DRAC'S SPEECH

This evening, Councilor Verlaine and the clergy of the God of Knowledge have been slain. Their murderers are the adventurers who of late discovered the caverns beneath our town: [Insert the names of the PCs here]. After an investigation by the Council and the City Watch, we have pieced together the truth.

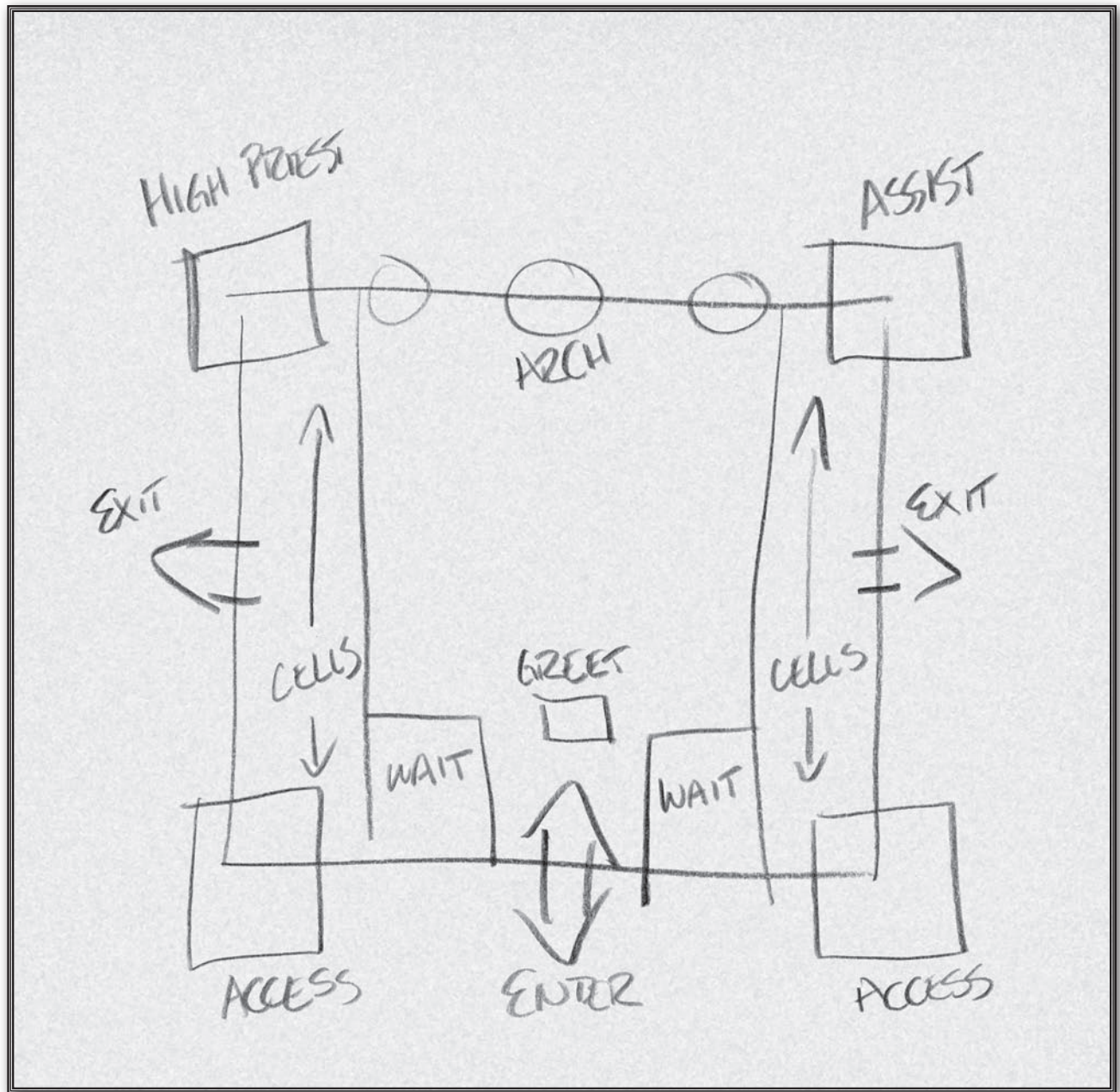
Chief Councilor Verlaine, that great servant to the city of Freeport, heard rumors about town of unwholesome activities at the temple to the God of Knowledge. He hired the wandering mercenaries to investigate. They made a tremendous discovery: The temple and its priesthood were a cover for the Brotherhood of the Yellow Sign, a grotesque cult of serpent people. The mercenaries joined the temple to gain its secrets, but they proved treacherous to both masters. They revealed the caves beneath the city and threatened to expose even more secrets unless the Brotherhood paid them a fortune in gold.

The Brotherhood agreed to their demands, on condition that the mercenaries accept one final task for their serpent masters—assassinating their erstwhile employer, Councilor Verlaine. The double-crossers carried out the grim job, but they quickly found themselves double-crossed. The Brotherhood refused to pay them their blood money. The mercenaries went mad with rage and slaughtered the cultists, but were killed themselves in the battle.

We mourn the loss of Councilor Verlaine, but his efforts brought this menace to light—and rooted it out of town, once and for all.

- ADVENTURE HANDOUTS -

TERROR HANDOUT D: MAP OF THE TEMPLE



HANDOUT E: THE DEPUTATION

As a duly elected officer of the City of Freeport, I appoint deputies of this Council, to carry out, with full discretion and authority, the infiltration of the temple to the God of Knowledge and uncover what secrets it may hold.

Signed,

Councilor Verlaine

- ADVENTURE HANDOUTS -

MADNESS HANDOUT A

Milton Drac—the most honorable Sea Lord of Freeport—cordially invites you to be his honored guest at the Grand Lighthouse Ball. You have been awarded the Order of Drac for your bravery in defeating the evil councilor Verlaine. Present this invitation at the gates of the Sea Lord's palace to gain admittance to the festivities. Prepare yourselves for an evening of entertainment you will not soon forget.

MADNESS HANDOUT B

...many a man can find the caves but they'll never find my

and the lads and I were carried away by the rapids. Old Sven lost his balance and fell clear out of the boat. We never saw him again.

At last, on the beach. There was a huge stone doorway at least half a mast tall and 20 planks wide. All kinds of drawings of snakes were on the surface. Big carvings of a snake and weird writing were on its front.

The head was the worst part of it. I told Tom not to touch the damn thing but he wouldn't listen. He will never be the same.

Finally, we all gave up and rowed our way back. I told the men to forget about that passage, and we boarded it up so as none of us would go down it in a drunken fit.

~ PREGENERATED CHARACTERS ~

THORGRÍM

Race: Dwarf
Sex: Male
Class: Cleric
Deity: God of Valor
Level: 1
Alignment: Lawful Good

Strength: 14 (+2)
Dexterity: 10 (0)
Constitution: 17 (+3)
Intelligence: 12 (+1)
Wisdom: 15 (+2)
Charisma: 10 (0)

Hit Points: 11

Armor Class: 16 (+4 scale mail, +2 heavy wooden shield),
touch 10, flatfooted 16

Speed: 20 ft. (4 squares)

Initiative: +4 (Improved Initiative)

Saving Throws: Fort +5, Ref +0, Will +4

Attack Bonus: Base +0, Melee +2, Ranged +0

Grapple Modifier: +2

Weapons: Longsword +3 melee (1d8+2/19-20, x2), Dagger
+2 melee (1d4+2/19-20, x2)

Feats: Improved Initiative, Martial Weapon Proficiency
(Longsword), Weapon Focus (Longsword)

Skills: Concentration +4, Diplomacy +2, Heal +6, Knowl-
edge (Religion) +2, Search +1 (+3 with stonecunning),
Sense Motive +3, Spellcraft +3

Languages: Celestial, Common, Dwarven

Spells: 3 x 0-level, 2+1 x 1st level (DC = 12 + spell
level)

Domains: Good (+1 caster level with good
spells), War (bonus weapon feats)

Common Spell Selection: 0-level:
detect magic, guidance, light;
1st level: *command, doom,*
*protection from evil**. *Indicates
domain spell.

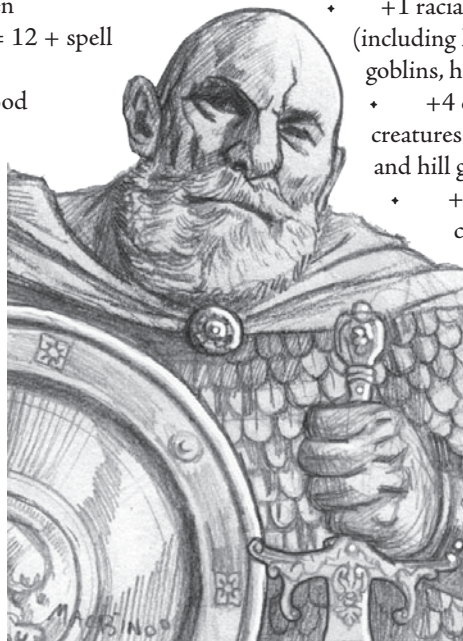
Height: 4'4"
Weight: 155 lbs.
Size: Medium
Age: 71

Equipment: Backpack, bedroll, explorer's outfit, holy symbol,
scroll case, 3 torches, whetstone.

Money: 18 gp, 8 sp.

Dwarf Racial Traits (see **Chapter 2: Races** in the *PHB*):

- Darkvision out to 60 feet.
- Stonecunning: +2 racial bonus on Search checks to notice unusual stonework, such as sliding walls, stonework traps, new construction, unsafe stone surfaces, shaky stone ceilings, and the like. Something that isn't stone but that is disguised as stone also counts as unusual stonework. Merely coming within 10 feet of unusual stonework allows a Search check as if actively searching. Can use the Search skill to find stonework traps as a rogue can. Can intuit depth, sensing approximate depth underground as naturally as a human can sense which way is up.
- Stability: +4 bonus on ability checks made to resist being bull rushed or tripped when standing on the ground (but not when climbing, flying, riding, or otherwise not standing firmly on the ground).
- +2 racial bonus on saving throws against poison, spells, and spell-like effects.
- +1 racial bonus on attack rolls against orcs (including halforcs) and goblinoids (including goblins, hobgoblins, and bugbears).
- +4 dodge bonus to Armor Class against creatures of the giant type (such as ogres, trolls, and hill giants).
- +2 racial bonus on Appraise and Craft checks that are related to stone or metal items.



~ PREGENERATED CHARACTERS ~

ROLLO

Race: Gnome
Sex: Male
Class: Fighter
Level: 1
Alignment: Neutral Good

Strength: 16 (+3)
Dexterity: 15 (+2)
Constitution: 16 (+3)
Intelligence: 14 (+2)
Wisdom: 12 (+1)
Charisma: 10 (0)

Hit Points: 13
Armor Class: 17 (+1 size, +2 Dex, +4 scale mail), touch 13, flatfooted 15
Speed: 15 ft. (3 squares)
Initiative: +2
Saving Throws: Fort +5, Ref +2, Will +1
Attack Bonus: Base +1, Melee +5, Ranged +4
Grapple Modifier: +0
Weapons: Small Gnome Hooked Hammer +6* melee (1d6+4*/x3 or 1d4+4*/x4), Small Short Bow +4 ranged (1d4/x3) (* With Two-Weapon Fighting, attack bonus is +4 each; one head gets +3 damage while the other gets +2.)
Feats: Weapon Focus (Gnome Hooked Hammer), Two-Weapon Fighting

Skills: Climb +3*, Hide +2*, Jump +1*, Listen +4, Ride +4, Spot +2, Swim -1* (*includes -4 armor check penalty, -8 for Swim)

Languages: Common, Draconic, Giant, Gnome

Height: 3'8"

Weight: 47 lbs.

Size: Small

Age: 56

Equipment: Backpack, bedroll, crowbar, explorer's outfit, flint and steel, quiver with 20 arrows, 3 torches.

Money: 14 gp, 8 sp.

Gnome Racial Traits (see **Chapter 2: Races** in the *PHB*):

- Low-light vision.
- +2 racial bonus on saving throws against illusions.
- +1 racial bonus on attack rolls against kobolds and goblinoids (including goblins, hobgoblins, and bugbears).
- +4 dodge bonus to Armor Class against creatures of the giant type (such as ogres, trolls, and hill giants).
- *Spell-Like Abilities:* 1/day—*speak with animals* (burrowing mammal only, duration 1 minute), *dancing lights*, *ghost sound*, *prestidigitation*. Caster level 1st; save DC 10 + spell level (+1 for *ghost sound*). (25% chance of failure due to scale mail armor.)



~ PREGENERATED CHARACTERS ~

MALEDIR

Race: Half-Elf
Sex: Male
Class: Sorcerer
Level: 1
Alignment: Chaotic Good

Strength: 9 (-1)
Dexterity: 17 (+3)
Constitution: 15 (+2)
Intelligence: 12 (+1)
Wisdom: 12 (+1)
Charisma: 17 (+3)

Hit Points: 6
Armor Class: 13 (+3 Dex), touch 13, flatfooted 10
Speed: 30 ft. (6 squares)
Initiative: +3
Saving Throws: Fort +1, Ref +3, Will +3
Attack Bonus: Base +0, Melee -1, Ranged +3
Grapple Modifier: -1
Weapons: Light Crossbow +3 ranged (1d8/19-20, x2), Light
Mace -1 melee (1d6-1/x2)
Feats: Dodge

Skills: Concentration +5, Diplomacy +5, Gather Information +5, Knowledge (Arcana) +3, Listen +3, Search +2, Spellcraft +4, Spot +3

Languages: Common, Dwarven, Elven

Spells: 0-level (5): *daze, detect magic, disrupt undead, open/close*;
1st level (4): *mage armor, magic missile* (DC = 13 + spell level)

Height: 5'3"

Weight: 142 lbs.

Size: Medium

Age: 25

Equipment: Backpack, bedroll, ink (vial), inkpen, parchment (sheaf), quiver with 20 bolts, sealing wax, signet ring, traveler's outfit. Choose a familiar (see *PHB*).

Money: 4 gp, 8 sp.

Half-Elf Racial Traits (see **Chapter 2: Races** in the *PHB*):

- Immunity to *sleep* spells and similar magical effects, and a +2 racial bonus on saving throws against enchantment spells or effects.
- Low-light vision



- PREGENERATED CHARACTERS -

ALAINA

Race: Human
Sex: Female
Class: Rogue
Level: 1
Alignment: Neutral Good

Strength: 14 (+2)
Dexterity: 18 (+4)
Constitution: 13 (+1)
Intelligence: 15 (+2)
Wisdom: 11 (+0)
Charisma: 13 (+1)

Hit Points: 7
Armor Class: 16 (+4 Dex, +2 leather armor), touch 14, flatfooted 12
Speed: 30 ft. (6 squares)
Initiative: +4
Saving Throws: Fort +1, Ref +6, Will +0
Attack Bonus: Base +0, Melee +2, Ranged +4
Grapple Modifier: +2
Weapons: Shortsword +2* melee (1d6+2/19-20, x2), Light Crossbow +4 ranged (1d8/19-20, x2) (* Carries two

shortswords; with Two-Weapon Fighting, attack bonus is +0 each; one shortsword gets +2 damage while the other gets +1.)

Feats: Alertness, Two Weapon Fighting

Skills: Appraise +4, Bluff +4, Climb +3, Diplomacy +3, Disable Device +6, Escape Artist +5, Gather Information +4, Hide +8, Listen +5, Move Silently +8, Open Lock +8, Search +6, Spot +6, Tumble +8, Use Rope +5

Languages: Common, Elven, Orc

Height: 5'8"

Weight: 160 lbs.

Size: Medium

Age: 19

Equipment: Backpack, bedroll, caltrops, explorer's outfit, flint and steel, hemp rope (50'), pouch, quiver with 20 bolts, signal whistle, thieves' tools.

Money: 1 gp, 5 sp.

Human Racial Traits (see **Chapter 2: Races** in the *PHB*):

- Bonus feat and skill points (included above)



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