

p20 FREEPORT COMPANION



THE CITY OF ADVENTURE
SOURCEBOOK FOR THE p20 SYSTEM

BY ROBERT J. SCHWALB



D20 FREEPORT COMPANION

A SOURCEBOOK FOR THE FREEPORT CAMPAIGN SETTING

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Printed in the U.S.A.

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INTRODUCTION

Freeport. City of Adventure. Haven of pirates, home of desperate men and women, scourge of the seas. Freeport is the door to a whole new world of adventure.

It offers endless possibilities for fantasy gaming, whether you play the part of a dashing corsair sailing the high seas in search of plunder, or a grim hunter of cults, prowling the twisting streets of this corrupt city in search of blasphemous groups that worship dark and insane gods. You might be a thief, making ends meet by nicking purses, playing the Syndicate and the Canting Crew against one another while you struggle to build a new criminal organization and claim a piece of Freeport's golden pie. Or you might be a brave explorer, seeking lost civilizations, scouring the island for some clue, some scrap of the past to uncover secrets no man was meant to know. Whatever you decide, the *d20 Freeport Companion* is an indispensable guide to running Freeport adventures and playing characters in this fabulous city-state.

The *d20 Freeport Companion* is your mechanics supplement for using *The Pirate's Guide to Freeport* with the *d20 system*. So to maximize this sourcebook's utility, you'll probably want to have a few other books. For setting information, *The Pirate's Guide to Freeport* is ideal since

it not only updates the Freeport setting, but also provides extensive detail about the city, people, environs, and much more. If you already

have Green Ronin's *Freeport: The City of Adventure* and other *d20 Freeport* sourcebooks, those can serve too, but be aware that some of the characters and information in this book reference events that have occurred after the Succession Crisis. For game rules, this *Companion* is designed to work with the *d20 system*, so you'll need a *PH*, *DMG*, and *MM*.

"It doesn't matter who you are, Freeport welcomes all. From fanatics to addicts, from streetwalkers to decadent nobles, everyone can find a home in this den of pirates, this city of excess. Freeport may be a haven for exiles and unwanted, but truly, it is far more than that. It is my city, my city of adventure, and like a good mistress, I can't imagine my life without her."

—Pious Pete, Guide and Famous Personage

While the *d20 Freeport Companion* is intended to give you all the nuts and bolts you need to explore the mean streets of Freeport, you shouldn't feel obligated to use all of the information provided in this sourcebook. New races in **Chapter One** may not fit with your campaign setting. The classes may contradict other classes you use in your games. Likewise, you may not want to take advantage of the insanity and madness rules, or the new monsters and so on. The rules are designed for you to take what you like and leave the rest. Above all, have fun! This sourcebook should spark new ideas, get your engine started, and help you create exciting adventures in this city and play compelling characters worthy of being denizens of the City of Adventure.

THE FREEPORT COMPANIONS

The *d20 Freeport Companion* is just one of several companion volumes designed to work hand-in-hand with Green Ronin's *The Pirate's Guide to Freeport*. Each installment takes the exciting setting and offers a comprehensive volume of rules and mechanics for creating characters and running adventures set in this city. Keyed to a particular game system, the *Freeport Companion* volumes are intended to help realize the City of Adventure for a variety of game systems, so no matter what set of rules you use, Freeport is the perfect place for your fantasy games.

CHAPTER ONE: RACES OF FREEPORT

If Freeport has anything, it's diversity. Like flies to a pile of dung, people from all over the known world descend on this city looking for fortune, adventure, revenge, and countless other things. Freeport promises much for those with the grit and will to take it. Freeport is also a city that doesn't give a damn about the past or the future: It

is a city of the now, and good or bad, ugly or beautiful, it welcomes all to its labyrinthine streets, devouring the weak and embracing the strong. This is the *City of Adventure*, and any who seek thrills and danger may just find what they're looking for in the depths of this lively community.

~ CORE RACES ~

Freeport is, in many respects, a human city. Humans founded it, the majority of its leaders have been human, and most influential citizens are part of this prolific race. While humanity may be ubiquitous, Freeport is also home to numerous other humanoid races, and members of all the standard races can be found in varying numbers throughout. Freeport has its fair share of elves, dwarves, gnomes, halflings, to say nothing of orcs, hobgoblins, and dozens of other races, ranging from the different shades of more common races to the downright strange and disturbing.

For the most part, these peoples get along, setting aside old grudges to profit in this bustling city. This said, there is a tension in the city, with various neighborhoods looking at others with envious eyes, lamenting when a filthy orc family moves next door, or looking suspiciously at a halfling holding up the wall at a nearby inn. From time to time, the pressure of so many people, with so many differing values and customs, flares up. The result is a brief explosion of violence and rioting until it seems anarchy will reign, only to lapse back to the normal simmering climate of this diverse city.

HUMANS

Humanity may be the dominant race in Freeport, but this fact does not create any sense of solidarity or give them a sense of entitlement or superiority. Sure, some bigoted humans may sneer at the riffraff in Bloodsalt, and nobody likes goblinoids, but Freeport humans don't make distinctions between themselves and most others who call the city home. The reason for this cosmopolitan outlook is human Freeporters often hail from many lands, with different languages, outlooks, customs, beliefs, and everything in between. It is the fusion of cultures that gives Freeport its character, and if the city is willing to turn a blind eye toward a person hailing from a violent and sinister city, surely they can accept dwarves, elves, and others, right? For the most part, yes they can.

It is important to note that Freeport's muddy heritage infuses the city, creating an often-unsettling fusion of architecture, cuisine, and dress. Matters of religion and philosophy are equally diverse, and Freeport embraces those of just about every theological stripe. This aspect of Freeport is comforting to visitors and immigrants, since it usually guarantees there's something or someone from home nearby.

DWARVES

Freeport dwarves are a curious lot. Since most dwarves have deep roots in their homelands, and given their famous dislike for the sea, it takes something serious for a dwarf to pick up and start a new life in Freeport.

"Fes look around ye and take in all the different people from all over da world. Ya might call it a meltin' pot, but it's more like a chamber pot if ye ask me."

—Rheumy Pete, Street Preacher

Dwarves must come to terms with the large orc and goblinoid population allowed to walk the streets with impunity. Though there are many reasons why dwarves would never come to Freeport, the amazing thing is that they do. Many are exiles, fleeing their homes for an accused or actual crime, while others may just be down-on-their-luck adventurers, winding up here with no way to get home. Of course, some bold or mad dwarves might end up in Freeport for the promise of gold, wealth, or in pursuit of some ancient foe in need of killing. Regardless of how and why they come to the city, they're here and they fit in just like anyone else.

ELVES

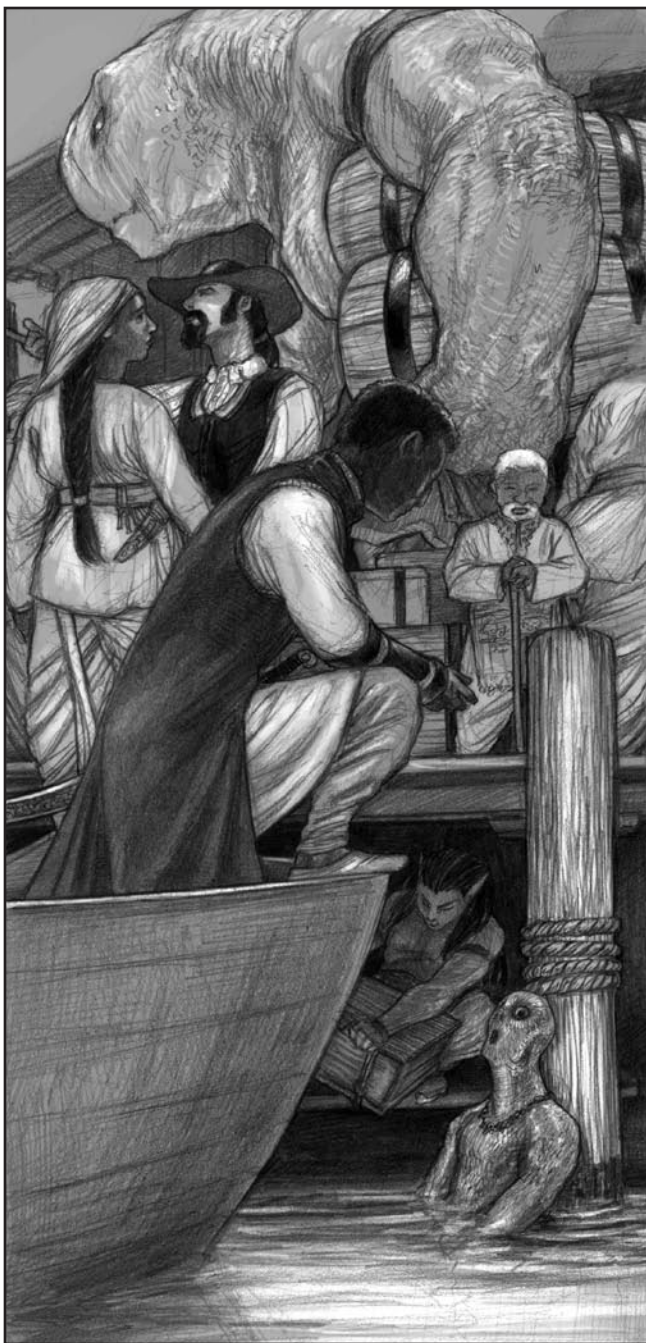
As with dwarves, few elves have reason to settle in Freeport. Those elves that make the journey to Freeport may be merchants, adventurers, or diplomats from some other nation. Some elves are corsairs, sailing the seas and plundering continental ships like the sea dogs of Freeport. Most elves that settle in Freeport are attracted to the sense of life, the loose societal structures, and the freedom Freeport offers to those who come here. While they may disagree with the ignorance and violence and terrible odors wafting up from the Docks, some find a way to set aside their misgivings and embrace the wild and raucous nature of the city.

GNOMES

Where dwarves and elves are unusual, gnomes are far more common, and one of their own is even on the Captains' Council. Freeport appeals to their adventuring sensibilities. As natural entertainers and tricksters, they find the action here much to their liking. Gnomes live in the Docks, Scurvytown, and the Eastern District, but they can be found causing trouble just about anywhere. One of the ongoing difficulties with gnomes in the city is the conflict between them and the small kobold and goblinoid population. There have been more than a few murders on both sides, keeping the Watch busy.

SUBRACES

The *MM* and other sourcebooks, including Green Ronin's *Advanced Race Codex* PDF series, offer several racial variants called subraces. Such races offer additional options to distinguish a character from the base racial features presented in the *PH*. If your GM allows it, you can expect any of these subraces may live in or around Freeport too.



HALF-ELVES

Wherever human and elven societies intersect, there are bound to be half-elves, and Freeport is no exception. Indeed, half-elves are easily more common here than their full-blooded elven kin. The city offers a great deal of tolerance and even a little envy toward these folks, welcoming them into the city and valuing them for their talents and skills. Half-elves fill the same roles that humans do, being pirates, tradesmen, mercenaries, and everything in between. Their natural adaptability and sharp wits help them carve out a place for themselves and many have become quite successful in business—both legitimately and otherwise.

HALF-ORCS AND ORCS

Orcs have had a presence in Freeport for generations. Previous Sea Lords, merchants, and others have used them as labor, bringing them into the city from far-flung places on the mainland to do the heavy lifting, farming, mining, and scut work no one else wants to do. As a result, Freeport's population of orcs and their half-breed spawn grew, until they were as prevalent in the city as any other humanoids short of humans. Eventually, their brutish and violent ways pushed some people too far and the orcs and their kin faced hostility from unexpected quarters. The people of Scurvytown used violence and intimidation to push these folks out of the city into the poisonous atmosphere of Bloodsalt, where they languish still. Not everyone in Freeport shares this hatred of the orcs, but the damage has been done and tensions between the orcs and the rest of Freeport have steadily grown in recent years.

HALFLINGS

Halflings infest Freeport. They're everywhere. To them, Freeport is a magnet. They seem helplessly drawn to the busy streets and alleys here and over the years, they have fast become one of the largest minority groups in the city. What puzzles many is that there aren't halfling vessels, and there's never been a mass-migration of halfling populations. They just seem to show up. This leads some to compare these diminutive people to rats, and it's commonly believed on the Docks that a ship is as likely to have halflings as it is to have other vermin. Of course, no one's foolish enough to say such nonsense around such folk, for everyone in Freeport knows that Finn, a crime lord of considerable power, doesn't tolerate abuse of his people. More than one foul-mouthed bastard has wound up face down in the harbor after crossing a halfling.

~ MONSTROUS RACES ~

Just as Freeport is a haven for the more common fantasy races, it is also home to a number of monstrous races. Freeport has more than its fair share of orcs, and is home to large numbers of goblinoids and kobolds. Most of these more savage races lurk in the squalor of Bloodsalt, but you can bet there are orc stevedores shoving cargo alongside humans and hobgoblin mercenaries working the Warehouse District and elsewhere. Attitudes vary when dealing with monstrous races, ranging from indifference to downright hatred—especially in Scurvytown where bigotry and violence are on the menu every day. Regardless, these folks see Freeport as much as their home as do elves, halflings, and others, and they have no intention of leaving.

GOBLINS

To most Freeporters, goblins aren't much different from roaches and are accepted as just a byproduct of living in a city. While they are tolerated,

they aren't welcome anywhere, especially not in the Eastern District or Merchant District. In fact, the goblins have been driven out from just about everywhere into their tiny neighborhood in Bloodsalt where they suffer abuse at the hands of the hobgoblins and the orcs. A few goblins may try to make an honest living, but the widespread racism of Scurvytown and the general disdain from the rest of the city means most fail and are forced to turn to crime to make ends meet.

Rules for playing goblin characters are described in the *MM*.

ORCS

For many years, orcs were not much of a problem in Freeport. As a people, orcs seemed disinterested in sailing, and those that did take it up lacked the means or the cunning to pilot ships beyond sight of the Continent's coastline. However, Milton Drac's Lighthouse

Crag Gnomes

In the World of Freeport, the crag gnomes have none of the playful qualities attributed to gnomes of other settings. While they share the same hatred of goblinoids and kobolds embraced by others of their kin, their animosity led them to a very dark place, one that would leave them ever changed by their implacable hatred of their racial nemeses. Crag gnomes are dire fellows, grim and consumed by an unquenchable lust for magic, driven by their need to preserve themselves from the depredations of their perceived countless enemies.

In ages past, the gnomes and kobolds fought a terrible war, with each side escalating the conflict until the gnomes abandoned their love of caprice and freedom in favor of winning, regardless of the cost. They turned to the other creatures of their lands, the gargoyles in particular, and enslaved them to serve as their thrall soldiers. Forged anew by the fanatic Iovan, this cult of personality united his people under the banner of the Autocracy of Iovan. What love of humor and jest they once held died, burned away by the appalling losses at the hands of the kobolds and others. Even though they achieved much in their wars against their reptilian enemies, by the time the kobold host was eradicated, the gnomes were no longer content, and pushed to swallow more territory until their growth was checked by a devastating war with the dwarves of the continent, which ultimately saw the demise of their leader and their plans for expansion dashed.

Although broken and defeated by the implacable dwarves, the gnomes were not utterly destroyed. Iovan may be dead, but his heirs have continued his work in the form of the Arcane Conclave. Under the harsh commands of this brutal dictatorship, the crag gnomes, as they have come to be called, toil without end to construct terrible war machines in the effort to rebuild the Autocracy of Iovan and mount a new war against the hated dwarves. Those who disagree vanish—cast out, executed, or locked away in the bowels of their subterranean cities for the rest of their days.

Crag Gnome Traits (Ex)

These traits are in addition to the rock gnome traits, except where noted.

- **Darkvision:** Crag gnomes can see in the dark up to 60 feet. This ability replaces low-light vision.
- **Add +1 to the Difficulty Class** for all saving throws against earth spells cast by crag gnomes. This ability replaces the +1 bonus to the DCs of illusion spells cast by gnomes.
- **+1 racial bonus** on attack rolls against dwarves, kobolds, and goblinoids.
- **Automatic Languages:** Common, Gnome, and Terran. **Bonus Languages:** Draconic, Dwarven, Elven, Giant, Goblin, and Orc.
- **Favored Class:** Sorcerer.

demanding a great deal of labor—cheap labor—and importing orcs to do the heavy lifting seemed the wisest course. Suddenly, orcs began to drift into the city, squatting in Scurvytown and creating a filthy ethnic borough just for themselves. Once entrenched, Freeport's orcs had little interest in moving on. They stayed in the city, offering their muscle at half the price of other workers.

As expected, their cheap rates, racial advantages, and natural wickedness bred resentment in the city. Riots and racially motivated attacks were fast becoming the norm in Scurvytown. Things took a turn for the worse after the Great Green Fire. In the aftermath of the devastation, the Wizards' Guild made it a point to hire only savage humanoid to reclaim the land. Even though the Wizards sought to protect the more desirable elements from the appalling destruction and poisonous chemicals, the folks of Scurvytown saw this as an attempt to do the work on the cheap, bypassing honest human men who needed the coin as badly as the orcs. Unable (rather unwilling) to confront the wizards on this, the agitators in Scurvytown played upon the bigotry and a rash of riots and attacks spread through the district. Savage humanoids were no longer welcome here and certainly no other district wanted them, so the orcs, goblins, and others drifted into Bloodsalt.

Certainly, orcs are generally a destructive and evil lot and so Freeporters were somewhat justified in pushing them out, but where they erred was in extending their wrath to anyone who even resembled an orc. This led to terrible acts of violence against half-orcs, goblinoids, and even ugly humans. Luckily, much of the violence has died down with the mass exodus, but few orcs are foolish enough to try their luck by walking through Scurvytown without numbers on their side.

Rules for playing orc characters are described in the *MM*.

Hobgoblins

Where orcs are naturally dimwitted and goblins too weak and foolish for most to think anything of them, Freeport's hobgoblins are cut from an entirely different cloth. They may be lumped in with the rest of the savage humanoids, and they certainly are warlike and violent, but they are a disciplined lot, and when they fight, they do so with an uncanny knack for tactics. Had they wanted to, they might have fought back against the Scurvytown hate groups and won, but Draegar Redblade, their community's most outspoken leader, advised them to go peacefully into Bloodsalt. There was grumbling, but few opposed Draegar's command, and soon after, Freeport's hobgoblin population had fully relocated.

The reasons behind Draegar's move didn't take long to reveal themselves. Bloodsalt was a disaster, lawless and dangerous, and the Watch had no interest in policing this ghetto, so when Draegar stepped forward to offer the services of his men to attend to Bloodsalt, the Captains' Council didn't have much of a choice. With one deft move, Draegar essentially took control over Bloodsalt and expanded his base of power through an entire section of the city. The hobgoblins are the law here and as such are widely feared (and hated) by others forced to live within the district's bounds.

Hobgoblin Characters

Hobgoblins have a level adjustment of +1, making them just a bit more powerful than a normal player character race. To achieve a balance between hobgoblins and other player characters, hobgoblin PCs advance more slowly. Rules for creating hobgoblin characters are described in the *MM*.

- OTHER RACES -

In addition to the standard Freeport races (and the monstrous ones), there are individuals here from all corners of the world. From the occasional aasimar paladin or tiefling assassin, to the lumbering psionic half-giants, Freeport sees all kinds. If a race exists in your world, you can bet there's at least one representative in Freeport.

NEW RACES

The Pirate's Guide to Freeport mentions a few other races unique to the World of Freeport. The nature of Freeport's unusual cosmology bridges the distances between many realms, enabling peoples from various planes and strange lands access to the mortal realms. As well, the continent is home to many more peoples, including the usual suspects of the fantasy genre, including a few subraces that express the cultural differences that resulted from its violent history. Even if you're not using the World of Freeport setting, you can still use the following race and those described in **Chapter Eight** to expand those of your personal campaign setting.

AZHAR

"Don't be so quick to dismiss the tales of the Azhar. Their fiery dispositions, ruthlessness in battle, and, hell, their damn appearance all support their claims of efreet blood."

—Adelmar Galden, Explorer

The azhar (singular azhari) are a race of native outsiders that ply the waters around Freeport. Traders, explorers, and pirates, they are among the finest sailors in the World of Freeport.

They claim descent from the efreet of the fabled City of Brass, though if true, it is a distant kinship. Despite their fiery heritage, they are a race of great seamen, famed for their sailing prowess. Azhari merchants (and no few pirates) are fast becoming a common sight in the World of Freeport.

To the unfamiliar, an azhari looks like any other human, albeit with swarthy skin and bronze hair. All azhar have the same gleaming red eyes reminiscent of the flames of their descent. Although it's often hard to tell from a distance, an azhari has an iris—often of a slightly darker color—and a pupil that is invisible without close inspection.

AZHARÍ RACIAL TRAITS

- **–2 Wisdom.** Azhar are impulsive and reckless.
- **Medium.** As Medium creatures, azhar have no special benefits or penalties due to size.
- **Azhari base land speed is 30 feet.**

- **Azhar gain a +2 racial bonus to all saving throws against spells and spell-like effects with the fire descriptor.**
- **Darkvision:** Azhar can see in the dark out to 60 feet. Darkvision is black and white only, but is otherwise like normal sight. Azhar can function just fine in no light at all.
- **Might of the Efreet:** The azhar carry the blood of the efreet in their veins. All azhar have a reserve of power from which they can draw in times of need. As an immediate action, an azhari can call upon his gift to gain a +4 inherent bonus to his Strength score for a number of rounds equal to his Charisma bonus (minimum 1 round). An azhari must wait 1 hour between each use of this ability.
- **Gifted Sailors:** Azhar gain a +2 bonus to Balance, Climb, and Profession (sailor) checks.
- **Vulnerability to cold.** Azhar take half again as much (+50%) damage as normal from spells and effects with the cold descriptor, regardless of whether a saving throw is allowed, or if the save is a success or failure.
- **Native Outsider:** As outsiders, Azhar can't be targeted by spells or effects that specifically affect humanoids like *charm person* or *hold person*. However, as native outsiders, they may be raised, reincarnated, or resurrected as normal creatures.
- **Automatic Language:** Azharan and Common. Bonus Languages: Draconic, Dwarven, Elven, Gnome, and Ignan.
- **Favored Class:** Corsair. A multiclass Azhari's corsair class does not count when determining whether he takes an experience point penalty for multiclassing.

AZHARÍ CHARACTERS

Producing skilled sailors and born explorers, the azhari race offers an interesting mix of abilities and resistances. This makes them a unique addition to any adventuring group exploring Freeport and beyond.

ADVENTURING AZHAR

Exploration is the cornerstone of azhari society and all set sail as a right of passage to prove their worth to their people. Those who return with grand tales and grander treasures gain greater standing in their communities and so most azhar embrace the adventurer's life, if only for a time.

CHARACTER NAMES

Azhar tend to follow naming conventions used by their distant genie-kin, keeping alive their proud heritage in the names they pass along to their children. Azhari names also designate social class, with children

AZHARÍ PHYSICAL CHARACTERISTICS

Starting Age and Aging Effects: As half-elf

HEIGHT AND WEIGHT

Gender	Base Height	Modifier	Base Weight	Modifier
Male	4 ft. 8 in.	+2d10	115 lb.	Height Modifier × (2d4) lb.
Female	4 ft. 3 in.	+2d10	85 lb.	Height Modifier × (2d4) lb.

of famous sailors or heroes gaining the name of a parent or another relative of equal standing. Such a name carries grave responsibility, for the child is responsible for not sully the gift she was given. Those named for the greatest azhar heroes find themselves faced with the burden of not only living up to the standards of their people, but also upholding those of the dead from whom their name was taken.

Male Names: Amjad, Essam, Fath, Hamzah, Kameel, Ra'id, and Shihab

Female Names: Afya, Basilah, Durriyah, Fadilah, Hasibah, Mishael, and Nibras

ROLEPLAYING AN AZHARI

Just talking to an azhari reveals why no one denies they are scions of the efreet. They are a tempestuous people, boisterous, filled with courage and pride. They are quick to anger, quicker to laugh, and live a life of passion. They crave excitement and hate the quiet, seeking to fill the silence with conversation, song, music, or anything else to distract them from boredom. They are impulsive to the point of being reckless. They never back down from a fight, withdrawing only if there is no chance of victory. No mission is too dangerous, no voyage too fraught with peril for them to refuse the adventure. They are adventurers to the core, and the fiery souls burning within them drive them to daring acts of heroism and appalling deeds of villainy.

LANGUAGE

The azhar speak their own language, a lilting, sing-song tongue they speak rapidly—so fast non-native, though fluent, speakers have a hard time keeping up. Most azhar slow down their speech when dealing with non-azhars, but when angry or trying to conceal their conversation, they resume their normal cadence (–2 circumstance penalty to Listen checks). What makes this language so interesting is that it is clearly an evolution of Ignan, owing its sentence structure and its foundational vocabulary to this extraplanar tongue. It even uses the same alphabet.

The azhari people's dealings with other races has forced them to also learn the languages of their trading partners. Just about every azhari knows at least a smattering of Common, while the more learned people dabble in many of the humanoid races. In all cases, whenever an azhari feels intense emotion, he's bound to slip into Azharan without even realizing it.

Ignan is a sacred tongue, reserved for special ceremonies and religious observances. It's of particular interest, to theologians at least, that azhari priests conduct their sermons entirely in this language.

AZHAR SOCIETY

All azhar hail from the Sultanate of Kizmir, a young country on the Continent. Just a century ago, the first Sultan led his people onto the continent, bringing savage war to the beleaguered kobolds. The gnomes of Iovan, sensing an opportunity, used the attack to finish their war against their ancestral enemies. Thus were the kobolds destroyed, scattered, and brought to ruin. The sudden appearance of this new nation plunged the continent into a new war, the Second War of the Southern Seas. The conflict seemed about to encompass more territory when Kizmir moved quickly and ended the war by sacking the Ivory City of Newtown.

With the tenuous peace bought by the ruination of Newtown, Kizmir was free to expand its territory and construct a massive fleet of warships and merchant vessels. They plied the seas and gave the Ivory Ports their first serious competitor. The azhar settled into their lands, rebuilt the cities taken from the kobolds, and constructed new port cities to protect their shipyards. As the fledging nation began to stabilize, the culture acclimated to its new home, and the azhar wrestled with competing values imported from their neighboring nations. The conservative members fiercely held onto the ideals of their past, worshipping their heroes and reinforcing the class dominance of the sailors. However, in stark contrast to the classical beliefs of the azhar, it was a growing trend of those who sought to make a new home on the land to build permanent structures, to welcome the social norms of the Ivory Ports and elsewhere, and essentially transform the entire culture of the azhar.

As one would expect, this has been a point of tension within the Sultanate and there has been no shortage of clashes between the entrenched prior generation and the newer rebellious generation. The former has come to see their conquest as a mistake, believing they as a people should pick up and set sail for new conquests, while those living in the Sultanate are quite content and would rather focus their resources on improving the lives of their people. On occasion, there are flare-ups, but most of the world is unaware of this widening division.

ALIGNMENT

Azhar are free spirits, seeking danger and living the life of adventure. While most are committed to their people's way of life, they tend to have little use for rigid laws and societal structure. As a result, most azhar are chaotic. Morally, they have no predilections, with representatives of the very worst and the very best among their kind.



CHAPTER TWO: FREEPORT CLASSES

Freeport attracts all sorts of characters, from noble champions driven to purge the city of its evil to disturbed psychotics that crave the freedom to indulge their worst vices. It is the City of Adventure after all, and there are opportunities for excitement and thrilling escapades for those with the courage to undertake them. This chapter presents a number of new character classes particularly suited for adventures

set in Freeport. By no means are these classes the only options; Freeport is home to all sorts of characters, from dashing rogues to thoroughly wicked killers. For even more class choices, be sure to check out Green Ronin's *Advanced Player's Manual* and the **Master Class** sourcebooks.

~ ASSASSIN ~

"It's a good thing Freeport's nobles are all cowards. Otherwise, I'd be out of a job."

—Red Alice, Assassin

The assassin is a killer for hire, a ruthless and remorseless agent whose purpose is to rub out the opposition. The assassin's main strengths come from the element of surprise, because she has no interest in a fair fight. Such nonsense gives her prey the chance to react and poses a risk of the mission failing. The best assassins can set aside their misgivings and eliminate any target, no matter the age, the gender, or the status.

An assassin's life is no easy thing and many missions they undertake can take them to distant cities, into the bowels of the earth, and just

about any place else "adventurers" might go. Rare is the assassin who pursues adventure for the standard reasons: gold, fame, or notoriety. Instead, they see such expeditions as a means to end, a mission to advance their training so they can get back to the business of killing for gold. Of course, an adventurer's life is often the perfect cover for the assassin: It gives her access to powerful people, a steady stream of revenue between jobs, and a means to slip out of town if a job goes sour.

CREATING AN ASSASSIN

The assassin is a master of surprise and stealth, of cunning and underhanded tactics. She does not have the strength of a barbarian or fighter, the versatility of a bard, or the breadth of skills of a rogue, but

TABLE 2-1: THE ASSASSIN (HIT DIE: D6)

Level	Base Attack				Special	Poison Save
	Bonus	Fort Save	Ref Save	Will Save		
1st	+0	+2	+2	+0	Ambush, contract	+1
2nd	+1	+3	+3	+0	Backstab +1d6	+1
3rd	+2	+3	+3	+1	Poison use, tools of the trade	+1
4th	+3	+4	+4	+1	Shadowspawn	+2
5th	+3	+4	+4	+1	Backstab +2d6, death attack, reputation	+2
6th	+4	+5	+5	+2	Uncanny dodge	+2
7th	+5	+5	+5	+2	Ruthless, tools of the trade	+3
8th	+6/+1	+6	+6	+2	Backstab +3d6	+3
9th	+6/+1	+6	+6	+3	Greater poison use, stalker	+3
10th	+7/+2	+7	+7	+3	Improved ambush, uncanny sniper	+4
11th	+8/+3	+7	+7	+3	Backstab +4d6, tools of the trade	+4
12th	+9/+4	+8	+8	+4	Improved uncanny dodge	+4
13th	+9/+4	+8	+8	+4	Hide in plain sight	+5
14th	+10/+5	+9	+9	+4	Backstab +5d6	+5
15th	+11/+6/+1	+9	+9	+5	Poison Use Mastery, tools of the trade	+5
16th	+12/+7/+2	+10	+10	+5	Crippling strike	+6
17th	+12/+7/+2	+10	+10	+5	Backstab +6d6	+6
18th	+13/+8/+3	+11	+11	+6	Blindsense 10 ft.	+6
19th	+14/+9/+4	+11	+11	+6	Shadow strike, tools of the trade	+7
20th	+15/+10/+5	+12	+12	+6	Backstab +7d6	+7

Class Skills (6 + Int modifier per level, ×4 at 1st level): Balance, Bluff, Climb, Concentration, Craft, Disable Device, Disguise, Escape Artist, Gather Information, Hide, Intimidate, Jump, Knowledge (local), Listen, Move Silently, Open Lock, Search, Sense Motive, Sleight of Hand, Spot, Swim, Tumble, and Use Rope.



she combines a potent array of combat abilities and skills, augmented by special talents to give her the edge she needs to survive.

ABILITIES

An assassin does her job by using the element of surprise and as such she needs abilities to augment her stealthy skills. Dexterity is by far her most important ability, as it is vital to her combat capabilities as well as many of her subterfuge skills. Wisdom is also important since it reflects her ability to perceive her surrounding, spot hidden guards, and hear the sounds of approaching foes. Intelligence is another key ability as it aids the assassin in crafting poisons, sabotaging equipment and devices, and helping her learn more about the target she's after.

RACES

Any race with the capability to murder, to harness the inherent evil of the act, can become an assassin. Of the common races, humans and half-orcs are the most likely. Humans, for all their merits, are capable of great cruelty and thus produce some of the most infamous assassins in the world. Half-orcs, with their natural tendencies toward evil, find it easy to kill for money, a fact especially true for those who endured unhappy upbringings, enduring the scorn of humanity or the cruelty of orcs.

Other races are less likely to produce assassins, though when they do, they are exceptional. The natural stealth and cunning of elves make them ideal killers, but rare is the elf—excepting, of course, the drow—who can stomach the business of cold-blooded murder. Half-elves find it easier to follow this path, but even then, half-elf assassins are rare.

Dwarf, gnome, and halfling assassins have a number of advantages over their rivals. A dwarf's natural resilience to poison reduces the risk of accidentally poisoning himself, and his natural hardiness and combat capabilities make him especially effective in a fight. What gnomes lack in speed and strength, they make up for in magical talent and hardiness. They share the dwarf's inherent toughness, and also can spin illusions

with incredible skill, masking their approach until they are ready to strike. Finally, halflings' natural athleticism and awareness give them a slew of advantages when taking down their opponents. In all cases though, none of these races are noted for the mercilessness required by this grim profession.

ALIGNMENT

The assassin's objective, even when justified, is firmly rooted in evil. Murder, no matter what the reason, can never be construed otherwise, and so assassins are never good and nearly all are evil. In exceptionally rare cases, an assassin might be neutral, but such characters tend to employ different tactics and may confront their prey head on rather than skulking about and slipping a knife between the ribs. Chaotic assassins are paranoid loners, unable to keep their homicidal urges in check and often ruin their own cover by acting on impulse. Lawful assassins follow a strict code of who may be killed and when. They despise slaughter for its own sake, and kill only outside a contract when they or their immediate masters are threatened.

Starting Gold: 5d4 × 10 gp (125 gp)

Starting Age: As rogue

CLASS FEATURES

All of the following are class features of the assassin.

WEAPON AND ARMOR PROFICIENCY

You are proficient with all simple weapons, plus the hand crossbow, rapier, shortbow, and short sword. You are proficient with light armor, but not with shields.

AMBUSH (Ex)

You are particularly skilled at striking targets unawares. Whenever you attack a flat-footed opponent, you may add your Intelligence bonus (if any) to your attack and damage rolls. Constructs, elementals, oozes,

plants, undead, and creatures immune to critical hits are immune to this extra damage.

CONTRACT (EX)

As an assassin, you earn income by accepting commissions to kill a particular creature or creatures. Whenever you successfully complete a mission for which you were contracted, you earn an amount of money equal to your opponent's Challenge Rating minus your class level \times 100 gp (minimum 100 gp or the max gold of the community). However, you must enter into a contract to gain this gold; simply butchering commoners will not earn you extra income. To get a contract, you must name a price and then make a special Gather Information check adding your reputation (see following) to the roll. This check requires 2d10 days plus the community's size modifier. The DC depends on the size and alignment of the community, as shown on the following table.

Community Size	DC	Max Gold per Job	Modifier
Thorp	50	10 gp	+1
Hamlet	45	25 gp	+0
Village	40	50 gp	-1
Small town	35	200 gp	-2
Large town	30	700 gp	-3
Small city	25	3,500 gp	-4
Large city	20	10,000 gp	-5
Metropolis	15	25,000 gp	-6

Alignment	DC Modifier
Lawful good	+15
Neutral good	+10
Chaotic good	+5
Lawful neutral	+10
Neutral	+5
Chaotic neutral	+0
Lawful evil	+5
Neutral evil	+0
Chaotic evil	-5

Freeport is considered a neutral small city, while Libertyville counts as a chaotic neutral village.

Even on a successful check, a target worth the price you set may not be available. The GM is the final arbiter of the possible marks, and it may take several days before you can track down the target. Once you get a contract and eliminate the mark, you must wait 1d20 days minus the community's size modifier before you may seek out another.

POISON SAVE (EX)

Your extensive work with poisons and toxins has lent you some natural resilience to their effects. At 1st level, you gain a +1 competence bonus on Fortitude saves against poison. This bonus increases by one at 4th level and every three levels thereafter as indicated on **Table 2-1**.

BACKSTAB

You can strike a vital spot when you catch an opponent when he is unable to defend himself effectively. Your attacks deal extra damage whenever your opponent is denied his Dexterity bonus to AC (but *not* when you flank your opponent). This extra damage is 1d6 at 2nd level, and it increases by +1d6 every three levels thereafter. Should you score a critical hit with backstab, this extra damage is not multiplied. Ranged attacks can count as backstabs only if the target is within 30 feet.

With a sap (blackjack) or an unarmed strike, you can use backstab to deal nonlethal damage instead of lethal damage.

Constructs, elementals, oozes, plants, undead, and creatures immune to critical hits are immune to this extra damage. You must be able to see the target well enough to pick out a vital spot and must be able to reach such a spot. You cannot use backstab against a creature with concealment or when striking the limbs of a creature whose vitals are beyond reach.

Extra damage from backstab stacks with similar types of extra damage including sneak attack damage.

POISON USE (EX)

At 3rd level, you complete your training in a variety of poisons and you are never at risk of accidentally poisoning yourself when applying poison to a weapon.

TOOLS OF THE TRADE (EX)

On attaining 3rd level, and at every four levels thereafter, you gain a special ability of your choice from among the following options. You may only gain each one once.

- *Bonus Languages:* You gain fluency in a number of languages equal to your Intelligence bonus (minimum 1 language). These languages are in addition to the extra languages you gain for having a high Intelligence score.
- *Deep Cover:* If you spend at least one day preparing a disguise, you gain a +10 competence bonus on Disguise checks.
- *Empower Poison:* When crafting a poison, you may increase the poison's Craft DC by 10 to increase all variable numeric effects by one-half so that the poison deals half again as much initial and secondary damage as it normally would. This tool of the trade does not affect non-variable effects such as blindness, death, and paralysis.
- *Extend Poison:* When crafting a poison, you may increase the poison's Craft DC by 5 to delay the onset of the poison's initial effects by up to one hour after the target's initial exposure. You decide the delay at the time of the poison's crafting. This tool of the trade has no effect on the poison's secondary damage, which occurs one minute later as usual.
- *Maximize Poison:* When crafting a poison, you may increase the poison's Craft DC by 20 to modify all of the poison's variable numeric effects so that the poison deals the maximum possible value. This tool of the trade does not affect non-variable effects such as blindness, death, and paralysis.
- *Poison Focus:* Choose one type of poison from any of the following—contact, ingested, inhaled, or injury. When using a poison of this type, you increase the save DC to resist its initial effects by +1.
- *Preternatural Instincts:* You may add your Intelligence bonus (if any) as a competence bonus on all initiative checks.
- *Quick Change:* You may now make a Disguise check in 1d3 \times 10 rounds by taking a -5 penalty to the check or in 1 round by taking a -20 penalty to the check.
- *Quicken Poison:* When crafting a poison, you may increase the poison's Craft DC by 25 to force a target exposed to the poison to suffer both the initial and secondary effects at the same time. The target is still entitled to a separate saving throw to resist both effects.
- *Skill Savant:* Select one of the assassin class skills. You gain a +5 competence bonus on all checks made using that skill.

ASSASSINS AND ASSASSINS

The assassin class presented in this chapter is intended to replace the assassin prestige class in the *DMG*, since both classes fill the same niche, achieve the same ends, and pursue the same goals. The differences, however, between the assassin prestige class and the base class in this sourcebook are enough that you could retain the prestige class in your games. If you intend to do so, it's recommended that you fit the assassin prestige class into a larger organization, an elite group of killers trained in sorcery to aid them in their missions.

ADJUDICATING ASSASSINATIONS

Handling assassinations on the fly can be tricky, requiring you to whip up stat blocks, locations, and all the other minor details with little or no preparation. This may be more than you, as the GM, are willing or able to handle in the middle of a game session. If a player wishes to pick up a "job," feel free to put off resolving the scenario until the next session when you're ready to deal with the encounter. As well, you should be aware that the contract ability can give the player more spotlight than you may be comfortable with giving. If this becomes a problem, you can handle such assassination attempts "off-screen" for minor characters with a simple class level check against a DC 10 + the target's CR, consulting the following chart to see what happens.

Check Result	Outcome
Success by 10 or more	Target eliminated. Assassin gains +1 reputation for 1d6 months.
Success by 5 or more	Target eliminated. Assassin gains +1 reputation for 1d4 months.
Success	Target eliminated. Sloppy work.
Failure	Mission failed. Assassin can attempt again, but at a -2 penalty.
Failure by 5 or more	Mission botched. Assassin injured, reduced to 50% hit points. Assassin's reputation suffers a -2 penalty for 1d4 months. May not try again against same target until reputation improves.
Failure by 10 or more	Mission utter failure. Assassin captured and imprisoned. Reputation suffers -4 penalty for 1d6 months. May not try again against same target until reputation improves.
Natural 1	Assassin slain.

- *Talented Poisoner*: When manufacturing drugs or poison, for every +5 you add to the Craft (poison) check DC, you may increase the save DC to resist the poison by 2.
- *Weapon Focus*: You gain Weapon Focus as a bonus feat.

SHADOWSPAWN (EX)

You are adept at striking from the shadows, emerging unseen to deliver a deadly blow and then melting back into the darkness. Starting at 4th level, you increase the benefits of concealment derived from low or no illumination by 10%, so that your opponents' miss chance when attacking you while in an area of shadowy illumination is 30% and when in areas of no illumination, the miss chance is 60%.

DEATH ATTACK (EX)

When you reach 5th level, you have learned how and where to strike an opponent to kill or paralyze her with a single attack. To use this ability, you must study your victim for 3 rounds and then make a backstab with a melee weapon. If the attack deals damage, the backstab has the additional effect of possibly either paralyzing or killing the target (your choice). While studying the victim, you can undertake other actions so long as your attention stays focused on the target and the target does not detect you or recognize you as an enemy. If the victim of such an attack fails a Fortitude save (DC 10 + 1/2 your class level + your Int modifier) against the kill effect, she dies. If the saving throw fails against the paralysis effect, the victim is rendered helpless and unable to act for 1d6 rounds plus 1 round per two class levels. If the victim's saving throw succeeds, the attack is just a normal backstab. Once you have completed the 3 rounds of study, you must make the death attack within the next 3 rounds.

If a death attack is attempted and fails (the victim makes her save) or if you do not launch the attack within 3 rounds of completing the study, 3 new rounds of study are required before you can attempt another death attack.

REPUTATION (EX)

Your reputation as a ruthless killer lends you a great deal of street credibility and helps you land the lucrative jobs. At 5th level, you gain a +1 bonus on Gather Information checks to find "work." In addition, you may add this bonus as a competence bonus on all Intimidate checks. Every five levels thereafter, this bonus increases by +2 (+3 at 10th, +5 at 15th, and +7 at 20th level).

UNCANNY DODGE (EX)

Starting at 6th level, you can react to danger before your senses would normally allow you to do so. You retain your Dexterity bonus to AC (if any) even if you are caught flat-footed or struck by an invisible attacker. However, you still lose your Dexterity bonus to AC if immobilized.

If you already have uncanny dodge from a different class, you automatically gain improved uncanny dodge (see below) instead.

RUTHLESS (EX)

At 7th level, you no longer provoke attacks of opportunity when making coup de grace attacks. You are quick and business-like when snuffing the life from a foe. In addition, as a 1 round action, you can kill your opponent brutally. This functions exactly like a normal coup de grace attack, but you provoke attacks of opportunity as normal and the DC to resist this attack increases by 5.

GREATER POISON USE (EX)

By 9th level, you have learned to apply poison more quickly to your weapons. You may apply contact or injury poisons to a weapon as a move action. Alternatively, you may apply these poisons as a swift action, but the save DC to resist these toxins decreases by 5.

STALKER (EX)

Also at 9th level, when hiding and moving more than half but less than full speed, you take no penalty to your Hide checks. When running (but not when attacking or charging), the penalty to your Hide checks drops to -10.

IMPROVED AMBUSH (EX)

Starting at 10th level, you may add your Intelligence bonus (if any) to your attack and damage rolls whenever you flank an opponent as well as when you are attacking a flat-footed opponent. In addition, when making a death attack, you may sacrifice 1d6 points of backstab damage to increase the save DC to resist the attack by 2.

UNCANNY SNIPER (EX)

Whenever you have successfully hidden from an opponent that's at least 10 feet away, you can make one ranged attack and then immediately make a Hide check to conceal your position. You take a -10 penalty to this check instead of the normal -20.

IMPROVED UNCANNY DODGE (EX)

At 12th level, you can no longer be flanked. This defense denies a rogue the ability to use sneak attack (or similar extra damage effects) against you when he flanks you, unless he has at least four more rogue levels than you have assassin levels.

If you already have uncanny dodge (see above) from a second class, you automatically gain improved uncanny dodge instead, and the levels from the classes that grant uncanny dodge stack to determine the minimum rogue level required to flank you.

HIDE IN PLAIN SIGHT (EX)

Beginning at 13th level, you can use the Hide skill even while being observed. As long as you are within 10 feet of some sort of

shadow, you may hide yourself from view in the open without having anything to actually hide behind. You cannot, however, hide in your own shadow.

POISON USE MASTERY (EX)

At 15th level, you may apply poison to a weapon as a swift action without reducing the poison's save DC. In addition, if you spend a standard action to apply poison to a weapon, the weapon retains its virulence for two successful hits or two touches.

GRIPPLING STRIKE (EX)

Starting at 16th level, you can backstab opponents with such precision that your blows weaken and hamper them. An opponent damaged by one of your backstabs also takes 2 points of Strength damage. Ability points lost to damage return on their own at the rate of 1 point per day for each damaged ability.

BLINDSENSE (EX)

Upon attaining 18th level, your senses have become so acute that you can now notice things you cannot see. You usually do not need to make Spot or Listen checks to pinpoint the location of a creature within range of your blindsense ability, provided you have line of effect to that creature. Any opponent you cannot see still has total concealment against you, and you still have the normal miss chance when attacking foes that have concealment. Visibility still affects your movement. You are still denied your Dexterity bonus to Armor Class against attacks from creatures you cannot see.

SHADOW STRIKE (EX)

Finally, at 19th level, whenever you successfully kill, disable, or reduce an opponent's hit points below 0, you may make a Hide check as a swift action and move up to 10 feet in any direction. To use this ability, you must be within 10 feet of a shadow. As with hide in plain sight, you cannot hide in your own shadow.

~ GORSAIR ~

"The treasure's nice and all, but it's the thrill that keeps me coming back to kick in the teeth of my enemies."

—Bloody Lucille, Corsair

Pirate, buccaneer, adventurer—the corsair is all these things and more. The consummate adventurer, the corsair laughs in the face of danger, throws caution to the wind, and somehow escapes harm even in the most desperate of situations. Whether riding the waves on the deck of a swift schooner or swinging from a chandelier in a great hall, the corsair lives for the thrill of danger.

The corsair is, at heart, a combatant. Unlike other martial characters, she eschews heavier armors in favor of speed and mobility. To compensate for her lighter armor, she uses every trick she can to overcome her opponents. At first, she comes to rely on unfair fighting techniques to slip past defenses and land crippling wounds. As she grows in power, she becomes more comfortable in unstable environments, fighting with finesse anywhere, from the rigging of a ship to the rolling deck of a galleon in a storm-tossed sea.

CREATING A GORSAIR

The corsair is a fast, agile combatant, capable of delivering devastating damage under the right circumstances. Maneuverability is the corsair's

strength, slipping past the enemies' front lines to wreak havoc from behind, similar to how a rogue functions in combat. In addition, most corsairs are charismatic, having strong personalities that aid them in positions of leadership.

ABILITIES

A high Dexterity is the corsair's most important ability, as she is restricted to light armor, and many of her class skills rely on this ability. Charisma is also important, for both skills and her reckless abandon class feature. As a combatant, though, no corsair should overlook her Strength and Constitution to see her through to the end of a fight.

RACES

Half-elves and humans are the most common corsairs as they find it easy to sever their ties to family and homeland. Halflings also make for great corsairs, being naturally athletic and prone to a nomadic existence. Likewise, elves have a natural gift of agility allowing them to navigate the ships and develop skills at swordplay that put their human and half-elven counterparts to shame. Dwarves and half-orcs generally lack the personality or wit to make good corsairs. Among the planetouched, both aasimars and tieflings do well in this class. Aasimars excel because they are naturally charismatic, while tieflings have the advantage of quick minds and incredible reflexes.

TABLE 2-2: THE CORSAIR (Hit Die: d8)

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+2	+0	Bonus feat, dirty fighting +1d4
2nd	+2	+3	+3	+0	Corsair's luck 1/day
3rd	+3	+3	+3	+1	Sea Legs
4th	+4	+4	+4	+1	Canny defense
5th	+5	+4	+4	+1	Bonus feat, dirty fighting +2d4
6th	+6/+1	+5	+5	+2	Rope Monkey, uncanny dodge
7th	+7/+2	+5	+5	+2	Corsair's luck 2/day
8th	+8/+3	+6	+6	+2	Improvised weapon fighting
9th	+9/+4	+6	+6	+3	Fast on your feet
10th	+10/+5	+7	+7	+3	Bonus feat, dirty fighting +3d4
11th	+11/+6/+1	+7	+7	+3	Improved uncanny dodge
12th	+12/+7/+2	+8	+8	+4	Corsair's luck 3/day
13th	+13/+8/+3	+8	+8	+4	—
14th	+14/+9/+4	+9	+9	+4	Defensive roll
15th	+15/+10/+5	+9	+9	+5	Bonus feat, dirty fighting +4d4
16th	+16/+11/+6/+1	+10	+10	+5	Greater improvised weapon fighting
17th	+17/+12/+7/+2	+10	+10	+5	Corsair's luck 4/day
18th	+18/+13/+8/+3	+11	+11	+6	Uncanny tumbler
19th	+19/+14/+9/+4	+11	+11	+6	Uncanny balance
20th	+20/+15/+10/+5	+12	+12	+6	Bonus feat, dirty fighting +4d4

Class Skills (4 + Int modifier per level, ×4 at 1st level): Appraise, Balance, Bluff, Climb, Escape Artist, Gather Information, Intimidate, Jump, Knowledge (geography), Profession (sailor), Sense Motive, Spot, Swim, Tumble, and Use Rope

ALIGNMENT

Though corsairs may be of any alignment, chaotic corsairs are by far the most common. It takes a free spirit to leave everything behind and embrace a life of adventure. In ethical terms, corsairs are drawn neither toward good or evil, as this class attracts the best and worst of people.

Starting Gold: 4d4 × 10 gp (100 gp)

Starting Age: As rogue

CLASS FEATURES

All of the following are class features of the corsair class.

WEAPON AND ARMOR PROFICIENCY

You are proficient with all simple and martial weapons, light armor, and the buckler.

BONUS FEAT

At 1st level, you select a bonus feat from the following list. You must meet all the prerequisites for that feat. At 5th level, and every five levels thereafter, you select another bonus feat from the list for that level or any earlier levels at which you gain a bonus feat.

1st-Level Bonus Feat: Acrobatic, Athletic, or Agile.

5th-Level Bonus Feat: Combat Expertise, Improved Unarmed Strike, or Weapon Finesse.

10th-Level Bonus Feat: Improved Feint, Spring Attack, or Two-Weapon Fighting.

15th-Level Bonus Feat: Greater Two-Weapon Fighting, Improved Disarm, or Whirlwind Attack.

20th-Level Bonus Feat: Any fighter bonus feat.

DIRTY FIGHTING

If you can catch an opponent when he is unable to defend himself effectively from your attack, you can strike a vital spot for extra damage. Your attack deals extra damage any time your target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not) or when you flank your target. This extra damage is 1d4 at 1st level, and it increases by +1d4 at 5th level and again every five levels thereafter. Should you score a critical hit with dirty fighting, this extra damage is not multiplied. Ranged attacks can count as dirty fighting only if the target is within 30 feet.

With a sap (blackjack) or an unarmed strike, you can use dirty fighting to deal nonlethal damage instead of lethal damage. Unlike the rogue's sneak attack, you can use any weapon to deal nonlethal damage with dirty fighting by taking a –4 penalty to the attack roll.

You can use dirty fighting against 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 dirty fighting. You must be able to see the target well enough to pick out a vital spot and must be able to reach such a spot. You cannot use dirty fighting while striking a creature with concealment or striking the limbs of a creature whose vitals are beyond reach.

Extra damage from dirty fighting stacks with similar types of extra damage including sneak attack damage.

CORSAIR'S LUCK (EX)

You have an uncanny ability to escape danger unscathed. Starting at 2nd level, you can use corsair's luck to add one-half your class level (maximum +10) as an insight bonus to any attack roll, ability or skill check, or saving throw. You need not declare the use of this ability prior to the roll, however, you must declare use before the GM announces the success or failure of the roll.



SEA LEGS (EX)

At 3rd level, you gain Sea Legs as a bonus feat. You need not meet the prerequisites to gain this feat.

UNCANNY DEFENSE (EX)

Starting at 4th level, you can add your Charisma bonus (if any) as a dodge bonus to your Armor Class. You retain this bonus even if caught flat-footed. You lose this bonus, however, if you wear medium or heavy armor or carry a heavy load.

ROPE MONKEY (EX)

At 6th level, you gain Rope Monkey as a bonus feat. You need not meet the prerequisites to gain this feat.

UNCANNY DODGE (EX)

Also at 6th level, you can react to danger before your senses would normally allow you to do so. You retain your Dexterity bonus to AC (if any) even if caught flat-footed or struck by an invisible attacker. However, you still lose your Dexterity bonus to AC if immobilized.

If you already have uncanny dodge from a different class, you automatically gain improved uncanny dodge instead.

IMPROVISED WEAPON FIGHTING (EX)

You can use just about anything as a weapon. Beginning at 8th level, you take only a –2 penalty on attack rolls when fighting with an improvised weapon or a weapon with which you are not proficient. In addition, when fighting with a weapon inappropriately sized for you, you take only a –1 cumulative penalty per size difference.

FAST ON YOUR FEET (EX)

At 9th level, you can maneuver more easily. In place of taking a 5-foot step, you can immediately exchange positions with an adjacent ally.

IMPROVED UNCANNY DODGE (EX)

Upon attaining 11th level, you can no longer be flanked, denying opponents from dealing sneak attack damage (or similar extra damage effects) to you when flanking, unless the attacker has at least four more levels than you do. If you already have improved uncanny dodge from a second class, the levels from the classes that grant uncanny dodge stack to determine the minimum level required to flank you.

DEFENSIVE ROLL (EX)

Starting at 14th level, you can roll with a potentially lethal blow to take less damage from it than you otherwise would. Once per day, when you would be reduced to 0 or fewer hit points by damage in combat (from a weapon or other blow, not a spell or special ability), you can attempt to roll with the damage. To use this ability, you must attempt a Reflex saving throw (DC = damage dealt). If the save succeeds, you take only half damage from the blow; if it fails, you take full damage. You must be aware of the attack and able to react to it in order to execute your defensive roll—if denied your Dexterity bonus to AC, you can't use this ability.

GREATER IMPROVISED WEAPON FIGHTING (EX)

You can use just about anything as a weapon. At 16th level, you never take a penalty to attack rolls made with an improvised weapon, nor do take a penalty when fighting with a weapon one size larger than you. You do, however, take a –1 penalty to attack rolls when using weapons more than one size larger or smaller, such as a Medium corsair fighting with a Tiny greatsword or Huge dagger. Finally, when fighting with a weapon with which you are not proficient, you take only a –1 penalty to attack rolls.

UNCANNY TUMBLER (EX)

At 18th level, you gain a +5 bonus on Tumble checks. When making a Tumble check, your movement is not penalized, so each square of movement you Tumble through costs only 1 square of movement for you. In addition, as an immediate action, you can substitute a Tumble check for a Reflex save and if you succeed, you may move up to one-half your speed. You must wait 5 rounds between each substitution use of this ability.

UNCANNY BALANCE (EX)

At 19th level, you may always take 10 on a Balance check even if rushed or threatened. When making Balance checks, roll twice and take the better result. You never lose your Dexterity bonus to AC while being attacked when balancing, and you take no penalty for accelerated movement while balancing. Finally, when opposing a trip or bull rush attack, you may substitute a Balance check for your Strength or Dexterity check to oppose a bull rush or trip attack made against you. You must wait 5 rounds between each substitution use of this ability.

~ MONSTER HUNTER ~

"After they sacked my people's hold, slaughtered our women, enslaved our children, and desecrated our temples, I had no choice. My life would be spent hunting and killing goblins. Sure, along the way, I've learned to diversify a bit, but killing goblins is my specialty."

—Udren Swifthammer, Monster Hunter

It's a dangerous world, one filled with countless terrors, and horrid monsters lurking on the fringes of civilization with no goal beyond slaughter and rapine. Countless raids and endless warfare breed hatred and resentment in the victims, and on occasion one rises, committing his life to the ruination of his people's enemies. The monster hunter is this individual—a gritty warrior who uses cunning and a focused set of abilities to defeat these opponents and rid the world of the danger they present. Whether destroying demons, removing infestations of monstrous spiders, or hunting down ogres, there's a monster hunter for every horror.

A monster hunter develops a set of abilities tied to a particular inclination and character concept. You can focus your development to defeat one type of monster or develop a broad set of talents to take on several different types of monsters. Skilled with a variety of weapons, you are as capable in combat as other martial characters. While there are advantages to a focused approach, there are great benefits to developing skills to combat several different types of monsters. Being diversely trained lets you know what to look for and so you are less likely to be surprised when a creature attacks. However, such diversity prohibits you from developing the best abilities provided by this class.

CREATING A MONSTER HUNTER

You are a specialized warrior, one that develops a set of unique abilities to better combat the enemies you fight. As a monster hunter, you have access to a broad range of specialties, letting you pick your class features to respond to the nature of your adventures and the character of your foes. Should you train your focus on one type of creature, you develop powerful abilities quickly, but at the expense of other class features. Or, you could diversify, delaying access to the most powerful abilities, but learning to apply their knowledge to survive a variety of situations.

ABILITIES

Intelligence is the key ability for many of the monster hunter's class features. As a combat character, monster hunters should never neglect Strength and Dexterity to improve their capabilities with weaponry, and Constitution to allow them to stay standing in long and deadly combats.

RACES

Monsters prey on all creatures, even evil ones. Thus monster hunters can be of any race from elf to troglodyte. Elves tend to crusade against drow and orcs, while dwarves and gnomes oppose giants and goblinoids. Humans, being the most ambitious, may take on fiends or dragons. Among the savage races, the drow are the most likely to become monster hunters, though not to kill, but rather to enslave.

ALIGNMENT

Good monster hunters develop abilities to destroy noteworthy evil creatures like demons, many dragons, undead, and dangerous magical beasts. Evil monster hunters focus on good outsiders, humanoids, fey, and good dragons. Also, laws often interfere with a monster hunter's tactics, forcing him to circumvent them. Monster hunters are famous for discarding custom and laws, breaking into sealed vaults, churches, or castles to get at their prey. As a result, few monster hunters are lawful.

Starting Gold: 5d4 × 10 (125 gp)

Starting Age: As ranger

CLASS FEATURES

All of the following are class features of the monster hunter class.

WEAPON AND ARMOR PROFICIENCY

You are proficient with all simple and martial weapons, light and medium armors, and shields (but not tower shields).

MONSTER LORE

Having studied a number of subjects and creatures, you have become well-versed in the special attacks, defenses, and vulnerabilities of the foes you hunt. You may make a special monster lore check with a bonus equal to your monster hunter level + your Intelligence modifier to see whether you know any relevant information about a particular monster. The DC of the check is 10 + the monster's base HD (not including any class levels). So, to learn one fact about a kobold warrior, you need only to beat a DC 10, while you need to succeed on a DC 30 roll to learn an important fact about a balor. A successful check indicates you know some useful bit of knowledge about the monster. For every 5 points by which you beat the DC, you recall another fact. Like the Knowledge skill, you may not take 10 or take 20 on this check.

If you have 5 or more ranks in a Knowledge skill that specifically deals with a particular type of monster, you gain a +2 bonus to monster lore checks relating to those creatures. For example, if you have 5 ranks in Knowledge (the planes), you would gain a +2 bonus to monster lore checks regarding elementals and outsiders. For information on the Knowledge skill and the monsters related to particular categories, see the **Knowledge and Monsters** sidebar.

TABLE 2-3: THE MONSTER HUNTER (Hit Die: d10)

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+0	+2	Monster lore, Track
2nd	+2	+3	+0	+3	Monster specialist
3rd	+3	+3	+1	+3	Monster sense
4th	+4	+4	+1	+4	Monster specialist
5th	+5	+4	+1	+4	Danger sense
6th	+6/+1	+5	+2	+5	Monster specialist
7th	+7/+2	+5	+2	+5	—
8th	+8/+3	+6	+2	+6	Monster specialist
9th	+9/+4	+6	+3	+6	—
10th	+10/+5	+7	+3	+7	Monster specialist
11th	+11/+6/+1	+7	+3	+7	—
12th	+12/+7/+2	+8	+4	+8	Monster specialist
13th	+13/+8/+3	+8	+4	+8	—
14th	+14/+9/+4	+9	+4	+9	Monster specialist
15th	+15/+10/+5	+9	+5	+9	—
16th	+16/+11/+6/+1	+10	+5	+10	Monster specialist
17th	+17/+12/+7/+2	+10	+5	+10	—
18th	+18/+13/+8/+3	+11	+6	+11	Monster specialist
19th	+19/+14/+9/+4	+11	+6	+11	—
20th	+20/+15/+10/+5	+12	+6	+12	Monster specialist

Class Skills (4 + Int modifier per level, ×4 at 1st level): Climb, Disable Device, Gather Information, Handle Animal, Hide, Intimidate, Knowledge (all skills, taken individually), Listen, Move Silently, Ride, Search, Sense Motive, Speak Language, Spot, Survival, Swim, and Use Rope.

TRACK

At 1st level, you gain Track as a bonus feat.

MONSTER SPECIALIST

Your training gives you a variety of techniques with which you can overcome just about any kind of monster. However, you develop specific talents that lend themselves to defeating monsters of a particular type. As you advance, you can further specialize, increasing your skills against a monster type, or diversify, developing tools to help defeat several different types of foes.

Starting at 2nd level, select a specialization from any of the following: aberration hunter, animal hunter, construct hunter, dragon hunter, elemental hunter, fey hunter, humanoid hunter, magical beast hunter, monstrous humanoid hunter, ooze hunter, outsider hunter, plant hunter, undead hunter, or vermin hunter. You gain the apprentice ability of the specialization. Every other level thereafter, you may select a new specialization or improve an existing one, gaining the journeyman ability or master ability. You retain all benefits of lower levels of specialization. Gaining mastery in a specialty confers additional benefits to all abilities as presented in each description.

KNOWLEDGE AND MONSTERS

Knowledge	Monsters
Arcana	Constructs, dragons, magical beasts
Dungeoneering	Aberrations, oozes
Local	Humanoids
Nature	Animals, fey, giants, monstrous humanoids, plants, vermin
Religion	Undead
The Planes	Elementals, outsiders

ABERRATION HUNTER

“Aberrations, well... They just shouldn't exist. And it's my job to make that so.”

Sense Aberrations (Apprentice) (Su): At will, as a standard action, you can automatically sense the presence or absence of aberrations within a 30-foot radius. After a second round of concentration—another standard action—you can detect the number of aberrations and the strength of the strongest aberration present. If you concentrate for a third round, you can detect the strength and location of each aberration. If an aberration is outside your line of sight, you discern its direction, but not its exact location.

HD	Strength
1 or less	Faint
2–4	Moderate
5–10	Strong
11 or higher	Overwhelming

Mastery: Once you achieve mastery in this specialty, the range of this ability extends out to 60-feet.

Smite Aberration (Journeyman) (Su): Once per day, you may make a special smite attack with a normal attack that applies only to aberrations. Add your Intelligence bonus to the attack roll, and on a successful hit, you deal extra damage equal to your class level.

Mastery: You may make a number of smite attacks per day equal to your Intelligence bonus (minimum 1).

Thwart Aberration (Master) (Ex): Whenever targeted by an aberration's spell, spell-like, or supernatural ability, you may add your Intelligence bonus (if any) to your saving throw. Furthermore, if the save has a reduced effect for a successful save, such as Will partial or Reflex half, and you succeed on the saving throw, you instead take no damage and are unaffected by the ability.

ANIMAL HUNTER

"So there I was, creeping through the tall grasses... Closing on my prey, Kojimbo, a terrible lion of fierce mien. It proved the better of every other hunter who tried to take it down, but then it had never met me before..."

Detect Animals (Apprentice) (Sp): At will, as a standard action, you can cast *detect animals or plants* (animals only) as a caster equal to your class level.

Mastery: You may use this ability as a swift action.

Wilderness Lore (Journeyman) (Ex): When making Survival checks to get along in the wild, you can move up to three-quarters of your overland speed while hunting and foraging. In addition, you can provide food and water for two people for every 2 points by which the check exceeded 10. Finally, you may add your Intelligence bonus to all Listen, Search, Spot, and Survival checks when tracking an animal.

Mastery: Animals are considered one size smaller when grappling with you.

Beastmaster (Master) (Sp): You gain the ability to cast a small number of spells as spell-like abilities. You may cast *calm animals*, *hide from animals*, and *hold animal*, each once per day. Your caster level equals your class level. The save DCs for these spells are Intelligence-based.

CONSTRUCT HUNTER

"The machine is but a tool. But when given life, or a semblance of life, it is a danger to all."

Agility (Apprentice) (Ex): You gain a +2 dodge bonus to AC against attacks of opportunities caused when you move out of or within a construct's threatened area. A condition that makes you lose your Dexterity bonus to Armor Class (if any) also makes you lose your dodge bonus. Like all dodge bonuses, this ability stacks with the Mobility feat.

Mastery: Your dodge bonus increases to +4.

Tough (Journeyman) (Ex): You need never make a save against massive damage from attacks made by a construct. In addition, gain a +2 insight bonus to saves against a construct's special attacks.

Mastery: Your insight bonus to saving throws against a construct's special attacks increases to +4.

Rend Dweomer (Master) (Su): You may make a special touch attack to scramble the magical energy that grants a construct the semblance of life. On a successful attack, you deal 1d6 points of damage per class level (maximum 10d6). You must wait 5 rounds between each use of this ability.

DRAGON HUNTER

"I kill dragons. You might call it foolish... Mebbe brave. I don't know. But I can tell you this. There ain't nothin' more scary than a ticked-off red blowing fire up your arse."

Grit (Apprentice) (Ex): You may add your Intelligence bonus to all saving throws against fear.

Mastery: You are immune to all fear effects.

Evasion (Journeyman) (Ex): Whenever you make a successful Reflex save against an attack that normally deals half damage on a successful save, you instead take no damage. You can only use this

ability when wearing light or no armor. You cannot use evasion if helpless or somehow prevented from moving.

Mastery: There are no additional benefits from gaining mastery, but if you already have evasion, you gain improved evasion instead.

True Strike (Master) (Sp): You may cast *true strike* as a spell-like ability. You must wait 5 rounds between each use of this ability. Your caster level equals your class level.

ELEMENTAL HUNTER

"We mortals have the Material Plane and elementals have the Elemental Planes. We don't belong in their world, and they most certainly do not belong in ours."

Resist Energy (Apprentice) (Sp): You may cast the *resist energy* spell as an immediate action. This ability functions exactly as the spell, but you are limited to acid, cold, electricity, or fire, and you may only use this ability when you would take damage of one of the aforementioned energy types. The benefits last for a number of rounds equal to your Intelligence bonus (minimum 1 round) or until discharged, whichever occurs first, and you must wait 5 rounds in between each use of this ability.

Mastery: You may cast *protection from energy* instead of *resist energy*, subject to the same limitations as described above.

Elemental Weapon (Journeyman) (Su): As a standard action, you can cause a melee weapon you are wielding to become wreathed with energy. You may select one energy type from any of the following: acid, cold, electricity, or fire. On a successful hit, the weapon deals 1d6 points of the appropriate energy damage. This effect lasts for a number of rounds equal to your Intelligence bonus (minimum 1 round). You must wait 5 rounds between each use of this ability.

Mastery: An affected weapon deals an additional 3d6 points of damage of the appropriate type on a confirmed critical hit.

Anti-elemental Aura (Master) (Su): You emit an aura uncomfortable to elementals. The aura emanates 10 feet per point of your Intelligence bonus (minimum 10 feet). All elementals within the area take a -2 penalty to attack and damage rolls, saves, and checks. They lose this penalty if they move out of the range of your aura.

FEY HUNTER

"Pesky little bastards, I can't stand their jokes, pranks, and especially that hell-cursed singin'. Kill 'em all, I say."

Sharp Senses (Apprentice) (Ex): You gain a +2 competence bonus on Listen and Spot checks. In addition, you gain a +2 bonus to Will saves against illusions.

Mastery: The bonus on Listen and Spot checks and saves against illusions increases to +4.

Spell Resistance (Journeyman) (Su): You gain spell resistance equal to 5 + your class level (maximum 15).

Mastery: Your spell resistance equals 5 + your class level (no maximum).

See Invisibility (Master) (Sp): You are always under the effect of a *see invisibility* spell. This spell may be dispelled, but you can reactivate it as a swift action.

GIANT HUNTER

"The bigger they are..."

Giant Slayer (Apprentice) (Ex): You gain a +1 bonus on attack rolls made to hit giants. In addition, you gain a +2 dodge bonus to Armor Class

against giants. Any time you lose your Dexterity bonus (if any) to Armor Class, such as when caught flat-footed, you lose this dodge bonus too.

Mastery: The bonus to attack rolls increases to +2.

Diehard (Journeyman): You gain the Diehard feat as a bonus feat. You need not meet the prerequisites for this feat.

Mastery: You gain Toughness as a bonus feat.

Seize Opportunity (Master) (Ex): Whenever a giant attacks and misses you, you may immediately move up to one-half your movement as an immediate action. Movement from this ability does not provoke attacks of opportunity.



HUMANOID HUNTER

"Orcs. They're no better than rabid dogs, unfit for anything. They ravage the countryside, despoil our women, steal our crops, children, and whatever they want to take. It's time we took a stand. I won't stop until every last orc is dead."

You may select this type of hunter multiple times. The effects do not stack. Each time, select a new humanoid subtype.

Favored Enemy (Apprentice) (Ex): Select one subtype of humanoid from any of the following: aquatic, dwarf, elf, goblinoid, gnoll, gnome, halfling, human, orc, or reptilian. Against this race, you gain a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks. Likewise, you get a +2 bonus on weapon damage rolls against such creatures. This ability stacks with a ranger's Favored Enemy class feature.

Mastery: Your favored enemy bonus increases by +2.

Smite Humanoid (Journeyman) (Su): Once per day, you may make a smite attack against a humanoid with a subtype that you selected for your apprentice ability using one normal melee attack. Add your Intelligence bonus (if any) to your attack roll and you deal 1 extra point of damage per class level. If you accidentally smite a creature that is not a humanoid of the appropriate subtype, the smite has no effect, but the ability is still used up for that day.

Mastery: You may use this ability twice per day.

Hold Humanoid (Master) (Sp): For a number of times per day equal to your Intelligence bonus (minimum 1/day), you may cause a single humanoid creature of a subtype that you selected for your apprentice ability to become immobile unless that creature succeeds on a Will save (DC 13 + your Intelligence modifier). An affected creature functions as if under the effects of a *hold person* spell and is entitled to a new save each round to break free from the effect. Your caster level equals your class level.

MAGICAL BEAST HUNTER

"Sure, dragons are tough. So are giants, even demons and their ilk. But there's a slew of critters just as nasty. Ever hear of the dragonne? It flies, sucks the will to fight right out of you, and can rip a grown man into bloody chunks in mere seconds."

Hardy (Apprentice) (Ex): As an immediate action, you may add your Intelligence bonus (if any) as an insight bonus to any one saving throw. You must wait 5 rounds between each use of this ability.

Mastery: You gain a +1 insight bonus on all saves.

Evasion (Journeyman) (Ex): You gain evasion. This ability functions exactly as described under the journeyman ability of the dragon hunter. If you already have evasion, you gain improved evasion instead.

Dreadful Blow (Master) (Ex): As a full-round action, you may make a single attack against a magical beast using your highest base attack bonus. If the attack hits, in addition to normal damage, the magical beast must succeed on a Fortitude save (DC 10 + one-half your class level + your Intelligence modifier) or lose access to all supernatural abilities for a number of rounds equal to your Intelligence bonus. You must wait 5 rounds between each use of this ability.

MONSTROUS HUMANOID HUNTER

"I slay minotaurs. Abominations, every one, the gods did not intend for such an unholy union of man and beast."

Expert Tracker (Apprentice) (Ex): You may add your Intelligence bonus (if any) as an insight bonus on all Survival checks. In addition, when fighting monstrous humanoids, you gain a +2 bonus on damage rolls.

Mastery: The damage bonus increases to +4.

Incredible Toughness (Journeyman) (Ex): You gain +1 hit point per class level. This bonus is retroactive.

Mastery: You gain Great Fortitude as a bonus feat. If you already have this feat, you instead gain Toughness.

Crippling Attack (Master) (Ex): As a full-round action, you may make a single attack against a monstrous humanoid using your highest base attack bonus. If the attack hits, in addition to normal damage, the creature must succeed on a Fortitude save (DC 10 + one-half your class level + your Intelligence modifier) or take Constitution damage equal to 1 + your Intelligence bonus (minimum 2 points of damage). You must wait 5 rounds between each use of this ability.

OOZE HUNTER

"I call myself a cleaner. When I see a spill, I'll wipe it up. An ooze is a lot like a spill, but uglier."

Resistance to Acid (Apprentice) (Ex): You gain resistance to acid 5.

Mastery: Your resistance to acid increases to 10 and you may add your Intelligence bonus (if any) to all saving throws against paralysis.

Turn Ooze (Journeyman) (Su): For a number of times per day equal to your Intelligence bonus (minimum 1/day), you can turn or destroy oozes as a cleric of the same level turns undead.

Mastery: You gain 3 additional uses of this ability per day.

Expert Grappler (Master) (Ex): You gain Improved Grapple as a bonus feat. If you already have this feat, you may instead add your Intelligence bonus on grapple checks.

OUTSIDER HUNTER

"We have our place, they have theirs. Get off my plane, demon!"

You may select this type of hunter multiple times. The effects do not stack. Each time, select a new outsider subtype.

Align Weapon (Apprentice) (Sp): Select one of the following subtypes: chaotic, evil, good, or lawful. As an immediate action, you may add the opposite subtype—good to fight evil, chaos to fight law—as a damage descriptor to your weapon for the purposes of overcoming damage reduction. The weapon remains aligned for a number of rounds equal to your Intelligence bonus.

Mastery: You may cast the *align weapon* spell as a spell-like ability for a number of times per day equal to your Intelligence bonus (minimum 1/day).

Turn Outsider (Journeyman) (Su): For a number of times per day equal to your Intelligence bonus (minimum 1/day), you can turn or destroy outsiders of the subtype you selected for your apprentice ability as a cleric of the same level turns undead.

Mastery: You gain 3 additional uses of this ability per day.

Dimensional Interference (Master) (Su): You emit an aura out to a range of 10 feet per point of your Intelligence bonus (minimum 10 ft.). Outsiders of your selected type that attempt to cast conjuration spells or use conjuration spell-like abilities must first succeed on an opposed level check against you. If you beat their check result, their

spell or spell-like effect fails. This ability is always active, though you can suppress it for a round as a standard action.

PLANT HUNTER

"I suppose you could call me a gardener. Make no mistake though; plants are nasty. I learned the hard way after cutting myself free out of the gullet of one of these bastards."

Detect Animals or Plants (Apprentice) (Sp): As a standard action, you can cast *detect animals or plants* (plants only) as a caster equal to your class level.

Mastery: You may cast this spell as a swift action.

Blight Touch (Journeyman) (Su): As a standard action, you may make a single melee touch attack against a plant creature. If you hit the creature, it takes 1d6 points of damage per point of your Intelligence bonus (minimum 1d6). You must wait 5 rounds between each use of this ability.

Mastery: Damage dealt by blight touch increases to 1d8 points of damage per point of your Intelligence bonus (minimum 1d8).

Repel Plants (Master) (Su): Plants sense danger from you and will not willingly approach you. Any plant creature that's within the range of your presence (10-foot radius per point of your Intelligence bonus, minimum of 10 feet) takes a -4 penalty to attack and damage rolls, saves, and checks.

UNDEAD HUNTER

"When I woke, everyone I knew was dead. That night, they rose from their shallow graves and tore apart the livestock. When my bloated mother came for me, I knew what I had to do."

Turn Undead (Apprentice) (Su): For a number of times per day equal to your Intelligence bonus (minimum 1/day), you can turn or destroy undead as a cleric of the same level. If you can already turn undead, your monster hunter levels stack with your other levels for the purposes of determining turning damage.

Mastery: You gain 3 additional uses of this ability per day.

Ghost Touch Weapon (Journeyman) (Su): For a number of rounds per day equal to your Intelligence bonus (minimum 1 round), you may grant a magic weapon the *ghost touch* ability, allowing you to hit incorporeal creatures. Granting the weapon this property is a swift action. Granting this property to a ranged weapon confers the benefit onto its ammunition.

Mastery: Any weapon you wield counts as having the ghost touch property.

Turn Vulnerability (Master) (Sp): Undead sense danger from you and will not willingly approach you. Any undead creature that's within the range of your influence (10-foot radius per point of your Intelligence bonus, minimum of 10 feet) counts as having 2 Hit Dice fewer than it actually has for the purposes of resolving turn or rebuke undead attempts.

VERMIN HUNTER

"I'm more than just an exterminator. I have the walnuts to take on the big ones. Problems with giant ants? Beetles? Maggots? Flies? Wasps? I'm the man for the job."

Poison Resistance (Apprentice) (Ex): You may add your Intelligence bonus (minimum +1) to all saves against poison. In addition, you may add your Intelligence bonus as an insight bonus on Escape Artist checks.

Mastery: You become immune to poison that originates from vermin creatures.

Turn Vermin (Journeyman) (Su): For a number of times per day equal to your Intelligence bonus (minimum 1/day), you can turn or destroy vermin as a cleric of the same level turns undead.

Mastery: You gain 3 more uses of this ability per day.

Hide from Vermin (Master) (Sp): Vermin have a difficult time sensing your presence. You gain concealment (20% miss chance) against all attacks made by vermin.

MONSTER SENSE (EX)

At 3rd level, you gain a +1 bonus per different specialized foe to Listen, Search, Spot, and Survival checks. Thus, a monster hunter with two specialized foes (*i.e.* humans and vermin) gains a +2 bonus to these checks, while a monster hunter with five gains a +5 bonus.

DANGER SENSE (EX)

At 5th level, you gain a +1 bonus to initiative checks per specialized foe. Thus, a monster hunter with three different specialized foes (dragons, orcs, and undead for example) gains a +3 bonus to initiative checks.

~ NOBLE ~

"My words are my weapons, my wit my armor. You may have strength, speed, and talent with that steel bar of yours, but can you face my mind?"

—Elise Grosette, ex-Councilor

The noble is the king of interaction; he is the social elite, the commander of soldiers, the master of information, and the handler of political power, all rolled into one. In many fantasy campaigns, the noble is the member of the ruling class who, by birthright, has been tasked with governing the commoners under his influence. Similarly, nobles can be classified as anyone in a position of leadership who has received special training to perform in such a capacity. More than wealthy landowners, there are many heads of organizations, military commanders, and even natural-born leaders drawn from the lower classes who may function as nobles even though they lack social class or standing.

Most true nobles are members of a noble house, an organization based on the noble family that exerts great influence over the politics and the people around them. Some nobles, such as those who serve in the military, come from some type of officer-training background that instills the knowledge they need to be an effective leader. Other nobles, such as those who lead less regal (and legal) organizations, promote themselves through their own talents and leadership ability.

CREATING A NOBLE

The noble is an exceptional leader, blessed with natural social abilities. Whether manipulating others into doing his will or steeling the resolve of outnumbered troops, the noble is always in control of himself and his followers. A master of subtlety and social interaction, the noble reads emotions and actions like words on a page and uses that knowledge as a weapon or lure depending on the situation.

ABILITIES

Charisma is the most important ability for the noble, as almost all social skills depend on it. Intelligence and Wisdom can both be of great benefit to a noble, as they expand his skills and enhance his perception. Nobles with an emphasis on combat need high physical skills, as with any martial-oriented character.

RACES

Humans are the most common race to choose the noble class as their political power structures lend themselves best to the leadership-by-birthright philosophy that the noble relies upon for power. Elves and dwarves are the second most likely races to be nobles, as each has its share of commanders and leaders who use their talents at interaction to succeed. Less likely nobles are half-elves and half-orcs—often outcast from society, they frequently have an uphill battle when trying to rise in

station. However, members of these races could easily become mercenary leaders giving them an entry into the noble class. Halfling nobles are more likely to be mayors and community leaders than aristocracy, while gnomes follow a similar pattern, being guild leaders and family leaders.

ALIGNMENT

Since a noble prefers to be in control of himself and those around him, he tends towards law. A noble determines his motivations from the good-evil axis, such that benevolent leaders are typically good while despots, absorbed with themselves and their achievements, gravitate toward evil.

Starting Gold: 8d4 × 10 (200 gp)

Starting Age: As rogue

CLASS FEATURES

All of the following are class features of the noble class.

WEAPON AND ARMOR PROFICIENCY

The noble is proficient with all simple and martial weapons, and all armor and shields (except tower shields).

INSPIRE (EX)

You have the ability to unlock the potential for greatness in those around you and overwhelm your enemies with feelings of inferiority and weakness. At 1st level and every three levels thereafter, you may select an inspire ability from any of those described here. Your target must be within 60 feet and she must be able to hear you clearly. For most inspire abilities to take effect, you must succeed on a Leadership check (1d20 + your Leadership score). If the check succeeds, the target or targets gains the benefits or drawbacks of the effect for a number of rounds equal to one-half your noble level (minimum 1 round). For each additional target beyond the first within range and you would affect, increase the DC by 2.

You may only have one inspire ability active at a time. If you activate a second ability, the first immediately ends. Using an inspire ability requires a standard action that does not provoke an attack of opportunity. You may use the ability as a swift action, but the DC increases by 10 and the effects last just 1 round. All inspire abilities are extraordinary, mind-affecting effects.

You may use inspire once per day per class level.

- **Awe:** Your mere presence overcomes your target. You must make a Leadership check opposed by your target's modified level check (1d20 + its level + its Wisdom modifier + any bonuses against fear). Against multiple targets, just roll once. If your check succeeds, the target is dazed. Each round the

TABLE 2-4: THE NOBLE (HIT DIE: D8)

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Leadership Bonus
1st	+0	+0	+2	+2	Inspire, Leadership, material aid	+0
2nd	+1	+0	+3	+3	Breeding, organize +2	+1
3rd	+2	+1	+3	+3	Influence I	+1
4th	+3	+1	+4	+4	Inspire	+2
5th	+3	+1	+4	+4	Breeding	+2
6th	+4	+2	+5	+5	Influence II	+3
7th	+5	+2	+5	+5	Inspire, organize +4	+3
8th	+6/+1	+2	+6	+6	Breeding	+4
9th	+6/+1	+3	+6	+6	Influence III	+4
10th	+7/+2	+3	+7	+7	Inspire	+5
11th	+8/+3	+3	+7	+7	Breeding	+5
12th	+9/+4	+4	+8	+8	Influence IV, organize +6	+6
13th	+9/+4	+4	+8	+8	Inspire	+6
14th	+10/+5	+4	+9	+9	Breeding	+7
15th	+11/+6/+1	+5	+9	+9	Influence V	+7
16th	+12/+7/+2	+5	+10	+10	Inspire	+8
17th	+12/+7/+2	+5	+10	+10	Breeding, organize +8	+8
18th	+13/+8/+3	+6	+11	+11	Influence VI	+9
19th	+14/+9/+4	+6	+11	+11	Inspire	+9
20th	+15/+10/+5	+6	+12	+12	Breeding	+10

Class Skills (6 + Int modifier per level, ×4 at 1st level): Appraise, Bluff, Concentration, Craft, Diplomacy, Gather Information, Intimidate, Knowledge (all skills, taken individually), Listen, Perform, Profession, Ride, Sense Motive, Speak Language, and Spot.

effect persists, the target is entitled to another modified level check to throw off the effects of awe. In addition, if at any time you attack the target, the effect immediately ends.

- **Competence:** You help focus a target's attention on a particular task. If you succeed on a DC 10 Leadership check, your target gains a +2 competence bonus on all skill checks.
- **Complacency:** You cause a target to relax and let down his guard. If you succeed on a DC 15 Leadership check, your target takes a –5 competence penalty on Listen and Spot checks and a –2 competence penalty on sleep spells and effects.
- **Courage:** You bolster your allies against fear. If you succeed on a DC 15 Leadership check, your target receives a +1 morale bonus on saving throws against charm and fear effects and a +1 morale bonus on attack and weapon damage rolls.
- **Fear:** Your presence disturbs your foes, filling them with fear. You must make a Leadership check opposed by your target's modified level check (1d20 + its level + its Wisdom modifier + any bonuses against fear). Against multiple targets, just roll once. If your check succeeds, the target is shaken. If you beat your target's check by 5 or more, your target is cowering instead.
- **Fury:** You incite your target to acts of reckless violence. When used on a willing target, you must succeed on a DC 20 Leadership check. Against an unwilling target, make a Leadership check opposed by your target's modified level check (1d20 + its level + its Wisdom modifier + any bonuses against enchantment effects). Against multiple targets, just roll once. If you succeed on the check, your target enters a screaming rage, as if under the effects of the *rage* spell.
- **Greatness:** You may inspire greatness in an ally, encouraging her to greater fighting ability. If you succeed on a DC 25 Leadership check, your target gains 10 temporary hit points,

a +2 competence bonus on attack rolls and a +1 competence bonus on Fortitude saves.

- **Heroics:** You fill your target with tremendous heroism. If you succeed on a DC 30 Leadership, your target gains a +4 morale bonus on saving throws and a +4 dodge bonus to AC.

LEADERSHIP

At 1st level, you gain the Leadership feat, even if you do not meet the prerequisites for this feat. Your cohort's level is still limited to two less than your character level, so you must be at least 3rd level to gain a 1st-level cohort. In addition to the normal benefits of the Leadership feat, you use your Leadership score to utilize many of your other class features.

MATERIAL AID (Ex)

As a noble, you have certain expectations when it comes to dealing with your own kind and so you can exploit the standing obligations of hospitality maintained by local rulers and other nobles. As long as you travel in your homeland or a land friendly to your homeland, you

NOBLES AND ARISTOCRATS

The relationship between the noble base class and the aristocrat NPC class described in the *DMG* is similar to the one between the fighter and the warrior. The noble occupies the same social strata as aristocrats but reflects advanced training, and a special knack for statecraft and intrigue over that of the common aristocrat. You can use both of these classes side-by-side, with NPCs possibly having levels in both aristocrat and noble, just aristocrat, or maybe all noble, depending on their skill and importance to the overall campaign.

need never pay for food or lodging as you gain these things from the local aristocracy. This ability may extend to your adventuring party depending on the noble, his nature, and motivations as determined by the GM.

BREEDING (EX)

Your station creates more opportunities to learn and study under a variety of masters, giving you advanced training in a variety of areas. At 2nd level, select one area of expertise. You gain that expertise's novice ability. At 5th level and every three levels thereafter, you may improve an existing area of expertise, gaining the next level of master (student, master, and finally savant), or select a new area of expertise, gaining the novice ability of that discipline.

ARCANE TRAINING

You have spent time under the tutelage of a wizard, sorcerer, or some other practitioner of arcane magic. To select this type of training, you must have an Intelligence or Charisma score of 11 or higher.

Novice: You gain a +4 competence bonus divided as you choose between Concentration, Knowledge (arcana), Spellcraft, and Use Magic Device.

Student: You may cast *detect magic* and *read magic* each once per day as spell-like abilities. Your caster level equals one-half class level.

Master: If you have class levels in an arcane spellcasting class, you increase the caster level in that class by one. Otherwise, select one 0-level spell and one 1st-level sorcerer/wizard spell. You may cast each spell as a spell-like ability once per day. Your caster level equals one-half your class level. The save DC, if any, is Intelligence- or Charisma-based.

Savant: If you have class levels in an arcane spellcasting class, you increase the caster level in that class by one. Otherwise, select one 0-level spell, one 1st-level, and one 2nd-level sorcerer/wizard spell. You may cast each spell as a spell-like ability once

per day. Your caster level equals one-half your class level. The save DC, if any, is Intelligence- or Charisma-based.

DIPLOMATIC TRAINING

You have been trained in the arts of diplomacy and negotiation. You must have a Charisma score of 11 or higher to select this area of expertise.

Novice: You gain fluency in an extra three languages (except secret languages such as Druidic).

Student: If you make a DC 25 Sense Motive check as a swift action, you may add your Intelligence bonus as an insight bonus to a Bluff, Diplomacy, or Intimidate check against the target of your Sense Motive check. You may only use this ability when interacting with creatures of your type (humanoid, monstrous humanoid, and so on).

Master: You can urge a target to take a particular course of action. You must make a Leadership check opposed by the target's modified level check (1d20 + its level + its Wisdom modifier + any bonuses against mind-affecting effects). If the check succeeds, you affect your target as if you targeted her with the *suggestion* spell. This is an extraordinary ability.

Savant: Synergy bonuses that apply to the Diplomacy skill also apply to your Leadership score for the purpose of determining your cohort's and followers' levels.

ILLICIT TRAINING

You gained an unconventional education from criminal and unsavory people likely far below your station. You must have Intelligence and Dexterity scores of 11 or higher to select this area of expertise.

Novice: You gain a +4 competence bonus divided as you choose between Disable Device, Forgery, Open Locks, or Sleight of Hand.

Student: You gain sneak attack +1d6. This ability functions exactly as the rogue ability of the same name. See *PH* for details.

Master: You gain underworld connections. You may extend material aid to criminal outfits in your home city.

Savant: Your sneak attack damage increases by +1d6.

MILITARY TRAINING

You received extensive military training, focused largely on strategy and tactics and leading men in battle.

Novice: You may use the aid another action in combat to assist any ally within 30 feet that can clearly see and hear you.

Student: Gain Mounted Combat as a bonus feat.

Master: You may issue a command to those beneath your station. This ability functions exactly like the *command* spell. Unwilling targets are entitled to a Will save (DC 10 + one-half your level + your Charisma bonus) to resist this effect. A target that successfully saves is immune to this ability for 24 hours. This is an extraordinary ability.

Savant: As the master ability, but the ability functions as the *greater command* spell.

SCHOLARLY TRAINING

You received an excellent education and are learned about a great many subjects. You must have an Intelligence score of 11 or higher to select this area of expertise.

Novice: You may make a special lore check with a bonus equal to one-half your noble level (minimum 1) + your Intelligence modifier to see whether you know some relevant information about local notable people, a historical fact, past heroes and legends, and similar information. (If you have 5 or more ranks in Knowledge (history), you gain a +2 bonus on this check.) If you later multiclass



into the bard class (or some other class with a similar ability), the one-half your noble's class levels stack with the other class for the purposes of lore (or bardic knowledge) checks. A successful lore check will not reveal the powers of a magic item but may give a hint to its general function. You may not take 10 or take 20 on this check; this sort of knowledge is essentially random.

DC	Type of Knowledge
10	Common, known by at least a substantial minority; common legends of the local population.
20	Uncommon but available, known by only a few people, legends.
25	Obscure, known by few, hard to come by.
30	Extremely obscure, known by very few, possibly forgotten by most who once knew it, possibly known only by those who don't understand the significance of the knowledge.

Student: You gain a +4 competence bonus divided as you choose between any Knowledge skills.

Master: The synergy bonus gained for having 5 or more ranks in Knowledge skills increases to +4.

Scholar: All Intelligence-based skills are untrained skills for you.

RELIGIOUS TRAINING

You received extensive religious training, learning the intricacies of your faith.

Novice: You gain a +4 competence bonus divided as you choose between Concentration, Diplomacy, Heal, Knowledge (religion), and Knowledge (the planes).

Student: You may cast *detect magic* and *read magic* each once per day as spell-like abilities. Your caster level equals one-half class level. If you also have the Student ability of Arcane Training, you may cast each of these spells twice per day.

Master: If you have class levels in a divine spellcasting class, you increase the caster level in that class by one. Otherwise, select one 0-level spell and one 1st-level cleric spell. You may cast each spell as a spell-like ability once per day. Your caster level equals one-half your class level. The save DC, if any, is Intelligence- or Charisma-based.

Savant: If you have class levels in a divine spellcasting class, you increase the caster level in that class by one. Otherwise, select one 0-level spell, one 1st-level, and one 2nd-level cleric spell. You may cast each spell as a spell-like ability once per day. Your caster level equals one-half your class level. The save DC, if any, is Intelligence- or Charisma-based.

ORGANIZE (EX)

Starting at 2nd level, you can help allies complete a task by offering useful advice and words of encouragement. Whenever a group of characters uses the aid another action to enhance a skill check, attack roll, or Armor Class, you may your own aid another check and then target a number of characters equal to one-half your class level. If successful, all affected characters who are aiding add the indicated bonus to the bonus ordinarily conferred by the aid another action.

For example, a 5th-level noble uses organize on three characters who aid a fourth in attacking an ogre. The three characters must hit an Armor Class 10 in order to each grant a +2 bonus to the attacker's attack roll. The noble makes an attack roll against an AC 10 and hits. So, the other characters now add a +4 bonus each to the attacker's attack roll.

INFLUENCE (EX)

You a certain sphere of influence and can coax others to perform tasks that benefit you and your companions. Examples include calling in favors, bullying a weak-willed thug, blackmailing another powerful noble, or bribing a guard, or convincing an artisan to make something at a reduced price. Starting at 3rd level, select one of the following skills: Bluff, Diplomacy, Disguise, Gather Information, Intimidate, or Perform. You gain a +1 bonus on all checks related to this skill. At 6th level and every three levels thereafter, you may select another skill to which you may apply this bonus. As well, the bonus to all previously selected skills increase by +1.

For example, a 3rd level noble selected Bluff and gains a +1 bonus on all Bluff checks. At 6th level, the noble selects Diplomacy. His bonus to Bluff checks increases to +2 and he gains a +1 bonus on all Diplomacy checks.

~ SURVIVOR ~

"They tried to kill me, once..."

—Tybren Swiftfoot

Armies sweep through villages, slaughtering indiscriminately. Dragons ravage the countryside, orcs rape and plunder, and horrors beyond imagination rise up from shallow graves to prey upon honest commoners. And yet, despite the attrition, the death, and destruction, life continues. This is a testament to the tenacity of life, but it's also the foundation for a breed of warrior called the survivor.

A survivor is a hardened combatant, a living weapon tempered by adversity. Having lived despite all the odds, the survivor takes the brutal experiences of his past and grows stronger for it. Like the monk, the survivor specializes in fighting with the weapons he's born with: his hands and feet. While he doesn't have the speed of his counterpart, he has incredible intuition that allows him to react to dangerous threats, allowing him to avoid harm and anticipate dangers before they appear.

CREATING A SURVIVOR

The survivor functions in many ways like a monk. Rather than being trained in the fighting arts of a combat monastery, the survivor learns

through trial and error, discovering new combat techniques from the hard lessons of life. As a survivor, you have the benefit of high hit points and the best attack bonus. Add to this an Armor Class and initiative bonus, and damage reduction, you easily make up for your lack of armor and weapons.

In combat, you specialize in delivering powerful melee attacks, but instead of building on weapon training, all of your skills revolve around the improvement of your unarmed attacks. Since you are a melee specialist, you need to reach your enemies, which, thanks to your high Armor Class, you can do without fear of taking too many hits along the way.

As you gain levels, you acquire special techniques to defeat your foe's defenses. The most important ability is shattering strike, which allows you to give up extra attacks to overcome your foes damage reduction. At higher levels, you develop other techniques that allow you to sicken, and eventually stagger enemies, giving your allies the means to destroy your opponents.

ABILITIES

Strength is easily the most important ability for you. Since you rely on melee attacks, it helps to compensate for your slightly smaller damage

TABLE 2-5: THE SURVIVOR (Hit Die: d10)

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Unarmed Damage ¹	AC Bonus	Initiative Bonus
1st	+1	+2	+0	+0	Bonus feat, unarmed strike	1d4	+0	+0
2nd	+2	+3	+0	+0	Shattering strike	1d6	+0	+0
3rd	+3	+3	+1	+1	Evasion	1d6	+0	+0
4th	+4	+4	+1	+1	Bonus feat	1d8	+0	+1
5th	+5	+4	+1	+1	Burst, indomitable	1d8	+1	+1
6th	+6/+1	+5	+2	+2	Ignore condition	1d8	+1	+1
7th	+7/+2	+5	+2	+2	Damage reduction 1/—	1d8	+1	+1
8th	+8/+3	+6	+2	+2	Bonus feat, sickening strike	1d10	+1	+2
9th	+9/+4	+6	+3	+3	Damage reduction 2/—	1d10	+1	+2
10th	+10/+5	+7	+3	+3	Improved evasion	1d10	+2	+2
11th	+11/+6/+1	+7	+3	+3	Damage reduction 3/—, ignore condition	1d10	+2	+2
12th	+12/+7/+2	+8	+4	+4	Bonus feat	2d6	+2	+3
13th	+13/+8/+3	+8	+4	+4	Damage reduction 4/—	2d6	+2	+3
14th	+14/+9/+4	+9	+4	+4	Staggering strike	2d6	+2	+3
15th	+15/+10/+5	+9	+5	+5	Damage reduction 5/—	2d6	+3	+3
16th	+16/+11/+6/+1	+10	+5	+5	Bonus feat, ignore condition	2d8	+3	+4
17th	+17/+12/+7/+2	+10	+5	+5	Damage reduction 6/—	2d8	+3	+4
18th	+18/+13/+8/+3	+11	+6	+6	Deny massive damage	2d8	+3	+4
19th	+19/+14/+9/+4	+11	+6	+6	Damage reduction 7/—	2d8	+3	+4
20th	+20/+15/+10/+5	+12	+6	+6	Bonus feat, devastating strike	2d10	+4	+5

¹ This value is for Medium survivors. See **Table 2-5: Small or Large Survivor Unarmed Damage** for survivors of other sizes.

Class Skills (2 + Int modifier per level, ×4 at 1st level): Climb, Craft, Intimidate, Jump, Listen, Profession, Sense Motive, Spot, Survival, Swim, Tumble, and Use Rope

at low levels. Dexterity and Wisdom are also critical since they add to your Armor Class. Though you have a high Hit Die, a good Constitution ensures you keep your feet throughout the combat.

RACES

So long as there is war and hardship, any race can produce survivors. Humans are the most common, since they are numerous and widespread. As well, halflings are often survivors since many monsters prey on them. Interestingly, half-orcs make excellent survivors, being born from adversity.

ALIGNMENT

Survivors embrace freedom, self-reliance, and independence, and eschew concepts of order, duty, and the rule of law. Survivors make their own laws, knowing in their hearts what is right and what is wrong. Most survivors are chaotic. However, the survivor class draws good, neutral, and evil characters in equal numbers, since survivors can appear after an attack by well-intentioned paladins, just as survivors can be born from a savage assault by ogres, giants, and other evil races.

Starting Gold: 3d4 × 10 (75 gp)

Starting Age: As rogue

CLASS FEATURES

All of the following are class features of the survivor class.

WEAPON AND ARMOR PROFICIENCY

You are proficient with all simple weapons. You are not proficient with any kind of armor or shields, and when wearing armor, using a

shield, or carrying a medium or heavy load, you lose your AC bonus, as well as your initiative bonus.

AC BONUS (EX)

You have a keen ability to anticipate and avoid your opponent's attacks. When unarmored and unencumbered, you add your Wisdom bonus (if any) to your AC. In addition, you gain a +1 bonus to AC at 5th level. This bonus increases by 1 for every five survivor levels thereafter (+2 at 10th, +3 at 15th, and +4 at 20th).

These bonuses to AC apply even against touch attacks or when you are caught flat-footed. You lose these bonuses when you are immobilized or helpless, when you wear any kind of armor, when using a shield, or when carrying a medium or heavy load.

INITIATIVE BONUS (EX)

Having endured all manner of hardships, you have developed a preternatural instinct for anticipating danger. You may add your Wisdom bonus on initiative checks. In addition, you gain a +1 bonus on initiative checks at 4th level. This bonus increases by 1 for every four survivor levels thereafter (+2 at 8th, +3 at 12th, +4 at 16th, and +5 at 20th).

UNARMED STRIKE

At 1st level, you gain Improved Unarmed Strike as a bonus feat. Your attacks may be with either fist interchangeably or even from elbows, knees, and feet. This means that you may even make unarmed strikes with your hands full. There is no such thing as an off-hand attack for you when striking unarmed. You may thus apply your full Strength bonus on damage rolls for all your unarmed strikes.

Usually your unarmed strikes deal lethal damage, but you can choose to deal nonlethal damage with no penalty on your attack roll. You have the same choice to deal lethal or nonlethal damage while grappling.

Your unarmed strike is treated both as a manufactured weapon and as a natural weapon for the purpose of spells and effects that enhance or improve either manufactured weapons or natural weapons.

You also deal more damage with your unarmed strikes than a normal person would, as shown on **Table 2-5: The Survivor**. The unarmed damage on **Table 2-5** is only if you are Medium. If Small, you deal less damage, and if Large, you deal more; see **Table 2-6: Small or Large Survivor Unarmed Damage**.

BONUS FEAT

At 1st level, you may select either Agile or Athletic as a bonus feat. At 4th level, you may select either Blind-Fight or Combat Reflexes as a bonus feat. At 8th level, you may select either Great Fortitude, Iron Will, or Lightning Reflexes as a bonus feat. At 12th level, you may select either Diehard or Power Attack as a bonus feat. At 16th level, you may select either Improved Bull Rush or Improved Overrun as a bonus feat. And at 20th level, you may select either Knock Down (see **Chapter Three: Supplemental Rules**) or Spring Attack as a bonus feat. You need not have any of the prerequisites normally required for these feats to select them. If you already have all the listed feats for the level, you may select any other bonus feat offered at a lower level.

SHATTERING STRIKE (EX)

Starting at 2nd level, you can take a full-round action to make a single powerful unarmed strike. The attack ignores 1 point of damage reduction or object hardness per two class levels (1 point at 2nd, 2 at 4th, 3 at 6th, and so on).

EVASION (EX)

Beginning at 3rd level, whenever you make a successful Reflex saving throw against an attack that normally deals half damage on a successful save, you instead takes no damage. You can only use evasion if you are wearing light armor or no armor. You do not get the benefit of evasion when you are helpless.

BURST (EX)

Starting at 5th level, you may push yourself to move faster than normal. As a swift action, you may gain a +20-foot enhancement bonus to your land speed for 1 round. On the following round, this bonus drops to +10 feet, and on the third round, it drops to +5 feet. You must wait one minute in between each use of burst.

INDOMITABLE (EX)

At 5th level, whenever you fail a saving throw, you may immediately make a second saving throw at a -5 circumstance penalty to resist the effects. Once you use this ability, you must wait 5 rounds before using it again.

IGNORE CONDITION (EX)

At 6th level, you gain immunity to a specific condition. Choose one from any of the following: checked, confused, dazed, dazzled, fascinated, fatigued, sickened, or stunned. If you use *Green Ronin's Advanced Gamemaster's Guide*, add the following conditions to this list: besotted, bewildered, enamored, groggy, and stupefied. Other conditions, drawn from other sources, may be available at the GM's discretion. At 11th and 16th level, you gain immunity to an additional condition.

DAMAGE REDUCTION (EX)

Beginning at 7th level, you gain Damage Reduction. Subtract 1 from the damage you take each time you are dealt damage from

**TABLE 2-6:
SMALL OR LARGE
SURVIVOR UNARMED DAMAGE**

- Damage -		
Level	Small Survivor	Large Survivor
1st	1d3	1d6
2nd-3rd	1d4	1d8
4th-7th	1d6	2d6
8th-11th	1d8	2d8
12th-15th	1d10	3d6
16th-19th	2d6	3d8
20th	2d8	4d8

a weapon or a natural attack. At 9th level, and every two survivor levels thereafter (11th, 13th, 15th, 17th, and 19th level), this damage reduction rises by 1 point. Damage reduction can reduce damage to 0 but not below 0.

SICKENING STRIKE (EX)

Upon reaching 8th level, you can take a full-round action to make a single unarmed strike to sicken your opponent. If you hit, the target must succeed on a Fortitude save (DC 10 + one-half your class level + your Strength bonus) or become sickened for 1 round. A sickened character takes a -2 penalty to attack and weapon damage rolls, skill checks, saving throws, and ability checks. Targets immune to critical hits are immune to sickening strike.

IMPROVED EVASION (EX)

At 10th level, your evasion ability improves. You still take no damage on a successful Reflex saving throw against attacks, but henceforth you take only half damage on a failed save. If you are helpless, you do not gain the benefit of improved evasion.

STAGGERING STRIKE (EX)

Beginning at 14th level, you may take a full-round action to make a single unarmed strike to stagger your opponent. If you hit, for 1 round the target may only take a single move action or standard action. This condition affects the target even though the staggered condition ordinarily occurs only when a target's nonlethal damage exactly equals its current hit point total. Targets immune to critical hits are immune to staggering strike.

DENY MASSIVE DAMAGE (EX)

At 18th level, whenever you take 50 or more points of damage from a single attack, you need not make a Fortitude save to avoid death. Damage that reduces you to -10 hit points or more still kills you.

DEVASTATING STRIKE (EX)

Finally, at 20th level, you may take a full-round action to make a single unarmed strike to invoke fear in your opponent. If you hit, the target must succeed on a Fortitude save (DC 10 + one-half your class level + your Strength bonus) or cower for 1 round. A cowering character is frozen in fear and can take no actions. As well, it takes a -2 penalty to Armor Class and it loses its Dexterity bonus (if any). Targets immune to fear are immune to fearsome strike. This is a mind-affecting fear effect.

- NPC CLASS: THE CULTIST -

Cultists are members of proscribed religious sects lurking on the fringes of civilized society. Often city-based, cultists seem like ordinary folk, but unbeknownst to their friends and neighbors, they dedicate themselves to alien and usually evil gods. Some do it to get ahead, others to fulfill long-repressed desires, and others to relieve the tedium of everyday life. Dressing up in robes and visiting “forbidden temples” is quite exciting after all, at least it is at first. The thrill-seekers rarely last long. Once they realize the ultimate power won’t be theirs by cutting off the heads of a few chickens, they move on to pursue a new distraction. Those that remain dedicated are rewarded with magic, but the road is a long and arduous one. Cultists who persevere eventually assume a leadership role, either taking over the cult or leaving found one of their own.

As an NPC class, a cultist’s Challenge Rating is equal to its level minus 1.

USING THE CULTIST

The cultist class is specifically designed for NPCs, though it is open to player characters. Most characters that enter this class are low- to mid-ranking members of a subversive organization. Cult leaders may begin as ordinary cultists, but to take command of a cult, they typically become clerics (see **Greater Cultists**).

Starting Gold: 3d4 × 10 gp (75 gp)

Starting Age: As rogue

CLASS FEATURES

All of the following are class features of the cultist.

WEAPON AND ARMOR PROFICIENCY

You are proficient with all simple weapons and light armor. In addition, you are also proficient with your deity’s favored weapon.

AURA

If you worship a chaotic, evil, good, or lawful deity, you have a particularly powerful aura corresponding to your deity’s alignment (see the *detect evil* spell for details). If you don’t worship a specific deity but choose the Chaotic, Evil, Good, or Lawful domain, you have a similarly powerful aura of the corresponding alignment.

SPELLCASTING

Starting at 4th level, you may cast divine spells drawn from the cultist spell list (see following). Like a cleric, you must choose and prepare your spells in advance. Unlike a cleric, you cannot spontaneously cast *cure* or *inflict* spells.

To prepare or cast a spell, you must have a Wisdom score equal to at least 10 + the spell level. The Difficulty Class for a saving throw against your spell is 10 + the spell level + your Wisdom modifier.

You do not acquire your spells from books or scrolls, nor do you prepare them through study. Instead, you meditate or pray for your spells, receiving them as divine inspiration or through your own strength of faith. You must choose a time each day at which you must spend an hour in quiet contemplation or supplication to regain your daily allotment of spells. Time spent resting has no effect on whether you can prepare spells.

Like other spellcasters, you can cast only a certain number of spells of each spell level per day. Your base daily spell allotment is given on

TABLE 2-7: THE CULTIST (Hit Die: d6)

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	—Spells per Day—				
						1st	2nd	3rd	4th	5th
1st	+0	+0	+0	+2	Fanatic, Skill Focus (Bluff)	—	—	—	—	—
2nd	+1	+0	+0	+3	—	—	—	—	—	—
3rd	+2	+1	+1	+3	Sneak attack +1d6	—	—	—	—	—
4th	+3	+1	+1	+4	—	0+d	—	—	—	—
5th	+3	+1	+1	+4	—	1+d	—	—	—	—
6th	+4	+2	+2	+5	—	1+d	0+d	—	—	—
7th	+5	+2	+2	+5	—	2+d	1+d	—	—	—
8th	+6/+1	+2	+2	+6	Sneak attack +2d6	2+d	1+d	0+d	—	—
9th	+6/+1	+3	+3	+6	—	2+d	2+d	1+d	—	—
10th	+7/+2	+3	+3	+7	—	3+d	2+d	1+d	0+d	—
11th	+8/+3	+3	+3	+7	—	3+d	2+d	2+d	1+d	—
12th	+9/+4	+4	+4	+8	—	3+d	3+d	2+d	1+d	0+d
13th	+9/+4	+4	+4	+8	Sneak attack +3d6	4+d	3+d	2+d	2+d	1+d
14th	+10/+5	+4	+4	+9	—	4+d	3+d	3+d	2+d	1+d
15th	+11/+6/+1	+5	+5	+9	—	4+d	4+d	3+d	2+d	2+d
16th	+12/+7/+2	+5	+5	+10	—	4+d	4+d	3+d	3+d	2+d
17th	+12/+7/+2	+5	+5	+10	—	4+d	4+d	4+d	3+d	2+d
18th	+13/+8/+3	+6	+6	+11	Sneak attack +4d6	4+d	4+d	4+d	3+d	3+d
19th	+14/+9/+4	+6	+6	+11	—	4+d	4+d	4+d	4+d	3+d
20th	+15/+10/+5	+6	+6	+12	—	4+d	4+d	4+d	4+d	4+d

Class Skills (4 + Int modifier per level, ×4 at 1st level): Bluff, Concentration, Craft, Disguise, Escape Artist, Forgery, Gather Information, Hide, Intimidate, Knowledge (religion), Listen, Move Silently, Profession, Search, Sense Motive, Sleight of Hand, and Spot.

Table 2-7: The Cultist. In addition, you receive bonus spells per day if you have a high Wisdom score.

When **Table 2-7: The Cultist** indicates that you get 0 spells per day of a given spell level, you gain only the bonus spells you would be entitled to based on your Wisdom score for that spell level.

Finally, in order to cast any cultist spells, you must have a holy symbol or some other divine focus important to your chosen deity.

Through 3rd level, you have no caster level. At 4th level and higher, your caster level is one-half your cultist level.

CULTIST SPELL LIST

The following spells originate from the *PH* and this book (marked with a †). Your GM may add additional spells from other sources at her discretion.

1st level: *bane, bewilder†, cause fear, cure light wounds, curse water, detect chaos/evil/good/law, detect magic, disguise self, doom, guidance, inflict light wounds, light, magic weapon, read magic, resistance, shield of faith, summon monster I, unhinge†*

2nd level: *alter self, augury, cure moderate wounds, darkness, death knell, desecrate, divine favor, enthrall, hold person, inflict moderate wounds, scare, shatter, silence, sound burst, suggestion, summon monster II, undetectable alignment*

3rd level: *animate dead, bestow curse, blindness/deafness, contagion, continual flame, cure serious wounds, deeper darkness, glyph of warding, inflict serious wounds, prayer, speak with dead, summon monster III*

4th level: *cure critical wounds, dimensional anchor, discern lies, dismissal, dispel magic, divination, freedom of movement, giant vermin, lesser planar ally, poison, sending, summon monster IV, tongues*

5th level: *contact other plane, dispel chaos/evil/good/law, insect plague, scrying, slay living, spell resistance, summon monster V, symbol of pain, symbol of sleep, true seeing, unhallow*

DEITY, DOMAINS, AND DOMAIN SPELLS

Your deity influences your alignment, what magic you can perform, your values, and how others see you. Chooses one domain from among those belonging to your deity. You can select an alignment domain (Chaos, Evil, Good, or Law) only if your alignment matches that domain.

If you aren't devoted to a particular deity, you still select a domain to represent his spiritual inclinations and abilities. The restriction on alignment domains still applies.

Your domain gives you access to a domain spell at each spell level you can cast, from 1st on up, as well as a granted power. Where a "d" is indicated on **Table 6-1**, you fill this spell with the domain spell that corresponds to its level or lower.

CHAOTIC, EVIL, GOOD, AND LAWFUL SPELLS

You can't cast spells of an alignment opposed to your own or your deity's (if you have one). Spells associated with particular alignments are indicated by the chaos, evil, good, and law descriptors in their spell descriptions.

FANATIC (Ex)

As a servant of a strange and maddening god, you yourself are a bit unhinged and in times of stress, you may call upon your insanity to great effect. Once per encounter, you may gain an insight bonus to a single attack roll, saving throw, or skill check equal to the number of Insanity Points you have accumulated. Using this ability is an immediate action.

SKILL FOCUS (BLUFF)

Since you are a member of a subversive cult, you must be a skilled liar. At 1st level, you gain Skill Focus (Bluff) as a bonus feat.

SNEAK ATTACK

Starting at 3rd level, you deal an extra 1d6 points of damage whenever you successfully attack a target you flank or a target that is denied its Dexterity bonus to AC. This ability functions exactly like the rogue ability of the same name (see the *PH* for details). This extra damage increases by +1d6 at 8th level and every five levels thereafter and stacks with other instances of sneak attack.



the peculiar nature of fighting on board a ship, in the thick of a jungle, or in the narrow twisting streets of Freeport. In addition, this chapter presents rules for handling madness in your games. In all, this is a useful chapter of game options for you to add or ignore depending on your tastes and style of play.

~ FREEPORT SKILLS ~

using the character with the highest Spot check modifier and granting that character a +2 circumstance bonus). If the Sleight of Hand check succeeds, you gain a +2 circumstance bonus on your opposed Bluff check. If the Sleight of Hand check fails, you gain no benefit and if you fail by 5 or more, one or more fellow gamblers notice your botched attempt and react as appropriate.

BLUFF (CHA)

Synergy: If you have 5 or more ranks in Sense Motive, you gain a +2 bonus on Spot checks to notice if a character is cheating. If you have 5 or more ranks in Sleight of Hand, you gain a +2 bonus on Bluff checks made to gamble.

GAMBLE

KNOWLEDGE (FORBIDDEN)
(INT; TRAINED ONLY; SPECIAL)

You are familiar with That Which Should Not Be Known, having encountered the awful through various writings, meetings with madness-inducing abominations, and a general exploration of the forbidden in all its unspeakable forms. Since these revelations defy logic or commonly accepted fact, your acquisition of forbidden knowledge depends solely on how much exposure you have to these dark secrets you have experienced.

Check: Answering a question about the horrible gods and secrets that lurk at the edges of reality has a DC of 10 (for really easy questions), 15 (for elementary questions), or 20 to 30 (for difficult or really tough questions). Unlike other fields of study, there are almost no really easy questions associated with this dark knowledge.

As with other Knowledge skills, you can use this skill to identify monsters and their special powers or vulnerabilities. In general, the DC of such a check equals $10 + \text{the monster's Challenge Rating}$. A successful check allows you to remember a bit of useful information about that monster. For every 5 points by which your check exceeds the DC, the GM can give another piece of useful information. Such

WHERE ARE THE NAVAL COMBAT RULES?

One of the things we wrestled with in this sourcebook was whether or not we should include naval combat rules. The central point of contention was that there are at least a half dozen naval combat systems already out there, including Fantasy Flight Games' *Seafarer's Handbook*, Wizards of the Coast's *Stormwrack*, and Green Ronin's *Skull & Bones*. By this point in the life of the *d20 System*, most gamers have already found a nautical combat system that meets their needs and have little use for another system to add on to their existing game. So, if you have one of these other systems, feel free to use it with Freeport. Anything related to the sea we've kept loose and open to help you blend the rules in this book with your naval combat system. If you don't have a rules set, *Skull & Bones* provides a fine combat system for ship-to-ship combat, and it would be worth checking out that sourcebook as well as the others we've mentioned in this sidebar.

TABLE 3-1: FREEPORT LANGUAGES

Language	Typical Speakers	Alphabet
Assassin's Cant†	Assassins, cultists, killers	Common
Azharan	Azhar	Draconic
Mercenary Tongue	Fighters, warriors, mercenaries	Common
Naval Code*	Navigators, pirates, sailors	Common/Elven
Semaphore*	Sailors	Common
Thieves' Cant†	Thieves, criminals	Common
Valossan	Serpent people	Draconic

†Secret language

*See entries for special rules

information is usually features common to all monsters of that type, with higher check results revealing more of the monster's capabilities. Monsters, for the purpose of these checks, include aberrations, oozes, undead, and any creature with the extraplanar subtype.

Knowledge (forbidden) checks are also used to perform incantations (see **Chapter Five: Spells and Magic**).

Action: Usually none. In most cases, making a Knowledge check doesn't take an action—you simply know the answer or you don't.

Try Again: Usually no. If you are trying to identify a creature whose type is covered by another Knowledge skill, such as outsiders and Knowledge (the planes), you must choose which skill to use when making this check.

Synergy: If you have 5 or more ranks in Knowledge (dungeoneering) checks, you gain a +2 synergy bonus on Knowledge (forbidden) checks to identify aberrations. If you have 5 or more ranks in Knowledge (religion), you gain a +2 synergy bonus on Knowledge (forbidden) checks to identify undead. Finally, if you have 5 or more ranks in Knowledge (the planes), you gain a +2 synergy bonus on Knowledge (forbidden) checks to identify creatures with the extraplanar subtype.

Special: You do not place ranks in this skill. Instead, you gain free ranks through exploring forbidden concepts, places, reading forbidden manuscripts, and so on. Regardless of how much material you devour, your Knowledge (forbidden) ranks cannot exceed your character level + 3.

Untrained: Unlike other Knowledge skills, you cannot make untrained Knowledge (forbidden) checks since there are no really easy questions when it comes to this discipline of knowledge.

SPEAK LANGUAGE

In addition to the common languages summarized in the *PH*, Freeport is home to a smattering of other languages as described on **Table 3-1: Freeport Languages**.

NAVAL CODE

An ancient alphabet code with roots in the great elven navies that flourished before the sinking of Valossa, naval code has since been modified to the Common alphabet and is ubiquitous throughout the human kingdoms.

The naval code substitutes long and short pulses of light for letters, using a signal lantern or heliograph for transmission. A signal lantern can reliably communicate up to 3 miles during the day and 10 miles at night or in overcast conditions. A heliograph disk can transmit messages over the horizon by projecting light against the bottom of clouds. Its use is limited by weather conditions, but reliable communication at 20 or more miles is not uncommon.

SEMAPHORE

The semaphore flag code is an alphabet signaling system based on the waving of a pair of hand-held flags in a particular pattern. It can be used to communicate in any language based on the Common alphabet, though variants may exist for other alphabets. The range of this communication is limited to line of sight, but is relatively swift: a full sentence can be communicated with a full-round action.

Semaphore is in common use by merchant seamen, who frequently maintain a signal officer on longer voyages. The code is widely disparaged by pirates, whose idea of signaling with a flag is hoisting the skull and crossbones.

~ FREEPORT FEATS ~

The following feats emphasize Freeport's more unique elements, offering a wide range of abilities for all sorts of characters, from crusty sailors, to occultists, to sneaky thieves.

BACKGROUND FEATS

Many campaign settings for the *d20 System* present specific feats to demonstrate how a character's homeland can affect his capabilities, and Freeport certainly follows this pattern. Generally, these feats are available at 1st level and are restricted to characters that hail from that city, region, or nation. If you're importing Freeport into such as setting, you can use the background feats in this chapter for characters originating from Freeport.

NEW FEATS

The following feats expand options for adventurers exploring Freeport and beyond.

ACROBATIC ATTACK

You can make a series of attacks against your opponents while jumping and tumbling past them.

Prerequisite: Dex 15, Skill Focus (Tumble), Spring Attack, base attack bonus +9

Benefit: A successful DC 25 Tumble check allows you to tumble up to half your speed without provoking attacks of opportunity.

TABLE 3-2: NEW FEATS

Feat	Prerequisites	Benefit
Acrobatic Attack	Dex 15, Skill Focus (Tumble), Spring Attack, base attack bonus +9	Make full attack while tumbling
Aligned Summoning	Augment Summoning, any non-neutral alignment	Summoned creatures gain additional bonuses
Armlock	Str 17, Improved Unarmed Strike	Prevent foe you damage from moving
Blasphemous Aura	Cha 13, strong aura of evil	Impose penalty on turning checks
Blinding Strike ¹	Dex 13, Power Attack, base attack bonus +6	Blind foe with single attack
Bloody Fists ¹	Str 15, Improved Unarmed Strike	Unarmed strikes deal +2 nonlethal damage
Body Shield ¹	Dex 15, Dodge	Bestow bonus to ally's AC from your AC
Born Marine ¹	Swim 5 ranks, Weapon Focus (cutlass)	Gain +1 on disarm attempts and special maneuver
Brilliant Tactician ¹	Int 13, Cha 13	Grant attack bonus to ally
Burst of Activity	Con 15, Improved Initiative, Spring Attack	Gain extra move action
Canny Charge ¹	Dex 13, Combat Expertise, Dodge	No AC penalty for charging
Cheat Death	Heal 10 ranks	DC 25 Heal check to restore life to recently dead
Chill Hand	Caster level 3rd, ability to cast <i>chill touch</i>	Unarmed strikes deal cold damage, +1 CL on cold spells
Combat Surge	Improved Initiative	Act when it's not your turn
Combat Throw	Improved Dodge, Improved Unarmed Strike	+2 bonus on bull rush checks and trips attempts
Greater Combat Throw	Combat Throw	Fling tripped opponent
Counterstrike ¹	Dex 13, Combat Reflexes, Dodge	Gain AoO against foe that misses you
Crab's Rush ¹	Mobility	Gain additional benefits when fighting defensively
Crack Shot ¹	Weapon Focus (any firearm)	Threaten adjacent squares with firearm
Armed to the Teeth ¹	Crack Shot	Gain Two-Weapon Fighting when armed with one-handed melee and firearm
The Dark Lady's Kiss	Caster level 5th, Death domain, Magic domain	Resistance to negative energy attacks or use to empower death touch ability
Dead-Eye Shot	Concentration 4 ranks, Far Shot	Move action to gain +2 bonus on ranged attack
Desperate Lunge ¹	—	Take –5 penalty to AC to increase reach by 5 feet
Dimension Drop	Abundant step or ability to cast <i>dimension door</i> , sneak attack +1d6	Teleport to threatened square and sneak attack
Dirty Spellcasting	Int 15, Concentration 8 ranks, Combat Casting, Improved Feint	Feint to impose –2 penalty on opponent's save.
Disciplined Warrior	—	+2 Concentration and second save against fear effects.
Formation Fighting ¹	Disciplined Warrior	Grant adjacent allies +1 dodge bonus to AC
Divine Blessing	Cha 13	+2 caster level on one divine spellcasting class.
Domain Specialization	Wis 15	Spontaneously cast domain spells
Double Kick	Jump 9 ranks, Eyes in the Back of Your Head, Improved Unarmed Strike, base attack bonus +6	One attack against two adjacent targets
Dreadful Blow	Sneak attack +2d6	Sacrifice 1d6 of sneak attack to slow for 1 round
Entangle Weapon ¹	Dex 15, Combat Expertise, base attack bonus +4	Take up to –4 AC to impose the same to an opponent's attack rolls
Evasive Maneuvers	Wis 13, Combat Reflexes, Dodge	Move 5 feet and negate opponent's charge bonus
Eyes in the Back of Your Head	Wis 19, base attack bonus +3	Opponents cannot flank you
False Attack ¹	Bluff 5 ranks, Improved Feint, base attack bonus +6	Single attack as a full-round action to deal +5 damage
Fearsome Glare	Caster level 5th, ability to cast <i>scare</i>	Gain +3 on Intimidate checks, increase fear DCs by +1, and cast fear spells and effects at +1 CL
Filthy	Any non-elf	Gain +4 bonus on saves against disease and poison and a –2 penalty on Diplomacy and Disguise checks
Firearms Proficiency ¹	Base attack bonus +1	No penalties on attacks with firearms
Firearms Drill	Dex 15, Firearms Proficiency	Reduce reload time to 1 round
Flamboyant Display	Cha 13, Weapon Finesse, base attack bonus +6	Full round action to add Charisma bonus on a single attack
Swashbuckling	Dex 13, Flamboyant Display	Gain +2 on disarms and trips, special maneuver
Font of Life	Healing domain	Sacrifice turn undead to stabilize dying creatures
Fortified Mind	Int 15	Immediate action to add Int bonus on Will saves
Furious Strike	Str 19, rage 3/day	Spend use of rage to add 1/2 level on attack roll
Greater Bond	Cha 15, animal companion	Companion gains additional benefits
Gut Shot ¹	Dex 15, Precise Shot, base attack bonus +5	Reduce ranged attack to deal extra damage

¹ A fighter may select this feat as a fighter bonus feat.

TABLE 3-2: NEW FEATS (CON'T)

Feat	Prerequisites	Benefit
Hardy Stock	Toughness	Gain 2 hit points plus 1 hit point per HD
Harrowing Surge	Spring Attack, sneak attack +1d6	Gain +10 speed, sacrifice to deal +5 damage
Heroic Effort	Iron Will	Raise one ability by +2, fatigue
Horrific Summoning	Augment Summoning, Spell Focus (conjunction), Spell Focus (necromancy)	Summoned monsters cause fear
Improved Dodge	Dodge	Gain +1 dodge bonus to AC
Improved Speed	—	Gain +5 ft. to speed
Improved Spell Mastery	Spell Mastery	+1 CL with mastered spells.
Insane Casting	Insanity Points 1	Gain Insanity to bolster a spell.
Insightful Strike	Lay on hands or wholeness of body, base attack bonus +6	Sacrifice healing for combat bonuses
Inspire Terror	Cha 15, Intimidate 12 ranks	Foes cower during surprise round
Instinctive Rage	Con 15, rage 2/day	Enter a rage as immediate action
Frenzied Resilience	Instinctive Rage	Spend use of rage to add 1/2 level to one save
Fueled by Hate	Con 17, Frenzied Resilience, rage 3/day	Spend use of rage to gain fast healing 5
Item Affinity	Arcane school specialist	+1 CL on related wands, staffs, and scrolls
Juggernaut Charge ¹	Str 19, Improved Overrun	Overrun as part of a charge
Knife Trick	Improved Feint, Quick Draw	Draw and feint as a swift action
Last Ditch Effort ¹	—	+4 attack and confirm crit, but –4 AC and staggered for 1 round
Life-Fueled Casting	Con 13, Spell Focus (necromancy)	Sacrifice 2 Con to gain +2 CL and +1 DC on a single necromancy spell you cast
Lightning Parry ¹	Two-Weapon Defense	+2 shield bonus against selected target
Lingering Enchantment	Cha 15, Greater Spell Focus (enchantment)	Enchanted targets find it hard to resist your spells
Necromantic Resonance	Int 17, Greater Spell Focus (necromancy), evil	Necromancy spells cause fear
Overpowering Attack ¹	Str 15, Power Attack	+4 against opponents using Combat Expertise
Pearl Diver	Swim 5 ranks	+2 bonus on Swim checks, +4 bonus on Con checks to hold breath, advantages when fighting underwater
Persistent Threat ¹	Combat Reflexes, base attack bonus +1	If opponent moves 5 feet, you move 5 feet
Press Ganger ¹	Profession (sailor), Weapon Focus (Sap)	+2 on Intimidate checks, +2 nonlethal against flat-footed targets
Shanghai ¹	Press Ganger	Deal nonlethal damage with lethal weapon with no penalty
Preternatural Instincts	Wis 13, Improved Initiative	Win initiative and gain +1 bonus to AC and Reflex saves
Quick Study	Int 19, Spell Mastery	Spend one hour to select new spells.
Rallying Cry	Cha 17, Leadership	+1 leadership, bestow bonus to allies' saving throws
Razor Tongue	Cha 13, Intimidate 5 ranks	Intimidate check to stagger foe for 1 round
Read Soul	Spell Focus (divination)	Sacrifice divination spell to gain bonus on a Sense Motive check
Reckless Attack	Power Attack	Provoke an attack of opportunity to increase attack roll
Resounding Strike	Power Attack, <i>ki</i> strike, base attack bonus +6	Send foe flying with powerful unarmed strike.
Restless Mind	Con 13	You need no rest to regain spells.
Riposte ¹	Combat Expertise, Combat Reflexes, Dodge, base attack bonus +5	Gain free attack against dodged opponent
Rope Monkey	Climb 1 rank	Retain Dex to AC while climbing, no higher ground bonus, special maneuver while climbing
Run 'im Through ¹	Weapon Finesse, base attack bonus +6	Deal +1d6 damage on confirmed critical with light piercing weapon
Scoundrel's Luck	Cha 13	Add Cha modifier on Reflex save
Sea Legs	Balance 1 rank	Move at full speed while balancing, not flat-footed while balancing, special maneuver while balancing
Second Wind	Great Fortitude	Fort save to remove fatigue
Shadowcaster	Sub-school Specialization (Illusion—shadow)	Spells with shadow descriptor are more potent.
Shrug it Off	DR 2/—	Reduce DR to gain AC bonus.
Skill Expertise	Skill Focus (any)	As swift action, add one-half level to skill check
Spontaneous Transmutation	Concentration 12 ranks, Greater Spell Focus (transmutation)	Swap prepared spell for a transmutation spell

¹ A fighter may select this feat as a fighter bonus feat.

TABLE 3-2: NEW FEATS (CON'T)

Feat	Prerequisites	Benefit
Superior Expertise ¹	Combat Expertise, base attack bonus +6	As Combat Expertise, but limited by base attack bonus
Uncanny Instincts	Int 15, Spell Focus (divination)	Sacrifice spell to gain bonus on initiative
Unhinged	Wis 13	Reduce the amount of Insanity Points gained
Weapon Display ¹	Dex 13, Cha 13, Intimidate 5 ranks, Weapon Focus	Full-round action to impose –2 penalty on opponents' attack and damage rolls
Words of Power	Decipher Script 9 ranks, Knowledge (arcana) 9 ranks, Magical Aptitude, any one metamagic feat to a spell	Spontaneously apply metamagic feat

¹ A fighter may select this feat as a fighter bonus feat.

BACKGROUND FEATS

Feat	Prerequisites	Benefit
Blood of Pirates	Raised in Freeport	+2 bonus against disease and poison, +1 against mind-affecting effects
Drac Bloodline	—	Gain uncanny ability to deceive and intimidate others
Fool's Fortune	—	Gain +1d6 on a roll of 1d20 and subtract 1d6 on your next roll of 1d20
Francisco's Bloodline	—	Gain uncanny talents in seamanship
Merchant's Blood	—	Gain +1 bonus to Leadership and +2 on Diplomacy checks
Troll Blood	—	Full-round action to heal damage equal to half your level

As well, if you are wielding a one-handed or light weapon and have one hand free, you may make a full attack action while you tumble, but you may not attack from any single 5-foot square more than once. You take a –2 circumstance penalty on the first attack, and a cumulative –2 circumstance penalty for each additional attack (–4 for the second attack, –6 for the third attack, and –8 for the fourth attack).

ALIGNED SUMMONING

Creatures you summon whose alignment matches yours are more powerful than their normal counterparts.

Prerequisites: Augment Summoning, any non-neutral alignment

Benefit: Whenever you summon creatures whose alignment matches at least one component of your alignment, the creatures gain a +1 morale bonus on attack rolls, damage rolls, or saving throws (choose one). If the creatures' alignment exactly matches yours, choose two of the previous options. The bonus selected applies to all creatures summoned with the spell or spell-like ability.

ARMED TO THE TEETH

When properly armed you are a force to reckon with.

Prerequisite: Crack Shot

Benefit: When armed with a one-handed melee weapon in your primary hand and a one-handed firearm in your off-hand, you only take a –2 penalty on attack rolls made with either weapon.

Special: Selecting this feat counts as selecting Two-Weapon Fighting for the purposes of qualifying for other feats that have Two-Weapon Fighting as a prerequisite. A fighter may select Armed to the Teeth as a fighter bonus feat.

ARMLOCK

With a complex attack, you can prevent your opponent from slipping away.

Prerequisites: Str 17, Improved Unarmed Strike

Benefit: During your action, designate a single opponent whom you threaten and to whom you have, during this turn, dealt at least

1 point of damage with an unarmed strike. You prevent that opponent from physically moving via non-magical means for 1 round unless the designated target beats you on an opposed Strength check as a free action. You may only use this feat on creatures who are no more than one size category larger or smaller than you. The effects of this feat immediately end if you move into a space that is not adjacent to the target.

Special: A fighter may select Armlock as a fighter bonus feat.

BLASPHEMOUS AURA

Your mere presence diminishes other clerics' ability to channel positive energy. This feat is a supernatural ability

Prerequisite: Cha 13, strong aura of evil

Benefit: All opponents within 30 feet of you take a penalty on turning attempts equal to your Charisma bonus. Furthermore, if you can rebuke undead, you may spend a rebuke undead as an immediate action to improve the turn resistance of all undead within 10 feet by +2. Undead that don't have turn resistance instead gain turn resistance +2.

BLINDING STRIKE

You can deliver a terrible attack to steal your opponent's vision for a time.

Prerequisite: Dex 13, Power Attack, base attack bonus +6

Benefit: As a full-round action, make a single melee attack using your highest attack bonus at a –4 circumstance penalty. If this attack hits and deals damage, your opponent must succeed on a Reflex save (DC 10 + 1/2 your level + your Strength modifier) or become blinded for 1 round. If you scored a confirmed critical hit on this attack, you may forgo the extra damage to instead blind your opponent permanently (*remove blindness/deafness, regeneration*, or similar spells restore lost sight).

Creatures that do not rely on eyes to see as well as creatures that are immune to critical hits are immune to the effects of this feat.

Special: A fighter may select Blinding Strike as a fighter bonus feat.

BLOOD OF PIRATES [BACKGROUND]

Growing up in the City of Adventure has leant you a natural hardiness and resilience to various hazards of the body and the mind.

Prerequisite: You must have been born and raised in Freeport.

Benefit: You gain a +2 competence bonus on Fortitude saves to resist disease and poison and a +1 competence bonus on Will saves made to resist mind-affecting effects.

Special: You may only select this feat at 1st level.

BLOODY FISTS

Your unarmed attacks are especially powerful.

Prerequisites: Str 15, Improved Unarmed Strike

Benefit: Your unarmed strikes deal an extra 2 points of nonlethal damage. If you choose to deal lethal damage with your unarmed strike, the extra damage from this feat remains nonlethal damage.

BODY SHIELD

You can defend an ally by interposing your body between the attack and your ally.

Prerequisites: Dex 15, Dodge

Benefit: On your turn, you may take a circumstance penalty to your Armor Class up to -5 and add the same amount as a shield bonus to the AC of an ally within 5 feet.

If your ally is missed by a margin equal to the AC bonus you granted, the same attack instead applies to you. Compare the modified attack roll to your AC (modified by this feat). If the roll equals or exceeds your AC, the attack successfully strikes you.

Special: A fighter may select Body Shield as a fighter bonus feat.

BORN MARINE

Trained in the dirty fighting techniques of corsairs and pirates, you can deftly knock aside your foes' weapons to create opportunities where none existed before.

Prerequisite: Swim 5 ranks, Weapon Focus (cutlass)

Benefit: You gain a +1 competence bonus on Balance, Profession (sailor), and Swim checks. In addition, whenever you successfully disarm an opponent, you may spend one of your attacks of opportunity in the round to make a single attack against that foe using your highest attack bonus.

Special: A fighter may select Born Marine as a fighter bonus feat.

BRILLIANT TACTICIAN

When examining a battlefield, you are adept at finding tactical advantages.

Prerequisite: Int 13, Cha 17

Benefit: As a full-round action, select one ally within 30 feet. That ally gains an insight bonus to his Armor Class or on his next attack roll equal to your Charisma bonus. This bonus lasts until the start of your next turn. Once you use this feat, you must wait 5 rounds before using it again.

Special: A fighter may select Brilliant Tactician as a fighter bonus feat.

BURST OF ACTIVITY

You can call upon hidden reserves of energy to make sudden flurries of activity.

Prerequisites: Con 15, Improved Initiative, Spring Attack

Benefit: On your turn, you may take an extra move action, either before or after your regular actions. Once you use this ability, you can safely use it again 10 rounds later. If you use this feat a second time before the 10 rounds have elapsed, you become



fatigued for the remainder of the encounter. If you use it twice before the 10 rounds have elapsed, you become exhausted for the duration of the encounter and for 1 hour thereafter.

CANNY CHARGE

You are less vulnerable when charging.

Prerequisites: Dex 13, Int 13, Combat Expertise, Dodge

Benefit: You no longer take a penalty to AC when charging. You may, however, accept a –2 penalty on your AC to deal an extra 1d6 points of damage on a successful charge attack.



Normal: Charging characters take a –2 penalty to AC.

Special: A fighter may select Canny Charge as a fighter bonus feat.

CHEAT DEATH

Your understanding of anatomy and healing is so great, you can drag souls back from beyond the brink of death.

Prerequisite: Heal 10 ranks

Benefit: You can restore life to a dead creature so long as it has not been dead for more than 1 round. If you reach the target in time, you must spend a full-round action and succeed on a DC 25 Heal check. If you succeed, the target is immediately restored to –9 hit points and is now stable.

For every 5 ranks in Heal beyond 10, the target creature can be dead for 1 additional round before you attempt to use this feat to save them.

Special: You may not use this feat on constructs, oozes, plants, or undead creatures. Creatures whose bodies have been irrevocably destroyed, such as with a *disintegrate* spell, cannot be restored to life using this feat.

CHILL HAND

Your touch is as cold as the grave.

Prerequisites: Caster level 3rd, ability to cast *chill touch*

Benefit: So long as you have a *chill touch* spell prepared or an available slot with which you may cast the *chill touch* spell, your unarmed strike attacks deal cold damage instead of nonlethal (or lethal) damage. You also cast spells with the cold descriptor at +1 caster level.

COMBAT SURGE

You can push yourself to act more quickly.

Prerequisite: Improved Initiative

Benefit: At any point in the round but before your turn, you may take a standard or a move action. This counts as your action for the round. On the round following your use of Combat Surge, you count as if you were staggered.

COMBAT THROW

You are adept at tripping and knocking down opponents in combat.

Prerequisite: Improved Dodge, Improved Unarmed Strike

Benefit: You gain a +2 bonus on opposed Strength and Dexterity checks any time you attempt a trip or bull rush attack, or when you try to avoid a trip or bull rush attack made against you.

COUNTERSTRIKE

You take advantage of opportunities when they present themselves.

Prerequisite: Dex 13, Combat Reflexes, Dodge

Benefit: Once per round, if the opponent you designated as the target of your Dodge feat makes a melee attack against you and misses, you can make an attack of opportunity against that opponent. This attack counts against your normal limit of attacks of opportunity for the round.

Special: A fighter may select Counterstrike as a fighter bonus feat.

GRAB'S RUSH

Your scuttling, side-to-side movement makes you hard to hit.

Prerequisite: Mobility

Benefit: Whenever you fight defensively, you only take a –2 penalty on your attack rolls to gain a +2 bonus to your Armor Class (or +3 if you have 5 or more ranks of Tumble). In addition, if

you move on your turn, the benefits of the Dodge feat apply to all attacks made against you until the start of your next turn.

Normal: When fighting defensively, you take a -4 penalty on your attack roll to gain a +2 bonus to your Armor Class.

Special: A fighter may select Crab's Rush as a fighter bonus feat.

CRACK SHOT

Your skill at firearms allows you to maximize the weapon's usefulness even in melee.

Prerequisite: Weapon Focus (any firearm)

Benefit: When wielding a loaded firearm for which you have the Weapon Focus feat, you threaten adjacent squares. You no longer provoke attacks of opportunity when firing this weapon while in a threatened space.

Special: A fighter may select Crack Shot as a fighter bonus feat.

THE DARK LADY'S KISS

You gain a special resilience to negative energy attacks and can convert these attacks into useful energy.

Prerequisite: Caster level 5th, Death domain, Magic domain

Benefit: You gain a +4 insight bonus on Fortitude saves to resist gaining negative levels from spells and special attacks. If the effect doesn't normally grant a saving throw, you are entitled to a Fortitude save (without the insight bonus) to resist the effect as if it did have a saving throw (use the normal method for determining a spell's DC or, if a supernatural effect, the DC is 10 + 1/2 the creature's HD + its Charisma modifier). If you succeed on the save, you instead convert this energy to improve your death touch granted power. Each negative level you successfully convert increases your death touch dice by +1d6. Unspent converted negative energy levels vanish at dawn.

DEAD-EYE SHOT

Whenever you take extra time with a shot, you are deadly accurate.

Prerequisite: Concentration 4 ranks, Far Shot

Benefit: Before making a ranged attack, you may spend a move action to line up your shot to gain a +4 circumstance bonus on your next attack roll. Once you begin aiming, you cannot move, even to take a 5-foot step, until after you make the attack or the benefit of this feat is lost. Likewise, if your concentration is disrupted or you are attacked before your next action, you lose the benefit of this feat.

Special: A fighter may select Dead-Eye Shot as a fighter bonus feat.

DESPERATE LUNGE

You can extend your reach but at the expense of your defense.

Benefit: You may take a -5 circumstance penalty to your Armor Class to extend your reach by +5 feet. Your penalty and extended reach last until the start of your next turn.

Special: A fighter may select Desperate Lunge as a fighter bonus feat.

DIMENSION DROP

You can use your mobility to get the jump on your opponents.

Prerequisites: Abundant step or the ability to cast a *dimension door*, sneak attack +1d6

Benefit: Whenever you cast *dimension door* or any other conjuration (teleportation) spell to move to a square that threatens an opponent, you may immediately make a single attack at your highest attack bonus. The target loses its Dexterity bonus (if any) to AC for this attack.

DIRTY SPELLCASTING

By feinting while casting a spell, you can punch through your opponent's defenses.

Prerequisites: Int 15, Combat Casting, Improved Feint

Benefit: When casting a spell on the defensive against an opponent that threatens you, you may make a Bluff check as an immediate action to feint in combat. If you succeed, not only is your target denied his Dexterity bonus to AC, but he also takes a -2 circumstance penalty to his saving throws against the spell you cast.

DISCIPLINED WARRIOR

You are trained to stand fast in the face of overwhelming numbers and against terrifying foes.

Benefit: You gain a +2 competence bonus on Concentration checks. Whenever you fail a Will save against a fear spell or effect, you may immediately make a second saving throw at a -5 penalty to negate the effect. If this second save fails, you are affected as normal.

DIVINE BLESSING

You enjoy the favor of your god.

Prerequisite: Cha 13

Benefit: Choose a divine spellcasting class. You may substitute your Charisma modifier for your Wisdom modifier for the purposes of determining the save DC and bonus spells. In addition, your caster level for the selected class increases by +2, up to your maximum Hit Dice. The increase to caster level does not affect your spells per day; it only increases your caster level as it applies to the effects of divine spells you cast and your caster level check to overcome spell resistance.

DOMAIN SPECIALIZATION

You can draw more strongly from your deity's spheres.

Prerequisite: Wis 15

Benefit: Select one of your domains. You may sacrifice a prepared non-domain spell to cast a spell of the same level of your selected domain.

Special: You may select this feat more than once. Each time, the benefits apply to a different domain.

DOUBLE KICK

When enemies seek to surround you, you can leap into the air to strike at adjacent foes.

Prerequisite: Jump 9 ranks, Eyes in the Back of Your Head, Improved Unarmed Strike, base attack bonus +6

Benefit: Whenever you are flanked, you may make a single unarmed attack against two opponents at once. Make the attack roll as normal, but compare the results of the one roll against the AC of both opponents separately. Each opponent you hit takes your unarmed strike damage plus 1-1/2 times your Strength bonus. As well, the opponent must move 5 feet away from you, unless prevented by an obstacle, such as another character, a wall, column, and so on.

DRAC BLOODLINE (BACKGROUND)

You are a distant descendant of Captain Drac, one of Freeport's first Sea Lords. While the position of Sea Lord no longer requires a person to carry the Drac blood, there are those who would see this old bloodline extinguished (something your GM is sure to exploit).

Benefit: You gain a +1 competence bonus on all Bluff, Intimidate, and Sense Motive checks. Furthermore, if ever you fail on one of these checks, you may immediately make a second skill check using this skill to try again, but at a –5 penalty.

Special: You may only take this feat at 1st level.

DREADFUL BLOW

You can deliver a terrible attack to stagger your foe.

Prerequisite: Sneak attack +2d6.

Benefit: Whenever you make a successful attack that would deal sneak attack damage, you may sacrifice 2d6 points of sneak attack damage to restrict your opponent's actions. On your opponent's next turn, he may only take a single move or standard action.

Special: For the purpose of this feat, any extra damage, such as an assassin's backstab ability, qualifies as sneak attack.

ENTANGLE WEAPON

By sacrificing your effectiveness in combat, you can compromise your opponent's ability to attack.

Prerequisite: Dex 15, Combat Expertise, base attack bonus +4.

Benefit: Whenever you successfully hit an opponent in melee, you may voluntarily reduce your AC by an amount up to one half your base attack bonus and apply this same penalty to your selected opponent's attack bonus. For example, a fighter with a +8 base attack bonus who strikes a target in combat may voluntarily take up to a –4 penalty to his AC to apply the same penalty to his target's attack roll. This penalty remains for as long as you remain within reach of the target, or until the start of your next turn, whichever comes first.

Special: A fighter may select Entangle Weapon as a fighter bonus feat.

EVASIVE MANEUVER

You can slip underneath your opponents' defenses.

Prerequisite: Wis 13, Combat Reflexes, Dodge

Benefit: Whenever an opponent makes a charge attack against you, you may move 5 feet as an immediate action. Your opponent may still be able to attack you if you are within reach, but he loses the normal +2 bonus to the attack roll, though he still takes the –2 penalty to AC for making the charge. If you attack this opponent on your next turn, you gain a +4 circumstance bonus on your attack roll.

EYES IN THE BACK OF YOUR HEAD

Opponents derive no benefit from flanking you.

Prerequisite: Wis 19, base attack bonus +3

Benefit: Attackers do not gain the usual +2 bonus when flanking you. You lose the benefit of this feat whenever you would be denied your Dexterity bonus (if any) to AC.

FALSE ATTACK

You can make a feint to set your opponent up for a devastating attack.

Prerequisite: Bluff 5 ranks, Improved Feint, base attack bonus +6

Benefit: As a full-round action, you may make a single melee attack against a foe you threaten. If you hit, you deal +5 points of damage and gain a +4 circumstance bonus to confirm a critical if you threaten one. If you miss, you provoke an attack of opportunity from that opponent.

Special: A fighter may select False Attack as a fighter bonus feat.

FEARSOME GLARE

Your presence is so imposing and terrifying, your fear spells are intensified.

Prerequisite: Caster level 5th, ability to cast *scare*

Benefit: So long as you have a *scare* spell prepared or an available slot with which you may cast the *scare* spell, you gain a +3 competence bonus on Intimidate checks and the save DC for any fear spell you cast increases by +1. You also cast spells with the fear descriptor at +1 caster level.

FILTHY

Your diet and poor hygiene give you an almost unnatural resistance to poison and disease.

Prerequisite: Any non-elf race

Benefit: You gain a +4 resistance bonus on Fortitude saves against disease and poison.

Special: As you are accustomed to filth and squalor, you take a –2 circumstance penalty on Diplomacy and Disguise checks. These penalties remain even if you bathe.

FIREARMS DRILL

Spending long hours drilling with firearms makes reloading a snap.

Prerequisite: Dex 15, Firearms Proficiency

Benefit: You can reload a firearm in 1 round.

Normal: It takes 3 rounds to reload a firearm.

FIREARMS PROFICIENCY

You are skilled in the use of firearms.

Prerequisite: Base attack bonus +1

Benefit: You may make attack rolls with firearms normally.

Normal: A character who uses a weapon with which he is not proficient takes a –4 penalty on attack rolls.

Special: A fighter may select Firearms Proficiency as one of his fighter bonus feats.

FLAMBOYANT DISPLAY

Your dazzling weapon-play grants you a tactical advantage in combat.

Prerequisite: Cha 13, Weapon Finesse, base attack bonus +6

Benefit: When wielding a light weapon or a weapon with which you may apply the benefits of the Weapon Finesse feat, you may make a single attack as a full-round action. Add your Charisma bonus as a circumstance bonus on the attack roll.

FOOL'S FORTUNE (BACKGROUND)

Fortune is a fickle mistress. Sometimes she favors you and other times you get only her scorn.

Benefit: In combat, any time you make an attack roll, saving throw, ability check, or skill check, you may use this feat as an immediate action to add +1d6 to your roll. The next time you make an attack roll, saving throw, or check of any kind in combat, you must spend an immediate action to subtract 1d6 from your roll.

Special: You may only take this feat at 1st level.

FONT OF LIFE

You are a wellspring of life.

Prerequisite: Healing domain.



Benefit: As a full-round action you may sacrifice a use of turn undead to stabilize all dying creatures within 30 feet.

FORMATION FIGHTING

You are adept at fighting in strict formation and can lend your expertise to your allies.

Prerequisite: Disciplined Warrior

Benefit: When fighting alongside two or more allies within 5 feet of you, you grant these allies a +1 dodge bonus to AC. If you choose to take an aid another action, you grant a +4 bonus to one adjacent ally's attack roll against the target you both threaten, or a +4 bonus to his AC against attacks from an opponent you both threaten.

Normal: The aid another action normally grants a +2 bonus to an attack or AC.

Special: A fighter may select Formation Fighting as a fighter bonus feat.

FORTIFIED MIND

Your strong mind resists psychic attacks.

Prerequisite: Int 15.

Benefit: As an immediate action, you may add your Intelligence bonus as an insight bonus on your Will saves. The bonus lasts for 1 round. You must wait 5 rounds between each use of this feat.

FRANCISCO BLOODLINE (BACKGROUND)

You are a distant descendant of Captain Francisco, one of Freeport's first Sea Lords. You have plenty of reason to hate members of the equally old Drac family, since the blood of your ancestors stains their hands.

Benefit: You gain a +1 competence bonus on all Balance, Diplomacy, and Survival checks. Furthermore, if ever you fail on one of these checks, you may immediately make a second skill check using this skill to try again, but at a -5 penalty.

Special: You may only take this feat at 1st-level.

FRENZIED RESILIENCE

You may draw upon your brimming ire to resist the attacks of your enemies.

Prerequisites: Instinctive Rage

Benefit: As an immediate action, you may spend one daily use of your rage to add a morale bonus to your saving throw equal to one-half your class level. If you succeed on the save, you regain the spent use of rage. The benefits of this feat last for 1 round.

FUELED BY HATE

You can channel your outrage to overcome your injuries.

Prerequisite: Con 17, Frenzied Resilience, rage 3/day

Benefit: As an immediate action, you may spend a use of your rage to gain fast healing 5. This benefit lasts a number of rounds equal to your Constitution bonus. Alternatively, you may use this feat to immediately recover four points of ability damage or two points of ability drain.

FURIOUS STRIKE

You can channel all of your hate and anger into a single devastating attack.

Prerequisite: Str 19, rage 3/day

Benefit: While raging, you may make a single attack as a full-round action and add one-half your class level as a competence bonus on your attack roll. If the attack hits and threatens a critical, this bonus also applies to the confirmation roll as well. Each use of this feat costs one daily use of your rage ability.

GREATER BOND

The bond you share with your animal companion grows stronger.

Prerequisite: Cha 15, animal companion

Benefit: You count as 2 levels higher than normal when determining the capabilities of your animal companion. As well, your animal companion gains all the benefits of your favored enemy abilities (if any). Finally, you gain a +4 circumstance bonus to Survival checks made to track other creatures if your animal companion is within 5 feet of you.

GREATER COMBAT THROW

You can manhandle your opponents, flinging them away from you.

Prerequisite: Combat Throw

Benefit: In addition to the normal effects of a successful trip, you may also move your opponent a number of squares equal to your Strength bonus (if any) and deal additional damage equal to 1d6 plus 1-1/2 times your Strength modifier. You can use this feat on creatures up to one size larger than you.

GUT SHOT

You can place ranged attacks in a target's vitals.

Prerequisite: Dex 15, Precise Shot, base attack bonus +5

Benefit: When making a ranged attack, you may reduce the attack bonus by an amount up to -5. All ranged attacks you make against opponents within 30 feet deal additional damage equal to the amount by which you reduced your attack bonus. The penalty to attack rolls and bonus to damage lasts until your next turn.

Special: A fighter may select Gut Shot as a fighter bonus feat.

HARDY STOCK

You are tough as nails.

Prerequisite: Toughness

Benefit: You gain 2 hit points plus 1 hit point per level or Hit Die. Henceforth, you gain +1 hit point each time you gain a level or advance a Hit Die.

HARROWING SURGE

You are capable of incredible bursts of speed.

Prerequisite: Spring Attack, sneak attack +3d6.

Benefit: As a swift action, you gain a +10 enhancement bonus to your speed. This bonus lasts for a number of rounds equal to your Constitution bonus (minimum 1 round). While under the benefits of this feat, but so long as you have at least one round of duration remaining, you may sacrifice this bonus as an immediate action to deal an extra 5 points of damage on a successful melee attack. You may use this feat once per encounter.

HEROIC EFFORT

You can push yourself beyond your normal limits.

Prerequisites: Iron Will.

Benefit: As an immediate action, you may temporarily raise any one of your ability scores by +2 for a number of rounds equal to one-half your level. At the end of this time, you are fatigued for 1 hour.

HORRIFIC SUMMONING

Your summoned creatures are twisted and malformed.

Prerequisites: Augment Summoning, Spell Focus (conjuration), Spell Focus (necromancy).

Benefit: Whenever you cast a summoning spell, all creatures with 4 Hit Dice or less within 30 feet of the summoned creatures

must succeed on Will saves (DC 10 + the spell's level + your key ability modifier) or become shaken for 1 round. Creatures that successfully save are immune to further uses of Horrific Summoning for 24 hours. This is a mind-affecting fear effect.

IMPROVED DODGE

You have a knack at avoiding injury.

Prerequisite: Dodge.

Benefit: Gain a +1 dodge bonus to Armor Class.

Special: Since dodge bonuses stack, the benefits of this feat stack with the Dodge feat.

IMPROVED SPEED

You are exceptionally quick.

Benefit: When wearing light or no armor, you gain a +5 foot bonus to your speed. This bonus applies to all forms of movement.

IMPROVED SPELL MASTERY

You have mastered a handful of spells and can enhance their power in a number of ways.

Prerequisites: Spell Mastery

Benefit: Whenever you cast a spell that you selected for the Spell Mastery feat, you cast that spell at +1 caster level.

Also, when applying metamagic feats to your mastered spells, you also gain one free spell level to offset the usual penalties. For example, you can add Silent Spell without changing the effective level of the spell. If the metamagic feat does not alter a spell's effective level, Improved Spell Mastery has no effect.

Special: The secondary benefits of Improved Spell Mastery do not apply to the Heighten Spell metamagic feat.

INSANE CASTING

You can tax your mental stability to bolster your spells.

Prerequisites: Insanity Points 1

Benefit: Gain 1 Insanity Point to increase the save DC of any spell you cast by +1.

In addition, you may apply the effects of any metamagic feat you know to a spell you are casting as a free action. You must still be able to cast that spell normally, such that the effective spell level must be one that you can cast. However, casting the spell in this way does not require a higher slot or prepared spell. Upon successfully casting the spell, you gain a number of Insanity Points equal to the spell's level.

You must wait 5 rounds between each use of this feat.

For example, say you are a 7th level wizard with the Still Spell feat. You could apply the Still Spell feat to fireball by gaining 3 Insanity Points. You could not, however, apply the effects of the Quickened Spell to fireball since it would normally use up a 7th-level spell slot, which is beyond your casting ability.

INSIGHTFUL STRIKE

You can extend the applications of your keen insight and understanding of your own health as a powerful tool to defeat your enemies.

Prerequisites: Lay on hands or wholeness of body, base attack bonus +6

Benefit: As a swift action, you may spend an amount of lay on hands or wholeness of body to gain combat bonuses. For every 2 points sacrificed, you gain a +1 insight bonus on your attack roll. For every 4 points spent, you deal an additional +1 point of damage on a

successful hit. You must sacrifice these points separately, so to gain a +1 insight bonus on an attack roll and +1 damage, you would have to sacrifice 6 points of lay on hands or wholeness of body.

INSPIRE TERROR

Your sudden appearance fills your foes with dread.

Prerequisite: Cha 15, Intimidate 12 ranks

Benefit: Whenever you surprise opponents, you may spend a standard action to terrify all living creatures within 30 feet. On your turn, make an Intimidate check. All affected foes must succeed on Will saves against your check result or cower until the end of the surprise round and become shaken during the first full round of combat. This is a mind-affecting, fear effect.

INSTINCTIVE RAGE

You explode with violence at the slightest provocation.

Prerequisite: Con 15, rage 2/day

Benefit: You may fly into a rage as an immediate action. Your rage lasts for a number of rounds equal to 5 + your Constitution modifier. Finally, you only take a -1 penalty to AC from being in the rage.

Normal: A barbarian may enter a rage only on his turn. A barbarian's rage for a number of rounds equal to 3 + his Constitution modifier, and while in a rage, the barbarian takes a -2 penalty to AC.

ITEM AFFINITY

Your extensive knowledge about a particular school of magic allows you to coax more power out of certain types of related magic items.

Prerequisites: Arcane school specialist

Benefit: When using scrolls, staffs, or wands that contain spells of your chosen school specialty, the spell's save DC and effective caster level increase by +1. If the spell stored in the item is the same as one you selected for the Spell Mastery feat, the DC and caster level instead increase by 2.

JUGGERNAUT CHARGE

You may power through occupied squares as part of your charge or overrun.

Prerequisite: Str 19, Improved Overrun

Benefit: You may use the overrun action as part of a charge.

Normal: You may not use overrun as part of a charge.

Special: A fighter may select Juggernaut Charge as a fighter bonus feat.

KNIFE TRICK

You can do surprising things with a knife.

Prerequisite: Improved Feint, Quick Draw

Benefit: Whenever you draw a light weapon, you may feint your opponent as a swift action. You must wait 5 rounds between each use of this feat.

LAST DITCH EFFORT

You can throw all caution to the wind and make a final desperate strike to defeat your enemy.

Benefit: As a full-round action, you may make a single attack at your highest attack bonus with a melee weapon with which you are currently armed. You gain a +4 circumstance bonus to the attack roll and if you threaten a critical, you automatically confirm it. Until the end of your next turn, you take a -4

circumstance penalty to your AC and you may only take a standard or move action on your next turn.

Special: A fighter may select Last Ditch Effort as a fighter bonus feat.

LIFE-FUELED CASTING

By drawing upon your inner reserves, you bolster your spells, making them harder to resist.

Prerequisites: Con 13, Spell Focus (necromancy)

Benefit: Whenever you cast a necromancy spell, as an immediate action, you may sacrifice your health to cast these spells at a greater effect. For every 2 points of Constitution damage you inflict upon yourself, you increase the spell's DC by +1 and your effective caster level by +2.

Special: Every 2 points of Constitution damage you take reduces your hit point total by 1 per class level or Hit Die.

LIGHTNING PARRY

You can deflect incoming attacks with your off-hand weapon.

Prerequisite: Two-Weapon Defense

Benefit: As an immediate action, you may sacrifice the +1 shield bonus gained from the Two-Weapon Defense feat to gain a +2 shield bonus to your AC against attacks made by a single target for 1 round.

Special: A fighter may select Lightning Parry as a fighter bonus feat.

LINGERING ENCHANTMENT

Subjects once affected by your enchantment spells find themselves craving the touch of your spells.

Prerequisites: Cha 15, Greater Spell Focus (enchantment)

Benefit: Any target that fails a saving throw against an enchantment spell you cast must immediately succeed on a second Will save against the spell's DC or take a penalty equal to one-half your



caster level to all future Will saves against enchantment spells you cast. Regardless of the success or failure of the save, the target cannot again be affected by this feat for 24 hours. This is a supernatural ability.

MERCHANT'S BLOOD [BACKGROUND]

You descend from a powerful merchant's family.

Benefit: You gain a +2 competence bonus on Diplomacy checks and a +1 bonus to your Leadership score. Furthermore, you begin play with the maximum starting gold for your class.

Special: You may only select this feat at first level.

NECROMANTIC RESONANCE

Necromancy spells you successfully cast leave a lasting mark on your targets.

Prerequisites: Int 17, Greater Spell Focus (necromancy), evil

Benefit: Whenever a target fails its save against a necromancy spell you cast, it is overcome with feelings of shame and horror. The target must succeed on a Will save against the spell's DC or become shaken for a number of rounds equal to the spell's level. This is a mind-affecting fear effect. Subjects who succeed on the save cannot again be affected by Necromantic Resonance for 24 hours. This feat is a supernatural ability.

OVERPOWERING ATTACK

You can batter down your opponents' defenses.

Prerequisite: Str 15, Power Attack

Benefit: Whenever you attack an opponent who used the Combat Expertise or Superior Expertise feats, who is fighting defensively, or who took the total defense action, you gain a +4 circumstance bonus on your attack roll.

Special: A fighter may select Overpowering Attack as a fighter bonus feat.

PEARL DIVER

You are a practiced skin diver and are comfortable underwater.

Prerequisite: Swim 5 ranks

Benefit: You gain a +2 competence bonus on Swim checks and a +4 competence bonus on Constitution checks made to hold your breath. In addition, while underwater, you take no penalty on attack rolls and you deal normal damage when using slashing weapons. Finally, you retain your Dexterity bonus to Armor Class when off balance underwater. For details on underwater combat, see **Aquatic Terrain** in the *DMG*.

PERSISTENT THREAT

You keep the pressure on your opponents to ensure they try no trickery and slip free from your grasp.

Prerequisite: Combat Reflexes, base attack bonus +1

Benefit: On your action, choose one opponent you threaten. If that opponent takes a 5-foot step, you may spend an immediate action to move 5 feet.

Special: You may not use this feat while in difficult terrain such as rubble or any other type of terrain that requires 2 squares of movement to enter a new space. A fighter may select Persistent Threat as a fighter bonus feat.

PRESS GANGER

You are adept at "helping" people volunteer for service on a ship.

Prerequisite: Profession (sailor) 1 rank, Weapon Focus (sap)

Benefit: You gain a +2 competence bonus on Intimidate checks. When making a nonlethal attack against a flat-footed opponent, your attack deals +2 points of damage.

PRETERNATURAL INSTINCTS

You have amazing instincts, enabling you react more quickly than most other foes.

Prerequisite: Wis 13, Improved Initiative

Benefit: If your initiative check is the highest of all combatants engaged in the encounter, you gain a +1 dodge bonus to AC and a +1 insight bonus on Reflex saves on the first non-surprise round of combat.

QUICK STUDY

You can exchange prepared spells with a short period of intense study.

Prerequisites: Int 19, Spell Mastery

Benefit: If you spend one hour studying your spellbook, you may swap a number of prepared spells equal to your Intelligence bonus for spells of the same level contained within your spellbook or known through Spell Mastery. Even if you intend to swap in spells known through Spell Mastery, you must still have access to your spellbook in order to make use of this feat. Using this feat requires intense concentration. You can ignore minor distractions—unexpected noises, for example—with a successful DC 15 Concentration check. Physical injury or extended disruptions foil the attempt and you must start your study again.

RALLYING CRY

With an inspiring cry, you replenish your allies' inner resolve to keep fighting.

Prerequisite: Cha 17, Leadership

Benefit: Gain a +1 bonus to your leadership score. As an immediate action, you can loose a rallying cry to instill courage in your allies. All living allies within 30 feet gain a morale bonus on all saving throws equal to your Charisma bonus for 1 round. Once you use this feat, you must wait 5 rounds before using it again.

RAZOR TONGUE

You have a sharp tongue and scathing wit capable of bewildering your opponents.

Prerequisite: Cha 13, Intimidate 5 ranks.

Benefit: You can use Intimidate to bewilder a target. Make an Intimidate check opposed by the target's modified level check (1d20 + character level or Hit Dice + target's Wisdom bonus [if any] + target's modifiers on saves against fear). If you win, your target may only take a single move action or standard action on its next turn. Regardless of the result of your Intimidate check, your target cannot be affected by this feat again for 24 hours.

Using the Razor Tongue feat is a standard action.

Special: If you have the Improved Feint feat, you may use Razor Tongue as a move action.

READ SOUL

You can apply your mastery of divination spells to derive uncanny insights into the nature of those you meet.

Prerequisites: Spell Focus (divination)

Benefit: As a swift action, you can sacrifice a prepared divination spell or a spell slot for which you can cast a known divination spell to gain an insight bonus to a Sense Motive check equal to the spell's level \times 2. Thus, a sacrificed 2nd-level spell would grant a +4 insight bonus. You can use this ability before or after the Sense Motive check is made.

RECKLESS ATTACK

You may leave yourself open to deliver a dreadful attack.

Prerequisite: Power Attack

Benefit: As a full-round action, you may make a single melee attack using your highest attack bonus. If this attack hits, it automatically threatens a critical hit. Roll again to confirm the critical hit as normal.

Special: Using this feat provokes attacks of opportunity.

RESOUNDING STRIKE

You may focus your *ki* to deliver a tremendous attack.

Prerequisite: Power Attack, *ki* strike (or similar) ability, base attack bonus +6

Benefit: If you are unarmed or using a monk weapon, you may make a single attack as a full-round action. You gain a +2 circumstance bonus on your attack roll, but take a -4 penalty to AC until the start of your next turn. If the attack hits, your target must succeed on a Fortitude save (DC 10 + the damage dealt) or fly straight back a number of squares equal to your base attack bonus. If a barrier or some other obstacle interrupts the target's path, the target and the obstacle each take 1d6 points of damage per 10 feet your target traveled.

RESTLESS MIND

You can prepare spells and recover spell slots without needing rest.

Prerequisites: Con 13

Benefit: You do not require rest to prepare arcane spells or recover arcane spell slots. You may still only prepare spells once in a 24-hour period, and you still need to spend an hour studying or meditating to prepare the spells. This does not prevent the physical need for sleep, but it does allow you to ignore the effects of *nightmare* and other events that disrupt rest.

Normal: A spellcaster must get 8 hours of rest (or meditation) to prepare new spells.

RÍPOSTE

You know how to turn aside your opponent's attack to create an opening in his defenses.

Prerequisite: Combat Expertise, Combat Reflexes, Dodge, base attack bonus +5

Benefit: On any round in which you use the Combat Expertise feat and use the Dodge feat against an adjacent opponent, if that opponent misses you on its next attack, you may spend a use of Combat Reflexes to make a single attack of opportunity against that opponent. You may only spend one use of Combat Reflexes in this way each round.

Special: A fighter may select Riposte as a fighter bonus feat.

ROPE MONKEY

As an experienced seaman, you can climb rigging and ropes with the speed and agility of a monkey.

Prerequisite: Climb 1 rank

Benefit: You always retain your Dexterity bonus (if any) to Armor Class when climbing. Opponents gain no special benefit for attacking you while you are climbing, even if they have higher ground. Finally, if you take damage from an attacker while climbing and your Climb check exceeds the DC by 5, you gain a +1 circumstance bonus on your attack rolls against the target that attacked you until the end of your next turn.

Normal: While climbing, a character loses his Dexterity bonus to Armor Class. Opponents gain a +1 circumstance bonus on attack rolls against characters against whom they have the higher ground.

RUN 'IM THROUGH

You can slip through your enemy's defenses to impale him on your weapon.

Prerequisites: Weapon Finesse, base attack bonus +6.

Benefit: You deal +1d6 points of damage on a confirmed critical hit made with a light piercing or slashing weapon.

Special: A fighter may select Run 'im Through as a fighter bonus feat.

SCOUNDREL'S LUCK

Your good fortune is exceeded only by your roguish charm.

Prerequisite: Cha 13

Benefit: As an immediate action, you may add your Charisma bonus as an insight bonus on all Reflex saves. The bonus lasts for 1 round. You must wait 5 rounds between each use of this feat.

SEA LEGS

Your time at sea has taught you how to keep your feet in foul weather and dangerous seas.

Prerequisite: Balance 1 rank

Benefit: You are never considered flat-footed when balancing. In addition, whenever you succeed on a Balance check to move across a precarious surface, you may move at full speed. Finally, if you take damage from an attacker while balancing and your Balance check exceeds the DC by 5, you gain a +1 circumstance bonus on your attack rolls against the target that attacked you until the end of your next turn.

Normal: Unless you have 5 or more ranks in Balance, you are considered flat-footed while balancing. A successful Balance check lets you move half-speed over a precarious surface.

SECOND WIND

You can draw upon hidden reserves to throw off the effects of fatigue.

Prerequisite: Great Fortitude

Benefit: As a full-round action you may attempt a DC 15 Fortitude save to remove the effects of fatigue. You may use this feat just once per encounter and this feat does not affect the exhausted condition.

SHADOWCASTER

Shadow spells you cast are especially intense.

Prerequisites: Sub-school Specialization (illusion—shadow)

Benefit: Whenever you successfully cast an illusion spell with the shadow descriptor, the damage percentage increases by +5% per point of your Intelligence bonus (minimum +5%) to a maximum of 90%. For example, an illusionist with an 18 Intelligence (+4 bonus) who casts *greater shadow evocation* deals 80% real damage instead of the normal 60%.

SHANGHAI

You are an expert at subduing landlubbers.

Prerequisite: Press Ganger.

Benefit: You may use a melee weapon that deals lethal damage to deal nonlethal damage at no penalty.

Normal: When using a melee weapon that deals lethal damage to deal nonlethal damage, a character takes a –4 circumstance penalty on the attack roll.

Special: A fighter may select Shanghai as a fighter bonus feat.

SHRUG IT OFF

You can shrug off injuries as if they did not happen.

Prerequisite: Damage reduction 2/—

Benefit: As an immediate action, you may temporarily lower your damage reduction by 1 to gain a +2 deflection bonus to Armor Class for 1 hour.

SKILL EXPERTISE

You have a special understanding with a particular skill that allows you to teach its use to others.

Prerequisite: Skill Focus (any skill)

Benefit: Choose one skill for which you have selected the Skill Focus feat. As a swift action, you may add one-half your class level as a competence bonus to a check using this skill.

Alternatively, as a full-round action, you may bestow a +4 insight bonus on any other character's skill check with this skill that is within 30 feet and who can both clearly see and hear you speak. If the target is untrained in this skill, you do not grant the +4 bonus, but you do allow the target to attempt the skill check at a –5 competence penalty.

SPONTANEOUS TRANSMUTATION

You can modify your prepared spells on the fly.

Prerequisites: Concentration 12 ranks, Greater Spell Focus (transmutation)

Benefit: For each spell level you can cast, select one transmutation spell you know. Henceforth, you may exchange a prepared spell for a selected transmutation of the selected spell's level or lower. As you gain new spell levels, you may select additional transmutation spells for those spell levels.

SUPERIOR EXPERTISE

You are master of using your combat training for defense.

Prerequisite: Combat Expertise, base attack bonus +6

Benefit: When you use the Combat Expertise feat to improve your Armor Class, the number you subtract and add to your AC can be any number that does not exceed your base attack bonus. This feat eliminates the +5 maximum normally incurred by the Combat Expertise feat.

Special: A fighter may select Superior Expertise as a fighter bonus feat.

SWASHBUCKLING

Your ingenuity and flair for combat makes you especially effective at disarming and tripping your foes. As well, you can make a special charge attack.

Prerequisite: Dex 13, Flamboyant Display

Benefit: Gain a +2 competence bonus to all disarm and trip attacks. Additionally, you may use a rope, tapestry, or similar object

to make a swinging charge to gain an additional +2 bonus on your attack roll.

TROLL BLOOD (BACKGROUND)

You have troll blood in your veins and may even be a descendant of the infamous pirate Sigurd Trolldottir.

Benefit: Once per day, you can spend a full-round action to heal an amount of damage equal to one-half your character level (minimum 1 point).

Special: You may only select this feat at 1st level.

UNCANNY INSTINCTS

You can expend magical energy to improve your reflexes.

Prerequisites: Int 15, Spell Focus (divination)

Benefit: As a free action, you may sacrifice a prepared spell or use a spell slot to gain an insight bonus to your initiative check equal to twice the spell's level. Thus, a sacrificed 2nd-level spell would grant a +4 insight bonus to your initiative check.

UNHINGED

You are a little bit crazy, and encounters with the awful affect you less.

Benefit: Whenever you would gain Insanity Points, you reduce the number of points you would gain by your Wisdom bonus.

WEAPON DISPLAY

You can perform an impressive set of maneuvers to force your opponents to think twice about attacking you.

Prerequisite: Dex 13, Cha 13, Intimidate 5 ranks, Weapon Focus (any melee weapon)

Benefit: As a full-round action, you can execute a bewildering display of flashing steel with a weapon for which you selected the Weapon Focus feat. All living creatures within 30 feet who also have Intelligence scores of 3 or higher must succeed on Will saves (DC 10 + 1/2 your level + your Charisma modifier) or take a –2 morale penalty on attack rolls made against you. An affected creature retains this penalty until the end of the encounter or until it successfully hits you.

Special: A fighter may select Weapon Display as a fighter bonus feat.

WORDS OF POWER

You know fragments of a magical language and can incorporate them into your spells.

Prerequisites: Decipher Script 9 ranks, Knowledge (arcana) 9 ranks, Magical Aptitude, any one metamagic feat

Benefit: When casting a spell with a verbal component, you may apply the effects of any one metamagic feat you know as an immediate action without increasing the spell's effective level. To do so, you must succeed on a caster level check (DC 15 + the spell's level). If the check fails, the spell is wasted and you are stunned for 1 round. For Words of Power to work, you must be able to cast the spell with the application of the metamagic feat normally. So, if the highest level spell you can cast is 3rd, you could not use Words of Power to apply the Still Spell feat to *fireball* since doing so would make the spell the equivalent of 4th level and therefore beyond your current capabilities. You must wait 5 rounds between each use of this feat.

Special: You may not use this feat with the Quicken Spell or Silent Spell feats. Spontaneous spellcasters (*i.e.* sorcerers) may use this feat to employ metamagic feats without increasing the spell's casting time.

~ INSANITY AND MADNESS ~

One of Freeport's most endearing qualities is the Lovecraftian mood this dynamic city evokes. The elements of cosmic horror pervade the setting, from the presence of despicable cults dedicated to mad and alien gods, to the influence of ancient civilizations that at their height eclipsed all things achieved by mankind, to the looming futility of mortal actions against forces far beyond their control. Though these elements are present in the setting, GMs may embrace them with varying degrees of enthusiasm. Any game that cleaves closest to cosmic horror ultimately dooms player characters, which creates a less-than-ideal environment for heroic and sometimes over-the-top adventure. For gaming groups that prefer the darker edge that Freeport offers, this chapter includes madness and insanity rules to reflect the strain that encounters with the horrific place on the mortal mind.

Before you jump in with both feet to use these rules, though, you should be aware of their implications. Most d20 characters have plenty of vulnerabilities without introducing another one. Furthermore, characters are more likely to accumulate Insanity Points than are the villains, putting them at a slight or more considerable disadvantage. One way to soften the impact of these rules is to ensure villains are equally saddled with madness (as appropriate) to make sure that the villain does not have an unbalancing advantage. Likewise, for characters that are plagued with multiple Insanity Points, adversaries that have special attacks or rely on spell-like abilities that target a character's Will should be treated as having a Challenge Rating of 1 or 2 higher than normal since insane characters are more vulnerable to Will saves.

INSANITY POINTS

Insanity Points quantify a character's derangement, expressing how unhinged he becomes after numerous encounters with the awful. Each time a character studies a forbidden text, endures a profoundly terrible supernatural experience, or encounters a shifting abomination hauled up from the underworld to wreak havoc in the mortal plane, that character is at risk of gaining one or more points of insanity. The more points a character accumulates, the more insane the character becomes, until he slips completely into the depths of madness.

CONSEQUENCES OF INSANITY POINTS

Insanity Points might affect a number of different factors, but for the most part they affect a character's Wisdom score and most of its functions. For the purpose of skill checks, ability checks, and Will saves, a character's *effective* Wisdom is equal to their Wisdom score minus their Insanity Points. However, for the purpose of spellcasting (determining bonus spells and save DCs), the character's Wisdom score equals his Insanity Points plus his Wisdom score.

A character cannot gain more Insanity Points than his Wisdom score. Should his Insanity Point score reduce his Wisdom to 0, the character immediately stops gaining Insanity Points and henceforth functions as if under the effects of the *insanity* spell. At any time, a character may sacrifice a number of Insanity Points to acquire a permanent madness (see **Madness**).

GETTING USED TO AWFULNESS

A character that accumulates Insanity Points gradually becomes inured to the sorts of things that would make another person run screaming. Whenever a character would gain additional Insanity Points, that

character first reduces the number of Insanity Points gained by the number of Insanity Points he already has to a minimum of 0 points. For example, a character with 2 Insanity Points reduces the number of Insanity Points he would gain from any other source by 2 points.

GAINING INSANITY POINTS

There are four basic methods for acquiring Insanity Points: Being targeted by mind-affecting spells and effects, encountering terrifying creatures, witnessing horrific acts of violence or other profoundly wrong acts, and researching forbidden texts. While the rules here assume groups will use all four methods of acquisition, you should feel free to ignore one or more triggers if you find it unbalances your game.



**TABLE 3-3:
MIND-RENDING ENCOUNTERS**

Intensity	DC	Insanity Points	Example
Mild	10	1	Endure violent torture for a few minutes.
Moderate	15	1d3	Finding a severed body part in an unexpected place.
Severe	20	1d4	Being buried alive.
Extreme	25+	1d6+	Witness the extreme torture and brutal killing of a friend or loved one and being helpless to stop it.

**TABLE 3-4:
CREATURES AND INSANITY POINTS**

Hit Dice	Insanity Points
1-3	1
4-6	1d3
7-9	1d4
10-12	1d6
13-15	1d8
16-18	2d6
19+	3d6

TABLE 3-5: INSANITY AND FEAR

Will Save	Condition
Failed by 5 or more	Shaken
Failed by 10 or more	Frightened
Failed by 15 or more	Panicked

MIND-AFFECTING EFFECTS

Being the target of anything that affects the mind can risk lasting damage, especially when it targets an unprepared mind. Any time a character is the target of a mind-affecting spell or spell-like effect, or a supernatural effect, and fails the saving throw by 5 or more, that character gains a number of Insanity Points equal to the spell's level. For example, a character that's targeted by a *charm monster* spell (DC 18) and rolls a 5 would gain 4 Insanity Points.

MIND-RENDING ENCOUNTERS

Certain encounters and experiences are so profoundly awful that they can rend the mind. Seeing the shredded remains of a loved one, enduring extended torture sessions, being confined in a small space and buried alive, and so on, can all take their toll on a person's mind. Whether such experiences inflict Insanity Points is best adjudicated by the GM since some characters are less likely to be deeply affected by the horror while other characters may be more susceptible. **Table 3-3: Mind-Rending Encounters** provides a few benchmarks for GMs to gauge just how awful something is.

FORBIDDEN TEXTS

For every rank of Knowledge (Forbidden Lore) gained through researching forbidden or unnerving texts, you gain 1 Insanity Point. Insanity Points gained in this way cannot be removed through magical healing and may only be removed by gaining madness (see **Madness**).

CREATURES

While magical creatures are an accepted reality to most Freeporters, such knowledge doesn't make encountering them any easier. Truly, the average Freeporter is not likely to encounter dragons, shambling undead, and the like through ordinary experience and an encounter with these horrors can leave a person forever after changed. As a result, most creatures in the *MM* and other sources can bestow Insanity Points regardless of the creature's motivations or alignment.

The default assumption is that all creatures outside of animals and humanoids can bestow Insanity Points. Whenever a character encounters a creature of any type other than the ones already mentioned, she must succeed on a Will save (DC equals 10 + one-half the creature's Hit Dice + the creature's Charisma modifier). If she succeeds on the save she gains no Insanity Points and is not at risk of gaining Insanity Points from creatures of that type for 24 hours. If she fails on the save she gains Insanity Points as shown on **Table 3-4: Creatures and Insanity Points**.

INSANITY AND FEAR

In addition to the long-term effects of accumulated Insanity Points, characters that gain Insanity Points may also suffer from a fear effect (any fear effect gained from Insanity Points does not itself inflict more Insanity Points—that would be silly). The intensity of the fear is determined by the degree to which the character or characters failed the Will save as shown on **Table 3-5: Insanity and Fear**. A fear effect lasts for a number of rounds equal to the Insanity Points gained. Each round, a character is entitled to a new Will save (a free action) to get a grip on himself and reduce the fear effect's intensity by one-step (from panicked to frightened, frightened to shaken, and shaken to normal).

REMOVING INSANITY POINTS

Although Insanity Points do not go away on their own, there are a few ways to remove them, thus restoring the minds of the characters so that they can embark on new adventures and thwart the monstrous threats of all manner of terrifying cults and creatures.

MAGIC

The easiest way to remove Insanity Points is with spells. A *lesser restoration* spell removes 1d4 Insanity Points, while a *restoration* spell removes all Insanity Points. Finally, a *calm emotion* spell suppresses the effects of Insanity Points for the duration of the spell.

HEALING

A character afflicted with Insanity Points can be helped with a use of the Heal skill. A character that spends a week (at least 4 hours each day) with an afflicted character and succeeds on a DC 25 Heal check may remove 1 Insanity Point from that character. The subject of this treatment cannot benefit from more than one Heal check in this way per week.

MADNESS

Madness in *d20 Freeport* functions as a release valve for accumulated Insanity Points. As a character accumulates these points, he must endure the reduced Wisdom score, with a number of effects on the character as described under the **Consequences of Insanity Points**. To give characters a chance to eliminate Insanity Points without need of a spell or extensive healing, a character can spend Insanity Points to acquire a madness. Acquiring a madness is not required since player

TABLE 3-6: SHORT-TERM MADNESS

d%	Effect
01–20	You faint. You can be awakened by vigorous action taking 1 round; thereafter, you are shaken until duration expires.
21–30	You have a screaming fit and must spend a standard action each round for the duration of the effect to continue screaming.
31–40	You become panicked for the duration.
41–50	You show physical hysterics or emotional outbursts (laughing, crying, and so on). You are shaken and must succeed on a DC 15 Concentration check to cast spells for the duration.
51–55	You babble in a torrent of incoherent speech. You are shaken and casting spells with verbal components is impossible for the duration.
56–60	You are gripped with an intense phobia and are shaken and cannot move from your square for the duration of the effect.
61–65	You become homicidal and attack the closest creature each round for the duration of the effect.
66–70	You suffer hallucinations and take a –4 circumstance penalty to all attack rolls, saving throws, and skill and ability checks for the duration.
71–75	You are gripped with echopraxia or echolalia (doing or saying whatever those nearby do or say; 50% chance of either). You can take no action unless you receive instructions. It requires a swift action to instruct you each round.
76–80	You are gripped with strange or deviant eating desire (dirt, slime, cannibalism, and so on). Each round, you must succeed on a DC 15 Concentration check (a free action) or spend the round indulging this hunger. If you succumb to your hunger, you become sickened for 1d10×10 minutes after this effect wears off.
81–90	You fall into a stupor, assume the fetal position, and can take no actions for the duration.
91–99	You become catatonic. You can stand, but have no will or interest; you may be led or forced to simple actions, but may take no independent actions.
00	Roll on Table 3-7: Long-Term Madness

TABLE 3-7: LONG-TERM MADNESS

d%	Effect
01–10	You perform compulsive rituals (washing hands constantly, praying, walking in a particular rhythm, never stepping on cracks, constantly checking to see if crossbow is loaded, and so on). For the duration, you take a –2 competence penalty on attack rolls, saving throws, and skill and ability checks.
11–20	You have hallucinations or delusions and take a –4 circumstance penalty to all attack rolls, saving throws, and skill and ability checks for the duration.
21–30	You become paranoid and take a –6 competence penalty on all Charisma-based skill checks for the duration.
31–40	You are gripped with severe phobia and refuse to approach the object of the phobia (either the cause of the madness or anything that reminds you of the cause) unless you succeed on a DC 20 Will save.
41–45	You have aberrant sexual desires (exhibitionism, nymphomania or satyriasis, teratophilia, necrophilia, and so on). You take a –4 circumstance penalty to all attack rolls, saving throws, and skill and ability checks for the duration.
46–55	You develop an attachment to a “lucky charm” (embrace object, type of object, or person as a safety blanket; GM’s decision) and cannot function without it—you are considered helpless without the charm.
56–65	You develop psychosomatic blindness or deafness (50% chance of each).
66–75	You have uncontrollable tics or tremors and take a –4 circumstance penalty to all attack rolls, saving throws, and skill and ability checks (except for purely mental ones) for the duration. As well, you must succeed on a DC 20 Concentration check in order to cast spells with somatic components.
76–85	You have amnesia and lose all memories of intimates and for the duration count as having 0 ranks in any Knowledge skills.
86–90	You have bouts of reactive psychosis and function as if under the effects of the <i>insanity</i> spell for the duration.
91–95	You lose the ability to communicate via speech or writing (50% chance of each). Spellcasters who lose speech cannot cast spells with verbal components or magic items with command words. Spellcasters who lose writing gain the illiterate class feature (see the barbarian in the <i>PH</i>) for the duration.
96–00	You become catatonic. You can stand, but have no will or interest; you may be led or forced to simple actions, but may take no independent actions.

characters should eventually find ways to remove Insanity Points, but gaining a madness is a useful way to continue participating in an encounter when the hoard of Insanity Points becomes too much to bear. At any time, a player character may remove a number of Insanity Points to purchase madness. Doing so is a free action and the effects of the madness are immediate.

SHORT-TERM MADNESS

To acquire a short-term madness, a character must spend 2 Insanity Points. Roll on **Table 3-6: Short-Term Madness**. The effects last for 1d10+4 rounds. A *calm emotions* spell suppresses these effects for the duration of the spell.

TABLE 3-8: INDEFINITE MADNESS

d%	Effect
01–15	Anxiety (including severe phobias): You take a –4 competence penalty on initiative checks. As well, you cannot approach the source of your phobia unless you succeed on a DC 20 Will save.
16–20	Dissociative (amnesia, multiple personalities, 50% chance of either): If amnesia, you lose all memory of friends and loved ones. If multiple personalities, roll 1d6 to determine the number of personalities. Each personality has a separate alignment (roll on Table: Random NPC Alignment in the <i>DMG</i>). A random personality emerges whenever you take damage unless you succeed on a DC 20 Will save. Work with your GM to define these personalities. Each personality has access to the same class features, feats, skills, and so on, and is generally not affected mechanically. However, if you have a code of conduct and violate that code while in the control of another personality, that personality loses access to the class features that rely on adhering to the code.
21–25	Eating (anorexia, bulimia): Each month after gaining this madness, lose 10% of your current weight (to a minimum of half your starting weight). Every two months (unless you are force fed and prevented from vomiting), you take a cumulative –2 enhancement penalty to your Constitution score. Should your Constitution fall to 0, you die.
26–30	Impulse control (compulsions): You take a –4 competence penalty on initiative checks. Anytime you are involved in a stressful situation, you must succeed on a DC 20 Will save. On a failed save, you become confused for the duration of the encounter.
31–35	Mood (manic/depressive): Each day, roll 1d6. On an odd result, you become manic and gain a +2 competence bonus on all ability and skill checks for the day. On an even result, you are depressed and take a –4 competence penalty on all ability and skill checks for the day.
36–45	Personality (various neuroses): You take a –2 enhancement penalty to your Charisma score.
46–50	Psychosexual (sadism, nymphomania): You take a –4 competence penalty on all Charisma-based skill checks, except when interacting with other people with psychosexual disorders, in which case you gain a +4 competence bonus instead.
51–70	Schizophrenia/psychotic: Your alignment immediately changes to chaotic neutral and you take a –4 enhancement penalty to your Wisdom score. In stressful situations (<i>i.e.</i> combat), you must succeed on a DC 20 Will save or enter into an uncontrollable rage. This rage functions exactly like a barbarian's rage except you must attack the closest creature (regardless of being an ally or enemy) for the duration of the rage.
71–80	Sleep (night terrors, sleepwalking): Whenever you would rest, you must succeed on a DC 20 Will save or be affected as if by a <i>nightmare</i> spell.
81–85	Somatoform (psychosomatic conditions): At the start of each day, you must succeed on a DC 20 Will save. On a failed save, you become sickened for the remainder of the day.
86–95	Substance abuse: You gain an addiction to a particular substance (<i>i.e.</i> a drug, alcohol, or something similar). See Chapter Five: Goods and Gear for details on addiction.
96–00	Other: You suffer from a bizarre mental sickness. Take a –4 enhancement penalty to your Wisdom score. At the start of each day, you must succeed on a DC 20 Will save or be confused for the remainder of the day.

LONG-TERM MADNESS

To acquire a long-term madness, a character must spend 4 Insanity Points. Roll on **Table 3-7: Long-Term Madness**. The effects last for 1d10 × 10 rounds. A *calm emotions* spell suppresses these effects for the duration of the spell.

INDEFINITE MADNESS

To acquire an indefinite madness, a character must spend 8 Insanity Points. Roll on **Table 3-8: Indefinite Madness**. The effects are permanent. A *calm emotions* spell has no effect on this degree of madness.

REMOVING MADNESS

Acquiring a madness is serious business, even though the effects of short- and long-term madness go away on their own after a time. With indefinite madness, though, a character is saddled with a nasty vulnerability that can interfere with a variety of tasks and can be frustrating if the effects persist overlong. Removing a madness is far more involving than removing Insanity Points, but the price is often worth it since multiple forms of madness can cripple a character beyond repair.

MAGIC

A *heal* spell is required to remove a madness and each casting removes just one form of madness, though it also removes any remaining Insanity Points.

HEALING

A character afflicted with a madness can also be helped with the *Heal* skill. Such treatment requires 1d6 months of confinement during which time the afflicted character is attended by a trained healer. At the end of the treatment period, the healer must succeed on a DC 25 *Heal* check. A *Heal* check that succeeds by 10 or more indicates the character makes a full recovery. A success by less than 10 less indicates that the madness is suppressed for a while, but the madness could resurface at any time. Any time a character with a suppressed madness gains 1 or more Insanity Points, that character must succeed on a DC 20 Will save. If the save fails, the madness reasserts itself immediately.

USING INSANITY

While Insanity Points and madness clearly have their drawbacks, they can also provide certain benefits. The clearest advantage of Insanity Points is the boost divine spellcasters enjoy. An increased effective Wisdom means more and more powerful spells, invaluable resources for such characters assuming they can live with a dreadful Will save and terrible Wisdom and Wisdom-based skill checks.

Certain forms of magic may also require Insanity Points. **Chapter Six** presents a number of spells, incantations, and magic items that all require some amount of Insanity Points or even a madness to employ. In short, while Insanity Points provide certain liabilities, they can also be a great boon to those who dabble in the forbidden.

CHAPTER FOUR: GOOPS AND GEAR

As an important maritime trade city, Freeport sees the comings and goings of all sorts of goods. From barges laden with trade goods freshly harvested from the continent to a variety of weaponry and armor, Freeport sees it all. This chapter expands **Chapter: Equipment** in the *PH* by offering new weapons, armor, and general equipment, while also presenting new rules for drugs, alchemical items, and much more.

WEALTH AND MONEY

The most common coin is the lord, a gold coin of dubious quality (gp). A gold lord is worth 10 silver skulls (sp), with each skull worth 10 brass or copper pennies (cp). Though wealth is broken into these denominations, it's important to note that these are generalizations of the many and various coins in circulation. A gold piece could be a gold crown from the Ivory Ports or an ancient rectangular gold coin from some long forgotten empire. Rather than bog the game down with complex exchange rates, Freeport uses this simplified system to encompass the currency of all peoples and nations.

*"Gold, lad. With it, a common sea dog can be a prince.
Without it, a king is no better than a beggar."*

—Rheumy Pete, Street Preacher

FREEPORT WEAPONRY

The average salt in Freeport is just fine with a sharp sword at his side, but few are the folks that would qualify as "average" in Freeport. The following weapons are certainly not unique to Freeport, but what merits special mention is that they can *all* be found in Freeport.

Belaying Pin: Belaying pins are used to secure ropes on ships and can double as bludgeons when no other weapon is near at hand.

Boarding Axe: These are common weapons aboard ships, quickly grabbed up when combat is in the offing.

Cutlass: The cutlass is a heavy, short-bladed slashing sword with a basket hilt. With a cutlass, you get a +2 circumstance bonus opposed attack rolls made to disarm an opponent (including the roll to avoid being disarmed if such an attempt fails).

Dragon FP: This is the biggest type of pistol found in Freeport. It's named for its huge, smoky discharge that's reminiscent of a dragon's breath.

Gaff: This is a metal hook with a crossbar at the base. It is used to hook fish and lift bales, and occasionally to tear the guts out of enemy sailors.

Gorgon GG: The Gorgon is a musket developed shortly after the Privateer FP.

Greatlance: The greatlance is a favorite of whalers and marines alike.

Harpy GG: This short-barreled weapon uses a simple charge to lob a crude grenade out to some distance. Not exceptionally accurate, it explodes in a 5-foot radius at the point of impact, dealing damage to the creature struck and half this damage to all adjacent targets (secondary targets are entitled to a DC 15 Reflex save to halve this damage).

Medusa GG: The Medusa has a shorter barrel than does the Gorgon due to its close-support role. Unlike other firearms, it is loaded with a bag of small lead pellets. This sprays out a hail of lead in front of the firer, but has abysmal accuracy. A Medusa's shot fills a 30-foot cone, dealing damage to all targets in the area (DC 15 Reflex half).

Privateer FP: A classic firearm, it is one of the more reliable firearms found in Freeport, granting a +1 bonus on the misfire table.

Stinger FP: A small discrete weapon, the Stinger FP is lightweight and easily concealed, granting a +2 bonus to Sleight of Hand checks to conceal the weapon on your person.

Titan GG Swivel Gun: A Titan is too big for a person to wield and so it must be mounted. Like the Medusa, a Titan fires a spray of lead pellets (or, in a pinch, nails or rocks). Ideal for boarding actions, a Titan GG can sweep a deck clear in seconds. Anyone caught in the area of effect takes damage (Reflex DC 18 half). A swivel gun is normally crewed by two men. It takes one man 3 rounds to reload this weapon, or two men working together 2 rounds.

Tulwar: A tulwar is a curved sword with a disk pommel, but its blade curves in a direction opposite to that of other such swords. These uncommon weapons hail from a distant chain of islands home to a people reputed for their psionic prowess.

FIREARMS

In the last few years, a new type of weapon has appeared on the streets of Freeport: the firearm. These weapons are expensive, unreliable, and slow to reload. However, they are easier to master than a longbow and provide flash and bang to those without an aptitude for magic. And with their emergence, they are beginning to change the face of warfare.

The key to the creation of firearms was the discovery of black powder. Dwarves on the continent made this leap several hundred years ago, but they never used it outside of tunneling and demolition. They could see the big bang, but subtler applications eluded them. However, all it took was the innovative genius of a gnome named Kolter to envision a hand-held weapon powered by black powder. Believing himself onto something, he constructed a prototype and took them to the dwarves, only to be rebuffed. Soon after a powerful organization of wizards caught wind of Kolter's invention and they hounded him off the Continent entirely.

Kolter, like many renegades before him, settled in Freeport. He opened a small shop that sold clocks and toys and made a decent living. Late at night, in the privacy of his workroom, he continued his innovative work.

A decade ago, he completed his second prototype, the Kolter Clockwork FP. This was a large pistol with an elaborate clockwork triggering mechanism. The pistol worked after a fashion, but it was unwieldy and he had difficulty finding appropriate ammunition. He tried small darts at first, but the powder inevitably destroyed them. Later he experimented with steel and silver balls, and even diamond chips.



Silver was the most successful of the lot, but its cost was prohibitive. Finally, he settled on lead projectiles. The softness of the metal made them easier to make, and they still packed quite a punch.

Eight years ago, Kolter produced his first salable weapon, the Kolter Privateer FP. This pistol featured a smaller triggering mechanism and lead ammunition. Kolter debuted the pistol at Swagfest that year, and impressed the crowds with its noisy discharge and destructive abilities. A number of pirate captains bought the pistols, and Kolter's star immediately began to ascend.

A new set of problems now beset the gnome inventor. Each pistol was hand crafted and the demand soon outstripped his production capacity. At this point Dirwin Arnig, the gnome representative on the Captains' Council, stepped in. Dirwin saw the potential profit of this new weapon. He convinced Kolter it would be in the best interest of Freeport's gnome community to keep production of firearms "in the family." Dirwin bankrolled an arms factory, while Kolter taught gnome craftspeople how to make the weapons. A monopoly was born.

With funding in place, a factory to craft the weapons, and a staff of employees, the Kolter Clockworks Factory went into full swing. Kolter followed up his popular pistol designs with a musket, a musketoon, and a weapon that proved very popular with pirates: the swivel gun. Kolter has experiment with larger and larger weapons, but he shied away from trying something like a cannon. His reasoning is simple. Black powder explodes with the application of naught but a spark. Cannons would require barrels of powder and thus be terribly vulnerable to spells such as *fireball* and *produce flame*.

After just a few short years, production of the Kolter firearms was at its maximum capacity. Orders kept flowing in, and not just from Freeport. A demonstration of the firearms to the Moon King three years ago let to an order of 500 muskets, which were used to arm his infamous brigade of musketeers. Other kingdoms on the Continent followed suit and as the orders came in, Kolter quickly became one of Freeport's wealthier citizens.

The gold promised by this industry was certainly attractive other entrepreneurs and it didn't take long before some enterprising

engineer dismantled a Kolter firearm and figured out just how they worked. As a result, some in Freeport and elsewhere have begun to produce firearms of many different makes and models. However, the quality of these weapons is uneven and for now, they are generally all unreliable weapons. Some are downright dangerous to those who wield them.

RULES FOR FIREARMS

Although these weapons are fast becoming popular, they are still expensive and uncommon at best, thus using these weapons without penalty requires the Firearms Proficiency. Even with this feat, reloading these weapons is particularly slow. Powder must be poured down the barrel and the lead shot rammed home. It takes 3 rounds to reload a firearm, and the reloading provokes attacks of opportunity (the Firearms Drill feat reduces the reload time to just 1 round).

Firearms are still in their infancy, and are not always reliable. Whenever a 1 is rolled on an attack roll made using a firearm, roll another d20 and consult **Table 4-2: Firearms Misfire**.

If you have iterative attacks, you can only use them if you have several firearms ready to fire and in hand. In fact, unless you have the Quick Draw feat and a loaded pistol or pistols at the ready, you may still only make one attack per round. This limitation also applies if you have the Rapid Shot feat.

Firearms can be magically enchanted like other ranged weapons, but the ammunition cannot. Firearms follow the standard rules for magical item creation and cost. However, they cannot be enchanted with the special abilities Speed or Brilliant Energy.

WET POWDER

One of the greatest limitations of firearms is the vulnerability of black powder to moisture. Not only does this make firearms useless underwater, but they might also misfire or refuse to work even if they are merely splashed by seawater or dampened by rain and humidity. Keeping one's powder dry is not always easy.

TABLE 4-1: WEAPONS

Simple Weapons	Cost	Dmg (S)	Dmg (M)	Critical	Range Increment	Weight	Type
<i>Light Melee Weapons</i>							
Belaying Pin	—	1d3	1d4	×2	10 ft.	1 lb.	Bludgeoning
Boarding Axe	6 gp	1d4	1d6	×2	—	2 lb.	Slashing
Gaff	2 gp	1d3	1d4	×3	—	1 lb.	Piercing
Martial Weapons	Cost	Dmg (S)	Dmg (M)	Critical	Range Increment	Weight	Type
<i>One-Handed Melee Weapons</i>							
Cutlass [†]	20 gp	1d4	1d6	18–20/×2	—	6 lb.	Slashing
Tulwar	20 gp	1d4	1d6	18–20/×2	—	4 lb.	Slashing
<i>Two-Handed Melee Weapons</i>							
Greatlance	20 gp	1d8	1d10	×3	—	15 lb.	Piercing
Exotic Weapons	Cost	Dmg (S)	Dmg (M)	Critical	Range Increment	Weight	Type
<i>Firearms</i>							
Dragon FP	500 gp	2d8	3d8	20/×3	20 ft.	4 lb.	Ballistic
Ammunition (10)	4 gp	—	—	—	—	2-1/2 lb.	—
Gorgon GG [‡]	400 gp	3d6	4d6	20/×3	50 ft.	10 lb.	Ballistic
Ammunition (10)	3 gp	—	—	—	—	2 lb.	—
Harpy GG [‡]	650 gp	2d6	3d6	20/×2	30 ft.	7 lb.	Ballistic
Grenade (1)	25 gp	—	—	—	—	1 lb.	—
Medusa GG [‡]	750 gp	1d12	3d6	20/×2	Special	8 lb.	Ballistic
Ammunition (10)	6 gp	—	—	—	—	3 lb.	—
Privateer FP	400 gp	2d6	3d6	20/×3	30 ft.	3 lb.	Ballistic
Ammunition (10)	3 gp	—	—	—	—	2 lb.	—
Stinger FP	100 gp	2d4	3d6	20/×3	10 ft.	1 lb.	Ballistic
Ammunition (10)	2 gp	—	—	—	—	1 lb.	—
Titan GG [†]	1,500 gp	2d8	3d8	20/×3	Special	25 lb.	Ballistic
Ammunition (10)	15 gp	—	—	—	—	12 lb.	—

† See entry for special rules

‡ Requires two hands to use.

TABLE 4-2: FIREARMS MISFIRE

Roll	Result
1–3	Kaboom! Weapon explodes and deals its normal damage to you.
4–8	Fouled. The barrel becomes fouled. Before you can use the weapon again, you must spend an hour and succeed on a DC 10 Craft (firearms) check to clean it out. If the check fails, you may make another 1 hour later.
9–12	Jammed. The clockwork firing mechanism jams. Clearing the jam requires 1d6 full-round actions and a successful DC 15 Craft (firearms) checks. If the check fails, you may make another after 1d6 full-round actions spent working on the jam. You may fire the weapon the round after clearing it.
13–16	Weak Charge. You used too little powder to prime the weapon, so the shot is fired with no effect. Reload as normal.
17–20	Failed Ignition. Either the firing mechanism fails to produce a spark or the powder simply fails to ignite. The weapon doesn't go off, but you may fire it again on the following round without having to reload.

In response to this limitation, Johann Krupp, an alchemist living in Freeport, developed a “wet powder” that is resistant to moisture. Wet powder is a blend of conventional black powder with fine magnesium filings. It will burn when damp, and even underwater, but does not have the explosive force of conventional black powder in ideal conditions.

Wet powder behaves similarly to conventional powder with the following exceptions:

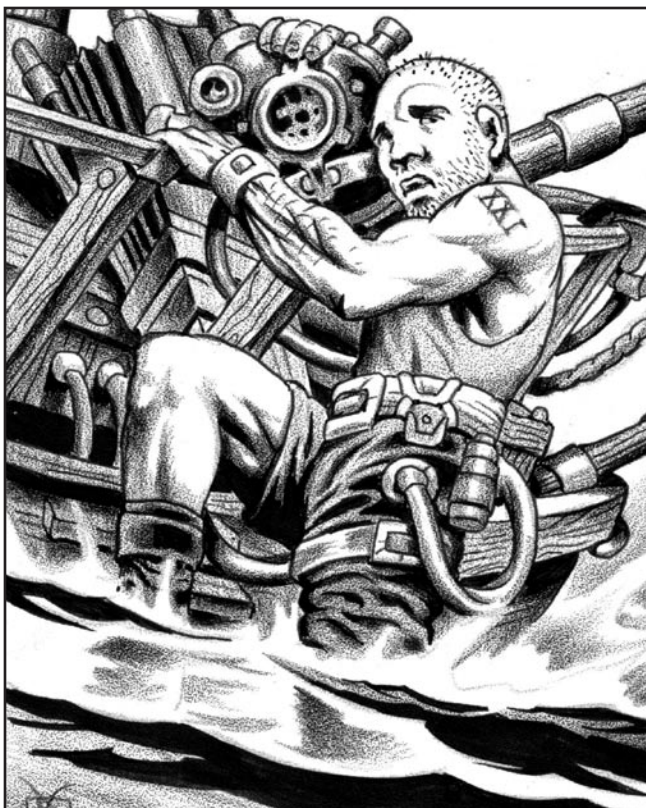
- Out of the water, the weapon's damage is reduced by 2 (minimum 1 point of damage), and the weapon's range increment is halved (round down to the nearest 5-foot increment).
- In the water, the weapon's damage is reduced by 4 (minimum 1 point of damage) and the weapon's range increment is one-quarter its normal distance (round down to the nearest 5-foot increment).

Ammunition that includes wet powder costs three times the normal amount.

GLUBBING FIREARMS

The long reload time of firearms make them less than useful after the first round of combat, especially in close quarters. However, pirates, being such resourceful types, have learned to “club” a discharged firearm—grasping it by the barrel and using the wooden stock as a bludgeoning weapon for melee combat.

Clubbed pistols deal 1d4 points of damage, while clubbed muskets and similar weapons deal 1d6 points of damage. You cannot use a swivel gun in this way. All clubbed firearms threaten a critical on a natural 20 and deal ×2 damage on a confirmed critical hit. Any attack roll that results in a natural 1 using a firearm in this way indicates the weapon is ruined and cannot be fired until repaired, requiring a DC 20 Craft (firearms) check and raw materials equal to one-half the firearm's list price.



FREEPORT ARMOR

All of the armors described in the *PH* can be found in Freeport. This said, certain types of armor are less common than others, with heavy armor being the notable example. Freeport is a city of pirates and sailors, so donning a suit of full plate armor is a death wish for anyone with a sea trade. Since there is virtually no demand for these sorts of armor, most armories don't bother stocking them. Characters looking to acquire heavy armor in Freeport will likely have to wait for the armor to be made. A typical Freeport armorsmith has a Craft (armorsmithing) modifier of +7.

In addition to the normal sorts of armor described in the *PH*, Freeport has a unique type of armor.

Cockleshell Suit: This suit is the Lobstermen's secret weapon. Attached to an air pump, it allows a diver to stay underwater

for hours. The biggest liability of the cockleshell suit is the exposed air hose, which can be severed. The hose has AC 5, hardness 2, and hit points 5.

ADVENTURING GEAR

The following items expand those available in the *PH*.

Aiming Stock: An aiming stock looks like a pitchfork or military fork, but anyone feeling the poor balance will quickly conclude it is not a weapon itself. Rather, it's an aid to help steady the recoil of some of the firearms and give them increased accuracy. As a move action, the aiming stock can be jammed into the ground and a musket laid into its V section.

As long as the firer doesn't move from that spot, all attacks made with the firearm gain a +1 circumstance bonus to hit. At the moment, the only weapon that benefits from the aiming stock is the Gorgon GG musket.

Rummer Modification: 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 can be filled with up to six ounces of liquid. The wielder can uncork the contained and drink one ounce of the contents (or apply one ounce of oil) as a move action that provokes an attack of opportunity. Rummer weapons must be able to contain a volume of liquid—spiked chains, nets, slings, and ammunition cannot benefit from this modification.

Spring-loaded Bayonet: A loaded weapon is a tremendous asset in a fight, but an empty firearm is actually a liability in melee combat. With that in mind, the spring-loaded bayonet is available to those looking for a bit more versatility. A quick flick of a release catch turns a longarm into a spear in an instant. The blade folds under the stock of a Gorgon or a Medusa and can be deployed as a swift action, turning the firearm into a shortspear. The weapons cannot shoot while the bayonet is extended.

SPECIAL SUBSTANCES AND ITEMS

Freeport is home to a number of unique substances and items.

Abyss Dust: The specially treated and ground petals of the sunburst flower, this inhaled powder looks like rich black or deep gray ashes. Users who inhale this substance must succeed on a DC 13 Fortitude save or suffer the initial effects. Ten rounds later, the user must succeed on a second Fortitude save against the same DC or suffer the secondary effects.

Initial Effect: +2 competence bonus to Intelligence and Charisma for 1 hour.

Secondary Effect: 1d4 points of Wisdom damage.

Side Effects: Abyss dust causes hallucinations. Characters under its effects take a –4 competence penalty on all ability checks, skill checks, and attack rolls for 1d3 hours.

TABLE 4-4: ADVENTURING GEAR

Item	Cost	Weight
Aiming Stock	4 gp	4 lb.
Rummer Modification	+500 gp	—
Spring-Loaded Bayonet	5 gp	1 lb.

TABLE 4-3: ARMOR

Armor	Cost	Armor Bonus	Max Dex Bonus	Armor Check Penalty	Arcane Spell Failure Chance	—Speed— (30 ft.)	(20 ft.)	Weight
<i>Heavy Armor</i>								
Cockleshell Suit	800 gp	+4	+1	–6	35%	20 ft.	15 ft.	40 lb.

Overdose: If more than one dose is taken in an 8-hour period, the user takes 1d4 points of Wisdom drain in addition to the Wisdom damage. Using this drug more than twice in a 24-hour period deals 2d4 points of Wisdom drain and causes the user to become nauseated for 1d6 hours.

Addiction: Extreme

Manufacturing abyss dust requires 1 sp of snake weed and a successful DC 15 Craft (poison) check. A check requires 1 hour of work.

Body Parts: The price of body parts (arms, legs, torsos, heads) is a fraction of the cost of the creature's whole body. An arm or leg costs about 10%, heads about 20%, and torsos start at 20% and go nearly to the full body price, especially for hefty creatures. Humanoid body parts are generally available through the black market.

Cadaver: Human bodies are always available—from the Crematorium, floating in the Underside, or sold in the Black Mark. Generally a poor beggar's remains will cost about 100 gp, since it is a low-risk, non-specific request. Corpses of other races are a bit more costly, with most going for 200 gp and elves going for as much as 1,000 gp. For specific requests, the cost is 100 gp × the corpse's Hit Dice or level. Specific requests such as a particular person can cost as much as double the normal price. A humanoid skeleton, on the other hand, costs half as much as an intact (or mostly intact corpse).

Captain's Grog: On the wild seas of the Serpent's Teeth, a captain's first concern (after pirates of course) is a mutinous crew. Since the violent overthrow of three whaling vessels at the turn of the last century, many captains have turned to the brew of rum and tropical herbs now called captain's grog. It is an open secret that the crews of naval vessels are routinely issued casks of the grog instead of plain rum, and many captains wouldn't consider sailing without it.

Anyone who drinks a measure of captain's grog at least once a day for a week straight takes a –4 competence penalty on Intimidate checks and on Will saves against mind-affecting effects. A DC 15 Fortitude save halves these penalties, but a new save must be made after every dose.

A cask holds enough fluid to serve a typical crew drinks for two weeks.

Manufacturing captain's grog requires 500 gp in raw materials and a successful DC 15 Craft (alchemy) check. A check requires 1 day of work.

Devil Wicks: The legendary pirate captain Black Jules was the first to tie matches into his beard and hair before attacking ships at sea, but the humble alchemist Hu Li perfected their modern form, still in use by reavers across the known world.

These slow-burning fuses are tied to the user's hair and beard, and lit before a combat. They burn for 5 rounds, giving off a hellish light and a swirl of fumes. The eerie flames give the user a +2 bonus on Intimidate checks.

When the matches finally gutter out, the user takes 1 point of fire damage.

Marching Powder: This pale yellow powder is a powerful stimulant that helps users overcome fatigue. Users who inhale this substance must succeed on a DC 15 Fortitude save or suffer the initial effects. Ten rounds later, the user must succeed on a second Fortitude save against the same DC or suffer the secondary effects.

Initial Effect: User gains the benefits of the Endurance feat for 2 hours. If the user already has the Endurance feat, the bonus increases to +8.

TABLE 4-5:
SPECIAL SUBSTANCES & ITEMS

Item	Cost	Weight
Abyss Dust	2 sp	—
Body Parts	Varies	Varies
Cadaver	100 gp or more	100–200 lb.
Cask of Captain's Grog	2,000 gp	60 lb.
Devil Wicks	100 gp	—
Marching Powder	50 gp	—
Master Hovith's Tired Liver Tonic	140 gp	—
Salt Draughts	150 gp	—
Snake Weed	1 sp	—
Tallowtack	50 gp	—

Secondary Effect: 1d3 points of Dexterity and Charisma damage.

Side Effects: None

Overdose: For each dose taken beyond the first in a 24-hour period, the user must succeed on a DC 15 Fortitude save or take 1d10 points of damage as the marching powder ravages his system.

Addiction: Medium

Manufacturing marching powder requires 25 gp of miscellaneous supplies and a successful DC 20 Craft (poison) check. A check requires 1 hour of work.

Master Hovith's Tired Liver Tonic: A foul mixture of kaffee, cheap wine, poppy extract, and a few mysterious ingredients, the Liver Tonic is said to be the ultimate cure for just about any ailment. In truth, it is a potent mixture that leaves its users reeling. Users who drink this substance must succeed on a DC 15 Fortitude save or suffer the initial effects. Ten rounds later, the user must succeed on a second Fortitude save against the same DC or suffer the secondary effects.

Initial Effect: –4 competence penalty on all Dexterity checks and Dexterity-based skill checks for 1d6+3 hours. During this time, the target cannot run.

Secondary Effect: –2 competence penalty on all other ability and skill checks, all attack rolls, and saving throws for 1d6+3 hours.

Side Effects: The user gains damage reduction 2/— for the tonic's duration. In addition, he only takes half damage from nonlethal attacks.

Overdose: For each dose taken beyond the first in a 24-hour period, the user must succeed on a DC 12 Fortitude save or pass out in a drunken sleep lasting for 2d12+6 hours. Each dose after the second imposes a cumulative –4 circumstance penalty on the save.

Addiction: Low

Manufacturing the tonic requires 70 gp of miscellaneous supplies and a successful DC 20 Craft (poison) check. A check requires 1 hour of work.

Salt Draughts: A staple of sea voyages, salt draughts are often packed on board in firkins in case of bad weather or shipwrecks. A dose of this vile concoction allows the imbibor to drink liquids like seawater, vinegar, and even urine as if it were fresh water. The effects of one dose last for 24 hours. In addition, for the first minute after drinking salt draughts, the imbibor also gains a +4 bonus on Fortitude saves against poison.

Manufacturing salt draughts requires 75 gp in raw materials and a successful DC 18 Craft (alchemy) check. A check requires 1 hour of work.

Snake Weed: This drug is nothing more than the dried petals of a sunburst flower. Users who inhale this substance must succeed on a DC 11 Fortitude save or suffer the initial effects. Ten rounds later, the user must succeed on a second Fortitude save against the same DC or suffer the secondary effects.

Initial Effect: +1 competence bonus on Will saves for 1d3 hours.

Secondary Effect: 1 point of Wisdom damage.

Side Effects: Snake weed makes its users sluggish and lethargic. A character under the effects of snake weed takes a –2 competence penalty on initiative checks.

Overdose: If more than one dose is taken within an 8-hour period, the user becomes sickened for 1d3 hours. Using this drug more than twice in a 24-hour period causes the user to become nauseated for 1d3 hours.

Addiction: Low

Preparing snake weed requires 5 cp of raw materials and a successful DC 10 Craft (poison) check. A check requires 1 day of work.

Tallowtack: This alchemical mixture is highly prized by thieves, spies, and politicians. Those who manufacture it, and those who use it, closely guard its existence due to the nature of its use. Tallowtack has two functions. When applied to solid wax, tallowtack temporarily gives it the consistency of soft leather, making it easily removed from surfaces without breaking. Mixed with liquid wax, tallowtack forms a fast-setting adhesive.

Spies and forgers use tallowtack to remove the seal from a document without breaking it and to reattach the seal when they are finished. Creating tallowtack requires a DC 30 Craft (alchemy) check.

Poison

Poison is one of the most important weapons in an assassin's arsenal and since Freeport has its fair share of killers, there are plenty of poisons to be had in this city. To manufacture poison, you must have raw materials equal in value to one-half the list price and succeed on Craft (poison) check (DC equals 15 + 1 per 100 gp of the list price). A check represents 1 day of work.

SERVICES

Sometimes the best solution for a problem is to hire someone else to take care of it.

Docking Fees: Freeport's Harbormaster charges each ship a fee for docking in the city. The amount varies depending on whether the ship docks in the Marina (the highest fees), the Warehouse District, the Docks, or Scurvytown. In addition, the fees may vary depending on the season. Typically, a ship's captain must pay 1 penny per yard of his vessel's length, per day.

Hireling, Trained: The amount given is the typical daily wage for mercenary warriors, masons, craftsmen, scribes, teamsters, and other trained hirelings. This value represents a minimum wage; many such hirelings require significantly higher pay.

DRUG ADDICTIONS

Drug addictions function much like diseases as described in the *DMG*. The characteristics of certain forms of addiction are summarized on the table below. Upon initial exposure (any time a character imbibes or applies a drug with an addiction rating), the character must succeed on a Fortitude save or become addicted. Instead of having an incubation period as with diseases, a drug has a satiation period, which is the length of time a single dose remains effective in a character's system. Addiction, if not satisfied by further doses of the drug, proceeds like a disease—the character takes ability damage each day unless he succeeds on a Fortitude save.

Addiction Rating: Each drug is rated according to its addictive potential, from lowest (negligible) to highest (extreme). Sometimes, an individual's long-term addiction raises a drug's addiction rating for that individual. Drugs with a negligible rating are not subject to this change. Stronger drugs increase their addiction rating by one step for every two full months a character remains addicted to the drug. A character who recovers from an addiction and later becomes addicted again to the same drug does so at the addiction rating the drug had just prior to his earlier recovery.

Satiation: Each time a user takes a drug to which he is addicted, he is satiated and staves off withdrawal symptoms for the time indicated on the table. Whenever the satiation period expires before the user takes another dose, the DC of the Fortitude save to resist damage (see below) increases by 5. The dose that causes a character to become addicted counts for the purpose of tracking the satiation period.

Damage: An addicted user who is not satiated takes the indicated amount of ability damage each day unless the character succeeds on a Fortitude saving throw.

Recovery: If a character makes two successful saving throws in a row, he has fought off the addiction and recovered, and takes no more damage from withdrawal symptoms. A *lesser restoration* or *restoration* spell might negate some or all of the ability damage caused by an addiction, but the next day the victim may take more ability damage if he continues to fail his Fortitude saves. *Remove disease* immediately causes a user to recover from an addiction, but does not heal ability damage. *Greater restoration* or *heal* causes recovery and restores all ability damage from the addiction.

Addiction Rating	Fort DC	Satiation Period	Damage
Negligible	4	1 day	1d3–2 (can be 0)
Low	6	10 days	1d3 Dex
Medium	10	5 days	1d4 Dex, 1d4 Wis
High	14	1 day	1d6 Dex, 1d6 Wis, 1d6 Con
Extreme	25	1 day	1d8 Dex, 1d8 Wis, 1d6 Con, 1d6 Str

Hiring, Untrained: The amount shown is the typical daily wage for laborers, porters, cooks, maids, and other menial workers.

Messenger: This entry includes horse-riding messengers and runners. Those willing to carry a message to a place they were going anyway may ask for only half the indicated amount.

Ship's Passage: Most ships do not specialize in passengers, but many have the capability to take a few along when transporting cargo. Double the given cost for creatures larger than Medium or creatures otherwise difficult to bring aboard a ship.

TABLE 4-7: SERVICES

Service	Cost
Docking fees	Varies
Messenger	
Same district	2 cp
One district over	4 cp
Three or more districts away	1 sp
Through Scurvytown	extra 5 cp
Through Bloodsalt	extra 1 gp
Rickshaw Ride	
Same district	5 cp
One district over	1 sp
Three or more districts away	2 sp
Through Scurvytown	extra 5 cp
Through Bloodsalt	extra 5 gp
Portage fee	extra 1 cp per bag
Ship's passage	1 sp per league
Whore	
Poor	1 cp per hour
Average	1 sp per hour
Good	1 gp per hour
Excellent	10 gp per hour

OPTIONAL RULES: INGESTED ONSET TIMES FOR POISONS

According to the *DMG*, a character's first exposure to a poison forces that character to make a Fortitude save or suffer the poison's initial effects. While this does make poisons easy to use, ingested poisons rarely kill with a simple taste and nearly all require digestion and dissemination into the bloodstream before they take their effects. As an optional rule, ingested poisons may have a slower onset time to reflect the advantages of using ingested poisons. After a poison is consumed, the victim makes the Fortitude save *after* the onset time has elapsed as shown on the following table. One minute later, the victim must succeed on a second Fortitude save or suffer the secondary effects as normal.

Poison	Onset Time
Amanita Mushroom	2d12 hours
Belladonna	1d10 minutes
Botulin	1d6 hours
Cyanide	1d6 × 10 minutes
Digitalis	1d3 × 10 minutes
Dumb Cane	1d3 × 10 minutes
Fugu Toxin	1d3 × 10 minutes
Hemlock	1d6 × 10 minutes
Ricin	1d3 days
Shellfish Toxin	Immediate

TABLE 4-6: NEW POISONS

Poison	Type	Initial Damage	Secondary Damage	Price
Amanita Mushroom	Ingested DC 11	1d6 Con	1d6 Con	180 gp
Belladonna	Ingested DC 13	1d6 Con	2d8 Con	650 gp
Black Widow Venom	Injury DC 10	1d4 Dex	1d4 Dex	100 gp
Botulin	Ingested DC 16	1d6 Con	1d6 Con	300 gp
Cobra Venom	Injury DC 14	2d4 Str	1d4 Str	200 gp
Curare	Injury DC 17	1d8 Dex	1d8 Dex	1,500 gp
Cyanide	Ingested DC 20	1d6 Con	2d6 Con	1,800 gp
	Inhaled DC 22	2d6 Con	1d6 Con	2,500 gp
	Injury DC 21	2d6 Con	1d6 Con	2,100 gp
Digitalis	Ingested DC 18	2d4 Con	2d4 Con	500 gp
Dumb Cane	Ingested DC 12	1d3 Con	1d8 Con	150 gp
Fugu Toxin	Ingested DC 24	1d12 Con	1d12 Con	3,000 gp
	Injury DC 19	1d8 Str	1d10 Str	750 gp
Hemlock	Ingested DC 11	1d8 Con	1d6 Con	250 gp
Poison Frog Toxin	Injury DC 20	1d6 Dex	2d6 Dex	3,000 gp
Salamander Toxin	Contact DC 10	1d6 Str	1d3 Str	100 gp
Shellfish Toxin	Injury DC 22	4d4 Str	2d4 Str	1,000 gp
	Ingested DC 18	3d4 Str	1d4 Str	650 gp
Stonefish	Injury DC 15	1d8 Con	1d4 Dex	300 gp
Tarantula Venom	Injury DC 10	1d4 Dex	1d3 Dex	120 gp
Venom of the Serpent	Injury DC 20	3d6 hp	2d6 Con	2,000 gp

CHAPTER FIVE: SPELLS AND MAGIC

Freeport is very much a maritime city, typical in that it sees the comings and goings of travelers, it thrives on trade, and it can look the other way when it comes to making a profit. Freeporters' general unwillingness to ask too many questions allows all sorts of strange things to slip inside the city. Certainly, the harbormaster and his agents do their best—well, they try—to keep an eye on goods moving through the Docks, but there are many other ways into the city and even through legitimate means, a stiff bribe can get an official to pretend he never met the smuggler. In short, for as much as Freeporters vocally despise cultists, they have a very real and strong presence in the city and they, more than anyone, derive their power from the city's inability to control what comes inside.

BARD SPELLS

1ST-LEVEL BARD SPELLS

Bewilder: Target becomes shaken and must delay.
Flash/Bang: Create a small explosion to distract your enemies.
Serenity: Suppress Insanity Points for all creatures in a 20-ft. radius.
Unhinge: Target creature gains 1d4+1 Insanity Points.

2ND-LEVEL BARD SPELLS

Fortify Mind^M: Creatures gain resistance to Insanity Points.

3RD-LEVEL BARD SPELLS

Fast Escape: You gain a +30 bonus on Escape Artist checks.

CLERIC SPELLS

1ST-LEVEL CLERIC SPELLS

Serenity: Suppress Insanity Points for all creatures in a 20-ft. radius.
Unhinge: Target creature gains 1d4+1 Insanity Points.

Vigilance: Recipients gain +1 bonus on Listen, Sense Motive, and Spot checks, +2 against enchantment effects.

3RD-LEVEL CLERIC SPELLS

Fortify Mind^M: Creatures gain resistance to Insanity Points.
Starvation: Creatures within 30 ft. become sickened.

4TH-LEVEL CLERIC SPELLS

Ray of Rot: Ray deals 3d6+1 per caster level to wooden creature or object.

6TH-LEVEL CLERIC SPELLS

Firebird^M: Create a quasi-real giant eagle made of fire.

7TH-LEVEL CLERIC SPELLS

Inscribe Yellow Sign^M: Draw maddening sigil of the Unspeakable One.
Pirate's Booty^F: Safeguard the location of a single treasure chest.

UNSPEAKABLE DOMAIN

Granted Power: You cast mind-affecting spells at +1 caster level.

UNSPEAKABLE DOMAIN

- 1 Unhinge:** Target creature gains 1d4+1 Insanity Points.
- 2 Bewilder:** Target becomes shaken and must delay.
- 3 Rage:** Subjects gain +2 to Str and Con, +1 on Will saves, -2 to AC
- 4 Confusion:** Makes subject behave oddly for 1 round/level.
- 5 Secret Form:** Target becomes an aberration and gains Insanity Points.
- 6 Phantasmal Killer:** Fearsome illusion kills subject or deals 3d6 damage.
- 7 Inscribe Yellow Sign^M:** Draw maddening sigil of the Unspeakable One.

GODS OF FREEPORT

In keeping with Freeport's ability to be dropped into any campaign setting, most of the gods mentioned in the *Pirate's Guide* are intentionally generic. You may substitute gods that most closely resemble the portfolios of the Freeport gods or use the game mechanics described in this sidebar as needed.

Deity	Alignment	Domains	Favored Weapons
God of Knowledge	Neutral good	Good, Knowledge, Protection, Travel	Quarterstaff
God of Luck	Chaotic neutral	Chaos, Luck, Trickery	Dagger
God of Murder	Chaotic evil	Chaos, Darkness, Death, Evil	Dagger
God of Pirates	Chaotic neutral	Air, Travel, Water, War	Cutlass
God of the Sea	Neutral	Destruction, Luck, Travel, Water	Trident
God of Warriors	Neutral	Destruction, Protection, Strength, War	Greatsword
Oona, the Cannibal Spirit	Neutral evil	Destruction, Evil, Trickery	Dagger
Unspeakable One	Chaotic evil	Chaos, Death, Destruction, Evil, Unspeakable	Kukri
Yig, Hitthkai Sect	Neutral	Animal, Knowledge, Magic	Quarterstaff
Yig, Sskethvai Sect	Neutral evil	Evil, Strength, War	Scimitar

- 8 **Insanity**: Subject suffers continuous *confusion*.
 9 **Insanity, Mass**: As *insanity*, but multiple targets.

DRUID SPELLS

2ND-LEVEL DRUID SPELLS

Cloud Shape: Modify a cloud's appearance to transmit messages.

3RD-LEVEL DRUID SPELLS

Body of Eyes: Gain immunity to flanking and +10 bonus on Search and Spot checks.

Ray of Rot: Ray deals 3d6+1 per caster level to wooden creature or object.

4TH-LEVEL DRUID SPELLS

Dive: Target creature gains darkvision, bonus on Swim checks, and ability to breathe underwater.

6TH-LEVEL DRUID SPELLS

Firebird^M: Create a quasi-real giant eagle made of fire.

PALADIN SPELLS

1ST-LEVEL PALADIN SPELLS

Vigilance: Recipients gain +1 bonus on Listen, Sense Motive, and Spot checks, +2 against enchantment effects.

RANGER SPELLS

1ST-LEVEL RANGER SPELLS

Vigilance: Recipients gain +1 bonus on Listen, Sense Motive, and Spot checks, +2 against enchantment effects.

SORCERER/WIZARD SPELLS

1ST-LEVEL SORCERER/WIZARD SPELLS

Ench **Bewilder**: Target becomes shaken and must delay.

Unhinge: Target creature gains 1d4+1 Insanity Points.

Evoc **Force Armor**: Gain +8 armor bonus to AC for 1 round.

Illus **Flash/Bang**: Create a small explosion to distract your enemies.

Trans **Subvert Minion**: Take control of one summoned creature.

2ND-LEVEL SORCERER/WIZARD SPELLS

Conj **Saltburst**: Deals 2d4 damage (2d8 to plant and water creatures) within 10 ft.

Stunning Bolt: Ray deals 1d6 nonlethal/caster level (max. 10d6)

Ench **Part Crowd**: Move through crowds at normal speed.

3RD-LEVEL SORCERER/WIZARD SPELLS

Abjur **Fortify Mind^M**: Creatures gain resistance to Insanity Points.

Ench **Body of Eyes**: Gain immunity to flanking and +10 bonus on Search and Spot checks.

Necro **Starvation**: Creatures within 30 ft. become sickened.

4TH-LEVEL SORCERER/WIZARD SPELLS

Illus **Shadow Blade**: Create a blade of semi-solid shadow.

Trans **Dive**: Target creature gains darkvision, bonus on Swim checks, and ability to breathe underwater.

Ray of Rot: Ray deals 3d6+1 per caster level to wooden creature or object.

5TH-LEVEL SORCERER/WIZARD SPELLS

Conj **Firebird^M**: Create a quasi-real giant eagle made of fire.

Necro **Strangle**: 4d6 nonlethal or target suffocates.

7TH-LEVEL SORCERER/WIZARD SPELLS

Conj **Inscribe Yellow Sign^M**: Draw maddening sigil of the Unspeakable One.

Ench **Pirate's Booty^F**: Safeguard the location of a single treasure chest.

8TH-LEVEL SORCERER/WIZARD SPELLS

Evoc **Voice of the Deep**: 1d6/caster level and deafen all within 30 ft.

9TH-LEVEL SORCERER/WIZARD SPELLS

Ench **Insanity, Mass**: As *insanity*, but all within 30 ft.

NEW SPELLS

The following spells are presented in alphabetical order.

BEWILDER

Enchantment (Compulsion) [Mind-Affecting]

Level: Bard 1, sorcerer/wizard 2, Unspeakable 2

Components: V

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Target: One living creature

Duration: 1 round

Saving Throw: Will negates

Spell Resistance: Yes

You spit a filthy word that causes a target to gibber in fear for a few moments.

The target of this spell becomes shaken for 1 round and must delay until the end of the round before it may act.

BODY OF EYES

Divination

Level: Druid 3, sorcerer/wizard 3

Components: V, S, M

Casting Time: 1 round

Range: Personal

Target: You

Duration: 1 minute/level (D)

Eye-shaped spots emerge all over your skin and clothing.

Body of eyes grants you a +10 competence bonus on all Search and Spot checks. As well, while under the effects of this spell, you cannot be flanked. Since you are peering out in all directions at once, you cannot avert or close your eyes to avoid gaze effects or any other effect that relies on sight.

Material Component: The preserved head or eye of a chameleon, spider, or insect.

CLOUD SHAPE

Transmutation

Level: Druid 2

Components: V, S

Casting Time: 1 round

Range: 1 mile/level
Target: One cloud
Duration: 10 minutes/level (D)
Saving Throw: None
Spell Resistance: No

As you invoke the spirits of the air, a cloud behaves strangely, bending and folding, assuming an entirely unnatural shape that matches your artistic intent.

You alter the appearance of a single cloud (or any other natural cloud or plume of non-magical gas, smoke, or mist) to take on any shape you desire. Generally, the affected cloud is visible from anywhere below it in a 5-mile radius (more or less depending on other conditions at the GM's discretions).

Cloud shape does not grant viewers any ability to understand written messages in the clouds if they don't know the language. Any attempt at cloud portraiture requires a DC 10 Craft (art) check to determine the accuracy of the portrayal.

Once the spell's duration expires, the cloud slowly (or rapidly) loses its shape over a period of 1d6 minutes. As the cloud unravels, witnesses can still determine the cloud's message or appearance by succeeding on a Wisdom check (DC 5 + 5 per minute that passes after the end of the spell).

While under the effects of this spell, the cloud is resistant to any non-magical winds, holding its shape even in a gale. However, magical winds of strong or stronger force disperse the target cloud immediately.

DIVE

Transmutation

Level: Druid 4, sorcerer/wizard 4
Components: V, S, M/DF
Casting Time: 1 standard action
Range: Touch
Target: Living creature touched
Duration: 10 minutes/level
Saving Throw: Will negates (harmless)
Spell Resistance: Yes (harmless)

Salt water bubbles up between your fingers as you press your hands to the target of this spell.

Dive grants the recipient the ability to withstand the environmental perils of the murky depths. The recipient of this spell gains the ability to breathe underwater, a +8 enhancement bonus on Swim checks, and darkvision out to a range of 30 feet for the duration of the spell. In addition, while affected, the recipient can move and attack normally while underwater, even with slashing and bludgeoning weapons.

Dive does not make creatures unable to breathe air.

Arcane Material Component: A tiny bronze bell.

FAST ESCAPE

Transmutation

Level: Bard 3
Components: S
Casting Time: 1 immediate action
Range: Personal
Target: You
Duration: 1 round

A slippery substance coats your body, making easier to wriggle free from tight spots.

You gain a +30 competence bonus on Escape Artist checks.

FIREBIRD

Conjuration (Creation) [Fire]

Level: Cleric 6, druid 6, sorcerer/wizard 5
Components: V, S, M
Casting Time: 10 minutes
Range: Close (25 ft. + 5 ft./2 levels)
Effect: One firebird
Duration: 1 hour/level
Saving Throw: None
Spell Resistance: No

The complex diagram you inscribed with the rare ashes erupts in brilliant flames as a massive flaming bird rises out of the conflagration. It looses a strange cry sounding of crackling fire before turning to regard you with white-hot eyes.

You create a quasi-real birdlike creature composed of roaring flames. It resembles a giant eagle with red, orange, and white flames in place of feathers, and even has a saddle and bridle. It acts immediately when it appears on your turn. It responds to simple mental commands and can be ordered to attack your enemies or bear you as a rider or any

other command listed under the Handle Animal skill in the PH. You and you alone can ride the creature safely; any other creature mounted on the firebird takes 1d6 points of fire damage each round. For as long as you ride the firebird, you gain a +1 luck bonus on all saving throws

and resistance to fire 10. A *firebird* has the following statistics.

FIREBIRD	GR -
N Large magical beast Init +3; Senses low-light vision; Listen +6, Spot +15 Aura unnatural (30 ft., DC 12) Languages understands Common	
AC 15, touch 15, flat-footed 12 (-1 size, +3 Dex, +3 deflection) hp 26 +1/caster level (4 HD); DR 5/magic Immune fire Resist evasion Fort +5, Ref +7, Will +3	
Spd 10 ft. (2 squares), fly 160 ft. (average); Flyby Attack Melee 2 claws +7 (1d6+4 plus 1d6 fire) and bite +2 (1d8+2 plus 1d6 fire) Space 10 ft.; Reach 5 ft. Base Atk +4; Grp +12 Atk Options fiery attack	
Abilities Str 18, Dex 17, Con 12, Int 10, Wis 14, Cha 10 Feats Alertness, Flyby Attack Skills Knowledge (nature) +2, Listen +6, Sense Motive +4, Spot +15, Survival +3	
Unnatural Aura (Su) Animals will not willingly approach within 30 feet of a <i>firebird</i> , and if forced to do so, they must succeed on a DC 12 Will save or become panicked for as long as they remain within 30 feet and for 4 rounds thereafter. The save DC is Charisma-based.	
Fiery Attack (Su) A firebird's natural attacks deal an extra 1d6 points of fire damage.	

Material Components: A pound of volcanic ash used to draw a diagram on a flat surface and a bloodstone worth 50 gp.

FLASH/BANG

Illusion (Figment)

Level: Bard 1, sorcerer/wizard 1

Components: V

Casting Time: 1 swift action

Range: 10 ft.

Area: Cone-shaped burst

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

With a quick verbal command, you create a bright flash of light, a thunderclap, and a puff of smoke.

Flash/bang creates a cone of thick smoke that grants you total concealment from creatures in the area. The smoke dissipates at the start of your next turn.

FORCE ARMOR

Evocation [Force]

Level: Sorcerer/wizard 1

Components: V

Casting Time: 1 immediate action

Range: Personal

Target: You

Duration: 1 round

Upon speaking a short arcane phrase, a dimly visible field of power surrounds you.

Force armor grants you a +8 armor bonus to armor class for 1 round. Since this is a force effect, the armor bonus applies to attacks made by ethereal or incorporeal creatures.

FORTIFY MIND

Abjuration

Level: Bard 2, cleric 3, sorcerer/wizard 3

Components: V, S, DF/M

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Target: One living creature per level

Duration: 1 round/level (D)

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

The snake weed in your hands ignites sending plumes of sweet smelling smoke into the air.

Whenever a creature warded by *fortify mind* would gain Insanity Points, that creature first reduces the number of Insanity Points by 1 point per five caster levels (2 points at 5th, 3 points at 10th, 4 points at 15th, and 5 points at 20th).

Arcane Material Component: A bag of snake weed (5 gp).

INSANITY, MASS

Enchantment (Compulsion) [Mind-Affecting]

Level: Sorcerer/wizard 9

Targets: One creature/level, no two of which can be more than 30 ft. apart

This spell functions like *insanity*, except as noted above.

INSCRIBE YELLOW SIGN

Conjuration (Creation) [Evil, Mind-Affecting]

Level: Cleric 7, sorcerer/wizard 7, Unspeakable 7

Components: V, S, M, special (see text)

Casting Time: 1 round

Range: Touch

Effect: One yellow sign

Duration: Instantaneous

Saving Throw: Will partial (see text)

Spell Resistance: No

Just as soon as you smear the prepared materials onto a surface, they combine, twisting and writhing, issuing puffs of acrid smoke, until they finally coalesce into a disturbing sigil that glows with a malevolent saffron hue.

You inscribe a potent version of the Yellow Sign, the symbol of the Unspeakable One. Any living creature with an Intelligence of 3 or higher that gazes upon the sigil automatically gains 1 Insanity Point and must succeed on a Will saving throw against the spell's DC or gain 1d4+1 Insanity Points per two caster levels (maximum 1d4+10). Creatures that fail this save by 5 or more become shaken for 10 rounds, while those that fail by 10 or more are panicked for 10 rounds and

NONMAGICAL YELLOW SIGNS

Inscribe Yellow Sign allows a spellcaster to create a powerful version of the more mundane sigil used by cultists of the Unspeakable One, and although this is the preferred method to honor the King in Yellow, few cultists have the power or means to cast this spell, let alone the mental resolve to gaze upon its uncanny form for long. Thus, many cultists make do by inscribing a mundane Yellow Sign, packing the carving with gold, sulfur, or some other yellow substance.

Generally, this symbol is no more powerful than any other religious symbol or image employed by divine spellcasters, however, the inscriber may make attempt a DC 25 level check to call upon the Unspeakable One's attention while scribing. If this check succeeds, the Yellow Sign becomes imbued with malevolent power. Henceforth, all evil spells cast in a square adjacent to the sign are cast at +1 caster level. As well, anyone who looks upon the empowered sigil must succeed on a DC 15 Will save or gain 1 Insanity Point.

DESTROYING THE YELLOW SIGN

Once inscribed—mundane, empowered, or magical—the Yellow Sign can be destroyed as any other inscription, such as by tearing the parchment, shattering the stone, burning the painting on which it has been described. The Yellow Sign has the hardness, hit points, and break DC of the material where it's found.

then shaken for 1d12 hours thereafter. Animals, while not subject to the Insanity Points effect, will not willingly approach within 30 feet of the *Yellow Sign* and if forced to do so, they become panicked for as long as they remain within 30 feet.

Finally, all evil spells cast within 30 feet of the Yellow Sign are cast at +1 caster level.

Material Component: Mercury and phosphorus, plus powdered lead, sulfur, and arsenic with a total value of 5,000 gp.

Special Component: You must have 6 or more Insanity Points to cast this spell.

PIRATE'S BOOTY

Enchantment (Compulsion) [Mind-Affecting]

Level: Cleric 7, sorcerer/wizard 7

Components: V, S, F, M

Casting Time: 10 minutes

Range: 1 mile

Targets: 100 HD of living creatures

Duration: Permanent

Saving Throw: Will negates

Spell Resistance: Yes

As you intone the final words of the ritual, you completely forget what it was that you were doing.

This spell is cast in conjunction with the burial of a chest of treasure. A successful casting of this spell immediately eliminates any recollection of the burial site as well as the contents of the treasure chest from up to 100 Hit Dice of living creatures within the spell's range. You may also choose to lose your memory of the site, but within a day of casting the spell, a tattooed map appears on your back. At your option, you may grant a single creature, which can be you, the ability to decode the map and thereby gain full memory of the location and the treasure chest's contents, even if the target was not present at the time of the original burial.

Focus Component: One treasure chest and all its contents.

Material Components: The head of a sailor with sewn-up eyes and mouth, which is buried with the chest.

PART CROWD

Enchantment

Level: Sorcerer/wizard 2

Components: V, S

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Target: 1 crowd or swarm

Duration: 1 round/level (D)

Saving Throw: None

Spell Resistance: Yes

The crowd seems to flow around you as if you were not there.

A swarm or crowd (see *Crisis in Freeport*) of creatures parts to make way for your passage and immediately closes ranks after you pass. While affected by this spell, a crowd or swarm does not hinder your movement and deals no damage to you if you end your movement in a square occupied by the crowd, however you are still affected by the target's distraction ability.

RAY OF ROT

Transmutation

Level: Cleric 4, druid 3, sorcerer/wizard 4

Components: V, S, M/DF

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Effect: Ray

Duration: Instantaneous

Saving Throw: Fortitude negates (object)

Spell Resistance: Yes (object)

A sickening brown ray leaps from your outstretched fingertip. The stench of rotting plant matter fills the air.

You must succeed on a ranged touch attack to strike a target. The ray deals 3d6 points of damage +1 per caster level (maximum +15) to a wooden creature or object it strikes. This attack ignores hardness. If the object or creature is reduced to 0 hit points, it collapses into a pulpy mass of black goo.

Arcane Material Component: A shipworm or termite encased in amber.

SALTBURST

Conjuration (Creation)

Level: Sorcerer/wizard 2

Components: V, S

Casting Time: 1 standard action

Range: Long (400 ft. + 40 ft./level)

Area: 10-ft. radius burst

Duration: Instantaneous

Saving Throw: Fortitude half

Spell Resistance: Yes

Barking the sharp words of creation, you cause a large jagged rock of salt to appear and shatter, sending razor-sharp shards of death in all directions.

All creatures in the area take 2d4 points of damage. Creatures of the plant type or with the water subtype instead take 2d8 points of damage.

SECRET FORM

Transmutation [Evil]

Level: Unspeakable 5

Components: V, S, M, special

Casting Time: 1 standard action

Range: Medium (100 ft. + 10 ft./level)

Target: One living creature

Duration: 1 round/level

Saving Throw: Will partial

Spell Resistance: Yes

You crush the bloody meat between your fingers, sending ropes of gore spraying in all directions. Your target erupts in a mass of glistening tentacles, slaving maws, and winking eyes.

Your target gains 1 Insanity Point and its type changes to aberration for the duration of the spell. If the target fails its Will save, its alignment changes to chaotic evil, it increases its natural armor bonus by your Wisdom modifier, and it gains 1 Insanity Point per round until the duration expires. When the spell ends, the target is fatigued.

Material Component: Fresh human brains.

Special Component: You must have 6 Insanity Points to cast this spell.

SERENITY

Enchantment (Compulsion) [Mind-Affecting]

Level: Bard 1, cleric 1

Components: V, S, DF

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)
Area: Creatures in a 20-ft.-radius spread
Duration: Concentration, up to 1 round/level (D)
Saving Throw: Will negates (harmless)
Spell Resistance: Yes (harmless)

The fires of madness gutter out in the eyes of your targets as you quietly intone peaceful words to quiet their delusions.

Serenity temporarily reduces the Insanity Point total of all creatures in the area to 0, and affected creatures cannot gain Insanity Points for the spell's duration. In addition, such creatures also gain a +4 morale bonus on Will saves against illusions.

SHADOW BLADE

Illusion (Shadow)

Level: Sorcerer/wizard 4
Components: V, S
Casting Time: 1 standard action
Range: Personal
Effect: One shadow blade
Duration: 1 round/level (D)
Saving Throw: None
Spell Resistance: Yes; see text

A thin blade made of solid shadow springs forth from your hand.

You create a blade fashioned from solidified shadow. Each round, including the round in which you cast this spell, you may attack with the *shadow blade*. Resolve these attacks as a melee touch attack using your base attack bonus plus your Intelligence or Charisma modifier. If the blade hits, it deals 1d6 points of damage plus 1 point per caster level, and threatens a critical on a 19–20. Any creature struck by the shadow blade is entitled to a Will save to recognize its true nature. If the save succeeds, the creature only takes 1d6 points of damage on a successful attack.

STARVATION

Necromancy [Evil]

Level: Cleric 3, sorcerer/wizard 3
Components: V, S, DF/M
Casting Time: 1 standard action
Range: 30 ft.
Targets: All living creatures within 30 ft.
Duration: 1 round/level (D)
Saving Throw: Fort negates
Spell Resistance: Yes

The rotten fruit decays into black muck as living creatures bend and writhe in agony.

Starvation causes living creatures to become gripped with incredible pangs of severe hunger as if they haven't eaten for days. Creatures affected by this spell are sickened for the duration. In addition, the targets must succeed on a Concentration check against the spell's DC each round or be prevented from taking any actions until their next turn.

Arcane Material Component: A piece of rotten fruit.

STRANGLE

Necromancy

Level: Sorcerer/wizard 5
Components: V, S
Casting Time: 1 standard action
Range: Medium (100 ft. + 10 ft./level)
Target: One living creature

Duration: 1 minute/level
Saving Throw: Fortitude partial
Spell Resistance: Yes

As you utter the baleful words, you make a closing action with your hands as if strangling your target.

You drive out all of the air in a target's lungs, causing her to suffocate. If the target fails her save, she immediately falls unconscious (0 hit points). In the following round, the target is entitled to another save. On a failure, that target drops to –1 hit points and is dying. On the third round, the target is entitled to one last save, and if she fails, she dies. The spell immediately ends when the target makes her Fortitude save, though *strangle* deals 4d6 points of nonlethal damage on a successful saving throw.

STUNNING BOLT

Evocation [Electricity]

Level: Sorcerer/wizard 2
Components: V, S
Casting Time: 1 standard action
Range: Medium (100 ft. + 10 ft./level)
Effect: Ray
Duration: Instantaneous
Saving Throw: None
Spell Resistance: Yes

A brilliant ray of crackling electricity streaks from your outstretched finger, leaving behind the smell of ozone.

You must succeed on a ranged touch attack to strike a target. The ray deals 1d6 points of nonlethal damage per caster level (maximum 10d6). Creatures immune to nonlethal damage or electricity damage are immune to this spell. Creatures with resistance to electricity apply twice their normal resistance to the damage dealt by this spell.

SUBVERT MINION

Transmutation

Level: Sorcerer/wizard 1
Components: V, S
Casting Time: 1 standard action
Range: close (25 ft. + 5 ft./2 levels)
Target: One summoned creature
Duration: 1 round/level
Saving Throw: None (see text)
Spell Resistance: No

Bright red glyphs of fire flare from the body of the target summoned creature as you bend it to your will.

Subvert minion allows you take control of a single summoned creature within range. To exert your influence over the creature you must make a caster level check (DC equals 10 + 1/2 the spell effect's caster level + the level of the summon spell). If you beat the DC, the creature comes under your control as if you had cast the summon spell. Henceforth, the creature acts on your turn each round. The summoned creature remains until the end of the original spell's duration.

Special: If you add this spell to your spell book or make it one of your known spells, you gain a +2 competence bonus on all Knowledge (the planes) checks.

UNHINGE

Enchantment (Compulsion) [Evil, Mind-Affecting]

Level: Bard 1, cleric 1, sorcerer/wizard 1, Unspeakeable 1
Components: V, S, DF

Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft./2 levels)
Target: One living creature
Duration: Instantaneous
Saving Throw: Will negates
Spell Resistance: Yes

Inhuman sounds tear free from your mouth and worm their way into the mind of your target.

The subject of *unhinge* gains 1d4+1 Insanity Points per two caster levels (maximum 1d4+5).

VICE OF THE DEEP

Evocation [Force]

Level: Sorcerer/wizard 8
Components: V, S
Casting Time: 1 standard action
Range: Long (400 ft. + 40 ft./level)
Targets: One creature/level, no two of which can be more than 30 ft. apart
Duration: Instantaneous
Saving Throw: Fortitude half
Spell Resistance: Yes

The air ripples as a wave of terrifying force bears down on your targets, crushing them to a pulp.

Vice of the deep subjects its victims to crushing pressure, as if they were hundreds of feet under the sea. All targets take 1d6 points of bludgeoning damage per caster level (maximum 20d6). In addition, victims that fail their save are permanently deafened. Creatures immune to critical hits as well as creatures with the aquatic subtype are immune to the effects of this spell.

VIGILANCE

Abjuration

Level: Cleric 1, paladin 1, ranger 1
Components: V, S
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft./2 levels)
Targets: One creature/level (max. 5 creatures), no two of which can be more than 30 ft. apart
Duration: 4 hours
Saving Throw: Will negates (harmless)
Spell Resistance: Yes (harmless)

Upon completing the incantation, your target's eyes change color, acquiring an unsettling golden hue.

You imbue the recipients of this spell with extra awareness of their surroundings and firm resolve to stay alert. Targets affected by this spell gain a +1 competence bonus on all Listen, Sense Motive, and Spot checks, and a +2 morale bonus on saving throws against enchantment spells and effects.

Note: This spell replaces *vigilance* found in Green Ronin's *Advanced Player's Manual*.

- MAGIC ARMOR, WEAPONS, & ITEMS -

Magic armor may be an important component for most landlubber adventurers, but those who've spent any time at sea know that a suit of armor can be a death sentence. Most magical armors found in Freeport take this fact into account and provide a number of subtle benefits to ensure the wearer is both protected and can use the armor even at sea.

MAGIC ARMOR PROPERTIES

To receive an armor property, a shield or suit of armor must have at least a +1 enhancement bonus.

AUTHORITY

Price: +3,750 gp
Property: Armor
Caster Level: 5th
Aura: Faint necromancy (DC 17)
Activation: —

This suit of armor is emblazoned with symbols of civil, military, or religious authority, plucked from the minds of whoever beholds the suit of armor.

While wearing a suit of armor with this property, you gain a +5 competence bonus on Intimidate checks.

Prerequisites: Craft Magic Arms and Armor, *scare*
Cost to Create: 1,875 gp, 150 XP, 4 days

GUTPURSE

Price: +3,750 gp
Property: Armor

Caster Level: 5th
Aura: Faint transmutation (DC 17)
Activation: —

This suit of armor incorporates a diverse section of concealed features: an array of hidden pouches, false pockets, and concealed blades.

While wearing a suit of armor with this property, you gain a +5 competence bonus on Sleight of Hand checks (the armor's armor check penalty applies normally).

Prerequisites: Craft Magic Arms and Armor, *cat's grace*
Cost to Create: 1,875 gp, 150 XP, 4 days

EMULATION

Price: +3,750 gp
Property: Armor
Caster Level: 5th
Aura: Faint transmutation (DC 17)
Activation: —

This suit of armor is covered with engraved arcane runes. Bits and scraps of parchment are pinned to it as well, each containing a variety of mystical diagrams, words, and other esoteric information.

While wearing a suit of armor with this property, you gain a +5 competence bonus on Use Magic Device checks.

Prerequisites: Craft Magic Arms and Armor, *eagle's splendor*
Cost to Create: 1,875 gp, 150 XP, 4 days

MAGIC WEAPONS

Most magic weapons in Freeport wind up in the city as booty and plunder taken from the corpses of the city's enemies. This provides a startling variety of weapons that range from enchanted firearms to artifact-quality swords.

MAGIC WEAPON PROPERTIES

To receive a weapon property, a weapon must have at least a +1 enhancement bonus.

ADROIT

Price: +1 bonus

Property: Melee weapon

Caster Level: 5th

Aura: Faint transmutation (DC 17)

Activation: —

This weapon is constructed from lightweight materials and features ingenious arches and honeycomb patterns in its construction.

An *adroit weapon* allows you to add your Dexterity modifier in place of your Strength modifier on attack rolls. Adroit weapons weigh 25% less than their non-magical counterparts. If you have the Weapon Finesse feat, you may also add one-half of your Dexterity modifier in place of your Strength modifier on weapon damage rolls made with this weapon.

Prerequisites: Craft Magic Arms and Armor, *cat's grace*

Cost to Create: Varies

GRIPPLING

Price: +2 bonus

Property: Weapon

Caster Level: 9th

Aura: Moderate necromancy (DC 19)

Activation: Swift (command)

This weapon is snarled with cruel hooks and barbs and incorporates a motif of anguished torture and suffering.

When activated, a *crippling* weapon that hits forces the target to make a DC 17 Fortitude save or take a –4 penalty on attack rolls, skill checks, and ability checks for 7 rounds. A *crippling* weapon functions three times per day. Projectile weapons bestow this property on their ammunition.

Prerequisites: Craft Magic Arms and Armor, *symbol of pain*

Cost to Create: Varies

SEA LEGS

Price: +1 bonus

Property: Melee weapon

Caster Level: 8th

Aura: Moderate abjuration (DC 19)

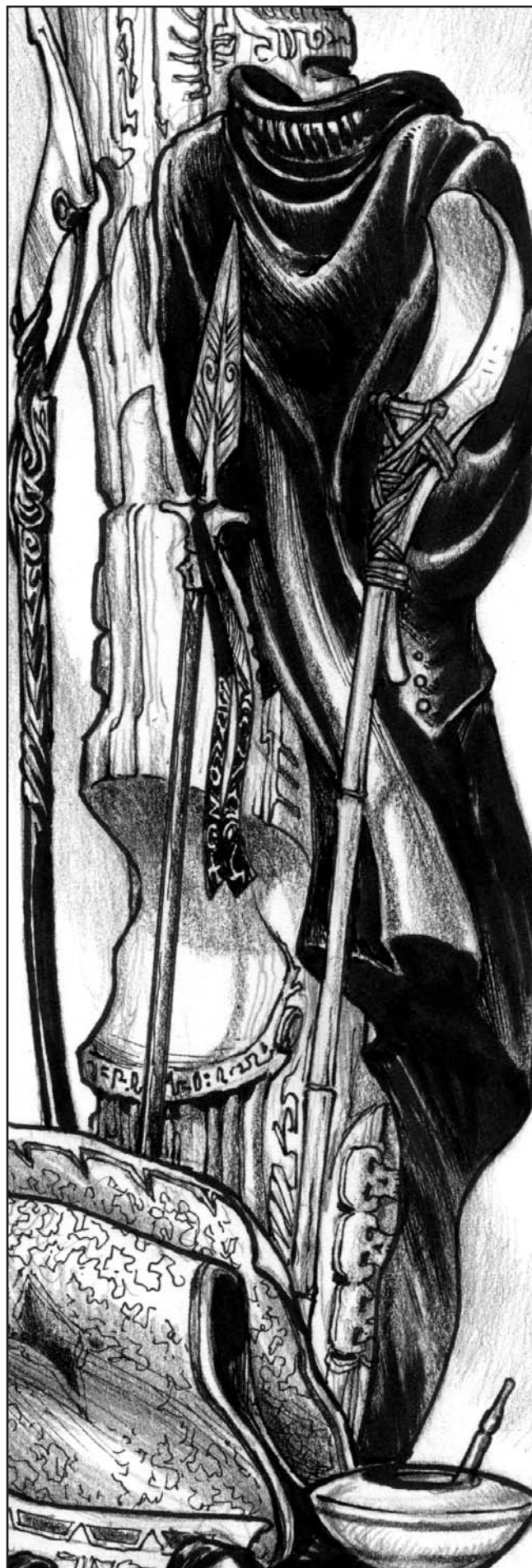
Activation: —

This weapon is decorated with nautical scenes and features a brass grommet that allows it to be lashed to a ship's deck.

A *sea legs* weapon grants you a +1 circumstance bonus on attack and damage rolls when both you and your opponent stand on the deck of a ship. In addition, the weapon grants you a +2 competence bonus on Swim checks.

Prerequisites: Craft Magic Arms and Armor, *freedom of movement*

Cost to Create: Varies



SEPTIC

Price: +1 bonus
Property: Weapon
Caster Level: 7th
Aura: Moderate necromancy (DC 18)
Activation: Swift (command)

This weapon stinks of rot and crawls with flies and maggots.

A *septic* weapon forces a victim struck to succeed on a DC 16 Fortitude save or become infected with filth fever (see **Diseases** in the *DMG*). A *septic* weapon functions three times per day. Projectile weapons bestow this property on their ammunition.

Prerequisites: Craft Magic Arms and Armor, *contagion*
Cost to Create: Varies

TANGLING

Price: +2 bonus
Property: Weapon
Caster Level: 8th
Aura: Moderate conjuration (DC 19)
Activation: Swift (command)

This weapon is sticky to the touch and sweats thick resinous goo.

A Large or smaller creature damaged by a tangling weapon becomes entangled with ropy masses of glue, taking a –2 penalty on attack rolls and a –4 penalty to Dexterity for 5 rounds. In addition, the creature must succeed on a DC 15 Reflex save or be unable to move for the duration. A flying creature struck is not glued to the ground, but must succeed on a DC 15 Reflex save or become unable to fly and fall to the ground.

A creature glued to the floor may break free by succeeding on a DC 17 Strength check or by dealing 15 points of damage to the strands with a slashing weapon. Once free, a creature can move at half speed. A spellcasting creature bound by the sticky strands must succeed on a DC 15 Concentration check to cast a spell. Finally, an application of *universal solvent* instantly dissolves the glue.

A *tangling* weapon functions once per day. Projectile weapons bestow this property on their ammunition.

Prerequisites: Craft Magic Arms and Armor, *web*
Cost to Create: Varies

SPECIFIC MAGIC WEAPONS

Most specific weapons found in Freeport have a colorful story and place in Freeport's long and checkered history.

BALLISTA OF PIERCING

Price: 4,800 gp
Space: 5 ft. × 5 ft.
Caster Level: 12th
Aura: Strong transmutation (DC 21)
Activation: —
Weight: 300 lb.

This otherwise ordinary ballista is strung with a thick metal cord and its arms are forged from spring-steel.

These dread weapons trace their origins back to the first Sea Lords, who used them in the defense of their young city against sahuagin and hostile merfolk. A *ballista of piercing* functions as a +1 *ballista*. In addition, it has two special functions, each useable once per day.

Volley: The *ballista* can be fired to deal 3d8 points of piercing damage to all creatures in a 30-foot cone (Reflex DC 15 half).

Lance: The *ballista* can fire a powerful lance, sending it unimpeded through a number of foes at once. Draw a line from the ballista out to a range of 120 feet. Every creature in line must succeed on a DC 15 Reflex save or take 3d8 points of damage.

Prerequisites: Craft Magic Arms and Armor, *keen edge*
Cost to Create: 2,000 gp (plus 800 gp for the masterwork ballista), 160 XP, 4 days

BEAMSPLITTER

Price: 24,306 gp
Space: Held
Caster Level: 11th
Aura: Moderate transmutation (DC 20)
Activation: —
Weight: 2 lb.

This weapon is a heavy boarding axe with a leather-wrapped handle and crescent shaped blade.

Beamsplitter functions as a +3 *boarding axe*, but deals triple damage against wooden objects and creatures (quadruple damage if the creature is vulnerable to critical hits). When used against a ship's hull, the weapon ignores the ship's hardness.

LEGENDS

Beamsplitter was commissioned years ago by one of the Continental navies for use in scuttling the ships of pirates and raiders (**DC 20 Knowledge—history**). It was lost in the sinking of the Continental warship *Invincible* (sent to the bottom, ironically enough, by pirates) (**DC 25**), but rumors occasionally surface of it in the hands of sahuagin, merrow, and even local pirates (**DC 20 Knowledge—local**).

Prerequisites: Craft Magic Arms and Armor, *ray of rot*
Cost to Create: 12,000 gp (plus 306 gp for the masterwork boarding axe), 960 XP, 24 days

CATAPULT OF ACCURACY

Price: 5,350 gp (light catapult) or 5,600 gp (heavy catapult)
Space: 10 ft. × 10 ft. or 15 ft. × 15 ft.
Caster Level: 16th
Aura: Strong divination (DC 22)
Activation: —
Weight: 1 or 2 tons

This catapult is equipped with a difference engine, a type of counting machine that streamlines the calculation of range, wind speed, and trajectory.

A *catapult of accuracy* functions as a +1 *light* or *heavy catapult* and grants a +5 competence bonus on Profession (siege engineer) checks made to fire it. However, on a natural roll of 3 or less on the check, the *catapult of accuracy* imposes a –5 competence penalty instead. To repair the catapult, you must succeed on a DC 10 Knowledge (architecture and engineering).

Prerequisites: Craft Magic Arms and Armor, *discern location*
Cost to Create: 2,250 gp (plus 850 gp for a masterwork light catapult or 1,100 gp for a masterwork heavy catapult), 180 XP, 5 days

DNULPER

Price: 45,309 gp
Space: Held

Caster Level: 17th
Aura: Strong evocation and necromancy (DC 23)
Activation: —
Weight: 12 lb.

The shaft of this wicked looking guisarme is blackened as if scorched and the blade is a dull gray color.

Dnulper functions as a +2 *unholy guisarme*. In addition, any living, corporeal creature slain by *Dnulper* rises on the following round as a zombie under your control. These creations remain animated until the next sunrise or sunset, whichever comes first. Zombies created by this weapon must remain within 50 feet of the wielder or revert to inanimate corpses. There is no limit to the number or total Hit Dice of zombies that may be created in this manner.

LEGENDS

Dnulper is said to be the creation of Friar Ingiltere, a mad monk and necromancer of Freeport's distant past (**DC 25 Knowledge—history**), and named for the villain's wicked patron, a demon of unsurpassed power (**DC 30**). The weapon's shaft is carved from a lightning-struck trunk of a hangman's tree, and the head is forged from the grave-sword of an ancient chieftain (**DC 25**).

Prerequisites: Craft Magic Arms and Armor, *animate dead*, *unholy blight*, creator must be evil
Cost to Create: 22,500 gp (plus 309 gp for the masterwork guisarme), 1,800 XP, 45 days

RAPIER OF REVENGE

Price: 7,320 gp
Space: Held
Caster Level: 9th
Aura: Moderate enchantment and transmutation (DC 19)
Activation: —
Weight: 2 lb.

This tarnished blade in the old style seems held together with pins and leather wraps.

When first discovered, this weapon functions as a cursed –2 *rapier*. However, when you are first struck in combat, the penalty is replaced by a +1 enhancement bonus on attack and damage rolls against the target that struck you. Each time you are hit by the same opponent in melee, you gain any one of the following effects:

- +1 bonus on attack rolls
- +1 bonus on damage rolls
- +1 bonus to AC
- +1 bonus to the weapon's threat range

These benefits only apply to the opponent that injured you. If multiple opponents strike you in the same round, the bonuses apply to each opponent. The weapon reverts to its normal characteristics whenever you drop your attacker.

Prerequisites: Craft Magic Arms and Armor, *keen edge*, *magic vestment*, *magic weapon*, *rage*
Cost to Create: 3,500 gp (plus 320 gp for the masterwork rapier), 280 XP, 7 days

SHADOW DAGGER

Price: 4,302 gp
Space: Held
Caster Level: 7th
Aura: Moderate illusion (DC 18)

Activation: —
Weight: 1 lb.

The blade of this slender dagger is black and it seems to fade when shadows fall upon it.

A *shadow dagger* functions as a +1 *dagger* that requires a free action to draw or sheathe it. If you have the death attack ability, using this weapon in conjunction with the attack increases the attack's save DC by +2.

Prerequisites: Craft Magic Arms and Armor, *shadow blade*
Cost to Create: 2,000 gp (plus 302 gp for the masterwork dagger), 150 XP, 4 days

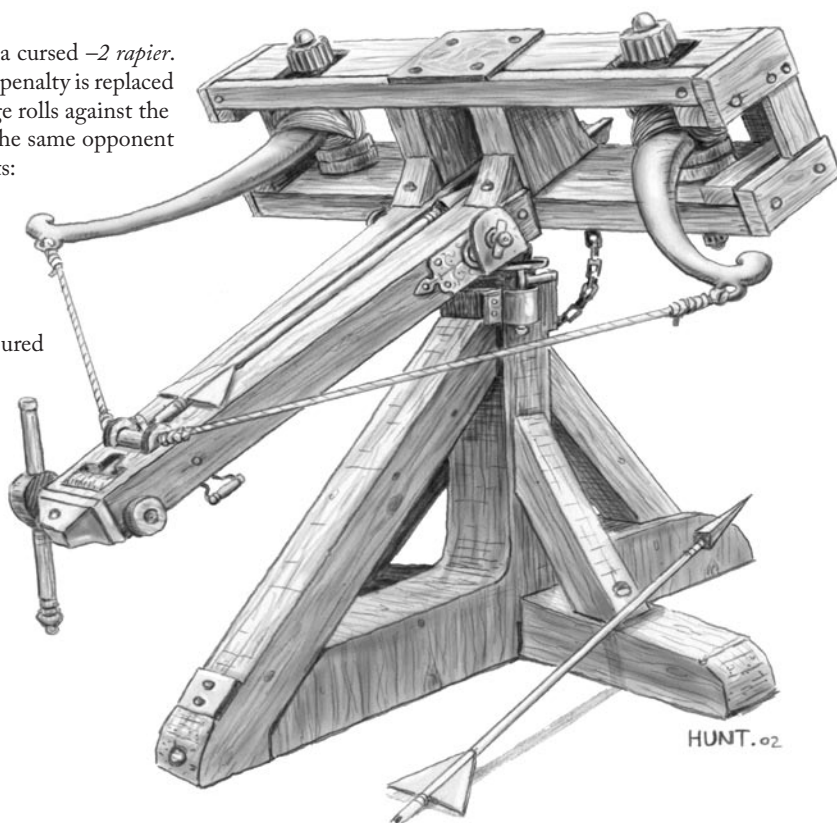
WHALER'S GREATLANCE

Price: 50,320 gp
Space: Held
Caster Level: 15th
Aura: Strong evocation (DC 22)
Activation: —
Weight: 15 lb.

The shaft of this greatlance is formed from a single piece of whalebone covered in scrimshaw hunting scenes. The weapon's head is fully four feet long, with a blade as sharp as a shaving razor.

When this +2 *greatlance of wounding* is used against a creature with the aquatic subtype, its enhancement bonus increases to +4 and it deals an extra 2d6 points of damage.

Prerequisites: Craft Magic Arms and Armor, *mage's sword*
Cost to Create: 25,000 gp (plus 320 gp for the masterwork greatlance), 2,000 XP, 50 days



RINGS

Magical rings are especially useful items in Freeport since they can easily be disguised as ordinary jewelry.

RING OF THE BOAR

Price: 9,000 gp
Space: Ring
Caster Level: 11th
Aura: Moderate necromancy and transmutation (DC 18)
Activation: — and immediate (mental)
Weight: —

This ring is a simple ivory band marked with strange glyphs and sigils.

While wearing this ring, you do not lose consciousness when dying and may continue fighting as if disabled. If you have the Diehard feat, you may continue fighting as if you were disabled until reduced to –20 hit points. At the end of the encounter, if your hit points are –10 or less, you die normally.

In addition, once per day, you may activate the ring to gain 10 temporary hit points. These hit points fade after 1 hour.

Prerequisites: Forge Ring, bear's endurance, false life
Cost to Create: 4,500 gp, 360 XP, 9 days

RING OF BRAVADO

Price: 4,000 gp
Space: Ring
Caster Level: 3rd
Aura: Faint abjuration (DC 16)
Activation: —
Weight: —

This is a simple and plain bronze ring.

While wearing the ring of bravado, any time you would take nonlethal damage, you reduce the damage by 2 (minimum 0).

Prerequisites: Forge Ring, bear's endurance
Cost to Create: 2,000, 160 XP, 4 days

RING OF THE MONKEY

Price: 1,500 gp
Space: Ring
Caster Level: 5th
Aura: Faint transmutation (DC 17)
Activation: — and swift (mental) (see text)
Weight: —

This curious ring is fashioned from coarse hair.

The ring of the monkey allows you to add your Dexterity bonus as a competence bonus on all Climb checks. As well, once per day, you may activate the ring to gain a climb speed equal to your land speed until the start of your next round.

If you have the Athletics feat, the ring's properties improve. You continuously gain a climb speed equal to your land speed for as long as you wear the ring, and you gain a +8 enhancement bonus on Climb checks. You may also choose to take 10 on Climb checks even if rushed or threatened.

Prerequisites: Forge Ring, bull's strength
Cost to Create: 750 gp, 60 XP, 2 days

RING OF THE OSPREY

Price: 2,500 gp
Body Slot: Ring
Caster Level: 11th
Aura: Strength transmutation (DC 21)
Activation: 1 swift action
Weight: —

This translucent bone ring fits snugly over the finger, and once in place, dark images of flying birds appear on its surface.

Once per day as a swift action, the ring of the osprey grants you a 30-foot fly speed with perfect maneuverability for 5 rounds. While activated, you also gain the benefits of the Flyby Attack feat. When the duration expires, you gently float to the ground, as if under the effects of a feather fall spell.

While wearing the ring of the osprey, you may cast known or prepared fly or overland flight spells as a swift action, so long as the ring's daily use has not been expended.

Prerequisite: Forge Ring, Quicken Spell, fly
Cost to Create: 1,250 gp, 100 XP, 2 days

RING OF THE OWL

Price: 2,500 gp
Space: Ring
Caster Level: 5th
Aura: Faint transmutation (DC 17)
Activation: —
Weight: —

This odd ring appears to be fashion from several tiny and delicate bones.

You gain a +5 competence bonus on all Listen checks and a +5 competence bonus on Spot checks made at dusk or in shadowy lighting. However, you also become sensitive to light, taking a –1 competence penalty on attack rolls when exposed to bright sunlight or in the area of a daylight spell.

Prerequisites: Forge Ring, vigilance
Cost to Create: 1,250 gp, 100 XP, 3 days

RING OF THE WOLF

Price: 3,000 gp
Space: Ring
Caster Level: 5th
Aura: Faint evocation (DC 17)
Activation: —
Weight: —

Fashioned from a strip of wolf's pelt, this ring completely covers your finger.

You gain a +2 competence bonus on all Strength checks made to trip your opponent. If you have the Improved Trip feat, you gain a +1 circumstance bonus on attack rolls made against prone targets as well.

Prerequisites: Forge Ring, gust of wind
Cost to Create: 1,500 gp, 120 XP, 3 days

Rods

Rods can come in a variety of shapes and sizes, with a staggering number of functions and uses.

ROP OF THE BUCCANEER

Price: 60,000 gp

Space: —

Caster Level: 18th

Aura: Strong conjuration, evocation, and transmutation (DC 24)

Activation: Standard

Weight: 10 lb.

This heavy, elaborate spyglass is ornamented with dials, levers, and switches all along its length.

Something of a status symbol to the most powerful pirate lords, the *rod of the buccaneer* is a highly coveted item for its surprising array of useful functions. The *rod* normally functions as a +2 *light mace*, but by turning its dials and throwing its switches, it can transform into various weapons and devices.

Switch 1: The *rod* becomes a +2 *keen cutlass*.

Switch 2: The *rod* becomes a +3 *greatlance*.

Switch 3: The *rod* becomes a +4 *punching dagger*.

Switch 4: The *rod* becomes a masterwork spyglass (×3 magnification)

Switch 5: The *rod* separates into two parts, with one acting as an astrolabe and the other as a sextant.

Switch 6: The *rod* becomes a bilge pump capable of removing 10 gallons of water per minute.

In addition to its normal uses, the *rod of the buccaneers* grants access to the following spell-like abilities, each useable once per day: *fog cloud* and *gust of wind*.

Prerequisites: Craft Rod, Craft Magic Arms and Armor, *control water*, *fog cloud*, *gust of wind*, *keen edge*, *polymorph any object*

Cost to Create: 30,000 gp, 2,400 XP, 60 days

STAFFS

Staffs are spell storage devices that contain a specific array of spells.

STAFF OF TEMPESTS

Price: 32,000 gp

Space: Held

Caster Level: 13th

Aura: Strong evocation and transmutation (DC 21)

Activation: Standard

Weight: 4 lb.

Carved from the trunk of a lightning-struck ash, this blackened staff is inscribed with invocations to the spirits of storms and rain, and corkscrewed with copper wire.

The *staff of tempests* allows the use of the following spells:

- Call lightning (1 charge)
- Control weather (3 charges)
- Control winds (2 charges)

In addition, wielding this item grants you resistance to electricity 20.

Prerequisites: Craft Staff, *call lightning*, *control weather*, *control winds*, *protection from energy [electricity]*

Cost to Create: 16,000 gp, 1,280 XP, 32 days

WONDROUS ITEMS

When it comes to magical tools, Freeport's artificers are among some of the greatest in the world. Some of these wondrous items enhance or augment a ship's capabilities. A ship can only benefit from one of

each type of ship device at a time—one figurehead, one crow's nest, and so on. Installing or removing these items requires a DC 25 Craft (shipbuilding) check. This check takes 8 hours of work.

ABACUS OF RAPID CALCULATION

Price: 2,500 gp

Space: Held

Caster Level: 3rd

Aura: Moderate transmutation (DC 16)

Activation: —

Weight: 1 lb.

This counting device is a rectangular wooden frame that holds a series of parallel brass wires, each of which is strung with beads carved from semiprecious gemstones.

You gain a +5 competence bonus on Appraise checks.

Prerequisites: Craft Wondrous Item, *fox's cunning*

Cost to Create: 1,250 gp, 100 XP, 3 days

AMULET OF THE SERPENT

Price: 10,000 gp

Space: Throat

Caster Level: 5th

Aura: Faint abjuration (DC 17)

Activation: —

Weight: 1 lb.

This amulet is crafted to look like a knot of writhing snakes. It glows faintly, giving off a green light.

Wearing this amulet gives you a +2 enhancement bonus to your natural armor and a +4 luck bonus to Fortitude saves against poison.

Prerequisites: Craft Wondrous Item, *barkskin*, *neutralize poison*

Cost to Create: 5,000 gp, 400 XP, 10 days

ARMILLARY SPHERE

Price: 6,000 gp

Space: —

Caster Level: 12th

Aura: Strong conjuration (DC 21)

Activation: 2 hours (see text)

Weight: 60 lb.

This masterpiece of engineering stands just 30 inches in height and is formed from a number of interlocking rings to signify the rotation of the heavenly bodies as well as the movements of the planes.

Maps of the heavens have been circulated since man first looked to the stars, but not until the invention of the *armillary sphere* were the intricacies of planetary and planar movement laid bare. When used in conjunction with conjuration (teleportation) spells that have chances for mishaps, such as the *teleport* spell, the *armillary sphere* reduces the chance for mishap by 20% (reduce the d% roll by 20).

As well, when used to navigate the path of a *plane shift* spell, the *armillary sphere* improves the spell's accuracy by transporting the user only 5d4 miles from the destination rather than the normal 5d100 miles.

To utilize the *armillary sphere*, you must spend at least two hours studying the device and at the end of this time succeed on a DC 20 Knowledge (the plane) check. Each hour spent studying the *sphere* beyond the two required grants you a +1 circumstance bonus (maximum +5) on your Knowledge check.

Prerequisites: Craft Wondrous Item, *find the path*, creator must have 10 ranks in Knowledge (the planes)
Cost to Create: 3,000 gp, 240 XP, 6 days

ASSASSIN'S QUILL

Price: 22,500 gp
Space: Held
Caster Level: 13th
Aura: Strong necromancy (DC 21)
Activation: 1 minute or 1d4 minutes
Weight: —

A coarse black feather that abrades the skin when touched ends at an ink-stained nib.

Once per day, you can use the *assassin's quill* while making a Forgery check. The next creature to read the forged document must succeed on a DC 16 Fortitude save or take 3d6 points of Constitution damage. Ten rounds later, the reader must succeed on a second Fortitude save against the same DC or take an additional 3d6 points of Constitution damage. In addition, possessing the *assassin's quill* grants you a +5 competence bonus on Forgery checks.

LEGENDS

These *quills* are crafted from the feathers of achaierai, vrock, and other foul, feathered creatures of the lower planes (**Knowledge—arcana DC 20**). The nibs are typically stamped from poisonous metals such as cobalt or vanadium (**DC 25**). In an uncharacteristically authoritarian move, the Captains' Council banned possession of the *quills* two decades ago, under penalty of death (**Knowledge—history DC 20**). Only a handful of these items are known to exist, and they all rest in the hands of professional assassins, evil rogues, and fiends (**Knowledge—local DC 30**).

Prerequisites: Craft Wondrous Item, *poison*, *sepia snake sigil*
Cost to Create: 11,250 gp, 900 XP, 23 days

ATOMIZER OF LADY DROOS

Price: 3,000 gp
Space: Held
Caster Level: 3rd
Aura: Moderate necromancy (DC 18)
Activation: Standard
Weight: —

This elegant item is a lady's perfume atomizer with platinum cap and tip, and a ball decorated with tiny freshwater pearls. Its crystal reservoir holds one ounce of liquid.

You may pour a potion, oil, or poison into the reservoir as a full-round action that provokes an attack of opportunity. Once filled, you may spray the contents, covering a 5-foot square with mist. The potion, oil, poison (contact, ingested, or inhaled only) takes effect as normal and can even affect gaseous or incorporeal creatures, provided the substance's effects can normally affect them. Both corporeal and incorporeal creatures can pick up and manipulate the *atomizer*. The atomizer can hold enough fluid for one spray before needing to be refilled.

LEGENDS

Although many versions of this item can be found in Freeport and beyond, the first *atomizer* was commissioned almost a century ago by Lady Droos, a wealthy woman of Freeport haunted by the spirits of her dead family (**Knowledge—history DC 25**).

Prerequisites: Craft Wondrous Item, *ethereal jaunt*
Cost to Create: 1,500 gp, 120 XP, 3 days

BOOTS OF ROPEWALKING

Price: 2,000 gp
Space: Feet
Caster Level: 7th
Aura: Moderate enchantment (DC 18)
Activation: Standard
Weight: —

These comfortable sailor's boots are finely and lightly built, featuring a split toe to help the wearer grasp rigging with his feet.

These boots grant a +5 competence bonus on Balance checks. If you have 5 or more ranks in Balance, you can move your full speed while balancing at no penalty.

Prerequisites: Craft Wondrous Item, *cat's grace*
Cost to Create: 1,000 gp, 80 XP, 2 days

BOS'N'S WHISTLE OF PIPING

Price: 3,000 gp
Space: Held
Caster Level: 7th
Aura: Moderate enchantment (DC 18)
Activation: Standard
Weight: —

This is a fine, silver boatswain's whistle.

This magical instrument grants you a +2 competence bonus on Perform (wind instruments) checks. If you have at least 4 ranks of Perform, all living creatures within 60 feet that can hear you whistle gain a +4 competence bonus on all Profession (sailor) checks for 10 minutes.

Finally, if you have the bardic music ability, you may spend a daily use to play a tune to grant a +2 enhancement bonus to Strength and Dexterity to a single living creature within 30 feet. The bonuses last for a number of rounds equal to your Charisma bonus.

Prerequisites: Craft Wondrous Item, *good hope*
Cost to Create: 1,500 gp, 120 XP, 3 days

CAPTAIN'S CHEST

Price: 2,500 gp
Space: —
Caster Level: 9th
Aura: Moderate conjuration (DC 19)
Activation: Standard (command)
Weight: 50 lb.

Although this item appears to be an ordinary and weathered sea chest, it has an unusual locking mechanism on its face. It's carved to resemble a twisted pirates face with the keyhole as its mouth.

A cursory examination of a captain's chest reveals the usual sundries and personal effects one expects to find in sea chest. However, when you speak the command word, the lid splits in the middle and pushes out to the sides before folding down. From the gap created, a full-sized wardrobe rises up from an extradimensional space, standing eight feet tall, four feet wide, and three feet deep. Opening the wardrobe requires a second command word. The wardrobe has hardness 5, 30 hit points, and a break DC of 25. The wardrobe holds up to 96 cubic feet of supplies and also contains a locked steel chest (Open Lock DC 40) mounted in the floor (hardness 10, 60 hit points, break DC 28), which can hold up to 1 cubic foot.

Prerequisites: Craft Wondrous Item, *secret chest*
Cost to Create: 1,250 gp, 100 XP, 3 days

CARTOGRAPHER'S TABLE

Price: 6,500 gp

Space: —

Caster Level: 5th

Aura: Faint conjuration (DC 17)

Activation: Standard (command)

Weight: 300 lb.

The many drawers in this magnificent wooden drafting table contain an army of mapping tools, including rules and levels, magnifying lenses, compasses, and templates, along with pens, brushes, and inks of a rainbow of colors. It's even equipped with a pair of fine oil lamps.

The cartographer's table grants you a +10 competence bonus on Craft (cartography) checks.

In addition, once per week, you may speak the command to conjure a spectral draftsman to faithfully record landmarks, currents, winds, and any other geographical or oceanographic data that's noticeable without magical means. The spectral draftsman has a Craft (cartography) check modifier of +15 and works for 8 hours before dissipating. The spectral draftsman also has all of the functions and abilities as that created by the *unseen servant* spell.

Prerequisites: Craft Wondrous Item, *unseen servant*

Cost to Create: 3,250 gp, 260 XP, 7 days

COMPASS OF TRUE SEEKING

Price: 8,500 gp

Space: —

Caster Level: 8th

Aura: Moderate divination (DC 19)

Activation: Standard (command)

Weight: 50 lb.

This fine ship's compass is housed in a tall wooden cabinet, its needle suspended in alcohol to stay liquid when sailing at colder latitudes.

Once per day, you may command the needle to locate the nearest source of fresh (non-salt) water, nearest dry land, or nearest ship. The needle functions with perfect accuracy and points unerringly in the direction of the target for 8 hours, after which it reverts to a normal masterwork compass. The item's maximum range is 100 leagues. The needle does not distinguish between clean or brackish water, a tiny island or full continent, or a friendly ship or pirate's galleon.

Prerequisites: Craft Wondrous Item, *locate object*

Cost to Create: 4,250 gp, 340 XP, 9 days

CROW'S NEST OF THE STORMWATCH

Price: 6,000 gp

Space: —

Caster Level: 8th

Aura: Moderate abjuration (DC 19)

Activation: —

Weight: 400 lb.

This enclosed crow's nest fits on the mainmast of a full sailing ship, allowing a sailor to sit in comfort out of the elements while keeping watch for whales, bad weather, or approaching ships. It includes a spyglass mounted to its banister and meteorological instruments to measure rainfall, barometric pressure, and temperature.

Any sailor that takes his watch here gains a +10 competence bonus on Spot checks.

Prerequisites: Craft Wondrous Item, *vigilance*

Cost to Create: 2,500 gp (plus 1,000 gp for the spyglass), 200 XP, 5 days

ELIXIR OF THREE-PART POISON

Price: 2,000 gp

Space: —

Caster Level: 7th

Aura: Moderate necromancy (DC 18)

Activation: Standard

Weight: —

Inside a tiny container is a colorless, odorless fluid.

Elixir of three-part poison is a special magical additive that divides a contact, inhalation, or ingested poison into three component parts that, individually, are harmless, but regain their potency when a target is exposed to all three. The parts all retain their normal delivery methods, so the component parts of a contact poison all require contact to affect the victim. All three parts must be introduced to the victim within a one-hour span or the poison has no effect. The victim only makes the saving throw as normal when exposed to the third ingredient. The separate parts do not register as poison to alchemical tests or *detect poison* spells.

Prerequisites: Craft Wondrous Item, Craft (alchemy) 9 ranks, *poison*

Cost to Create: 1,000 gp, 80 XP, 2 days

FEATHER TOKEN (FLASH)

Price: 300 gp

Space: —

Caster Level: 5th

Aura: Faint evocation (DC 17)

Activation: Standard (command)

Weight: —

This scarlet feather feels warm to the touch.

Upon speaking the command word, the feather token rockets up 200 feet into the sky and bursts into a fountain of scarlet light, illuminating a 500 foot diameter area in bright light and 500 feet further in shadowy light. The light remains for 5 rounds before winking out.

Prerequisites: Craft Wondrous Item, *daylight*

Cost to Create: 1,000 gp, 80 XP, 2 days

FEATHER TOKEN (FOG)

Price: 300 gp

Space: —

Caster Level: 5th

Aura: Faint conjuration (DC 17)

Activation: Standard (command)

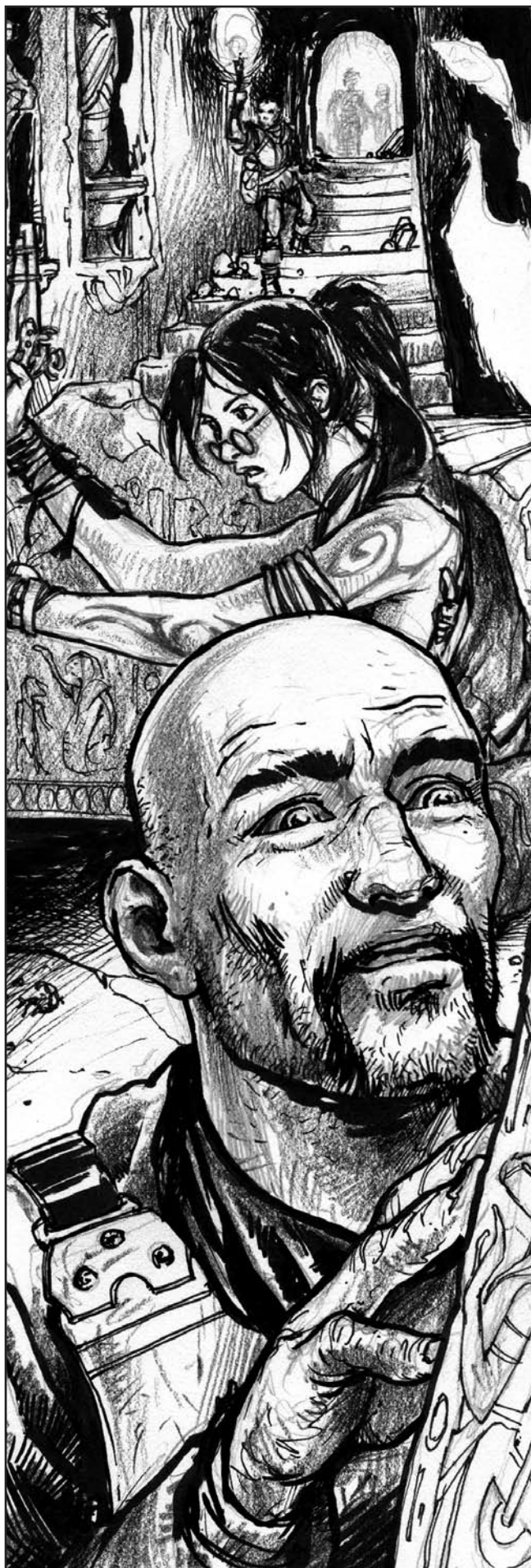
Weight: —

This downy gray feather feels damp.

Upon speaking the command word, the feather token creates a 100-foot radius spread of thick fog granting concealment (20% miss chance) to all creatures in the area. The fog remains for 5 rounds before dispersing. Note a moderate wind (11+ mph) disperses the fog in 4 rounds, while a strong wind disperses the fog in 1 round.

Prerequisites: Craft Wondrous Item, *daylight*

Cost to Create: 1,000 gp, 80 XP, 2 days



FIGUREHEAD OF BLUE WATER

Price: 40,000 gp

Space: —

Caster Level: 10th

Aura: Moderate transmutation (DC 20)

Activation: — or standard (command)

Weight: 150 lb.

This figurehead is carved in the likeness of a beautiful mermaid.

When installed on the prow of a sailing vessel, the *figurehead of blue water* grants everyone on board the ship a +4 luck bonus on all Profession (sailor) checks. Three times per day, any member of the crew who speaks the command word while touching the *figurehead* benefits from a +4 competence bonus on Swim checks and the benefits of *water breathing*. Finally, once per week, a crewman who speaks a different command word while touch the *figurehead* may cast *control winds*.

Prerequisites: Craft Wondrous Item, *control winds*, *water breathing*

Cost to Create: 20,000 gp, 1,600 XP, 40 days

FIGUREHEAD OF PORTAGE

Price: 30,000 gp

Space: —

Caster Level: 11th

Aura: Moderate transmutation (DC 20)

Activation: — or standard (command)

Weight: 250 lb.

This wooden figurehead is carved in the likeness of a red-skinned bull, its horned head twisting in rage, and froth painted on its lips.

On command, once per day, the *figurehead* leaps free from the ship, trailing behind it a stout metal chain. The figurehead then pulls the ship across smooth ground at a rate of 1 mile per day. It follows the commands (stop, start, and heading) of the ship's commanding officer. An animated figurehead of portage has AC 10, hardness 5, hp 90, and a break DC of 30. It cannot attack even to defend itself. Once activated, the *figurehead* operates for up to 48 hours, and after this time, it must wait 24 hours before it can activate again.

Prerequisites: Craft Wondrous Item, *animate objects*, *bull's strength*

Cost to Create: 15,000 gp, 1,200 XP, 30 days

FIGUREHEAD OF VIGILANCE

Price: 30,000 gp

Space: —

Caster Level: 8th

Aura: Moderate abjuration and divination (DC 19)

Activation: — or standard (command)

Weight: 125 lb.

This wooden figurehead resembles a great eagle, its wings outstretched to either side of the ship.

While this item is installed on the ship, every member of the crew gains a +2 luck bonus on Listen and Spot checks, and on all initiative checks.

In addition, the commanding officer may speak the command word to cast any of the following spells, each once per day: *detect animals or plants*, *detect evil*, *detect good*, *detect magic*, and *detect scrying*. These spells all function as normal except their range extends to anywhere on the ship and 60 feet beyond in every direction.

Prerequisites: Craft Wondrous Item, *detect animals or plants*, *detect evil*, *detect good*, *detect magic*, *detect scrying*, *vigilance*

Cost to Create: 15,000 gp, 1,200 XP, 30 days

FIGUREHEAD OF WAR

Price: 45,000 gp

Space: —

Caster Level: 13th

Aura: Moderate abjuration and divination (DC 21)

Activation: — or standard (command)

Weight: 125 lb.

This impressive golden figurehead is wrought to resemble a rampant lion, long fangs bared and claws extended.

Once per day, the ship's commanding officer may activate this figurehead, causing it to come to life and attack the closest enemy as directed by the ship's captain. If the figurehead is reduced to 0 hit points, it is destroyed. A *figurehead of war* remains animated for 8 rounds before it disappears and reappears inanimate and attached to the ship's prow. An animated *figurehead of war* uses the following statistics.

FIGUREHEAD OF WAR	GR —
Always N Large construct Init +2; Senses darkvision 60 ft., low-light vision; Listen +0, Spot +0	
AC 16, touch 11, flat-footed 14 (–1 size, +2 Dex, +5 natural) hp 75 (8 HD); hardness 10 Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death, necromancy effects, critical hits, nonlethal damage, ability damage, ability drain, fatigue, exhaustion, energy drain, effects requiring Fortitude saves (unless they also work on objects), massive damage Fort +2, Ref +4, Will +2	
Spd 40 ft. (8 squares), swim 30 ft. Melee 2 claws +12 (1d6+7) and bite +7 (1d8+3) Space 10 ft.; Reach 5 ft. Base Atk +6; Grp +17 Atk Options improved grab, pounce, rake 1d6+3	
Abilities Str 25, Dex 15, Con —, Int —, Wis 11, Cha 1 SQ construct traits Skills Listen +0, Spot +0	
Improved Grab (Ex) To use this ability, a <i>figurehead of war</i> must hit with its bite 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 rake.	
Pounce (Ex) If a <i>figurehead of war</i> charges, it can make a full attack including two rake attacks.	
Rake (Ex) Attack bonus +12, damage 1d6+3.	

Prerequisites: Craft Wondrous Item, *animate objects*, *summon monster VII*

Cost to Create: 22,500 gp, 1,800 XP, 45 days

GOLD BUG

Price: 5,000 gp

Space: —

Caster Level: 12th

Aura: Moderate divination and transmutation (DC 21)

Activation: Standard (command)

Weight: 1 lb.

This diminutive clockwork beetle is wrought from gold and features a tiny onyx death's head set onto its back. A small key installed on its underside turns easily.

A *gold bug* is a strange magical device designed to root out hidden treasure. When its key is wound, the *gold bug's* antennae sample the air for 2 rounds and then it marches unerringly in the direction of the nearest quantity of

gold, from a single coin to a dragon's hoard. When the *gold bug* is within 10 feet of any quantity of gold, it stops and the death's head on its back pulses dull red for one minute. During this time, any secret doors, snares, pits, or deadfalls within 60 feet of the device glow with the same color. A *gold bug* can operate for one hour before it must be oiled and wound—a process that takes about 10 minutes. Once a *gold bug* has located a cache of gold, it becomes inoperative for one week.

A *gold bug* has hardness 2, 1 hp, and a break DC of 20. If reduced to 0 hit points, the device is destroyed.

Prerequisites: Craft Wondrous Item, *animate objects*, *detect secret doors*, *detect snares and pits*, *locate object*

Cost to Create: 2,500 gp, 200 XP, 5 days

GORGET OF THE GRENADIER

Price: 4,500 gp

Space: Throat

Caster Level: 5th

Aura: Faint transmutation (DC 17)

Activation: —

Weight: 1 lb.

Carved with what at first seem to be flowers, closer inspection of this ceremonial gorget reveals that the etchings are in fact explosions.

For as long as you wear the *gorget of the grenadier*, you get a +1 enhancement bonus on all attack rolls made with thrown weapons. In addition, you may double the range increment of any grenade-like weapon you throw.

Prerequisites: Craft Wondrous Item, *bull's strength*

Cost to Create: 2,250 gp, 180 XP, 5 days

LANTERN OF SIGNALING

Price: 500 gp

Space: Held

Caster Level: 5th

Aura: Faint transmutation (DC 17)

Activation: —

Weight: 1 lb.

This exceptional bullseye lantern features a spring-loaded shutter than can be opened and closed with a finger's tap.

A lantern of signaling grants literacy in naval code (see **Chapter Three**) to the sender and anyone who sees the message.

Prerequisites: Craft Wondrous Item, *tongues*

Cost to Create: 250 gp, 20 XP, 1 day

LOADED DICE

Price: 1,500 gp

Space: —

Caster Level: 3rd

Aura: Faint necromancy and universal (DC 17)

Activation: Standard

Weight: —

Inside a small filthy pouch is a pair of shiny new dice.

Loaded dice grant you a +5 luck bonus on Bluff checks made to gamble (see **Chapter Three**). In addition, if you throw a loaded die at a hard surface, it functions as a thunderstone, though doing so destroys the die. You must have both dice to gain the luck bonus.

Prerequisites: Craft Wondrous Item, *bull's strength*

Cost to Create: 750 gp, 60 XP, 2 days

MUNDANE ROBE

Price: 4,250 gp
Space: Body
Caster Level: 10th
Aura: Moderate illusion (DC 20)
Activation: —
Weight: —

This long robe is well-tailored and stylish, but is otherwise unremarkable.

The mundane robe automatically masks all magical auras when worn, including its own. In addition, while wearing the robe, you may cast *disguise self* three times per day. Finally, the robe confers a +5 competence bonus on all Hide checks.

Prerequisites: Craft Wondrous Item, *disguise self*, *magic aura*
Cost to Create: 2,125 gp, 85 XP, 5 days

SCRIMSHAW OF BATTLE

Price: 15,000 gp
Space: —
Caster Level: 10th
Aura: Moderate enchantment (DC 20)
Activation: —
Weight: —

This large tooth of some aquatic beast bears scrimshaw battle scenes.

All crewmen gain a +1 morale bonus on attack and damage rolls while on board their ship.

Prerequisites: Craft Wondrous Item, *prayer*
Cost to Create: 7,500 gp, 600 XP, 15 days

SCRIMSHAW OF HUNTING

Price: 15,000 gp
Space: —
Caster Level: 10th
Aura: Moderate abjuration (DC 20)
Activation: —
Weight: —

These large teeth are inscribed with scrimshaw hunting scenes.

SCRIMSHAW RELICS

The craft of scrimshaw is one of the truly nautical arts, practiced almost exclusively by sailors on long ocean voyages. Sailors in the Serpent's Teeth do not restrict themselves to whale and walrus ivory; the teeth of sea monsters are also fair game, and some enterprising few even have scrimshawed scenes on the beaks of krakens and giant squids.

When enchanted by a spellcaster, a *scrimshaw relic* has power over an entire crew, and even the seas and winds. In all cases, the bonuses apply only to the sailors and mates who serve on a ship; they do not apply to passengers, captives, or attackers who are on the decks of the ship. To gain the benefits of these items, the *scrimshaw* must be mounted or affixed to the ship's structure—the wall of the wheelhouse is a favorite post. A ship may benefit from just one *scrimshaw relic* at a time. If two are affixed, the *relic* with the higher caster level drowns out the lesser *relic*.

All crewmen gain a +4 morale bonus on saving throws against fear effects while on board their ship.

Prerequisites: Craft Wondrous Item, *remove fear*
Cost to Create: 7,500 gp, 600 XP, 15 days

SCRIMSHAW OF SAILING

Price: 9,000 gp
Space: —
Caster Level: 10th
Aura: Moderate transmutation (DC 20)
Activation: —
Weight: —

Scrimshawed all across this massive beak are images of sailing vessels.

All crewmen gain a +6 competence bonus on Profession (sailor) checks on board their ship.

Prerequisites: Craft Wondrous Item, creator must have 10 ranks of Profession (sailor)
Cost to Create: 4,500 gp, 360 XP, 9 days

SHIP IN A BOTTLE

Price: 15,000 gp (keelboat), 30,000 gp (sailing ship), 75,000 gp (warship), 90,000 gp (galley)
Space: —
Caster Level: 18th
Aura: Strong transmutation (DC 24)
Activation: Standard (command)
Weight: 1 lb.

Inside this clear glass bottle is a meticulously-crafted model ship.

When you lay a *ship in a bottle* upon the water and speak the command word, the bottle becomes filmy and pliable, eventually vanishing as the ship inside grows into a full-sized craft after 1 minute. There are four known varieties: the keelboat, sailing ship, warship, and galley. When the command word is again spoken, the vessel shrinks and returns to its sealed bottle form. Any creature on board the ship is shunted aside as the vessel shrinks. Cargo and nonliving matter on board are shrunk along with the vessel, and the entirety of the bottled ship is held in stasis—food does not spoil, wood does not rot, and even the brass stays polished.

Prerequisites: Craft Wondrous Item, *wish*
Cost to Create: 7,500 gp, 5,600 XP, 15 days (keelboat); 15,000 gp, 6,200 XP, 30 days (sailing ship); 37,500 gp, 8,000 XP, 75 days (warship); 45,000 gp, 8,600 XP, 90 days (galley)

SHIP'S CLOCK OF MIGHTY LIFTING

Price: 5,000 gp
Space: — (see sidebar)
Caster Level: 3rd
Aura: Faint transmutation (DC 16)
Activation: —
Weight: —

This modification attaches heavy snake gears directly to the mainspring and then to a heavy block-and-tackle.

When rigged up, this device allows the ship to haul great weights from its hold, or from the sea onto the deck in the case of a whaling ship. For the purposes of lifting, the block-and-tackle has a Strength of 45.

Prerequisites: Craft Wondrous Item, *bull's strength*, creator must have 10 ranks in Knowledge (architecture and engineering)
Cost to Create: 1,500 gp (plus 2,000 gp for clock and modification), 120 XP, 3 days

SHIP'S CLOCK OF NAVIGATION

Price: 6,000 gp
Space: — (see sidebar)
Caster Level: 11th
Aura: Moderate transmutation (DC 20)
Activation: —
Weight: —

This modification attaches a metronome that ticks out seconds and an alarm that may be set for any fraction of time.

Because of this device's perfect accuracy, it allows a ship to sail blind through the most treacherous waters by reckoning against a sea chart. The ship's clock of navigation grants a +5 competence bonus to Knowledge (geography) checks made to chart a course.

Prerequisites: Craft Wondrous Item, *find the path*, creator must have 8 ranks in Knowledge (architecture and engineering)
Cost to Create: 2,000 gp (plus 2,000 gp for clock and modification), 160 XP, 4 days

STYLUS OF THE UNSPEAKABLE ONE

Price: 35,000
Space: —
Caster Level: 16th
Aura: Strong enchantment (DC 23)
Activation: 10 minutes
Weight: —

SHIP'S CLOCKS

Carried by ships at sea ever since their introduction from a distant land, a ship's clock in its most common form is a simple mantle-piece that displays the hour, the month, and the phase of the moon, though accuracy is very poor. On some ships, a mainspring fully five feet across is laid under the aft castle and the ships' clock is rigged to this enormous contrivance. These clocks are accurate to the second, and because only a fraction of the mainspring's power is tapped, some captains rig toothed gears to the spring and so leach work from the passing of time itself. The price of the modification and clock is 2,000 gp.

This sinister black instrument more resembles a tool of torture than it does a writing pen. Inscribed all along its length are wriggling runes that move of their own accord.

The runes inscribed onto the *stylus of the Unspeakable One* are actually a Valossan prayer to the King in Yellow. To use this item, you must first read the prayer, at which point you gain 1 Insanity Point. Henceforth, once per day, you can use the stylus to inscribe a *symbol of insanity*. You may only use this item if you have 1 or more Insanity Points.

Prerequisites: Craft Wondrous Item, *symbol of insanity*, creator must be chaotic evil
Cost to Create: 17,500 gp, 1,400 XP, 35 days

ARTIFACTS

In addition to the more mundane magic items that can be found in Freeport, the city is also home to a few artifacts of considerable power.

BILE AND LASHES

Price: —
Space: Hands
Caster Level: 27th
Aura: Overwhelming transmutation (DC 28)
Activation: — or standard
Weight: —

These gauntlets are simple oiled leather gloves. The left is stained with tarry black streaks, while the right is marked with cruel stripes, possibly from a scourge.

When you don both gloves, they create a pool of unformed potential that you may harness in several ways. The pool represents a total +10 bonus that you may split between an enhancement bonus on attack and damage with *Lashes*, a resistance bonus to all saving throws, or a deflection bonus to AC. As a free action at the start of your turn, you may allocate these bonuses wherever you like and the effects last until the start of your next turn.

Additionally, you may invoke the power of Lashes as a swift action and make a single melee touch against a creature you threaten. If you hit, the glove deals damage as if you had successfully hit the target with a *disintegrate* spell. Alternatively, you may invoke the power of Bile to throw up a wall of force as the spell. Each use of either ability deals 2 points of Constitution damage to you.

While wearing the gloves, you will never willingly take them off. If they are stolen from you, you must hunt down and kill the thieves as if under the effects of a *geas/quest* spell.

LEGENDS

While chronicled in arcane scrolls and captains' logbooks since the beginning of history, the exact age of *bile and lashes* is unknown. No one is quite certain about from where they came or for what purpose, though in every recorded instance, death heralds their appearance (DC 25 Knowledge—history).

REAVERBANE

Price: —
Space: —
Caster Level: 21st
Aura: Overwhelming abjuration, divination, and evocation (DC 25)
Activation: — or standard
Weight: 4 lb.

The blade of this brilliant weapon is forged of blue steel and etched with holy symbols and prayers dedicated to the Justice God. Its handle is wrapped with platinum wire and the pommel is a platinum eagle's head. The crossbar continues the same theme, being two eagles, wings held close to their bodies, necks craning forth, and beaks open as if screaming.

This feared weapon has been the end of many a buccaneer's career. *Reaverbane* is a +5 *axiomatic thundering longsword*. In addition, while wielding this weapon, you may cast the following spells each once per day (caster level 20th): *dictum*, *magic circle against chaos*, and *order's wrath*. Finally, *Reaverbane* continuously enables you to sense deception and lies as if you were under the effects of a *discern lies* spell.

LEGENDS

Reaverbane was commissioned by a league of merchants in the early days before Freeport's founding and was put to work defending their

ships against the buccaneers and pirates that plagued the Serpent's Teeth (**DC 25 Knowledge—history**). Many a corsair of the day tasted *Reaverbane's* edge—until a distant ancestor of Xavier Gordon captured the weapon from the merchant fleet (**DC 30**). Up until recently, the weapon decorated the wall of the Captains' Council chamber and barely anyone outside of the Council was even aware of its existence or significance. When Marilise became the new Sea Lord, she claimed the weapon as a badge of office. She rarely brings the weapon out, but in times of great need, or when she needs to make an impression, she's sure to have it close by.

RING OF SORCERERS

Price: —

Space: —

Caster Level: 21st

Aura: Overwhelming

divination and transmutation (DC 25)

Activation: See text

Weight: —

This beautifully crafted gold ring is shaped like a serpent biting its own tail. Its eyes are tiny emeralds.

The origin of the *ring of sorcerers* is lost to time, forgotten by even those scholars best versed in arcane lore. What is known is that when placed on a sorcerer's finger, it fills the spellcaster's mind with startling images of a gold dragon and compels the wearer to establish a place of worship for this dragon (DC 18 Will negates).

If you have at least one level of sorcerer, you derive all of the following supernatural benefits when you wear this ring.

Detect Sorcery: As a standard action, you can cast out your senses to detect the presence or absence of a sorcerer. The GM secretly makes a DC 15 Spellcraft check on your behalf and if the check succeeds, you discern the presence of any sorcerer within 100 feet. If a sorcerer casts a spell within this range, you automatically identify the caster as a sorcerer.

Boost Spell: As a swift action, you can increase the save DC of a single spell you cast by +1, or +2 if the target is another sorcerer. You may use this ability once per encounter.

Buttressed against Sorcery: You gain a +4 insight bonus on saves against sorcerer spells.

Metamagic Sorcery: Up to five times per day, you may apply the effects of a metamagic feat you have to a sorcerer spell you cast without modifying the spell's casting time. This ability allows you to make use of the Quicken Spell metamagic feat.

THE SIEGE CANNON

Price: —

Space: —

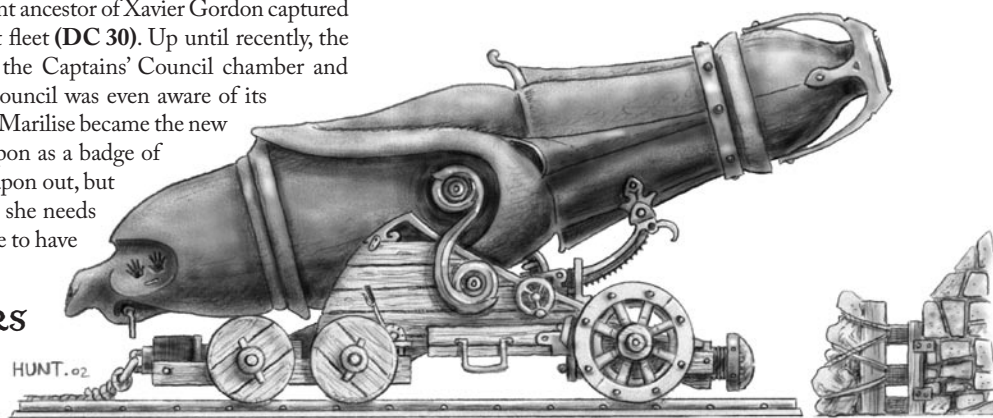
Caster Level: 25th

Aura: Overwhelming evocation (DC 27)

Activation: Special (see text)

Weight: 5 tons

This massive cannon features a 12-foot-long and 2-foot-wide iron barrel marked with brass fittings. Mounted on a wooden, wheeled cradle, it can be maneuvered with a little effort. There is no clear firing mechanism, but inspection reveals a set of human handprints on each side of the weapon and a third set at the butt of the gun.



Firing a *siege cannon* is not particularly easy, nor is it desirable, for the weapon exacts a terrible price. The *cannon* draws its strength from energy generated by mortal souls and those that have fired these weapons are either incinerated by the weapon's function or laid up for months of recovery.

To activate these weapons, a three living mortals must place their hands into the hand-shaped depressions situated on either side and at the weapon's butt. The person at the cannon's rear designates the target, while those on either side supply the required energy. Within seconds, the *cannon* fires, launching a ball of roiling white fire to strike its target. The *cannon* has a range of about a half-mile and when the flaming death strikes a solid object, it detonates in a 40-foot radius, dealing 20d6 points of damage to all creatures and objects in the area. The cannon also deals 4d6 points of fire damage to the people touching the handprints. This damage cannot be healed by any magical means short of a *limited wish*. It heals naturally at a rate of 1 point per day of complete bed rest.

LEGENDS

Freeport's secret weapons are its siege cannon. Discovered years ago when the wreckage of a strange and otherworldly ship washed up on the shores of the city, scavengers found five strange tube-like devices of unknown purpose (**Knowledge—history DC 25**). For years, the best minds in the city labored to deduce exactly what these things were, and while there were a variety of theories, nothing was certain. The only thing they knew for sure was that they were weapons of some sort, but their effects and the means to generate them remained a mystery (**DC 20**). It wasn't until the city came under attack by a fleet of Continental warships their theories were tested. While the stalwart Freeporters fought for their lives, the wise men that had toiled and argued over the cannon went to work and soon after, one of their theories proved correct. Spewing out from its barrel was a ball of white-hot fire that shone like the sun and streaked toward the enemy fleet. The ship it struck exploded with a brilliant flash and when people's vision returned, there was little left of the target except for flaming debris and falling ashes. With that one shot, the fleet quit the battle and fled the harbor and the Serpent's Teeth (**DC 15**).

SILVER SPHERE

Price: —

Space: —

Caster Level: 25th

Aura: Overwhelming abjuration and transmutation (DC 27)

Activation: —

Weight: 50 lb.

This perfectly smooth two-foot-radius sphere is wrought of solid silver.

The *sphere* continuously radiates *magic circle against evil*. When you carry this device, it adds all of the spells of the Good and Water domains to your spell lists and if you prepare your spells in advance, you can sacrifice a prepared spell to cast one of these spells provided the spell is the same level or lower. Finally, the *silver sphere* grants a +10 competence bonus on all Diplomacy checks made when interacting with creatures of the reptilian subtype.

LEGENDS

The *silver sphere* was found deep beneath the sea, lying amidst the shattered ruins of an ancient Valossan city (DC 25 Knowledge—**arcana**). A triton explorer came across the item first years ago, but lost it after his encampment was overrun by a vampiric kraken (DC 30). Some claim this device is a gift from Yig, but those familiar with the snake god know this cannot be true given the aura of good that surrounds this powerful relic (DC 35).

THRONE OF THE UNSPEAKABLE ONE

Price: —

Space: —

Caster Level: 30th

Aura: Overwhelming transmutation (DC 30)

Activation: See text

Weight: 1,000 lb.

A monstrous idol to the Unspeakable One tops this massive ziggurat.

Whenever an intelligent creature is sacrificed on the altar and its blood greedily consumed by the stone, the throne emanates waves of magical energy out to a 2-mile radius. All chaotic and evil spells are empowered and maximized as if affected by the Empower Spell and Maximize Spell metamagic feats. Additionally, charged magic

items (staves and wands) gain a number of virtual charges equal to the total Hit Dice of the creature sacrificed on the altar. These charges vanish if the item is taken out of the range of the altar's influence or after 24 hours. Clerics and other divine spellcasters dedicated to the Unspeakable One cast spells at +2 caster levels. Finally, the save DC to resist gaining Insanity Points increases by +5 for all creatures and effects within the radius of its malign influence.

Once activated, the *throne of the Unspeakable One* remains active for 24 hours.

VALOSSAN ENGINE

Price: —

Space: —

Caster Level: 30th

Aura: Overwhelming transmutation (DC 30)

Activation: Standard

Weight: 5 tons

This massive construct is about the size of a house and constructed from stone and metal, with dozens of arms tipped with tools and powerful tracks for legs.

If you present the *Valossan engine* with building plans, the *engine* roars to life and constructs the building depicted therein. One day of work by the *engine* is equal to the work of a thousand humans laboring for a year. There is no limit to the size of the building that can be constructed, but after a week of work, the *Valossan engine* powers down for one month.

LEGENDS

This relic of Valossa's golden age sank beneath the waves during the cataclysm, but legends tell of its use by undersea races to construct some of the vast palaces and walled cities of their underwater realms (DC 25 Knowledge—**arcana**).

MAGIC PLACES

Freeport stands on top of the ruins of the ancient Valossan Empire and though its power was cast down, shattered in Yig's wrath, there are places in the city and elsewhere on the islands that resonate with old energy, power from another time and place. Most locations are nothing more than a curiosity, places of unusual but harmless phenomena. A few, however, hold a bit more power, and those with the courage or just dumb luck may tap into these reserves to augment their own power.

THE FOUNTAIN OF FORTUNE

One of the must-see sights in Freeport's Merchant District is the Plaza of Gold. Outside of the Old City, the Plaza is one of the oldest locations in the city, and in many ways it serves as the foundation on which the rest of this wealthy quarter stands. While the Plaza itself is indeed impressive, the *Fountain of Fortune* is the biggest draw.

LOCAL LORE

Characters can pick up useful information about the *Fountain of Fortune* by making Knowledge (local) checks. The quality of the check determines the information learned, as described below.

DC 10: Legend holds that the fountain is enchanted. Anyone who throws a coin into it may be granted a stroke of good fortune at some point during the day.

DC 15: Some say the *Fountain* was built after the Plaza to honor the God of Luck, but the truth is that the Fountain was there long before, and some claim before even the Old City.

DC 20: If the fishwives are to be believed, the pirates who founded the city discovered the Fountain as they were scouring the land for building supplies. To say they were surprised by the appearance of this beautiful Fountain on what was clearly a deserted island is an understatement.

DESCRIPTION

Situated in the center of the bustling open areas is a 30-foot-wide marble fountain surrounded by a circular seating area. Rising from the splashing waters is a statue of the God of Luck holding aloft a marble staff, from which issues a continuous arc of water that cascades down to the fountain's base.

EFFECTS

Whenever a person throws a copper, silver, or gold coin into the frothing waters of the Fountain, there's a 1% chance that the fountain responds by granting a measure of good fortune to the hopeful petitioner. If this occurs, the petitioner gains a luck bonus on all skill and ability checks for 24 hours. The amount of the bonus depends on the quality of the coin: copper grants a +1 bonus, silver a +2, and gold a +4. Any given character has but one chance per day of gaining this bonus regardless of how many coins they dump in the water.

CHAPTER SIX: PRESTIGE CLASSES

While Freeport will slot into nearly any fantasy campaign world, it does have a pungent flavor of its own. The following prestige classes build on those found in the *DMG* and other sources, but are specifically designed to capture a particular theme or concept in the

larger World of Freeport. Even if you're not using the Continent setting described in the *Pirate's Guide to Freeport*, the information presented here can still be used for your personal campaign with little or no adjustment.

~ CRIME BOSS ~

"I tried to warn you, lad. You just don't go messin' with Mister Wednesday. Now see what your revenge bought you. A pair of stone shoes and a trip to the bottom of the sea. Sorry lad, nothing personal."

—Masked Enforcer

The crime boss is a criminal mastermind that heads an extensive organization in a community. Crime bosses are unheard of outside of small or larger cities since there's rarely enough wealth to keep their interest. Instead, crime bosses carve out an underworld empire in the largest and wealthiest communities, siphoning off the wealth to feed their illegal enterprise. A great many crime bosses specialize in a particular brand of crime, such as prostitution, protection rackets, smuggling, and more, while the most powerful members of this esteemed group command almost complete control of all crime in their city.

BECOMING A CRIME BOSS

While just about any character who takes the Leadership feat can enter this prestige class, assassins, fighters, and rogues are the most likely candidates. Members of each of these classes regularly treat with guilds and criminal organizations giving them the contacts and experience needed to forge their own criminal operation. Bards make for excellent crime bosses, though the Intimidate requirement restricts their entry until 9th level unless they multiclass. Interestingly, nobles make for excellent crime bosses since they are often rooted into their cities and have access to the proper suite of skills and gain

the Leadership feat at 1st level, making them the strongest candidates for this class.

REQUIREMENTS

Alignment: Any non-good

Skills: Gather Information 4 ranks, Intimidate 6 ranks, Knowledge (local) 4 ranks

Feats: Deceitful, Leadership

Special: To enter this prestige class, you must select one city to serve as your base of operations. All crime boss class features apply only to this city.

CLASS FEATURES

The most important weapon in the crime boss's arsenal is his organization. As the character advances in this class, he expands his criminal empire like a cancer through his city. Since the crime boss is restricted by his rivals and cannot advance further in this class unless he rubs out the competition, the crime boss must invest a great deal of resources into his minions to ensure he survives when his rivals seek to do the same to him. Crime bosses also improve, albeit at a slower rate, with the rogue's sneak attack progression ensuring that the crime boss remains an effective adversary even though much of his abilities are tied up in his enterprise.

SMALL ORGANIZATION (EX)

As crime boss, you are in charge of a small criminal enterprise made up of your cohort and followers. At 1st level, the organization is

TABLE G-1: THE CRIME BOSS (Hit Die: d6)

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Notorious
1st	+0	+0	+2	+2	Small organization, reputation	+0
2nd	+1	+0	+3	+3	Sneak attack +1d6	+1
3rd	+2	+1	+3	+3	Interests	+1
4th	+3	+1	+4	+4	Medium organization	+2
5th	+3	+1	+4	+4	Sneak attack +2d6	+2
6th	+4	+2	+5	+5	Advisor, interests	+3
7th	+5	+2	+5	+5	Large organization, pressure	+3
8th	+6	+2	+6	+6	Sneak attack +3d6	+4
9th	+6	+3	+6	+6	Interests, above the law	+4
10th	+7	+3	+7	+7	Huge organization	+5

Class Skills (6 + Int modifier per level): Appraise, Bluff, Decipher Script, Diplomacy, Disguise, Escape Artist, Forgery, Gather Information, Intimidate, Knowledge (local), Knowledge (nobility), Listen, Search, Sense Motive, Sleight of Hand, and Spot.

quite small, consisting of only those people in your employ and your influence does not extend further than a single district in your city of choice. You may select any district so long as it isn't under the control of another district. If your chosen city's districts (quarters or neighborhoods) are all under the control of other crime lords, you may not progress further into this prestige class until there is a free district for you to take over.

REPUTATION (EX)

You develop a reputation for being ruthless in your business dealings, lending you a great deal of street credibility. At 1st level, you begin with a reputation modifier of 0. Every five levels you attain in this class increase your reputation by +1 (so +1 at 5th and +2 at 10th). You may apply your reputation modifier on Intimidate and Gather Information checks made in your city. If you have reputation from another class, your levels in that class stack with those of crime boss for the purposes of determining your bonus.

NOTORIOUS (EX)

It doesn't take long for a crime boss to make a name for himself in his chosen city, and as a result people learn to fear these notorious criminals. More importantly, your notoriety attracts competent criminals to join your organization. As indicated on **Table 6-1: The Crime Boss**, you gain a competence bonus to your Leadership score. In addition, you may apply this bonus as a competence bonus on all Intimidate checks. This bonus stacks with the bonus gained from reputation. Finally, you never take a penalty to your leadership score for aloofness or cruelty.

SNEAK ATTACK (EX)

Starting at 2nd level, you deal an extra 1d6 points of damage whenever you successfully attack a target you flank or a target that is denied its Dexterity bonus to AC. This ability functions exactly like the rogue ability of the same name (see the *PH* for details). At 5th level, this extra damage increases to +2d6, and it increases again to +3d6 at 8th level.

INTERESTS

Crime bosses are businessmen, entrepreneurs that specialize in illegal operations. Up until 3rd level, most of your business interests deal with petty crimes like protection rackets, burglary, and elementary thievery. However when you attain 3rd level, you extend your dealings to earn a more substantive income. Select a major criminal enterprise from the following: drugs, smuggling, blackmail, espionage, or prostitution. More may be available at the GM's discretion. At the end of every month, make a level check and multiple the results by 10 to determine how many gold pieces you earn from your operation. At 6th level, you may select a second operation while improving your first operation. You multiply your level check by 50. At 9th level, you may select a third operation and also improve your other interests. Multiply your level check by 100.

MEDIUM ORGANIZATION

When you attain 4th level, your organization expands into a second available district in your selected city. If there are no available districts, you cannot progress further in this prestige class until one becomes available (usually accomplished by murdering a rival crime boss and taking over his operation).

ADVISOR

At 6th level, you gain the service of a special advisor, an individual whom you recruit to assist in running your organization. The advisor is a second cohort, and functions exactly as a normal cohort.

Alternatively, you may release your current cohort to add up to two levels to your advisor, up to, but not exceeding, your character level.

LARGE ORGANIZATION

By 7th level, your organization is quite large, extending over up to four districts in your city. Again, if there are no available districts in the city of your choice, you cannot progress further in this prestige class until once becomes available.

PRESSURE

So influential are you in your city that your criminal dealings have given you political influence in the community such that you wield as much power as any other politician. You may add the bonus gained from notorious as a competence bonus on all Bluff and Diplomacy checks made within your city.

ABOVE THE LAW

Starting at 9th level, you gain immunity to your city's legal system. Your connections and influence are such that you never again need to fear from the city's authorities. You can no longer be arrested in your home city and you may act with impunity, even murdering someone in cold blood in front of the Sea Lord without fear of legal consequence. While this class feature does protect you from the law, various individuals may seek to remove you by other means such as assassination.

HUGE ORGANIZATION

Finally, at 10th level, you extend your influence beyond your chosen city's walls, expanding your power to the city closest to your home city. At this level, you control one district, assuming there's one available, and for every three character levels beyond this one, you may plant



your flag in another city. This allows you to employ the crime boss class features in any city into which your organization extends.

USING THE CRIME BOSS

The crime boss provides a great way for players to invest their characters into the setting, but at the expense of freedom and maneuverability. It offers incredible political and economic power to one PC, but restricts his ability to undertake adventures outside of the city. To compensate for the lack of flexibility, the crime boss PC should consider using his cohort for adventures, thus insulating the crime boss from unnecessary danger, while allowing the player to participate in adventures. Even

though the crime boss isn't present on these expeditions, the character should gain experience points by dint of the presence of his cohort.

ADAPTING THE CRIME BOSS

Given the crime boss's class features, a campaign set in Freeport immediately puts the crime boss PC at odds with Mister Wednesday and Finn since these two control large chunks of the city. You might consider relaxing the advancement restrictions by allowing the PC crime boss to overlap his influence into areas controlled by the more powerful crime bosses. This said, any expansion into the Syndicate or Canting Crew's turfs could be perceived as an act of war.

~ MUSKETEER ~

"For the Moon King! For Rolland!"

The Moon King in Rolland formed the Royal Order of Musketeers after he witnessed a firearms demonstration and saw firsthand how effective these weapons could be. Soon after, he commissioned the production of 500 muskets from Freeport and founded an elite order of warriors who would serve as the king's personal guard. While the fighting force was designed to employ firearms, they were equally trained in fencing weapons. Word of their exploits with the sword, to say nothing of their skill with the eponymous firearms, spread throughout the Continent until they became regarded as some of the most effective and dangerous warriors in the known world.

BECOMING A MUSKETEER

Although most musketeers are members of the Royal Order of Musketeers of Rolland, similar groups have begun to form in most civilized nations on the Continent and beyond. This said, everyone agrees that the Royal Order is the best of their kind and thus many would-be musketeers petition for training with these excellent soldiers. At first, Rolland was reluctant to share its fighting secrets, but an advisor proposed that any who would learn the techniques must vow to protect Rolland in times of need and in many cases enforced this oath with a *mark of justice* spell.

REQUIREMENTS

Base Attack Bonus: +6

Feats: Acrobatics, Combat Expertise, Firearms Proficiency, Flamboyant Display

Special: You must train with the Royal Musketeers of Rolland (or a similar organization) for 6 weeks. At the GM's discretion, you

may have to accept a *mark of justice* spell to ensure you never betray the nation of Rolland.

CLASS FEATURES

The musketeer prestige class offers a potent suite of abilities designed to augment your proficiency with firearms. The class grants a number of bonus feats, many of which provide concrete benefits to using a firearm in combat, while also heightening your effectiveness with abilities like perfect shot and critical shot. While the musketeer is clearly designed for users of ballistic weapons, it also offers plenty of enhancements for fighting in melee combat, increasing the character's speed and mobility, while augmenting the character's fighting prowess and ability to withstand damage.

FAST MOVEMENT (EX)

Musketeers specialize in a highly mobile fighting style. At 1st level, you gain a +10 enhancement bonus to your base land speed. At 5th level, this bonus increases to +20 feet.

FIREARMS DRILL

Also at 1st level, you gain Firearms Drill as a bonus feat even if you do not meet the prerequisites for this feat. If you already have Firearms Drill, select another feat from those listed under Bonus Feats.

FIREARMS EXPERT (EX)

By 3rd level, you have become so well-practiced in the use of firearms, these weapons are more reliable when you handle them. Whenever you roll on **Table 4-2: Firearms Misfire**, you gain a bonus equal to one-half your class level to see what happens.

TABLE 6-2: THE MUSKETEER (HT DIE: D8)

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+0	+2	+2	Fast movement +10 ft., Firearms Drill
2nd	+2	+0	+3	+3	Firearms expert
3rd	+3	+1	+3	+3	Bonus feat
4th	+4	+1	+4	+4	Perfect shot
5th	+5	+1	+4	+4	Bonus feat, fast movement +20 ft.
6th	+6	+2	+5	+5	Overcome injury
7th	+7	+2	+5	+5	Bonus feat
8th	+8	+2	+6	+6	Undaunted courage
9th	+9	+3	+6	+6	Bonus feat
10th	+10	+3	+7	+7	Critical shot

Class Skills (2 + Int modifier per level): Balance, Bluff, Climb, Intimidate, Jump, Knowledge (local), Knowledge (nobility), Listen, Speak Language, Spot, Tumble, and Use Rope.

BONUS FEATS (EX)

At 3rd level, and every other level thereafter (5th, 7th, and 9th), you gain a bonus feat in addition to any feats you would normally receive. You must meet all the prerequisite for the feat and must select the feat from any of the following: Crack Shot, Dead-eye Shot, Far Shot, Improved Initiative, Mobility, Point Blank Shot, Precise Shot, Shot on the Run, Spring Attack, Swashbuckling, Two-Weapon Fighting, Weapon Focus, or Weapon Specialization (firearms).

PERFECT SHOT (EX)

By 4th level, you have become such an adept marksman you can place your shots in the most vulnerable parts of a foe's anatomy. Whenever you successfully hit a target with an attack using a firearm, you may add your Dexterity bonus to the weapon damage roll. Targets that are immune to critical hits are immune to this extra damage.

OVERCOME INJURY (EX)

Starting at 6th level, you can shrug off wounds that would kill a lesser man. Each day, you may convert a total amount of lethal damage to nonlethal damage equal to your class level times your Wisdom modifier (minimum 1). You don't have to use this ability all at once; you may divide it up between several uses. Using overcome injury is a standard action that does not provoke an attack of opportunity.

UNDAUNTED COURAGE (EX)

At 8th level, your dedication and bravery become exceptional. You gain a +2 insight bonus on all Will saves. In addition, you become immune to fear.

CRITICAL SHOT (EX)

Finally, at 10th level, your accuracy with firearms reaches legendary status. You automatically confirm all critical hits threatened when using a firearm.

USING THE MUSKETEER

The musketeer class offers a window into the political tensions on the Continent while also offering a variety of combat techniques to highlight firearms in the Freeport setting. Nearly all musketeers are bound to Rolland and thus when used as NPCs, they make for excellent assassins, spies, and even shock troops. The *mark of justice* makes these characters implacable opponents since they cannot betray the Moon King lest they suffer a weighty curse. As compelling as this *mark* is to keep musketeers loyal, there are several ways around the spell, as evidenced by the similar organizations that seem to crop up all over the Continent.

ADAPTING THE MUSKETEER

This prestige class relies on two components to work effectively. One, it assumes you employ the World of Freeport as your campaign setting. Two, it assumes there are firearms in your setting. The first component is easy to circumvent. Simply change the name of the organization and nation, binding these characters to a similar or even wildly different nation and the class is useable as-is.

The second component is a bit trickier. Firearms make the musketeer, and removing this component requires not only a name change but also some moderate revisions to the class features. You can replace firearms with some other ranged weapon and just change the class name to something more appropriate. Any bonus feats that deal specifically with firearms should be changed to benefit the ranged weapon you selected. For example, if you choose crossbows, simply swap Rapid Reload for Firearms Drill. Likewise, if you choose longbows, then you might use Manyshot instead. Perfect shot and critical shot function normally. Finally, for firearms expert, simply grant the character a +3 competence bonus on Spot checks. Once you've applied all of these changes, the class can function in just about any campaign setting.

~ MYSTIC NAVIGATOR ~

"I make no claims to understand why the world works the way it does—that's why I'm sure to keep one o' them 'gators on hand to keep my ship afloat."

—Shifty MacGee, Pirate and Explorer

Any veteran of the seas can tell you that beyond the sea lanes, the waters and the heavens behave strangely, and distance and time are unreliable at best. Some occultists and planar theorists believe that the strangeness of the deep ocean voyages is the result of the formation of the known world. According to legend, the World of Freeport is a patchwork realm of numerous worlds stolen from other realities and bound together by the will of the ancient and mysterious god, Yig. While traveling from one reality to the next requires only a stiff wind and a good sail, it's easy to become lost, especially when the stars change and the compass starts to spin. Whether these theories are correct or not, malfunctioning instruments and strange heavenly phenomena have proved the end of many a vessel. To minimize the dangers of extended voyages, many crews hire on a mystic navigator who has the talents and expertise to chart a course through the strangest seas.

BECOMING A MYSTIC NAVIGATOR

Most mystic navigators begin their careers as wizards, since that class provides the earliest entry into this prestige class. Of the wizards

bound for this class, nearly all are diviners, blending their uncanny powers of perception with the navigators' talents for peering through the bounds of reality to bend and reshape the world to serve their purposes. Bards may also advance in this class, though they must wait until 7th level before they can qualify for it. Other classes, including multiclass ranger/arcane spellcasters may enter this class, though they are rare exceptions.

REQUIREMENTS

Alignment: Neutral

Skills: Concentration 8 ranks, Knowledge (geography) 8 ranks, Knowledge (the planes) 4 ranks, Profession (sailor) 4 ranks

Feat: Skill Focus (Knowledge—geography)

Spellcasting: You must be able to cast *clairaudience/clairvoyance* as an arcane spell.

CLASS FEATURES

By entering this class, you give up a small portion of your arcane spellcasting abilities in exchange for a suite of powerful tools to help your allies and ship navigate the perils of the seas. The mystic navigator's class features mostly attend to charting courses and altering reality in minor ways to modify your ship's pace and to perceive distant threats. But as you advance in level, you gain the ability to shape the seafloor, converse with creatures of the depths,



and even pierce the walls of reality to speed up your voyages. At the highest level, you can even lead your ship beyond your reality to explore the planes.

SPELLCASTING

At each level indicated, you gain new spells per day and an increase in caster level (and spells known, if applicable) as if you had also gained a level in an arcane spellcasting class to which you belonged prior to adding the prestige class level. You do not, however, gain any other benefit a character of that class would have gained. If you had more than one spellcasting class before becoming a mystic navigator, you must decide to which class to add each level for the purpose of determining spells per day, caster level, and spells known.

MYSTIC NAVIGATOR (SU)

You are attuned to the mystical pathways through the scales of Yig and can use your preternatural knowledge to navigate through uncharted waters. You may add your mystic navigator class level as an insight bonus on all Knowledge (geography) checks.

FAR SIGHT (SU)

Starting at second level, your uncanny senses extend to your vision, allowing you to see four times farther than an ordinary human can see. If you have low-light vision, you see eight times as far as a human sees in area of low lighting. Finally, if you have darkvision, you can see four times as far as normal.

MASTER OF THE WINDS (SU)

Beginning at 3rd level, your connection to the mystical fabric of reality gives you the ability to shape the winds. You may perform a special

ceremony that requires an hour of intense concentration and mental focus. At the end of this time, you must make a DC15 Concentration check. If you succeed, the sails of your vessel fill with a light wind that blows for 1 day. You can increase the wind's strength by setting the DC higher. A moderate wind increases the DC by +5, a strong wind by +10, a severe wind by +15, a windstorm by +20, and finally a hurricane by +30. See **Table: Wind Effects** in the *DMG* for details on winds. The winds created surround the ship out to a radius of one mile and follow the ship as it moves.

You take 1d4 points of Wisdom damage each time you use this ability.

SPEAK WITH SEA CREATURES (SP)

At 4th level, you gain the ability to converse with the creatures of the sea. This ability works just like *Speak with Animals* except it only applies to creatures with the aquatic subtype or who have a swim speed. Your caster level equals your class level. You may use this ability once per day.

MASTER OF THE REEF (SU)

By 5th level, your mastery over navigation and seamanship improves such that you can reshape the sea floor by your force of will alone. Using this ability requires an hour-long ceremony involving intense concentration and mental focus. At the end of this period, you must make a Concentration check. The check DC depends on the undersea materials: sand DC15, soft stone DC 20, coral DC 25, hard stone DC 30. If the check succeeds, you may raise, lower or completely reshape 100 square feet of material per class level. You can "move" materials by stretching them, but you cannot extend them more than 10 feet per two class levels from their starting position. It takes one full minute for the sea floor to respond to your commands, but the effects are permanent.

You take 1d4 points of Strength damage each time you use this ability.

COMMUNE WITH THE SEAS (SP)

Starting at 6th level, you may cast out your senses to accurately perceive the waters around you. This ability functions similarly to the *Commune with Nature* spell, except it only applies when you are on the deck of a ship and at sea. Your caster level equals your character level. You may use this ability once per day.

MASTER OF TIDES (SU)

At 7th level, you may seize control over the tides themselves. Using this ability requires an hour-long ceremony involving intense concentration and mental focus. At the end of this period, you must make a DC 15 Concentration check to increase your own ship's speed by 20% or DC 20 to reduce another ship you can see by 20%. The effects of this ability last for 1 day and stack. When used in conjunction with the master of the winds ability, master of tides applies after you modify the ship's base wind speed.

You take 1d4 points of Dexterity damage each time you use this ability.

MASTER OF ISLANDS (SU)

Starting at 8th level, you can cause an island to rise from the watery depths. Using this ability requires a day-long ceremony wherein you sketch the island on parchment using your own blood. At the end of this time, you must succeed on a DC 20 Concentration check, modified by the island's features.

TABLE 6-3: THE MYSTIC NAVIGATOR (Hit Die: d6)

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spellcasting
1st	+0	+0	+0	+2	Mystic navigator	—
2nd	+1	+0	+0	+3	Far sight	+1 level of existing arcane spellcasting class
3rd	+1	+1	+1	+3	Master of the winds	+1 level of existing arcane spellcasting class
4th	+2	+1	+1	+4	Speak with sea creatures	+1 level of existing arcane spellcasting class
5th	+2	+1	+1	+4	Master of the reef	+1 level of existing arcane spellcasting class
6th	+3	+2	+2	+5	Commune with seas	+1 level of existing arcane spellcasting class
7th	+3	+2	+2	+5	Master of tides	+1 level of existing arcane spellcasting class
8th	+4	+2	+2	+6	Master of islands	+1 level of existing arcane spellcasting class
9th	+4	+3	+3	+6	Master of the seas	+1 level of existing arcane spellcasting class
10th	+5	+3	+3	+7	Navigate planes	+1 level of existing arcane spellcasting class

Class Skills (4 + Int modifier per level): Balance, Climb, Concentration, Knowledge (arcana), Knowledge (geography), Listen, Profession (sailor), Speak Language, Spot, Swim, and Use Rope

Island Features	Modifier
Less than 1 square mile	–2
Between 1 and 5 square miles	0
Between 6 and 10 square miles	+2
Has a source of fresh water	+2
Has edible plants and animals	+2
Has a sheltered bay	+2

If the check succeeds, the island appears, shrouded by a thick fog. Living sentient creatures never inhabit the new island, though some islands (20% chance) may harbor a number of spirits (GM's discretion). Once created, the island is permanent. You cannot create land within a half mile of other islands or the mainland.

You take 1d6 points of Constitution drain each time you use this ability.

MASTER OF THE SEAS (Su)

Beginning at 9th level, you can cover incredible distances by performing a special ceremony. You may use this ability just once per week and the ceremony requires an hour of intense meditation. At the end of the process, you must succeed on a DC 25 Knowledge (geography) check modified by the distance you would travel.

Base Distance	Modifier
1–100 leagues	–4
101–200 leagues	–2
201–500 leagues	0
501–1,000 leagues	+2
1,001–3,000 leagues	+4
3,001 or more leagues	+8

Should the check succeed, the leagues melt away and your ship covers the desired distance by the end of a single day's travel. If, however, you roll a natural 1 on the check or if you fail the check by 10 or more, your vessel falls through a hole in reality, appearing in a random location on the Material Plane or on a random plane (50% chance of either).

NAVIGATE THE PLANES (Su)

Finally, at 10th level, you gain the ability to open a hole in reality and send your ship through to other planes. You may use this ability just once per month and the ceremony requires an hour of intense meditation. At the end of the process, you must succeed on a DC 25 Knowledge (geography) check modified by the plane to which you would travel.

Base Distance	Modifier
Any location in your Material Plane	+0
Ethereal Plane	+2
Plane of Shadow	+4
Astral Plane	+6
Inner Plane	+8
Outer Plane	+10
Alternate Material Plane	+15
Beyond the Outer Planes	+20

Essentially, this ability functions as the planar travel feature of the *gate* spell and is subject to the same limitations (divine intervention for instance) as described under the spell description. The *gate* remains open long enough for your vessel to move through it and arrive at your desired destination.

USING MYSTIC NAVIGATORS

Despite their rarity in the World of Freeport, mystic navigators are an integral addition to any ship's crew that intends to explore the uncharted waters far from the sea lanes. Most mystic navigators operate out of a mysterious guild called the Brothers of the Sea Change, who command citadels in nearly every major port on the Continent. Interestingly, the mystic navigators have made no effort to found a citadel in Freeport. People whisper that their unwillingness may stem from resistance by the Wizards' Guild, or perhaps from Freeport's proximity to sunken Valossa. In any event, when a mystic navigator hires out to a crew, she commands a steep price of 200 gp/mystic navigator level for each month of travel.

ADAPTING THE MYSTIC NAVIGATOR

Although the mystic navigator exists to attend to the dangers of extended voyages and the unique construction of the World of Freeport cosmology, these characters are equally useful in just about any setting and should be useable as is. If you use the *Expanded Psionics Handbook*, consider making this class a psionic prestige class by exchanging the *clairaudience/clairvoyance* prerequisite with the *clairvoyant sense* power. In addition, change the spellcasting progression to powers known, allowing the character to add his mystic navigator level minus one to his manifester level for the purposes of determining power points per day and powers known.

- SEA DOG -

"Yaarrggghhh!"

Whether crewing a pirate sloop, a merchantman, or a man o' war, the sea dog is at home on the deck or in the rigging of any ship, large or small. The endless oceans hold a myriad of dangers, from lethal storms to enemy warships crewed by orcs, slavers, and worse. The sea dog makes it his business to deal with these threats and ensure he and his crew make it to their next port of call.

BECOMING A SEA DOG

Nearly any martial character can enter the sea dog class with little trouble. Corsairs, fighters, and rangers are the most common sorts of candidates, but barbarians make excellent sea dogs as well. Other characters can enter this class, but the high base attack bonus means a much later entry for rogues, assassins, and other non-warrior characters.

REQUIREMENTS

Base Attack Bonus: +6.

Skills: Balance 3 ranks, Climb 6 ranks, Swim 6 ranks, Use Rope 3 ranks

Feats: Pearl Diver, Rope Monkey, or Sea Legs

CLASS FEATURES

The sea dog class grants many abilities that allow these characters to shine while on board a ship. Close quarters gives the sea dog a decided edge when fighting in the tight environment of ship-to-ship combat, while the favored ship ability rewards constant service on a particular vessel. Although many of these class features are intended for nautical adventures, the sea dog can use many of his abilities on land or in more traditional adventuring environments. Superstitious grants a useful defense mechanism, while recognize omen allows the sea dog to react before his enemies can draw their weapons.

CLOSE QUARTERS (EX)

You are skilled at fighting in tight quarters amidst a press of opponents or in the narrow corridors of a ship's hold. Whenever you are adjacent to at least two other creatures or when you are squeezed, you gain a +1 competence bonus on all attack and weapon damage rolls. This bonus increases to +2 at 4th level, +3 at 7th level, and finally +4 at 10th level.

SUPERSTITIOUS (EX)

Sea dogs are a superstitious lot. Each sea dog cleaves to some strange set of beliefs about what actions and events can spoil a person's luck. Generally, a sea dog's superstitions are little more than a curious preoccupation with forces beyond his control, but occasionally, a sea dog can put his superstitious nature to good use. As an immediate action, you may add your class level as an insight bonus to one saving throw. Until the end of your next turn, you take an insight penalty equal to your class level to all attack rolls.

FAVORED SHIP (EX)

Starting at 2nd level, you gain a special familiarity with a particular vessel. When you gain this class feature, select one particular ship—usually the ship you sail. While on board this ship, you gain a +1 competence bonus on Balance, Climb, Hide, Move Silently, Profession (sailor), and Use Rope checks. This bonus increases to +2 at 5th level, and +4 at 8th level. Should the favored ship be destroyed, you may select a new ship when you gain your next sea dog level.

IRON GULLET (EX)

At 3rd level you gain an iron gullet, developed during years spent drinking befouled water and eating suspect food. You gain a +5 competence bonus on Fortitude saves made against poison and disease.

BATTEN DOWN THE HATCHES (EX)

Beginning at 6th level, you learn how to prepare for the worst. Whenever you ready an action, you may make one additional attack of opportunity per round. This extra attack of opportunity is in addition to any extra attacks gained from the Combat Reflexes feat and is subject to the same limitations.

In addition, as an immediate action, you may forfeit a provoked attack of opportunity to add 1 + your Wisdom modifier (minimum +1) to your Armor Class until the end of your next turn.

RECOGNIZE OMEN (EX)

At 9th level, you may spot omens around you to lend insight into the future. As an immediate action, you may attempt a DC 15 Wisdom check. If the check succeeds, your initiative count functions as if you had rolled a 20. If the check fails, your initiative count functions as

TABLE 6-4: THE SEA DOG (Hit Die: d8)

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+0	+2	+0	Close quarters +1, superstitious
2nd	+2	+0	+3	+0	Favored ship +1
3rd	+3	+1	+3	+1	Iron gullet
4th	+4	+1	+4	+1	Close quarters +2
5th	+5	+1	+4	+1	Favored ship +2
6th	+6	+2	+5	+2	Batten down the hatches
7th	+7	+2	+5	+2	Close quarters +3
8th	+8	+2	+6	+2	Favored ship +4
9th	+9	+3	+6	+3	Recognize omen
10th	+10	+3	+7	+3	Close quarters+4

Class Skills (4 + Int modifier per level): Balance, Climb, Intimidate, Jump, Knowledge (geography), Profession (sailor), Speak Language, Spot, Swim, and Use Rope.

if you had rolled a 1. You must wait 5 rounds between each use of this ability.

USING SEA DOGS

The sea dog prestige class presents an option for veteran sailors and characters seeking to specialize in seafaring adventures. To fully realize this class, candidates should serve as crew on a particular ship or own a ship themselves. The vessel can serve as a mobile base of operations allowing sea dogs and their allies a great deal of flexibility when undertaking adventures in far-flung lands. Stripping a ship from a sea dog does hamper the character's abilities, but not in significant ways.

Sea dog NPCs can represent a wide range of characters, from ship's captains and their first mates to experienced crewmen. They might

be vicious pirates or noble swashbucklers, cunning freebooters or bloodthirsty buccaneers. Sea dogs can also represent experienced merchants, slavers, and just about anyone else who has made a life at sea.

ADAPTING THE SEA DOG

The sea dog works well in just about any campaign setting and requires no adaptation for use outside of the World of Freeport. For campaigns that don't heavily feature water-based adventures, you could alter the prestige class to represent a caravan master, replacing the favored ship class feature with a favored mount or vehicle. The sea dog class can also represent old hands on aircraft, if your games include such vessels, with no adaptation at all.

~ WITCH HUNTER ~

"Curse me, revile me, it makes no matter. I cleave to the Necromantic Censure and it is my sacred duty to uncover the filth of human corruption, to destroy those blasphemous creations of the necromancers, and to bring to justice those who dabble in the dark arts. It is thankless work, but I take heart in knowing that with each black wizard I burn, I am doing my part in thwarting the ancient Necro-Kings from rising once more."

Founded by the Inquisitor-Mages at the behest of the Council of Harmony many centuries ago, the witch hunters are a force of investigators and warriors whose sole purpose is to root out necromancers and consign them to the purifying flames of the pyre. At first, these bold men and women were tasked with capturing suspected necromancers and bringing them before the Seven High Inquisitors who would interrogate and pass judgment based on their findings, and once pronounced only the most powerful leaders of the land could countermand their decisions. What began as a temporary solution was eventually made a permanent feature of Hexworth and after the nation was deemed cleansed, the witch hunters moved beyond their borders to hunt for undead and necromancers all over the Continent.

BECOMING A WITCH HUNTER

Witch hunters are drawn from the ranks of priests and holy warriors. Most witch hunters were once holy warriors who left their various orders to take up the sacred cause of the Council of Unity and

purge the world of those blasphemers who dabble in the dark arts. Other witch hunters were clerics or multiclass cleric/rangers who become witch hunters to further their standing in their respective churches. Although clerics and paladins are the most common sorts of candidates, any character with the ability to turn undead can find a place in this violent order.

REQUIREMENTS

Alignment: Any lawful

Base Attack Bonus: +6

Skills: Intimidate 6 ranks, Knowledge (religion) 12 ranks

Feats: Iron Will, Unhinged (see **Chapter Three**)

Class Feature: Turn undead

CLASS FEATURES

The witch hunter's class features are all fueled by righteous fury. As the character advances in this prestige class, he gains more options for how to use this fury and even extend some of the benefits to his allies. Even though the witch hunter is very much specialized in fighting undead, many of the righteous fury features can be used against just about any type of foe, making the witch hunter a formidable foe.

NECROMANTIC CENSURE (SU)

All witch hunters work to cleanse the world of necromancers and their blasphemous creations. Charged with this sacred duty, witch

TABLE 6-5: THE WITCH HUNTER (Hit Die: d10)

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+0	+2	Necromantic censure
2nd	+2	+3	+0	+3	Divine shield
3rd	+3	+3	+1	+3	Sacred resolve
4th	+4	+4	+1	+4	Divine judgment
5th	+5	+4	+1	+4	Spectral weapon
6th	+6	+5	+2	+5	Beacon of justice
7th	+7	+5	+2	+5	Divine restoration
8th	+8	+6	+2	+6	Divine denial
9th	+9	+6	+3	+6	Purifying flame
10th	+10	+7	+3	+7	Destroy undead

Class Skills (2 + Int modifier per level): Gather Information, Intimidate, Knowledge (arcana), Knowledge (local), Knowledge (religion), Listen, Sense Motive, and Spot.

hunters can awaken the righteous powers of justice to improve their combat abilities, resist the vile touch of undeath, and overcome their life-sworn enemies. In combat, as an immediate action, you gain 1 point of righteous fury. So long as you have at least 1 point of righteous fury, you gain a sacred bonus to all saving throws equal to your Charisma bonus (minimum +1). You may sacrifice a point of righteous fury as an immediate action to imbue your next attack with divine energy, adding your Charisma modifier as a sacred bonus to your attack roll and your class level as a sacred bonus to your weapon damage roll.

You may hold a number of righteous fury points equal to your class level. All unspent righteous fury points are lost at the end of combat.

DIVINE SHIELD (SU)

Starting at 2nd level, you may spend 1 point of righteous fury as an immediate action to add your class level as a sacred bonus to your Armor Class for 1 round.

SACRED RESOLVE (SU)

At 3rd level, you may spend 1 point of righteous fury as an immediate action to completely negate a single negative energy effect or necromancy spell that targets you.

DIVINE JUDGMENT (SU)

By 4th level, you can channel positive energy to damage or destroy undead creatures. As a standard action, you may spend 2 points of righteous fury to deal 1d6 points of divine damage per class level to all undead creatures within 60 feet. Undead targets that succeed on Will saves (DC 10 + your class level + your Charisma modifier) take half damage.

SPECTRAL WEAPON (SU)

Beginning at 5th level, you can imbue a weapon you wield with the power to strike incorporeal creatures. As an immediate action, you may spend 1 point of righteous fury to grant a weapon you wield the *ghost touch* property (see *DMG*). If you imbue a ranged weapon with this power, it bestows the *ghost touch* ability on its ammunition. The weapon retains this ability for a number of rounds equal to your Charisma bonus (minimum 1 round).

BEACON OF JUSTICE (SU)

At 6th level, you can channel your righteous fury into a shining beacon that inspires terror in undead enemies and weakens necromancy spells. As a standard action, and by spending 1 point of righteous fury, all intelligent undead within 60 feet must succeed on Will saves (DC 10 + your class level + your Charisma modifier) or spend their next action cowering. In addition, any spellcaster that would cast a necromancy spell must first succeed on a Spellcraft check (DC 10 + the spell level + your Charisma modifier) or the spell is wasted.

DIVINE RESTORATION (SU)

Starting at 7th level, you may channel your righteous fury into a powerful restorative to give you the strength to continue fighting. As a full-round action and at the cost of 2 points of righteous fury,

you may repair an amount of damage equal to your Charisma bonus (minimum 1) times your class level.

DIVINE DENIAL (SU)

At 8th level, as a full-round action you may extend spend 2 points of righteous fury to grant spell resistance equal to 10 + your class level against all necromancy spells to all allies within 30 feet of you. The spell resistance lasts for 1 round per point of your Charisma bonus (minimum 1 round).

PURIFYING FLAME (SU)

By 9th level, you have learned to harness your righteous fury to imbue your weapon with purifying flames. As an immediate action and by spending 2 points of righteous fury, your weapon deals an extra 1d6 points of sacred damage to all undead you hit. In addition, any such creature struck must succeed on a DC 15 Reflex save or catch fire, taking 1d6 points of sacred damage each round. Water does not extinguish these flames however. An affected creature may spend a move action on its turn to attempt another DC 15 Reflex save to put out the flames. Multiple strikes from a weapon affected by purifying flame have no additional effect.

DESTROY UNDEAD (SU)

Finally, at 10th level you can channel positive energy to destroy undead creatures in a 30-foot radius. As a standard action, you may spend 3 points of righteous fury to automatically destroy all undead who have less than one-half your class level in Hit Dice (plus their turn resistance if any).

USING WITCH HUNTERS

The witch hunters were founded with the noblest intentions, but as the institution's role has become permanent and expanded beyond the boundaries of the Empire in which it was created, the ranks of this organization have become sullied by ambitious politicians and sociopaths who masquerade their violent impulses behind the veneer of doing holy work. Even those witch hunters who cleave closest to the principals of their order are ruthless in their pursuit of justice and, as often as not, they serve as jury, judge, and executioner when confronting a suspected necromancer. As a result, witch hunters find fear and hatred wherever they go, but few have the resolve to refuse their demands.

ADAPTING THE WITCH HUNTER

The witch hunter prestige class is tightly bound to the history of the Continent, though this need not be the case. A witch hunter might be an independent agent, rooting out corruption and destroying evil wherever he finds it. Or, witch hunters could be a secret society of zealots and mystics who oppose necromancers and their ilk for some altogether different reason—maybe even to hide their own disturbing practices of the dark arts. Furthermore, witch hunters don't have to be undead hunters; you could adapt them to work as demon or devil hunters by exchanging undead for evil outsider. If you make this change, you should replace the Knowledge (religion) requirement with Knowledge (the planes) and remove the turn undead requirement completely.



CHAPTER SEVEN: DENIZENS OF FREEPORT

Freeport is a thriving city filled with a colorful cast of characters. The *Pirate's Guide to Freeport* presents descriptions for most of the locals, offering information about motivations, outlooks, goals, and physical appearances, so this chapter describes everything you need

to use these characters in your *d20 System* games. Before getting into the particular folks of Freeport, included here are statistics for the common sorts of people the players characters are bound to encounter in the City of Adventure.

COMMON CHARACTERS

The following statistics blocks give you sample statistics for most people living in or around Freeport. You can use these generic statistics for those characters mentioned in the *Pirate's Guide* that do not receive a full description later in this chapter, or as the foundation for characters of your own invention.

Many of these NPCs include two separate sets of statistics, one for Apprentice and the other for Journeyman. These correspond to the abbreviated descriptions found in the *Pirate's Guide*. Master-level characters are always unique characters and thus they are described later in this chapter.

ASSASSINS

No one in Freeport likes to admit the lucrative trade of assassination, but there's a great deal of money there if one has the stones to kill people for a living. Unsurprisingly, it's not an honest career and those who make their livings from killing tend to find themselves earning the same fate—floating facedown in the harbor. As a result, there are few inexperienced assassins worthy of the name. Lesser assassins are usually enforcers or thugs.

JOURNEYMAN ASSASSIN	GR 7
Male or female human assassin 7 NE Medium humanoid Init +8; Senses Listen +12, Spot +12 Languages Common, Undercommon	
AC 17, touch 13, flat-footed 14; uncanny dodge (+3 Dex, +4 armor) hp 34 (7 HD) Fort +6 (+9 against poison), Ref +8, Will +4	
Spd 30 ft. (6 squares) Melee mwk short sword +10 (1d6/19–20) Ranged heavy crossbow +8 (1d10/19–20) Base Atk +5; Grp +5 Atk Options ambush +1, backstab +2d6, death attack (DC 14), poison focus (injury), ruthless, shadowspawn	
Combat Gear bloodroot (Injury, DC 13, initial damage 0/secondary damage 1d4 Con + 1d3 Wis), deathblade poison (Injury, DC 21, initial damage 1d6 Con/secondary damage 2d6 Con), 2 doses of purple worm poison (Injury, DC 25, initial damage 1d6 Str/secondary damage 2d6 Str), sassone leaf residue (Injury, DC 16, initial damage 2d12 hp/1d6 Con), <i>elixir of hiding</i> , <i>elixir of sneaking</i> , tanglefoot bag	
Abilities Str 10, Dex 16, Con 12, Int 13, Wis 14, Cha 8 SQ contract, poison use Feats Improved Initiative ^B , Stealthy, Weapon Finesse, Weapon Focus (short sword) Skills Balance +5, Bluff +4, Diplomacy +1, Disguise +4 (+6 acting), Escape Artist +8, Gather Information +9 (+10 to find a contract), Hide +15, Intimidate +7, Jump +2, Listen +12, Move Silently +15, Search +6, Spot +12, Survival +2 (+4 follow tracks), Tumble +8, Use Rope +3 (+5 bindings)	

Possessions combat gear plus +1 studded leather armor, masterwork short sword, heavy crossbow with 10 bolts, backpack, waterskin, two day's trail rations, 4 sunrods, contract, 3d10 gp

BEGGARS

Freeport washes up the destitute and desperate like driftwood, and shiftless vagabonds fill its streets. Beggars include all sorts of people, from the urchins scampering along the streets of the Docks looking for a purse to lift or a rube to guide to the city's interiors, to the broken and shattered individuals infesting Drac's End and Scurvytown, looking for a hot meal, a swig of ale, or a dose of the dust to cut the pain of their living. Apprentice beggars are usually urchins, while journeymen beggars are more experienced individuals who have authentic ailments that prevent them from leading productive lives.

URCHIN	GR 1/2
Male or female halfling expert 1 CN Small humanoid Init +2; Senses Listen +4, Spot +2 Languages Common, Halfling	
AC 13, touch 13, flat-footed 11 (+1 size, +2 Dex) hp 5 (1 HD) Fort +0, Ref +3, Will +1 (+3 against fear)	
Spd 20 ft. (4 squares) Melee dagger –1 (1d4–2/19–20) Ranged sling +4 (1d4–2) Base Atk +0; Grp –6	
Abilities Str 6, Dex 15, Con 9, Int 10, Wis 11, Cha 12 Feats Persuasive Skills Bluff +5, Climb +0, Gather Information +3, Hide +10, Intimidate +3, Jump –2, Listen +4, Move Silently +8, Spot +2, Sleight of Hand +6 Possessions dagger, sling with 10 bullets, rags, 1d6 cp	

OTHER CHARACTERS

We couldn't fit in every character mentioned in the *Pirate's Guide to Freeport*; there simply isn't enough room. You can use the statistics described under Common Characters for folks that aren't described here or you can generate their stats from scratch. Use the following as a guideline for setting the level of the character based on descriptors used in the *Pirate's Guide*.

Descriptor	Level Range
Apprentice	1–5
Journeyman	6–10
Master	11 or more

JOURNEYMAN BEGGAR	GR 4
Male or female human commoner 6 N Medium humanoid Init +0; Senses Listen +5, Spot +5 Languages Common	
AC 10, touch 10, flat-footed 10 hp 22 (6 HD) Fort +3, Ref +2, Will +3	
Spd 30 ft. (6 squares); Run Melee club +3 (1d6) Base Atk +3; Grp +3	
Abilities Str 10, Dex 10, Con 13, Int 8, Wis 12, Cha 11 Feats Persuasive, Run, Skill Focus (Bluff) ^B , Stealthy Skills Bluff +6, Hide +3, Intimidate +2, Gather Information +1, Knowledge (local) +0, Listen +5, Move Silently +3, Spot +5 Possessions club, rags, 1d8 sp, 1d6 cp	

COMMONERS

Most Freeporters fall in the “commoner” category. This includes the farmers of Cabbage Crack, the fishwives working the Docks and Scurvytown, the common prostitutes that walk the streets, and even the typical sailors coming in from sea. If you can’t find a generic NPC to fit, the character is a commoner.

APPRENTICE COMMONER	GR 1/3
Male or female human commoner 1 N Medium humanoid Init +0; Senses Listen +6, Spot +6 Languages Common	
AC 10, touch 10, flat-footed 10 hp 4 (1 HD) Fort +0, Ref +0, Will +0	
Spd 30 ft. (6 squares) Melee dagger +0 (1d4/19–20) Base Atk +0; Grp +0	



Abilities Str 10, Dex 11, Con 10, Int 11, Wis 10, Cha 11 Feats Alertness, Endurance ^B Skills Listen +6, Profession (any one) +4, Spot +6 Possessions combat gear plus dagger, peasant’s outfit, 1d4–1 gp, 1d6 sp
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JOURNEYMAN COMMONER	GR 4
Male or female human commoner 6 N Medium humanoid Init –1; Senses Listen +8, Spot +8 Languages Common	
AC 9, touch 9, flat-footed 9 (–1 Dex) hp 16 (6 HD) Fort +2, Ref +1, Will +4	
Spd 30 ft. (6 squares) Melee mwk dagger +3 (1d4–1/19–20) Base Atk +3; Grp +2	
Abilities Str 9, Dex 8, Con 10, Int 12, Wis 14, Cha 11 Feats Alertness, Persuasive, Skill Focus (Knowledge—local), Skill Focus (Profession—any one) ^B Skills Bluff +4, Intimidate +4, Gather Information +2, Knowledge (local) +6, Knowledge (nobility) +3, Listen +8, Profession (any one) +9, Sense Motive +4, Spot +8 Possessions masterwork dagger, artisan’s outfit, 1d4–1 pp, 1d8 gp, 2d6 sp	

CULTISTS

Freeport is home to many illicit organizations sworn to advance the cause of some mad god or other. Gathering in secret basements, in the Underside, or in hidden rooms, they congregate to perform disturbing rites and rituals in the name of their foul masters. Particular cultists may vary in terms of motives and ultimate goals, which may be reflected in slight variations in their statistics.

APPRENTICE CULTIST	GR 1/2
Male or female human cultist 1 CE Medium humanoid Init +3; Senses Listen +2, Spot +2 Languages Common	
AC 11, touch 9, flat-footed 11 (–1 Dex, +2 armor) hp 6 (1 HD) IP 3 Fort +0, Ref –1, Will +2	
Spd 30 ft. (6 squares) Melee dagger +0 (1d4/19–20) Ranged light crossbow –1 (1d8/19–20) Base Atk +0; Grp +0 Atk Options fanatic +3	
Abilities Str 11, Dex 9, Con 10, Int 8, Wis 10/16 (13), Cha 12 SQ faint aura of chaos and evil Feats Deceitful ^B , Improved Initiative, Skill Focus (Bluff) ^B Skills Bluff +6, Disguise +5, Forgery +3, Hide +1, Intimidate +3, Knowledge (forbidden) +1, Listen +2, Move Silently +1, Spot +2 Possessions leather armor, dagger, light crossbow with 10 bolts, mask and robes, 2d4 gp	

JOURNEYMAN CULTIST	GR 5
Male or female cultist 6 CE Medium humanoid Init +1; Senses Listen +4, Spot +5 Languages Common, Undercommon	
AC 16, touch 11, flat-footed 15 (+1 Dex, +5 armor) hp 20 (6 HD) IP 5; Madness any one indefinite disorder Fort +3, Ref +3, Will +5	
Spd 30 ft. (6 squares) Melee +1 dagger +6 (1d4+1/19–20) Base Atk +4; Grp +4	

Atk Options fanatic +5, sneak attack +1d6
Combat Gear *wand of scare* (10 charges)
Cultist Spells Prepared (CL 3rd):
 2nd—*desecrate* (CL 4th)D, *hold person* (DC 17)
 1st—*bewilder* (DC 16), *disguise self*, *doom* (DC 16), *protection from good* (CL 4th)D
 D: Domain spell, Deity: The Unspeakable One, Domain: Evil

Abilities Str 10, Dex 13, Con 8, Int 12, Wis 10/20 (15), Cha 14
SQ strong aura of chaos and evil
Feats Combat Casting, Great Fortitude^B, Skill Focus (Bluff)^B, Toughness, Weapon Finesse
Skills Bluff +14, Concentration +8 (+12 casting on the defensive), Diplomacy +6, Disguise +11 (+13 acting), Intimidate +13, Knowledge (forbidden) +5, Listen +4, Sense Motive +9, Spot +5
Possessions combat gear plus +1 *chain shirt*, +1 *dagger*, mask and robes, holy symbol, spell component pouch, 4d6 gp

LOBSTERMEN

The Society of Lobstermen is a wealthy secret organization that made its fortunes recovering treasures from the bottom of the sea. Using expensive and equipment manufactured by and for them, they are the only game in town. Any who try to nudge into their territory find themselves in “deep” trouble.

APPRENTICE LOBSTERMAN GR 1

Male human expert 1/warrior 1
 LN Medium humanoid
Init +0; **Senses** Listen -1, Spot +3
Languages Common
AC 14, touch 10, flat-footed 14 (+0 Dex, +4 armor)
hp 12 (2 HD)
Fort +3, **Ref** +0, **Will** +1
Spd 20 ft. in cockleshell suit (4 squares); base speed 30 ft.
Melee mwk trident +3 (1d8+1) or
Melee punching dagger +2 (1d4+1/×3)
Ranged mwk trident +2 (1d8+1) or
Ranged light crossbow +1 (1d8/19–20)
Base Atk +1; **Grp** +2
Abilities Str 12, Dex 11, Con 13, Int 10, Wis 9, Cha 8
Feats Athletic, Endurance^B
Skills Balance -2, Climb +0, Intimidate +3, Knowledge (geography) +4, Listen -1, Profession (sailor) +3, Spot +3, Swim -5, Use Rope +4
Possessions cockleshell suit, masterwork trident, punching dagger, light crossbow with 10 bolts, diver’s suit

LONGSHOREMEN

The Longshoremen’s Union is a powerful force in the Docks and carries a lot of weight in local politics. Headed up by Poppy Bragg and Emaya Passos, it has transformed from the bed of corruption into a tough, and sometimes violent, organization.

APPRENTICE LONGSHOREMAN GR 1/2

Male human expert 1
 LN Medium humanoid
Init +0; **Senses** Listen +0, Spot +0
Languages Common
AC 11, touch 10, flat-footed 11 (+1 armor)
hp 7 (1 HD)
Fort +1, **Ref** +0, **Will** +2
Spd 30 ft. (6 squares)
Melee club +1 (1d6+1) or
Melee punching dagger +1 (1d4+1/×3)
Ranged dagger +0 (1d4+1/19–20)
Base Atk +0; **Grp** +1

Abilities Str 13, Dex 11, Con 12, Int 9, Wis 10, Cha 8
Feats Endurance^B, Skill Focus (Intimidate)
Skills Balance +4, Climb +5, Intimidate +6, Jump +5, Listen +0, Profession (longshoreman) +4, Spot +0, Swim +5
Possessions padded armor, club, punching dagger, dagger, 50 feet of hemp rope, peasant’s outfit, 1d6 cp

MERCENARIES

Freeport can offer much to those with a good sword arm and a bit of courage. Merchant princes and other aristocrats rely on such men and women for protection, while cargo ships employ mercenary marines to safeguard the contents of their hold from pirates, sea devils, and worse. A mercenary’s life is perilous, but it comes with commensurate rewards.

APPRENTICE MERCENARY GR 1

Male or female human warrior 2
 N Medium humanoid
Init +0; **Senses** Listen +0, Spot +0
Languages Common
AC 16, touch 10, flat-footed 16 (+4 armor, +2 shield)
hp 17 (2 HD)
Fort +4, **Ref** +0, **Will** +0
Spd 30 ft. (6 squares)
Melee mwk longsword +5 (1d8+1/19–20)
Ranged composite longbow +2 (1d8/×3)
Base Atk +2; **Grp** +3
Abilities Str 13, Dex 11, Con 12, Int 9, Wis 10, Cha 8
Feats Toughness^B, Weapon Focus (longsword)
Skills Gather Information +1, Intimidate +4, Listen +0, Spot +0, Swim -4
Possessions combat gear plus masterwork chain shirt, heavy wooden shield, masterwork longsword, composite longbow with 20 arrows, traveler’s outfit, 1d12+4 gp



JOURNEYMAN MERCHANT	GR 6
Male or female human warrior 7 LN Medium humanoid Init +4; Senses Listen +1, Spot +1 Languages Common	
AC 17, touch 10, flat-footed 17 (+5 armor, +2 shield) hp 45 (7 HD) Fort +7, Ref +3, Will +3	
Spd 30 ft. (6 squares) Melee +1 <i>longsword</i> +11/+6 (1d8+3/19–20) Ranged mwk composite longbow (Str +2) +8/+3 (1d8+2/×3) Base Atk +7; Grp +9 Atk Options Power Attack Combat Gear <i>potion of cure moderate wounds</i>	
Abilities Str 14, Dex 11, Con 12, Int 9, Wis 10, Cha 8 Feats Improved Initiative, Power Attack, Toughness ^B , Weapon Focus (longsword) Skills Gather Information +1, Intimidate +9, Listen +1, Spot +1, Swim +1 Possessions combat gear plus +1 <i>chain shirt</i> , masterwork heavy steel shield, +1 <i>longsword</i> , masterwork composite longbow (Strength +2) with 40 arrows, <i>cloak of resistance</i> +1	

MERCHANTS

Merchants are the lifeblood of Freeport, bringing much needed supplies to what is in truth a remote city. Their importance and command over Freeport's economy makes them some of the most influential and power citizens in the city.

APPRENTICE MERCHANT	GR 2
Male or female human expert 3 N Medium humanoid Init +0; Senses Listen +0, Spot +0 Languages Common, Halfling	
AC 11, touch 10, flat-footed 11 (+1 armor) hp 11 (3 HD) Fort +0, Ref +1, Will +3	
Spd 30 ft. (6 squares) Melee mwk club +2 (1d6–1) Ranged mwk light crossbow with +1 <i>bolts</i> +3 (1d8+1/19–20) Base Atk +2; Grp +1 Combat Gear 2 doses of black adder venom (DC 11, initial and secondary damage 1d6 Con), <i>potion of glibness</i>	
Abilities Str 8, Dex 10, Con 9, Int 12, Wis 11, Cha 13 Feats Negotiator ^B , Persuasive, Skill Focus (Bluff) Skills Bluff +12, Diplomacy +13, Disguise +1 (+3 acting), Gather Information +9, Intimidate +11, Knowledge (local) +7, Listen +0, Profession (merchant) +6, Sense Motive +8, Sleight of Hand +8, Spot +0 Possessions combat gear plus padded armor, masterwork club, masterwork light crossbow with 10 +1 <i>bolts</i> , courtier's outfit, stall, 500 gp in various trade goods, 5d8 gp	

JOURNEYMAN MERCHANT	GR 8
Male or female human expert 9 N Medium humanoid Init +1; Senses Listen +8, Spot +8 Languages Azharan, Common, Elven	
AC 14, touch 12, flat-footed 12 (+1 Dex, +2 armor, +1 deflection) hp 42 (9 HD) Fort +4, Ref +5, Will +9	
Spd 30 ft. (6 squares) Melee +1 <i>rapier</i> +6/+1 (1d6/18–20) Ranged masterwork dagger +8 (1d4–1/19–20) Base Atk +6; Grp +5 Special Actions Skill Expertise (Bluff) Combat Gear <i>potion of cure moderate wounds</i> , <i>potion of eagle's splendor</i> , 2 <i>potions of glibness</i>	

Abilities Str 8, Dex 12, Con 10, Int 14, Wis 14, Cha 16 Feats Martial Weapon Proficiency (rapier), Negotiator ^B , Persuasive, Skill Expertise (Bluff), Skill Focus (Bluff) Skills Bluff +20, Diplomacy +21, Disguise +3 (+5 acting), Gather Information +17, Intimidate +19, Knowledge (local) +14, Listen +8, Profession (merchant) +14, Sense Motive +16, Sleight of Hand +15, Spot +8 Possessions combat gear plus +1 <i>rapier</i> , 2 masterwork daggers, <i>ring of protection</i> +1, <i>bracers of armor</i> +2, <i>cloak of resistance</i> +1, shop, warehouse, 10,000 gp in trade goods, 4d6 pp, 3d12 gp
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PIRATES

One expects to find pirates in the City of Adventure. Most of Freeport's pirates are essentially sea bandits. Their motivations, virtues, and vices vary with the individual. Such men and women can be heroic swashbucklers or vicious murderers, and there is often little way to discern one type from the other.

APPRENTICE PIRATE	GR 1
Male or female expert 1/warrior 1 CN Medium humanoid Init +1; Senses Listen –1, Spot –1 Languages Common	
AC 14, touch 11, flat-footed 13 (+1 Dex, +3 armor) hp 12 (2 HD) IP 1 Fort +3, Ref +1, Will +1	
Spd 30 ft. (6 squares) Melee cutlass +1 (1d6/18–20) Ranged light crossbow +2 (1d8/19–20) Base Atk +1; Grp +1 Combat Gear <i>potion of cure light wounds</i>	
Abilities Str 11, Dex 13, Con 12, Int 8, Wis 8/10 (9), Cha 10 Feats Athletic ^B , Lightning Reflexes Skills Balance +5, Bluff +4, Climb +3, Intimidate +4, Knowledge (geography) +3, Listen –1, Profession (sailor) +3, Spot –1, Swim +3, Use Rope +5 Possessions combat gear plus masterwork studded leather armor, cutlass, light crossbow with 10 bolts, traveler's outfit, 1d12 cp	

JOURNEYMAN PIRATE	GR 7
Male or female expert 1/warrior 1/corsair 6 CN Medium humanoid Init +3; Senses Listen +5, Spot +5 Languages Common	
AC 22, touch 16, flat-footed 22; Dodge, Mobility, uncanny dodge (+3 Dex, +2 class, +5 armor, +1 shield, +1 deflection) hp 45 (8 HD) Fort +8, Ref +8, Will +3	
Spd 30 ft. (6 squares) Melee +1 <i>cutlass</i> +11/+6 (1d6+3/18–20) Ranged mwk Privateer FP +11 (3d6/×3) Base Atk +7; Grp +9 Atk Options Sea Legs, corsair's luck 1/day (+3), dirty fighting +2d4 Combat Gear <i>potion of cure moderate wounds</i>	
Abilities Str 14, Dex 16, Con 12, Int 10, Wis 8, Cha 14 Feats Acrobatic ^B , Athletic ^B , Dodge, Firearms Proficiency, Mobility, Rope Monkey ^B , Sea Legs ^B , Weapon Finesse ^B Skills Appraise +6, Balance +10, Bluff +6, Climb +5, Escape Artist +9, Intimidate +7, Jump +6, Knowledge (geography) +4, Listen +5, Profession (sailor) +3, Spot +5, Swim +9, Tumble +11, Use Rope +6 (+8 bindings) Possessions combat gear plus +1 <i>mithral shirt</i> , masterwork buckler, +1 <i>cutlass</i> , masterwork privateer FP with powder and shot for 6 firings, <i>ring of protection</i> +1, traveler's outfit with tri-corner hat	

PRIESTS

Freeporters are all a little superstitious, and they are quick to mutter a prayer to whatever god is on hand. Given Freeporters' cultural willingness to accept a broad range of gods, countless peddlers of religion come to Freeport to set up shop. Some of these holy folks have honest intentions and perform a good service to the city, but others are little more than well-dressed thieves here to defraud and bilk the locals. The sample priests serve the God of the Sea. For another deity, simply replace the domains, domain spells, and the cleric's melee weapon.

APPRENTICE PRIEST

GR 1

Male or female human cleric 1

N Medium humanoid

Init -1; **Senses** Listen +2, Spot +2

Languages Common

AC 17, touch 9, flat-footed 17 (-1 Dex, +6 armor, +2 shield)

hp 9 (1 HD)

Fort +3, **Ref** -1, **Will** +6

Spd 20 ft. in splint mail (4 squares); base speed 30 ft.

Melee mwk trident -2 (1d8+1) or

Melee club +1 (1d6+1)

Ranged light crossbow -1 (1d8/19-20)

Base Atk +0; **Grp** +1

Special Actions freedom of movement (1 round), turn fire creatures or rebuke water creatures 5/day (+2, 2d6+3, 1st), turn undead 5/day (+2, 2d6+3, 1st)

Combat Gear *elixir of swimming*, *potion of cure light wounds*

Cleric Spells Prepared (CL 1st):

1st—*divine favor*, *obscuring mist*^D, *shield of faith*

0—*create water*, *guidance*, *resistance*

D: Domain spell. Deity: God of the Sea. Domains: Travel, Water

Abilities Str 13, Dex 8, Con 12, Int 10, Wis 15, Cha 14

Feats Athletic^B, Iron Will

Skills Climb -6, Concentration +5, Knowledge (religion) +4, Listen +2, Spellcraft +4, Spot +2, Swim -15

Possessions combat gear plus splint mail, heavy steel shield, masterwork trident, club, light crossbow with 10 bolts, cleric's vestments, wooden holy symbol

JOURNEYMAN PRIEST

GR 6

Male or female cleric 6

N Medium humanoid

Init -1; **Senses** Listen +1, Spot +1

Languages Common

AC 20, touch 9, flat-footed 20 (-1 Dex, +9 armor, +2 shield)

hp 36 (6 HD)

IP 3

Fort +6, **Ref** +1, **Will** +8

Spd 20 ft. in full plate (4 squares); base speed 30 ft.

Melee mwk trident +6 (1d8+1)

Ranged light crossbow +3 (1d8/19-20)

Base Atk +4; **Grp** +5

Atk Options Power Attack

Special Actions freedom of movement (6 rounds), turn fire creatures or rebuke water creatures 5/day (+4, 2d6+8, 6th), turn undead 5/day (+4, 2d6+8, 6th)

Combat Gear *elixir of swimming*, *potion of cure light wounds*, *wand of water breathing* (5 charges)

Spells Prepared (CL 6th):

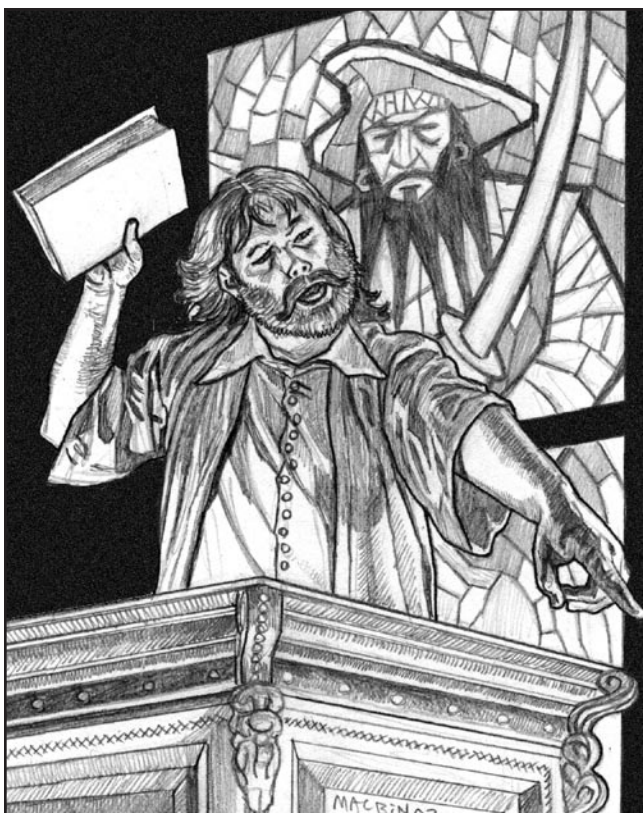
3rd—*bestow curse* (DC 17), *dispel magic*, *magic vestment*, *water breathing*^D

2nd—*augury*, *enthrall* (DC 16), *locate object*^D, *owl's wisdom* (×2)

1st—*bless water*, *command* (DC 15), *doom* (DC 15), *longstrider*^D, *obscuring mist*

0—*create water*, *detect poison*, *guidance*, *light*, *purify food and drink*

D: Domain spell. Deity: God of the Sea. Domains: Travel, Water



Abilities Str 13, Dex 8, Con 12, Int 10, Wis 13/19 (16), Cha 14

Feats Athletic^B, Iron Will, Martial Weapon Proficiency (trident), Power Attack

Skills Climb -4, Concentration +10, Knowledge (religion) +5, Listen +1, Spellcraft +9, Spot +1, Swim -9

Possessions combat gear plus +1 *full plate*, heavy steel shield, masterwork trident, masterwork light crossbow with 20 bolts, *augury* tokens (25 gp), 5 pounds of powdered silver (5 gp), silver holy symbol

SEA LORD'S GUARD

The current Sea Lord transformed the Sea Lord's Guard, who had for long served as the city's watch, into a fighting force, trained to defend the city from attack. Since their change of role, the Sea Lord's Guard consists of a hardened lot of toughs that have a reputation for cracking heads whenever they are crossed.

SEA LORD'S GUARDSMAN

GR 1

Male or female human fighter 1

LN Medium humanoid

Init +0; **Senses** Listen +0, Spot +0

Languages Common

AC 18, touch 10, flat-footed 18 (+6 armor, +2 shield)

hp 11 (1 HD)

Fort +3, **Ref** +0, **Will** +0

Spd 20 ft. in banded mail (4 squares); base speed 30 ft.

Melee mwk longsword +4 (1d8+1/19-20) or

Melee spear +2 (1d8+1/×3)

Ranged heavy crossbow +2 (1d10/19-20)

Base Atk +1; **Grp** +2

Atk Options Power Attack

Combat Gear *potion of cure light wounds*

Abilities Str 13, Dex 11, Con 12, Int 10, Wis 10, Cha 9

Feats Athletic^B, Power Attack, Weapon Focus (longsword)^B

Skills Climb +0, Intimidate +3, Listen +0, Spot +0, Swim -7

Possessions combat gear plus masterwork banded mail, heavy steel shield, masterwork longsword, spear, heavy crossbow with 10 bolts, uniform, 1d10 gp

SEA LORD'S GUARD SERGEANT	GR 6
Male or female fighter 6 LN Medium humanoid Init +5; Senses Listen +1, Spot +1 Languages Common	
AC 22, touch 11, flat-footed 21 (+1 Dex, +9 armor, +2 shield) hp 49 (6 HD) Fort +7, Ref +3, Will +3	
Spd 20 ft. in full plate (4 squares); base speed 30 ft. Melee +1 <i>longsword</i> +11/+6 (1d8+6/19–20) or Melee spear +9 (1d8+3/×3)	
Ranged mwk heavy crossbow +8 (1d10/19–20) Base Atk +6; Grp +9 Atk Options Cleave, Improved Sunder, Power Attack Combat Gear 2 <i>potions of cure light wounds</i> , <i>potion of endure elements</i>	
Abilities Str 16, Dex 13, Con 14, Int 10, Wis 12, Cha 8 Feats Cleave ^B , Improved Initiative, Improved Sunder ^B , Persuasive ^B , Power Attack, Rapid Reload (heavy crossbow), Weapon Focus (longsword) ^B , Weapon Specialization (longsword) ^B Skills Bluff +1, Climb +5, Diplomacy +0, Intimidate +9, Listen +1, Spot +1, Swim +0 Possessions combat gear plus +1 <i>full plate</i> , masterwork heavy steel shield, +1 <i>longsword</i> , spear, masterwork heavy crossbow with 20 bolts, uniform, 1d10 gp	

THE SYNDICATE

Finn employs many Freeporters in his operations, from beggars and thieves to enforcers and toughs. Hellhounds are Finn's muscle and they patrol the Eastern District, seeing to their leader Dunbar's protection rackets, while making sure no one thinks too highly of him or herself. The Syndicate Enforcers, led by Trask, are bravos and fighting men that do most of the fighting.

HELLHOUND	GR 2
Male or female human fighter 2 N Medium humanoid Init +3; Senses Listen +0, Spot +1 Languages Common	
AC 16, touch 13, flat-footed 13(+3 Dex, +3 armor) hp 17 (2 HD) Fort +4, Ref +3, Will +0	
Spd 30 ft. (6 squares) Melee mwk rapier +7 (1d6+1/18–20) or Melee mwk rapier +5 (1d6+1/18–20) and mwk kukri +4 (1d4/18–20) Ranged mwk dagger +6 (1d4+1/19–20) Base Atk +2; Grp +3 Combat Gear <i>potion of cure light wounds</i>	
Abilities Str 13, Dex 16, Con 12, Int 10, Wis 11, Cha 8 Feats Persuasive ^B , Two-Weapon Fighting, Weapon Finesse ^B , Weapon Focus (rapier) ^B Skills Bluff +1, Climb +4, Intimidate +4, Jump +4, Knowledge (local) +2, Listen +0, Spot +1 Possessions combat gear plus masterwork studded leather armor, masterwork rapier, masterwork kukri, masterwork daggers, traveler's outfit, Hellhound membership ring, 2d8 hp	

SYNDICATE ENFORGER	GR 3
Male or female human fighter 2/rogue 1 N Medium humanoid Init +1; Senses Listen +1, Spot +1 Languages Common	
AC 17, touch 11, flat-footed 16(+1 Dex, +5 armor, +1 shield) hp 25 (3 HD) Fort +5, Ref +3, Will +2	

Spd 20 ft. in chainmail (4 squares); base speed 30 ft. Melee mwk longsword +7 (1d8+3/19–20) Ranged light crossbow +3 (1d8/19–20) Base Atk +2; Grp +5 Atk Options Blind-Fight, Improved Sunder, Power Attack, sneak attack +1d6 Combat Gear <i>elixir of hiding</i> , <i>elixir of sneaking</i> , <i>potion of cure light wounds</i>	
Abilities Str 16, Dex 13, Con 14, Int 8, Wis 10, Cha 12 SQ trapfinding Feats Blind-Fight, Improved Sunder ^B , Iron Will ^B , Power Attack ^B , Weapon Focus (longsword)	
Skills Bluff +4, Climb +0, Intimidate +5, Jump –6, Listen +1, Spot +1, Swim –1 Possessions combat gear plus +1 <i>chainmail</i> , masterwork buckler, masterwork longsword, light crossbow with 10 bolts, traveler's outfit, 2d4 gp	

THIEVES

Freeport is infested with many things, but the most pernicious occupants are its thieves. Many criminals in the city are freelancers who make ends meet by robbing those better off than they, but a few work for one of the two main crime lords: Finn or Mister Wednesday. Such thieves are loyal to their masters and woe to them if they betray their organization: Freeport's crime lords are unforgiving and are perfectly happy making examples of those who betray them.

APPRENTICE THIEF	GR 1/2
Male or female human expert 1 CN Medium humanoid Init +1; Senses Listen +3, Spot +3 Languages Common	
AC 11, touch 11, flat-footed 10(+1 Dex) hp 6 (1 HD) Fort +0, Ref +1, Will +3	
Spd 30 ft. (6 squares) Melee dagger –1 (1d4–1/19–20) Ranged sling +1 (1d4–1) Base Atk +0; Grp –1	
Abilities Str 8, Dex 13, Con 10, Int 11, Wis 12, Cha 9 Feats Skill Focus (Sleight of Hand), Stealthy ^B Skills Bluff +3, Hide +7, Listen +3, Move Silently +7, Open Lock +5, Search +4, Sleight of Hand +8, Spot +3 Possessions dagger, sling with 10 bullets, thieves' tools, peasant's outfit, 1d6 cp	

JOURNEYMAN THIEF	GR 7
Male or female human rogue 7 CN Medium humanoid Init +7; Senses Listen +11, Spot +11 Languages Common, Thieves' Cant, Undercommon	
AC 19, touch 13, flat-footed 19; uncanny dodge (+3 Dex, +4 armor, +2 shield) hp 27 (7 HD) Resist evasion Fort +2, Ref +8, Will +3	
Spd 30 ft. (6 squares); Run Melee mwk rapier +9 (1d6–1/18–20) Ranged mwk hand crossbow +9 (1d4/19–20) Base Atk +5; Grp +4 Atk Options sneak attack +4d6 Combat Gear <i>elixir of hiding</i> , <i>elixir of sneaking</i> , flask of alchemist fire, <i>potion of cure light wounds</i> , <i>potion of invisibility</i> , 2 thunderstones	
Abilities Str 8, Dex 16, Con 10, Int 14, Wis 12, Cha 13 SQ trap sense +2, trapfinding Feats Improved Initiative, Nimble Fingers ^B , Run, Weapon Finesse Skills Balance +5, Bluff +11, Climb +4, Disable Device +16, Diplomacy +3, Disguise +1 (+3 acting), Hide +13, Intimidate +3, Jump +6, Listen	

+11, Move Silently +13, Open Lock +17, Search +12, Sleight of Hand +15, Spot +11, Survival +1 (+3 following tracks), Tumble +15

Possessions combat gear plus +1 *studded leather*, +1 *buckler*, masterwork rapier, masterwork hand crossbow with 10 bolts, explorer's outfit, masterwork thieves' tools, 3 sunrods, 4 tindertwigs, 2d10 gp

THUGS

Thugs in Freeport include all the low-class brutes that rely on strength and intimidation to make their living. Such characters include bravos, enforcers, and any kind of raw muscle used for protection.

APPRENTICE THUG GR 1/2

Male or female half-orc warrior 1

CN Medium humanoid (orc)

Init +0; **Senses** darkvision 60 ft.; Listen +0, Spot +0

Languages Common, Orc

AC 13, touch 10, flat-footed 13 (+3 armor)

hp 9 (1 HD)

Fort +3, **Ref** +0, **Will** +0

Spd 30 ft. (6 squares)

Melee heavy mace +3 (1d8+2) or **Melee** battleaxe +3 (1d8+2/×3)

Ranged heavy crossbow +1 (1d10/19–20)

Base Atk +1; **Grp** +3

Atk Options Power Attack

Abilities Str 15, Dex 11, Con 12, Int 6, Wis 10, Cha 7

Feats Power Attack

Skills Intimidate +2, Listen +0, Spot +0

Possessions studded leather armor, heavy mace, battleaxe, heavy crossbow with 10 bolts, peasant's outfit, 1d6 gp

JOURNEYMAN THUG GR 8

Male or female human barbarian 4/fighter 4

N Medium humanoid

Init +2; **Senses** Listen +0, Spot +0

Languages Common

AC 19, touch 12, flat-footed 19; uncanny dodge (+2 Dex, +6 armor, +1 natural)

hp 69 (8 HD)

Fort +11, **Ref** +5, **Will** +3

Spd 30 ft. in breastplate (6 squares); base speed 40 ft.

Melee +1 *greataxe* +13/+8 (1d12+7/×3)

Ranged +1 *heavy crossbow* +11 (1d10+1/19–20)

Base Atk +8; **Grp** +11

Atk Options Cleave, Great Cleave, Improved Bull Rush, Improved Sunder, Power Attack, rage 2/day

Combat Gear *potion of cure moderate wounds*, *potion of lesser restoration*

Abilities Str 16, Dex 14, Con 14, Int 8, Wis 10, Cha 12

SQ trap sense +1

Feats Cleave, Great Cleave, Improved Bull Rush^B, Improved Sunder, Power Attack^B, Weapon Focus (greataxe)^B, Weapon Specialization (greataxe)^B

Skills Climb +7, Intimidate +12, Jump +7, Listen +7, Spot +2

Possessions combat gear plus +1 *breastplate*, +1 *greataxe*, +1 *heavy crossbow* with 10 bolts, *amulet of natural armor* +1, *cloak of resistance* +1

Rage (Ex) Whenever a journeyman thug rages, he uses the following statistics for 7 rounds

AC 17, touch 10, flat-footed 17

hp increase by 16

Fort +13, **Will** +5

Melee +1 *greataxe* +15/+10 (1d12+10/×3)

Grp +13

Abilities Str 20, Con 18

Skills Climb +9, Jump +9

WATCHMEN

Although Freeport's Watch is a relatively new organization, it finds its roots in the old Sea Lord's Guard. Overall, this group is little better

than the criminals they fight, taking bribes to look the other way and selling their service to various criminal groups. They are quick to cover their tracks and aren't above smashing a few heads to make sure the semblance of law rules the streets.

FREEPORT WATCHMAN GR 1/2

Male or female human warrior 1

N Medium humanoid

Init +1; **Senses** Listen +3, Spot +3

Languages Common

AC 15, touch 11, flat-footed 14 (+1 Dex, +4 armor)

hp 9 (1 HD)

Fort +3, **Ref** +1, **Will** +0

Spd 30 ft. (6 squares)

Melee heavy mace +3 (1d8+1)

Ranged light crossbow +2 (1d8/19–20)

Base Atk +1; **Grp** +2

Abilities Str 13, Dex 12, Con 12, Int 8, Wis 10, Cha 11

Feats Alertness^B, Weapon Focus (heavy mace)

Skills Intimidate +4, Listen +3, Spot +3

Possessions combat gear plus chain shirt, heavy mace, light crossbow with 10 bolts, signal whistle, uniform, badge, 1d10 gp

FREEPORT WATCH SERGEANT GR 2

Male or female human fighter 2

LN Medium humanoid

Init +3; **Senses** Listen +4, Spot +4

Languages Common

AC 17, touch 12, flat-footed 15; Dodge (+2 Dex, +5 armor)

hp 17 (2 HD)

Fort +4, **Ref** +2, **Will** +1

Spd 20 ft. in chainmail (4 squares); base speed 30 ft.

Melee mwk heavy mace +6 (1d8+2)

Ranged repeating crossbow +4 (1d8/19–20)

Base Atk +2; **Grp** +4

Combat Gear *potion of cure moderate wounds*

Abilities Str 15, Dex 14, Con 12, Int 10, Wis 13, Cha 11

Feats Alertness^B, Dodge, Exotic Weapon Proficiency (repeating crossbow)^B, Weapon Focus (heavy mace)^B

Skills Climb +1, Intimidate +5, Jump –5, Listen +4, Search +1, Spot +4, Swim –3

Possessions combat gear plus masterwork chainmail, masterwork heavy mace, repeating crossbow with 2 clips, uniform, badge, signal whistle, 1d10 gp

WIZARDS

Freeport is famous for not delving too deeply into a person's personal affairs, so the city is often a preferred destination for those that dabble in the occult. Wizards of all types, including renegade necromancers from the continent, come to Freeport to escape persecution, or to pursue their arts in a way of their choosing. For those seeking training, Freeport is also home to a potent Wizards' Guild, though they are selective about whom they train.

APPRENTICE WIZARD GR 1

Male or female human wizard 1

N Medium humanoid

Init +2; **Senses** Listen +1, Spot +1

Languages Common, Draconic, Elven

AC 12, touch 12, flat-footed 10 (+2 Dex)

hp 5 (1 HD)

Fort +1, **Ref** +2, **Will** +3

Spd 30 ft. (6 squares)

Melee dagger +0 (1d4/19–20)

Ranged dart +2 (1d4)

Base Atk +0; **Grp** +0

Combat Gear 2 *potions of cure light wounds*, *scroll of blur*, *scroll of fox's cunning*, 2 *scrolls of magic missile*, 4 *thunderstones*, *wand of color spray* (10 charges), *wand of detect magic* (10 charges)
Wizard Spells Prepared (CL 1st):
 1st—*charm person* (DC 13), *silent image* (DC 14)
 0—*ghost sound* (DC 13), *mage hand*, *prestidigitation*

Abilities Str 10, Dex 14, Con 13, Int 15, Wis 12, Cha 8
SQ familiar (none)
Feats Scribe Scroll^B, Skill Focus (Concentration)^B, Spell Focus (illusion)
Skills Concentration +8, Decipher Script +6, Knowledge (arcana) +6, Listen +1, Sleight of Hand +4, Spellcraft +6, Spot +1,
Possessions combat gear plus dagger, 4 darts, spell component pouch, robes, spellbook
Spellbook all prepared plus 0—all; 1st—*color spray*, *disguise self*, *magic missile*.

EXILED NEGROMANCER	GR 6
Male or female human necromancer 6 NE Medium humanoid Init +1; Senses sense; Listen -2, Spot -2 Languages Abyssal, Common, Draconic	
AC 13, touch 12, flat-footed 12 (+1 Dex, +1 armor, +1 deflection) hp 28 (6 HD) IP 2 Fort +4, Ref +3, Will +3 Spd 30 ft. (6 squares)	

Melee quarterstaff +3 (1d6)
Ranged mwk light crossbow +5 (1d8/19-20)
Base Atk +3; **Grp** +3
Combat Gear *potion of cure light wounds*, *scroll of blink*, *scroll of false life*, *wand of invisibility* (20 charges)
Necromancer Spells Prepared (CL 6th):
 3rd—*dispel magic*, *flame arrow*, *gaseous form*, *ray of exhaustion* (ranged touch +5, DC 18)
 2nd—*blindness/deafness* (DC 17), *blur*, *detect thoughts* (DC 15), *mirror image*, *silent charm person* (DC 14)
 1st—*cause fear* (DC 16), *color spray* (DC 14), *hold portal*, *ray of enfeeblement* (ranged touch +5), *sleep* (DC 14)
 0—*detect magic*, *read magic*, *resistance*, *touch of fatigue* (melee touch +3, DC 15) (x2)
 Barred schools: evocation and transmutation

Abilities Str 10, Dex 13, Con 14, Int 16, Wis 6/10 (8), Cha 12
SQ familiar (none)
Feats Greater Spell Focus (necromancy), Silent Spell^B, Spell Focus (necromancy), Stealthy^B, Still Spell^B, Weapon Focus (ray)
Skills Concentration +12, Decipher Script +8, Hide +6, Knowledge (arcana) +13, Knowledge (Forbidden) +9, Knowledge (religion) +8, Listen -2, Move Silently +6, Spellcraft +15, Spot -2
Possessions combat gear plus quarterstaff, masterwork light crossbow with 10 bolts, *ring of protection* +1, *bracers of armor* +1, spell component pouch, black robes
Spellbook All prepared plus 0—all except evocation and transmutation; 1st—*alarm*, *unseen servant*; 2nd—*arcane lock*

~ NOTABLE CHARACTERS ~

Freeport is home to a cast of interesting characters, each with their own motivations, goals, and agendas. These characters are figures of import, having a great deal of influence in the city, whether in legitimate or illegitimate circles. The following entries expand on those presented in the *Pirate's Guide to Freeport*, offering statistics as well as brief descriptions. Most descriptions include Gather Information check DCs for PCs to learn more about these characters.



ALCINDAR

"His suits are peerless. I would have no other tailor than Master Alcindar."

—Garth Varellion

Alcindar is a tailor well known for his fastidiousness and attention to detail, which makes him one of the preeminent clothiers in the city (DC 10). He runs a small shop on the Street of Dreams called The Sharp Needle, where he measures and fits his clients (DC 15). His proximity to power allows him to hear the most interesting things, and he might be willing to share his information for the right price (DC 20).

ALCINDAR	GR 8
Male dwarf expert 6/sorcerer 3 N Medium humanoid Init +4; Senses darkvision 60 ft.; Listen +11 (+13 with familiar), Spot +2 (+4 with familiar) Languages Common, Dwarven, Goblin, Gnome, Undercommon	
AC 15, touch 15, flat-footed 11; +4 AC against giants (+4 Dex, +1 deflection) hp 31 (9 HD) Resist stability Fort +4 (+6 against poison), Ref +10, Will +11; +2 against spells and spell-like effects	
Spd 20 ft. (4 squares) Melee +1 <i>returning dagger</i> +10/+5 (1d4+2/19-20) Ranged +1 <i>returning dagger</i> +10 (1d4+2/19-20) Base Atk +5; Grp +6	
Atk Options +1 on attack rolls against orcs and goblinoids Combat Gear <i>potion of cat's grace</i> , <i>potion of cure moderate wounds</i> Sorcerer Spells Known (CL 3rd): 1st (6/day)— <i>enlarge person</i> , <i>mage armor</i> , <i>unseen servant</i> 0 (6/day)— <i>message</i> , <i>mending</i> , <i>open/close</i> , <i>prestidigitation</i> , <i>ray of frost</i> (ranged touch +9)	

Abilities Str 12, Dex 18, Con 10, Int 16, Wis 14, Cha 14 SQ stonecunning (see <i>PH</i>) Feats Dodge, Lightning Reflexes, Negotiator, Weapon Finesse Skills Appraise +3 (+5 metal, stone, or leather), Bluff +8, Concentration +3, Craft (leatherworking) +12, Craft (metalworking) +5, Craft (stoneworking) +5, Diplomacy +19, Disguise +2 (+4 acting), Gather Information +13, Intimidate +4, Knowledge (arcana) +6, Knowledge (local) +12, Knowledge (nobility) +12, Listen +11 (+13 with familiar), Move Silently +16, Profession (tailor) +11, Sense Motive +13, Spellcraft +6, Spot +2 (+4 with familiar) Possessions combat gear plus +1 <i>returning dagger</i> , <i>ring of protection</i> +1, <i>cloak of resistance</i> +1, The Sharp Needle and all its contents
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GRANTH	GR ~
Male cat familiar N Tiny animal Init +2; Senses low-light vision, scent; Listen +10, Spot +3 Languages empathic link; speak with master	
AC 16, touch 14, flat-footed 14 (+2 size, +2 Dex, +2 natural) hp 15 (9 HD) Resist improved evasion Fort +3, Ref +5, Will +9	
Spd 30 ft. (6 squares) Melee 2 claws +9 (1d2–4) and bite +4 (1d3–4) Space 2-1/2 ft.; Reach 0 ft. Base Atk +5; Grp –7 Atk Options deliver touch spells	
Abilities Str 3, Dex 15, Con 10, Int 7, Wis 12, Cha 7 SQ share spells Feats Stealthy, Weapon Finesse ^B Skills Balance +10, Bluff +4, Climb +6, Concentration +3, Hide +16 (+20 in undergrowth), Jump +10, Knowledge (arcana) +1, Knowledge (local) +7, Knowledge (nobility) +7, Listen +10, Move Silently +17, Sense Motive +10, Spellcraft +1, Spot +3	

ALFHILD

“She’s gorgeous alright, but I’ve heard she’s got teeth... and not just in her mouth.”

—Pious Pete, Guide

Alfhild is a reaver hailing from the frozen Northlands (DC 10). She fled an arranged marriage to a warrior named Ragnar and has ever since lived the life of a pirate (DC 20). Her presence in the Serpent’s Teeth causes no little worry, for she’s famous for flaunting the rules of piracy and strikes when and where she wants (DC 15).

ALFHILD	GR 17
Human female barbarian 17 CE Medium humanoid Init +7; Senses Listen +10, Spot +6 Languages Aquan, Common, Tribal Dialect; illiterate	
AC 28, touch 15, flat-footed 28; improved uncanny dodge (+3 Dex, +9 armor, +4 shield, +2 deflection) hp 201 (17 HD); DR 4/— IP 2 Fort +16, Ref +9, Will +7 (+11 against enchantments)	
Spd 30 ft. in breastplate (6 squares); base speed 40 ft. Melee +1 <i>anarchic longsword</i> +24/+19/+14/+9 (1d8+6 /17–20 plus 1d6 against lawful) or Melee +1 <i>shortspear</i> +24/+19/+14/+9 (1d6+6) Ranged +1 <i>shortspear</i> +22 (1d6+6) or Ranged +1 <i>composite longbow</i> (Str +5) +21/+16/+11/+6 (1d8+6/×3) Base Atk +17; Grp +22 Atk Options Power Attack, greater rage, rage 5/day Combat Gear <i>potion of cure moderate wounds</i>	

Abilities Str 21, Dex 16, Con 20, Int 14, Wis 12/16 (14), Cha 16 SQ tireless rage, trap sense +5 Feats Alertness ^B , Improved Critical (longsword), Improved Initiative, Leadership, Power Attack, Weapon Focus (longsword), Weapon Focus (shortspear) Skills Appraise +5 (+7 sails), Balance +4, Climb +8, Craft (sailmaking) +9, Diplomacy +6, Gather Information +6, Heal +4, Intimidate +10, Jump +10, Knowledge (geography) +5, Listen +10, Profession (sailor) +8, Ride +10, Search +5, Sense Motive +4, Spot +6, Survival +8, Swim +9, Tumble +6, Use Rope +6 Possessions combat gear plus +4 <i>breastplate</i> , +2 <i>heavy steel shield of arrow deflection</i> , +1 <i>anarchic longsword</i> , +1 <i>shortspear</i> , +1 <i>composite longbow</i> (Strength +5) with 20 arrows, <i>ring of protection</i> +2, <i>ring of swimming</i> , <i>amulet of health</i> +4, <i>belt of giant’s strength</i> +4, <i>cloak of resistance</i> +1, pouch with 100 gp, and the <i>Snow Queen</i> and all its contents

Rage (Ex) When raging, Alfhild uses the following statistics for 11 rounds: AC 26, touch 13, flat-footed 26 hp increase by 51 Fort +19, Will +10 (+14 against enchantments) Melee +1 <i>anarchic longsword</i> +27/+21/+17/+12 (1d8+9/17–20 plus 1d6 against lawful) Melee +1 <i>shortspear</i> +27/+21/+17/+12 (1d6+9) Ranged +1 <i>shortspear</i> +22 (1d6+9) Grp +25 Abilities Str 27, Con 26 Skills Climb +11, Jump +13, Swim +12

BIANKA ALTANISH

“Since Altanish took over the Asylum, there have been strange reports of experiments, vivisection, and worse. I dunno if it’s just rumors or if it’s true. Either way, I don’t make enough lords to go and find out for certain.”

—Rude Tom, Watchman

The Altanish family was a middle-ranked merchant clan in the Merchant District, but Bianka wanted none of their wealth or status, being interested in anatomy instead (DC 15). For a time, she worked in the Crematorium, where she could examine bodies to her heart’s content, but eventually left to further her studies as the head of Freeport’s asylum (DC 20).

BIANKA ALTANISH	GR 7
Human female necromancer 3/cleric 3/mystic theurge 1 NE Medium humanoid Init +0; Senses Listen +1, Spot +1 Languages Common, Dwarven, Elven	
AC 12, touch 11, flat-footed 12 (+1 armor, +1 deflection) hp 32 (7 HD) IP 4 Fort +5, Ref +2, Will +9	
Spd 30 ft. (6 squares) Melee mwk dagger +4 (1d4/19–20) Base Atk +3; Grp +3 Atk Options Insane Casting Special Actions rebuke undead 4/day (+3, 2d6+4, 3rd) Combat Gear <i>divine scroll of animate dead</i> , <i>wand of hold person</i> (20 charges), <i>wand of light</i> (20 charges) Cleric Spells Prepared (CL 4th): 2nd— <i>bewilder</i> (CL 5th, DC 17) ^D , <i>death knell</i> (DC 19), <i>gentle repose</i> , <i>hold person</i> (CL 5th, DC 17) 1st— <i>bane</i> (CL 5th, DC 16), <i>cause fear</i> (CL 5th, DC 18), <i>doom</i> (CL 5th, DC 18), <i>hide from undead</i> (DC 16), <i>obscuring mist</i> , <i>unbinge</i> (CL 5th, DC 16) ^D 0— <i>cure minor wounds</i> , <i>detect magic</i> , <i>detect poison</i> , <i>guidance</i> , <i>resistance</i> D: Domain spell. Deity: None. Domains: Death, Unspeakable	

Wizard Spells Prepared (CL 4th): 2nd— <i>blindness/deafness</i> (DC 16), <i>command undead</i> (DC 16), <i>invisibility</i> , <i>scare</i> (DC 16) 1st— <i>cause fear</i> (DC 15), <i>hypnotism</i> (DC 13), <i>magic missile</i> , <i>ray of enfeeblement</i> (ranged touch +3), <i>silent image</i> (DC 13) 0— <i>detect magic</i> , <i>ghost sound</i> (DC 12), <i>open/close</i> , <i>read magic</i> , <i>touch of fatigue</i> (melee touch +3, DC 14) Barred Schools: abjuration and conjuration
Abilities Str 10, Dex 10, Con 12, Int 14, Wis 13/21 (17), Cha 12 SQ familiar (none), moderate aura of evil Feats Greater Spell Focus (necromancy), Insane Casting, Scribe Scroll ^B , Skill Focus (Knowledge—nature) ^B , Spell Focus (necromancy) Skills Concentration +10, Craft (alchemy) +5, Decipher Script +4, Heal +7, Knowledge (arcana) +11, Knowledge (forbidden) +6, Knowledge (nature) +8, Knowledge (religion) +8, Listen +1, Sense Motive +4, Spellcraft +13, Spot +1 Possessions combat gear plus masterwork dagger, <i>ring of protection</i> +1, <i>bracers of armor</i> +1, <i>goggles of minute seeing</i> , healer's kit, spell component pouch, pouch containing 23 gp, the Freeport Asylum and all its contents Spellbook all prepared plus 0—all except abjuration and conjuration; 1st— <i>charm person</i> , <i>comprehend languages</i>

DIRWIN "NIMBLEFINGERS" ARNIG

"In the Council, everyone is looking out for their own interests first, the city second. Arnig is no different. The gnomes, and their guild, have fared well under his tenure."

—Liam Blackhammer

Freeport's preeminent gnome, Dirwin Arnig divides his time between the Captains' Council and the Jewelers and Gemcutters' Guild (DC 10). Dirwin is sick of politics and he would like nothing better than to find a way to exit the Council gracefully (DC 15). He realizes, though, he fulfills an important role in the city for his people and for as long as he holds his seat, gnomes have a voice. Hence, despite his willingness to cede his house to a grasping heir, he retains his seat and probably will until his death (DC 20).

DIRWIN "NIMBLEFINGERS" ARNIG	GR 10
Male gnome bard 10 NG Small humanoid Init +4; Senses low-light vision; Listen +4, Spot +12 Languages Common, Draconic, Gnome	
AC 16, touch 15, flat-footed 12; Dodge, +4 AC against giants (+1 size, +4 Dex, +1 deflection) hp 57 (10 HD) Fort +9, Ref +13, Will +11 (+13 against illusions)	
Spd 20 ft. (4 squares) Melee mwk dagger +8/+3 (1d3/19–20) Base Atk +7; Grp +3 Atk Options +1 on attacks against kobolds and goblinoids Special Actions bardic music 10/day (inspire greatness, <i>suggestion</i> [DC 15], inspire competence, inspire courage +2, <i>fascinate</i> 4 targets, countersong) Combat Gear <i>potion of cure moderate wounds</i> , <i>potion of displacement</i> , <i>potion of fly</i> Bard Spells Known (CL 10th): 3rd (2/day)— <i>break enchantment</i> , <i>dimension door</i> , <i>greater invisibility</i> , <i>modify memory</i> 2nd (4/day)— <i>animal messenger</i> , <i>calm emotions</i> , <i>detect thoughts</i> (DC 14), <i>tongues</i> 1st (4/day)— <i>alarm</i> , <i>comprehend languages</i> , <i>magic mouth</i> , <i>unseen servant</i> 0 (3/day)— <i>detect magic</i> , <i>light</i> , <i>mage hand</i> , <i>mending</i> , <i>open/close</i> , <i>prestidigitation</i>	

Spell-like Abilities (CL 1st): 1/day— <i>dancing lights</i> , <i>ghost sound</i> (DC 12), <i>prestidigitation</i> , <i>speak with animals</i> (burrowing only, 1 minute duration)
Abilities Str 10, Dex 18, Con 14, Int 13, Wis 15, Cha 15 SQ bardic knowledge +13 Feats Dodge, Endurance, Great Fortitude, Skill Focus (Craft—gemcutting) Skills Appraise +11 (+13 gems), Bluff +12, Craft (alchemy) +6, Craft (gemcutting) +17, Diplomacy +16, Disguise +2 (+4 acting), Gather Information +12, Hide +8, Intimidate +3, Knowledge (history) +6, Listen +4, Perform (oratory) +12, Spot +12, Sense Motive +12 Possessions combat gear plus masterwork dagger, <i>ring of mind shielding</i> , <i>ring of protection</i> +1, <i>cloak of resistance</i> +2, artisan's outfit

MORGAN BAUMANN

"She's about as bad as they come. Keep yer distance, lads."

—Pious Pete

Morgan Baumann is the captain of the *Kraken's Claw* (DC 10), a notorious pirate ship with over twenty kills (DC 15). Never having had much use for Freeport's laws, she has no problem attacking Freeport vessels, though she finds the ones on the Continent to be better prey (DC 20).

MORGAN BAUMANN	GR 12
Female human fighter 6/corsair 6 NE Medium humanoid Init +7; Senses Listen +0, Spot +6 Languages Aquan, Common	
AC 21, touch 18, flat-footed 21; Dodge, uncanny dodge (+3 Dex, +2 class, +1 dodge, +3 armor, +2 deflection) hp 100 (12 HD) Fort +13, Ref +10, Will +4	
Spd 30 ft. (6 squares) Melee +1 <i>keen cutlass</i> +17/+12/+7 (1d6+5/15–20) Ranged Privateer FP +15 (3d6/x3) Base Atk +12; Grp +14 Atk Options Cleave, Great Cleave, Power Attack, corsair's luck 1/day (+3), dirty fighting +2d4 Combat Gear <i>brooch of shielding</i>	
Abilities Str 14, Dex 16, Con 16, Int 12, Wis 10, Cha 14 Feats Athletic ^B , Cleave, Dodge, Firearms Proficiency ^B , Great Cleave, Greater Weapon Focus (cutlass) ^B , Improved Dodge, Improved Initiative ^B , Power Attack ^B , Rope Monkey ^B , Sea Legs ^B , Two-Weapon Fighting, Weapon Focus (cutlass) ^B , Weapon Specialization (cutlass) ^B Skills Balance +11, Climb +13 (+15 ropes), Escape Artist +3 (+5 ropes), Intimidate +11, Jump +13, Knowledge (geography) +7, Listen +0, Profession (sailor) +6, Spot +6, Survival +0 (+2 avoid hazards and getting lost), Swim +13, Tumble +11, Use Rope +9 Possessions combat gear plus +1 <i>keen cutlass</i> , Privateer FP with ammunition and powder for 10 shots, <i>ring of protection</i> +2, <i>bracers of armor</i> +3, <i>Kraken's Claw</i>	

APORCUS BEEBLE

"Some folks are just born rotten. The boy has his uses, but one day I fear I'll have to remove him. Permanently."

—Mister Wednesday

Aporcus Beedle apprenticed with his aunt, Delinda Knorrbertal, a known transmuter and alchemist (DC 10). Aporcus was addicted to abyss dust and grew to resent Knorrbertal, even going so far as to try to poison her. His botched effort backfired and she threw him out (DC 20). Since then he's been a wretched thing, scuttling in the shadows and murdering folks for the coins in their purses (DC 15).

APORGUS BEEPLE	GR 3
Male human wizard 1/rogue 2 NE Medium humanoid Init -1; Senses Listen +0, Spot +0 Languages Common, Halfling	
AC 10, touch 10, flat-footed 10 (-1 Dex, +1 armor) hp 14 (3 HD) Resist evasion Fort +0, Ref +4, Will +0	
Spd 30 ft. (6 squares); Run Melee mwk dagger +3 (1d4+1/19-20) Ranged mwk hand crossbow +1 (1d4/19-20) Base Atk +1; Grp +2 Atk Options sneak attack +1d6 Combat Gear scroll of invisibility, 2 scrolls of mage armor, scroll of misdirection, scroll of scorching ray Wizard Spells Prepared (CL 1st): 1st—burning hands (DC 12), summon monster I 0—mage hand, ray of frost (ranged touch +0), read magic	
Abilities Str 12, Dex 9, Con 10, Int 12, Wis 7, Cha 9 SQ familiar (none), trapfinding Feats Lightning Reflexes, Run ^B , Scribe Scroll ^B , Toughness Skills Bluff +1, Concentration +4, Craft (alchemy) +5, Decipher Script +5, Hide +1, Intimidate +1, Knowledge (arcana) +5, Knowledge (local) +3, Listen +0, Move Silently +1, Search +3, Sleight of Hand +3, Spellcraft +3, Spot +0 Possessions combat gear plus masterwork dagger, masterwork hand crossbow with 10 bolts, bracers of armor +1, 2 doses of snake weed, 1 dose of abyss dust Spellbook all prepared plus 0—all; 1st—comprehend languages, shield	

CYRIL BERRYHILL

"I've had enough of those bastards. Trask, get me Cyril."

—Finn

By day, Cyril Berryhill acts as the HBA's accountant (DC 10), but by night, he's Mouse, a vicious assassin specializing in eliminating Finn's enemies (DC 20). Small, quiet, and unassuming, Cyril is an unlikely killer, something that gives him an edge over his marks.

CYRIL BERRYHILL	GR 8
Male halfling rogue4/assassin 4 NE Small humanoid Init +3; Senses Listen +12, Spot +1 Languages Common, Halfling	
AC 14, touch 14, flat-footed 14; uncanny dodge (+1 size, +3 Dex) hp 38 (8 HD) Resist evasion Fort +7 (+9 against poison), Ref +12, Will +4 (+6 against fear)	
Spd 20 ft. (4 squares) Melee +1 dagger +8/+3 (1d3+1/19-20) Ranged +1 hand crossbow +12 (1d3+1/19-20) or Ranged dagger +10/+5 (1d3/19-20) Base Atk +6; Grp +2 Atk Options Far Shot, Point Blank Shot, ambush +1, backstab +1d6, sneak attack +2d6 Combat Gear 1 dose of deathblade (injury, DC 20, initial damage 1d6 Con/secondary damage 2d6 Con), elixir of hiding, elixir of sneaking, 2 potions of invisibility	
Abilities Str 10, Dex 17, Con 12, Int 12, Wis 13, Cha 16 SQ contract, poison use, trap sense +1, trapfinding Feats Far Shot, Point Blank Shot, Quick Draw, Weapon Focus (hand crossbow) ^B Skills Balance +7, Bluff +10, Climb +5, Diplomacy +10, Disguise +7 (+9 acting), Gather Information +10, Hide +18, Intimidate +5, Jump	

+7, Listen +12, Move Silently +16, Open Lock +11, Profession (accountant) +6, Sense Motive +6, Spot +1, Tumble +14 Possessions combat gear plus +1 dagger, 3 daggers, +1 hand crossbow with 10 bolts, dust of tracelessness, hat of disguise, courtier's outfit, masterwork thieves' tools
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LIAM BLACKHAMMER

"The trouble with Liam is he's so concerned for the welfare of the common Freeporter, he refuses to see some folks just can't be helped."

—Nathan Grymes

Liam Blackhammer is a member of the Captains' Council and is well regarded by the common folk of Freeport (DC 10). While a popular Councilor, the goodwill toward this people's champion does not extend to his peers (DC 15). Uncompromising, he is as stubborn as a mule. The rest of the Council members only tolerate him because of his many years as a public servant and his great popularity among the people (DC 20).

LIAM BLACKHAMMER	GR 9
Male human expert 6/fighter 4 NG Medium humanoid Init -2; Senses Listen +2, Spot +2 Languages Common, Dwarven	
AC 15, touch 9, flat-footed 15 (-2 Dex, +5 armor, +1 deflection, +1 natural) hp 65 (10 HD); Diehard Fort +11, Ref +4, Will +9	
Spd 30 ft. (6 squares) Melee +1 warhammer +14/+9 (1d8+7/19-20/x3) Base Atk +8; Grp +12 Atk Options Improved Sunder, Power Attack Combat Gear 4 flasks of acid, potion of cure moderate wounds, potion of sanctuary	



Abilities Str 18, Dex 6, Con 15, Int 13, Wis 15, Cha 15
Feats Diehard, Endurance ^B , Great Fortitude, Improved Critical (warhammer) ^B , Improved Sunder ^B , Power Attack ^B , Skill Focus (Craft—blacksmithing), Weapon Focus (warhammer)
Skills Appraise +10 (+12 metal goods), Climb +8, Craft (blacksmithing) +19, Diplomacy +13, Gather Information +13, Intimidate +15, Knowledge (history) +10, Knowledge (local) +10, Listen +2, Sense Motive +11, Spot +2, Swim +8
Possessions combat gear plus +2 studded leather armor, +1 warhammer, ring of protection +1, amulet of natural armor +1, cloak of resistance +1, gauntlets of ogre power, masterwork artisan's tools, artisan's outfit, 58 gp

ANDREA BLAX

"We dodged an arrow with that one."

—Marcus Roberts

One of many folks bidding to become the next Sea Lord after Drac's death, Andrea Blax claimed she was the Sea Lord's heir and to have "proof"—proof in the form of forged documents (DC 15). Before the authenticity of her bid could be determined, the Council repealed the Law of Succession, leaving Blax holding nothing but a crumbling dream (DC 17). Since the betrayal—as she sees it—she's set up camp in the ruins of Felix's place over on Windward, and has established a small colony under her rule as Queen of Pirates (DC 20).

ANDREA BLAX	GR 12
Female human corsair 8/sea dog 4 NE Medium humanoid Init +4; Senses Listen +1, Spot +11 Languages Azharan, Common, Thieves' Cant	
AC 25, touch 17, flat-footed 25; Dodge, Mobility, uncanny dodge (+4 Dex, +3 class, +6 armor, +2 shield) hp 81 (12 HD) IP 1 Fort +10 (+15 against disease and poison), Ref +15, Will +5	
Spd 30 ft. (6 squares); Spring Attack Melee +2 cutlass +16/+11/+6 (1d6+3/18–20) Ranged mwk light crossbow +17 (1d8/19–20) Base Atk +12; Grp +13 Atk Options Combat Expertise, Improved Disarm, Improved Feint, Sea Legs, close quarters +2, corsair's luck 2/day (+4), dirty fighting +2d4, improvised weapon fighting, superstitious Combat Gear <i>potion of cure moderate wounds</i> , <i>potion of invisibility</i> , 2 <i>potions of shield of faith</i> +2	
Abilities Str 13, Dex 18, Con 15, Int 14, Wis 12/14 (13), Cha 16 SQ favored ship (<i>The Queen's Ire</i>) +1 Feats Athletic ^B , Combat Expertise ^B , Dodge, Improved Disarm, Improved Feint, Mobility, Rope Monkey ^B , Sea Legs ^B , Spring Attack, Weapon Focus (cutlass) ^B Skills Appraise +8, Balance +12, Bluff +13, Climb +12, Diplomacy +13, Disguise +3 (+5 acting), Gather Information +9, Intimidate +13, Knowledge (geography) +12, Profession (sailor) +9, Sense Motive +6, Spot +11, Survival +1 (+3 avoiding hazards and getting lost), Swim +9, Use Rope +7 Possessions combat gear plus +2 chain shirt, +2 cutlass, +1 buckler, masterwork light crossbow with 10 bolts, amulet of health +2, belt of resistance +1, cloak of the manta ray, noble's outfit, signet ring	
When using her cloak of the manta ray, Andrea Blax uses the following statistics: Gain the "aquatic" subtype AC 28, touch 17, flat-footed 28 Spd swim 60 ft. Melee +2 cutlass +16/+11/+6 (1d6+3/18–20) and tail spine +13 (1d6+1)	

POPPY BRAGG

"Poppy Bragg is not someone to cross. He's strong, smart, and he has all of the Longshoreman's Union behind him."

—Zach, Street Thief

Poppy Bragg is the leader of the Longshoreman's Union (DC 10). With the help of his equally fiery wife, he cleaned up the corruption in the Docks, strong-arming ship captains, the Council, and anyone else who got in his way (DC 15). Now that the Union completely controls the labor on the Docks, Bragg has emerged as one Freeport's most important citizens.

POPPY BRAGG	GR 9
Male human commoner 11 NG Medium humanoid Init +0; Senses Listen +10, Spot +10 Languages Common, Orc	
AC 15, touch 11, flat-footed 15 (+4 armor, +1 deflection) hp 65 (11 HD) Fort +8, Ref +3, Will +4	
Spd 30 ft. (6 squares) Melee +2 club +11 (1d6+8) Base Atk +5; Grp +9 Atk Options Power Attack	
Abilities Str 19, Dex 10, Con 17, Int 12, Wis 13, Cha 15 Feats Alertness ^B , Great Fortitude, Leadership, Power Attack, Toughness Skills Climb +11 (+13 ropes), Escape Artist +0 (+2 ropes), Intimidate +5, Jump +11, Listen +10, Profession (longshoreman) +9, Spot +10, Swim +16, Use Rope +7 Possessions +2 padded armor, +2 club, ring of protection +1, ring of swimming, gauntlets of ogre power, ledger, pamphlets, peasant's outfit, purse containing 45 gp	

BOBBIN BRANDYPDALE

"It's okay. Don't worry 'bout 'im. He won't say a word."

—Patrick O'Malley, Rake and Haunt of the Last Resort

Bobbin Brandypdale is the proprietor of the Last Resort, a well-known inn and tavern in the Merchant District (DC 10). He's known for his discretion and the commitment he shows to protecting his guests (DC 15), extending to all sorts of criminal and immoral acts (DC 20).

BOBBIN BRANDYPDALE	GR 13
Male halfling commoner 15 N Small humanoid Init +2; Senses Listen +9, Spot +7 Languages Common, Dwarven, Elven, Halfling	
AC 13, touch 13, flat-footed 11; Dodge (+1 size, +2 Dex) hp 54 (15 HD) Fort +7, Ref +8, Will +7 (+9 against fear)	
Spd 20 ft. (4 squares) Melee +2 keen dagger +9/+4 (1d4+1/17–20) Ranged dagger +11/+6 (1d4–1/19–20) Base Atk +7; Grp +2	
Abilities Str 9, Dex 14, Con 12, Int 14, Wis 12, Cha 15 Feats Alertness, Dodge, Skill Focus (Gather Information), Skill Focus (Knowledge—local), Skill Focus (Profession—innkeeper), Skill Focus (Sense Motive)	
Skills Climb +5, Diplomacy +6, Gather Information +8, Handle Animal +6, Hide +6, Jump –1, Knowledge (local) +7, Listen +9, Move Silently +6, Profession (innkeeper) +18, Ride +6, Sense Motive +6, Spot +7, Swim +3, Use Rope +6 Possessions +2 keen dagger, 3 daggers, courtier's outfit, the Last Resort and all its contents	

RIKARD BURBAGE

"No, no, no! Say it with feeling!"

—Rikard Burbage

Freeport's Opera House is the center of the city's culture and refinement, such as it is, and it falls to Rikard Burbage, the theatre's director, to keep it in business (DC 10). A shrewd businessman and not a bad actor in his own right, he's equally loved and reviled in the city. The merchants adore him for his fabulous shows, while the actors detest him for his strictness and impossible demands (DC 15).

RIKARD BURBAGE	GR 8
Male half-elf bard 8 CN Medium humanoid (elf) Init +2; Senses low-light vision; Listen +1, Spot +1 Languages Common, Elven	
AC 17, touch 13, flat-footed 15 (+2 Dex, +4 armor, +1 deflection) hp 38 (8 HD) Immune sleep Fort +4, Ref +9, Will +7 (+2 against enchantments)	
Spd 30 ft. (6 squares) Melee mwk rapier +10/+5 (1d6+2/18–20) Base Atk +6; Grp +8 Special Actions bardic music 8/day (inspire courage +2, <i>suggestion</i> [DC 17], inspire competence, <i>fascinate</i> 3 targets, countersong) Bard Spells Known (CL 8th): 3rd (2/day)— <i>confusion</i> (DC 16), <i>good hope</i> , <i>major image</i> (DC 16) 2nd (4/day)— <i>detect thoughts</i> (DC 15), <i>enthrall</i> (DC 15), <i>pyrotechnics</i> (see PH), <i>suggestion</i> (DC 15) 1st (4/day)— <i>charm person</i> (DC 14), <i>hypnotism</i> (DC 14), <i>silent image</i> (DC 14), <i>ventriloquism</i> (DC 14) 0 (3/day)— <i>dancing lights</i> , <i>daze</i> (DC 13), <i>detect magic</i> , <i>ghost sound</i> (DC 13), <i>mage hand</i> , <i>prestidigitation</i>	
Abilities Str 14, Dex 15, Con 12, Int 11, Wis 10, Cha 17 SQ bardic knowledge +8 Feats Combat Casting, Persuasive, Weapon Focus (rapier) Skills Balance +11, Bluff +9, Climb +7, Concentration +1 (+5 casting on the defensive), Diplomacy +13, Disguise +10 (+12 acting), Gather Information +11, Hide +7, Intimidate +7, Jump +10, Listen +1, Perform (drama) +11, Search +1, Spot +1, Tumble +15 Possessions +1 studded leather armor, masterwork rapier, ring of protection +1, cloak of resistance +1, slippers of spider climbing, courtier's outfit, disguise kit	

C.Q. CALAME

"The truth is important, I won't deny it. All I'm saying is if we get a few details wrong, we can always fix 'em later."

—C.Q. Calame

The Shipping News is Freeport's dominant newspaper (DC 5). While many Freeporters can't read, it doesn't stop them from gathering around those who can and listening to the gossip found in this widely-circulated rag. C.Q. Calame is the consummate newsman and takes his job and his paper seriously (DC 10).

C.Q. CALAME	GR 5
Male human expert 6 NG Medium humanoid Init +1; Senses Listen +11, Spot +2 Languages Common, Dwarven, Elven, Gnome, Halfling	
AC 12, touch 11, flat-footed 11 (+1 Dex, +1 natural) hp 23 (6 HD) Fort +2, Ref +3, Will +7; Fortified Mind, Scoundrel's Luck	



Spd 30 ft. (6 squares) Melee +1 short sword +5 (1d6+1/19–20) Base Atk +4; Grp +4 Special Actions Razor Tongue Combat Gear <i>potion of invisibility</i>	
Abilities Str 11, Dex 12, Con 10, Int 18, Wis 14, Cha 18 Feats Fortified Mind, Razor Tongue, Scoundrel's Luck, Skill Focus (Intimidate) ^B Skills Appraise +4 (+6 writing), Bluff +13, Craft (writer) +13, Diplomacy +17, Disguise +4 (+6 acting), Gather Information +15, Intimidate +18, Knowledge (local) +13, Listen +11, Perform (oratory) +13, Profession (publisher) +11, Search +13, Sense Motive +11, Spot +2, Survival +2 (+4 following tracks) Possessions combat gear plus +1 short sword, amulet of natural armor +1, spyglass, notebook, charcoal pencil, cigar, The Shipping News and all its contents	

CRAGWIPE

"Moving Krom's Throat did nothing to help this place. It's still a filthy hole where orcs gather to suck on the ale-teats. It's a vile place and one to be avoided."

—Pious Pete, Guide

Cragwipe owns Krom's Throat, a vile dive in Bloodsalt (DC 10). Originally, he ran the place in Scurvytown, but racial tensions and violence drove him out along with most other orcs to make homes in the new ghetto. Cragwipe doesn't care at all, since business is the same as it ever was (DC 12).

CRAGWIPE	GR 6
Male orc fighter 6 CN Medium humanoid (orc) Init +6; Senses darkvision 60 ft.; Listen –1, Spot –1 Languages Common, Orc	

<p>AC 17, touch 13, flat-footed 15; Dodge (+2 Dex, +4 armor, +1 deflection) hp 49 (6 HD) Fort +7, Ref +4, Will +1 Weakness light sensitivity</p>
<p>Spd 30 ft. (6 squares) Melee +1 <i>heavy mace</i> +11/+5 (1d6+7) or Melee unarmed strike +9/+4 (1d4+3) Ranged heavy crossbow +8 (1d10/19–20) Base Atk +6; Grp +13 Atk Options Improved Grapple, Power Attack Combat Gear 2 <i>potions of cure light wounds</i></p>
<p>Abilities Str 17, Dex 14, Con 14, Int 11, Wis 9, Cha 10 Feats Dodge^B, Improved Grapple, Improved Initiative, Improved Unarmed Strike^B, Power Attack, Weapon Focus (heavy mace), Weapon Specialization (heavy mace)^B Skills Climb +6, Intimidate +9, Jump +6, Listen –1, Spot –1, Swim +6 Possessions combat gear plus +1 <i>studded leather</i>, +1 <i>heavy mace</i>, heavy crossbow with 10 bolts, <i>ring of protection</i> +1, 13 gp</p>
<p>Light Sensitivity (Ex) Orcs are dazzled in bright sunlight or within the radius of a <i>daylight</i> spell.</p>

COUNTESS D'AMBERVILLE

"I couldn't say who's beneath the mask, though I must say it's fetching all the same. No, I don't know who she is. The last person that stole a glimpse vanished, so you won't find me looking."

—A man wearing a rat mask

The Countess, as she's known, hails from a distant land, though which and where she's never revealed (DC 20). In fact, no one knows anything about her, except that she runs the Salon du Masque, an upscale club in the Merchant District (DC 10). Extremely exclusive, the entry fee, 100 lords, is enough to keep out all but the wealthiest of Freeport's citizens (DC 15).

COUNTESS D'AMBERVILLE	GR 20
<p>Female human assassin 20 CN Medium humanoid Init +7; Senses blindsense 10 ft.; Listen +17, Spot +17 Languages Common, Dwarven, Elven</p>	
<p>AC 23, touch 17, flat-footed 23; Deflect Arrows, Dodge, Mobility, improved uncanny dodge (+5 Dex, +6 armor, +2 deflection) hp 92 (20 HD) Fort +13 (+20 against poison), Ref +17, Will +8</p>	
<p>Spd 30 ft. (6 squares); Spring Attack Melee +3 <i>wounding punching dagger of speed</i> +24/+19/+14/+24 (1d4+4 plus 1 Con/×3) or Melee unarmed strike +20/+15/+10 (1d3+1) Ranged +1 <i>shock light crossbow</i> +21 (1d8+1 plus 1d6 electricity/19–20) Base Atk +15; Grp +16 Atk Options Combat Expertise, Stunning Fist, backstab +7d6, crippling strike, ruthless Special Actions death attack (DC 22), improved ambush +2, poison use mastery, shadow strike, uncanny sniper Combat Gear 2 doses of deathblade (Injury, DC 20, initial damage 1d6 Con/secondary damage 2d6 Con), <i>potion of cure moderate wounds</i></p>	
<p>Abilities Str 12, Dex 20, Con 12, Int 14, Wis 14, Cha 24 SQ contract, deep cover, hide in plain sight, shadowspawn, stalker, talented poisoner Feats Combat Expertise, Deflect Arrows, Dodge^B, Improved Unarmed Strike, Mobility, Spring Attack, Stunning Fist, Weapon Finesse, Weapon Focus (punching dagger)^B Skills Balance +7, Bluff +22, Climb +13, Concentration +16, Diplomacy +11, Disguise +22 (+24 acting), Gather Information +24 (+31 find work), Hide +20, Intimidate +28, Jump +23, Knowledge (local) +17, Listen +17, Move Silently +20, Sense Motive +17, Spot +17, Tumble +22</p>	

Possessions combat gear plus +3 *wounding punching dagger of speed*, +1 *shock light crossbow* with 20 bolts, *ring of jumping*, *ring of protection* +2, *bracers of armor* +6, *gloves of Dexterity* +4, *mask of Charisma* +4, masterwork disguise kit, the Salon du Masque and all its contents

CELESTE D'ARRAN

"Celeste D'Arran is a strange bird. She came from money, could have had a comfortable marriage and all the trappings it would bring. But she set that all aside to be a diplomat, of all things. Now she's too old to marry; no man would have her."

—Gossip at the Merchants' Guildhouse

Celeste D'Arran is a senior agent in the Office of Dredging (DC 15) and is the heir apparent for Marcus Roberts (DC 20). Having cut her teeth as a diplomat and spy on the Continent, she's returned to Freeport to train new recruits and monitor developments in the city (DC 25).

CELESTE D'ARRAN	GR 14
<p>Female human noble 1/bard 7/assassin 6 N Medium humanoid Init +7; Senses Listen +10, Spot +1 Languages Common, Dwarven, Elven, Gnome, Halfling</p>	
<p>AC 15, touch 14, flat-footed 15; uncanny dodge (+3 Dex, +1 deflection, +1 natural) hp 81 (14 HD) Fort +9 (+11 against poison), Ref +15, Will +10</p>	
<p>Spd 30 ft. (6 squares) Melee mwk short sword +11/+6 (1d6+1/19–20) Ranged mwk composite longbow (Str +1) +15/+10 (1d8+1/×3) or Ranged mwk composite longbow (Str +1) +13/+13/+8 (1d8+1/×3) Base Atk +9; Grp +10 Atk Options Point Blank Shot, Precise Shot, Rapid Shot, ambush +4, backstab +2d6, death attack (DC 17) Special Actions bardic music 7/day (suggestion [DC 16], inspire competence, inspire courage +1, fascinate 3 targets, countersong), inspire 1/day (+17; complacency) Combat Gear <i>potion of blur</i>, 3 <i>potions of cure light wounds</i> Bard Spells Known (CL 7th): 3rd (1/day)—<i>displacement</i>, <i>illusory script</i> (DC 18) 2nd (3/day)—<i>blur</i>, <i>bull's strength</i>, <i>cat's grace</i>, <i>tongues</i> 1st (4/day)—<i>detect secret doors</i>, <i>expedition retreat</i>, <i>feather fall</i>, <i>silent image</i> (DC 16) 0 (3/day)—<i>dancing lights</i>, <i>detect magic</i>, <i>ghost sound</i> (DC 15), <i>mage hand</i>, <i>message</i>, <i>prestidigitation</i> Spell-Like Abilities (CL 10th): 3/day—<i>disguise self</i></p>	
<p>Abilities Str 12, Dex 16, Con 14, Int 18, Wis 12, Cha 20 SQ bardic knowledge +11, contract, deep cover, material aid, poison use, reputation +1, shadowspawn Feats Improved Initiative^B, Leadership^B, Point Blank Shot, Precise Shot, Quick Draw, Rapid Shot, Weapon Focus (composite longbow) Skills Balance +11, Bluff +25, Climb +8, Concentration +8, Decipher Script +19, Diplomacy +25, Disguise +23 (+25 acting), Escape Artist +9, Gather Information +25 (+26 find contract), Hide +15, Intimidate +21, Jump +14, Knowledge (nobility) +9, Listen +10, Move Silently +9, Open Lock +9, Perform (sing) +19, Search +10, Sense Motive +6, Spot +1, Survival +1 (+3 following tracks), Tumble +12, Use Rope +3 (+5 bindings) Possessions combat gear plus masterwork short sword, masterwork composite longbow (Strength +1) with 50 arrows, <i>ring of protection</i> +1, <i>amulet of natural armor</i> +1, <i>lesser bracers of archery</i>, <i>circlet of persuasion</i>, <i>cloak of Charisma</i> +4, <i>glove of storing</i>, <i>mundane robe</i>, courtier's outfit, spell component pouch, lead-based ink for illusory script (worth 50 gp), pouch containing 40 gp</p>	

DIMETRIOS

"Look, I didn't tell you this, but if you're looking for, well, hard to get goods... Dimetrios is your man."

—Someone who didn't tell you this

Dimetrios is a known smuggler who jumps from bar to bar in the Docks (DC 10). While the authorities are aware of his illicit activities, he's considered too small a fish for their attention (DC 15). How wrong they are (DC 20).

DIMETRIOS	GR 7
Male human expert 2/fighter 2/rogue 4 CN Medium humanoid Init +1; Senses Listen -1, Spot -1 Languages Azharan, Common	
AC 15, touch 11, flat-footed 15; uncanny dodge (+1 Dex, +4 armor) hp 50 (8 HD); Diehard Resist evasion Fort +6, Ref +5, Will +3	
Spd 30 ft. (6 squares) Melee +1 <i>battleaxe</i> +12/+7 (1d8+8/×3) or Melee unarmed strike +11/+6 (1d3+5) Base Atk +6; Grp +11 Atk Options Cleave, Combat Expertise, Power Attack, sneak attack +2d6 Combat Gear <i>elixir of fire breath, potion of bull's strength, 2 potions of cure light wounds, potion of eagle's splendor</i>	
Abilities Str 20, Dex 12, Con 14, Int 13, Wis 8, Cha 12 SQ trap sense +1, trapfinding Feats Cleave ^B , Combat Expertise, Diehard, Endurance ^B , Improved Unarmed Strike, Power Attack ^B Skills Appraise +1 (+3 Craft), Balance +5, Bluff +10, Climb +7, Craft (carpentry) +6, Diplomacy +16, Disguise +1 (+3 acting), Gather Information +12, Hide +10, Intimidate +14, Jump +7, Knowledge (geography) +6, Knowledge (local) +10, Listen -1, Move Silently +5, Profession (sailor) +4, Sense Motive +3, Spot -1, Survival -1 (+1 avoid hazards and getting lost), Swim +7, Use Rope +5 Possessions combat gear plus +1 <i>shadow studded leather armor</i> , +1 <i>battleaxe</i> , 2 <i>feather tokens (fan)</i> , pouch containing 65 gp	

DARIUS DORVIN

"Stop! Thief!"

—Yet another victim

Darius is living proof why one should always be suspicious of halflings. A gifted child impersonator, Darius haunts the Eastern District and the Old City where he pretends to be a weeping child who's lost his mother (DC 10). Before the rube is any wiser, he snatches their purse and darts off saying, "I found her!" (DC 15)

DARIUS DORVIN	GR 5
Male halfling rogue 5 CN Small humanoid Init +3; Senses Listen +5, Spot +3 Languages Common, Elven, Halfling	
AC 16, touch 14, flat-footed 16; uncanny dodge (+1 size, +3 Dex, +2 armor) hp 20 (4 HD) Resist evasion Fort +3, Ref +9, Will +4 (+6 against fear)	
Spd 20 ft. (4 squares) Melee +1 <i>dagger</i> +3 (1d3-1/19-20) Base Atk +3; Grp -3 Atk Options sneak attack +3d6	

Abilities Str 7, Dex 16, Con 10, Int 13, Wis 12, Cha 14 SQ trap sense +1, trapfinding Feats Skill Focus (Disguise), Skill Focus (Sleight of Hand) Skills Appraise +3, Balance +5, Bluff +10, Climb +0, Diplomacy +12, Disguise +13 (+15 acting), Gather Information +10, Hide +13, Intimidate +4, Jump -4, Knowledge (local) +7, Listen +5, Move Silently +11, Sense Motive +7, Sleight of Hand +16, Spot +3, Tumble +9 Possessions +1 <i>padded armor</i> , +1 <i>dagger</i> , <i>cloak of resistance</i> +1
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DUNBAR

"Dunbar and the Hellfire Social Club are firmly in Finn's pocket."

—Pious Pete

Dunbar was part of Finn's Syndicate and helped the halfling assume control over the Eastern District (DC 15). As a reward for his help, Dunbar gained a sumptuous home that he promptly had renovated to serve as the headquarters for his own protection racket (DC 20). Dunbar makes sure the Eastern District stays in line and uses violence and threats to make sure people listen (DC 10).

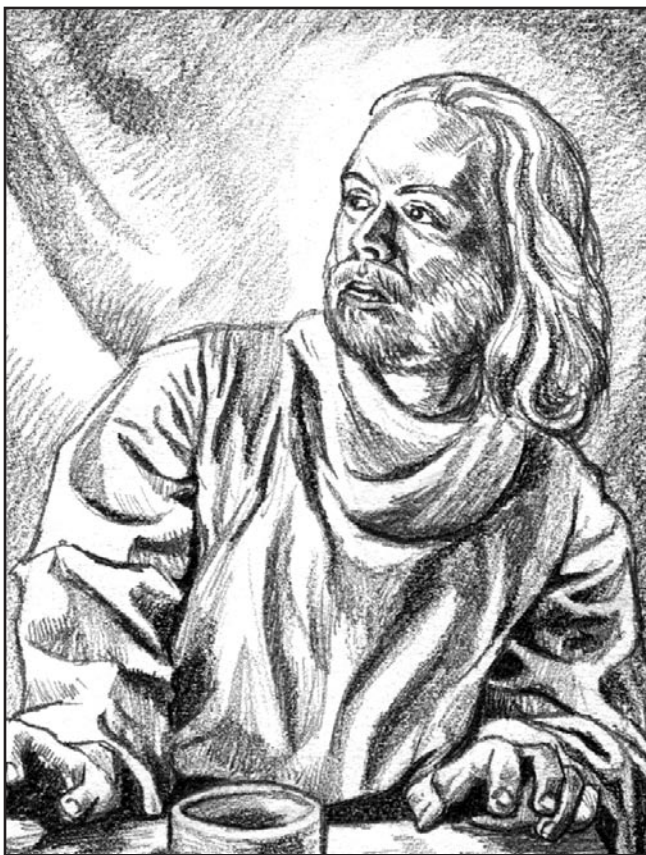
DUNBAR	GR 9
Male human fighter 9 N Medium humanoid Init +3; Senses Listen +0, Spot +3 Languages Common, Halfling	
AC 20, touch 14, flat-footed 17; Dodge, Mobility, Two-Weapon Defense (+3 Dex, +5 armor, +1 deflection, +1 natural) hp 63 (9 HD) Fort +8, Ref +7, Will +6	
Spd 30 ft. (6 squares); Spring Attack Melee +1 <i>rapier</i> +16/+10 (1d6+7/18-20) or Melee +1 <i>rapier</i> +14/+18 (1d6+7/18-20) and +1 <i>dagger</i> +12 (1d4+3/19-20) Base Atk +9; Grp +13 Atk Options Combat Expertise Combat Gear 2 <i>potions of cure light wounds</i>	
Abilities Str 18, Dex 16, Con 12, Int 13, Wis 10, Cha 16 Feats Combat Expertise ^B , Dodge, Greater Weapon Focus (rapier) ^B , Iron Will ^B , Mobility, Spring Attack, Two-Weapon Defense, Two-Weapon Fighting ^B , Weapon Focus (rapier) ^B , Weapon Specialization (rapier) ^B Skills Climb +10, Intimidate +9, Jump +14, Knowledge (local) +5, Listen +0, Ride +9, Spot +3, Swim +10 Possessions combat gear plus +1 <i>mithral shirt</i> , +1 <i>rapier</i> , +1 <i>dagger</i> , ring of protection +1, amulet of natural armor +1, cloak of resistance +1, courtier's outfit, Hellhound membership ring	

EGIL, HIGH PRIEST OF THE KNOWLEDGE GOD

"He has many enemies, Egil does, and it's a shame. Everything he has done has been out of loyalty—to his friends, his temple, and this very city. To paint him as some do is a travesty."

—Lucius

The high priest of the Knowledge God's temple in Freeport is a celebrity. Having been involved in exposing the Drac scandal, and then enjoying a meteoric rise through the ranks of his temple under the guidance of the former high priest Thuron, he finally gained the rank of high priest when his predecessor stepped down (DC 10). Egil is considered too young, too inexperienced, and above all too ambitious for the position (DC 15). His rivals work to discredit him and remove him from power (DC 20).



EGIL	GR 12
Male human cleric 12 NG Medium humanoid Init +1; Senses Listen +5, Spot +5 Languages Celestial, Common, Valossan	
AC 19, touch 13, flat-footed 18 (+1 Dex, +6 armor, +2 deflection) hp 69 (12 HD) Fort +9, Ref +5, Will +13	
Spd 30 ft. (6 squares) Melee adamantine heavy mace +10/+5 (1d6) Base Atk +9; Grp +9 Special Actions Domain Specialization (Knowledge), Uncanny Instincts, turn undead 4/day (+3, 2d6+13, 12th)	
Cleric Spells Prepared (CL 12th): 6th— <i>blade barrier</i> (DC 21)D, <i>forbiddance</i> (DC 21, see PH), <i>word of recall</i> 5th— <i>break enchantment</i> (see PH), <i>dispel evil</i> (CL 13th, DC 20, see PH) D, enlarged <i>dispel magic</i> , maximized <i>sound burst</i> (DC 17), <i>true seeing</i> (CL 13th) 4th— <i>discern lies</i> (CL 13th, DC 19), <i>divination</i> (CL 13th)D, <i>divine power</i> , <i>restoration</i> , <i>tongues</i> (CL 13th) 3rd— <i>clairaudience/clairvoyance</i> (CL 13th)D, <i>dispel magic</i> , <i>helping hand</i> , <i>prayer</i> , <i>remove disease</i> , <i>speak with dead</i> (DC 18) 2nd— <i>aid</i> D, <i>augury</i> (CL 13th), <i>calm emotions</i> (DC 17), <i>eagle's splendor</i> , <i>enthrall</i> (DC 17), <i>zone of truth</i> (DC 17) 1st— <i>bless</i> , <i>divine favor</i> , <i>endure elements</i> , <i>protection from evil</i> (CL 13th) D, <i>sanctuary</i> (DC 16), <i>serenity</i> , <i>shield of faith</i> 0— <i>detect magic</i> (CL 13th), <i>guidance</i> (CL 13th) (×2), <i>light</i> , <i>read magic</i> (CL 13th) (×2) D: Domain spell. Deity: God of Knowledge. Domains: Good, Knowledge	
Abilities Str 11, Dex 12, Con 13, Int 15, Wis 20, Cha 12 SQ overwhelming aura of good Feats Domain Specialization (Knowledge), Enlarge Spell, Maximize Spell, Negotiator ^B , Spell Focus (divination), Uncanny Instincts Skills Concentration +9, Decipher Script +6, Diplomacy +10, Heal +12, Knowledge (arcana) +12, Knowledge (history) +7, Knowledge (religion) +17, Listen +5, Sense Motive +7, Spellcraft +19, Spot +5	

Possessions +2 *mithral shirt*, adamantine heavy mace, *ring of protection* +2, 2 *scrolls of comprehend languages*, *scroll of raise dead*, *periapt of Wisdom* +2, cleric's vestments, silver holy symbol, holy water and incense (worth 4,500 gp for *forbiddance*), ointment (250 gp, for *true seeing*), incense and prayer sheet (25 gp for *divination*), diamond dust (100 gp for *restoration*), prayer book (500 gp for *augury*), pouch containing 13 gp

FALTHAR

"After the barbarians attacked, Falthar was never the same."

—Janis Hawthorne

Falthar ran a small shop called Falthar's Curios (DC 10). Noted for its unusual assortment of products, he did a steady business catering to wizards, sorcerers, and no few priests. A barbarian attack that struck the city and claimed Falthar's companion, Nell, saw him close his shop and commit himself to some secret task (DC 15). Romantics suggest he's searching for Nell (DC 20), while others whisper he's chasing something dangerous to get revenge on the monsters that shattered his life (DC 25).

FALTHAR	GR 16
Male aasimar diviner 7/loremaster 8 NG Medium outsider (native) Init +5; Senses darkvision 60 ft.; Listen +5, Spot +5 Languages Common, Celestial, Draconic, Dwarven, Elven, Gnome, Halfling, Infernal	
AC 16, touch 14, flat-footed 15 (+1 Dex, +1 class, +2 deflection, +2 natural) hp 69 (15 HD) Immune <i>detect thoughts</i> , <i>discern lies</i> , effects that reveal alignment Resist acid 5, cold 5, electricity 5 Fort +8, Ref +7, Will +14	
Spd 30 ft. (6 squares) Melee +1 <i>dagger of spell storing</i> +7/+2 (1d4/19–20) Base Atk +7; Grp +6 Combat Gear <i>brooch of shielding</i> (80 charges), <i>potion of bull's strength</i> (for transformation), <i>potion of cure moderate wounds</i> , <i>scroll of bear's endurance</i> , <i>wand of dispel magic</i> (40 charges) Wizard Spells Prepared (CL 15th; overcome SR 1d20+17): 8th— <i>moment of prescience</i> , <i>power word stun</i> 7th— <i>greater scrying</i> (DC 24), <i>limited wish</i> , <i>power word blind</i> 6th— <i>analyze dweomer</i> , <i>disintegrate</i> (ranged touch +8, DC 21), <i>freezing sphere</i> (DC 21), <i>transformation</i> 5th— <i>cone of cold</i> (DC 20), <i>contact other plane</i> , <i>dominate person</i> (DC 20), <i>hold monster</i> (DC 20), <i>sending</i> , <i>teleport</i> 4th— <i>dimension door</i> , <i>lesser globe of invulnerability</i> , <i>locate creature</i> , <i>mnemonic enhancer</i> , <i>scrying</i> (DC 21), <i>summon monster IV</i> 3rd— <i>clairaudience/clairvoyance</i> , <i>dispel magic</i> , <i>explosive runes</i> (DC 19), <i>hold person</i> (DC 19), <i>secret page</i> , <i>tongues</i> 2nd— <i>arcane lock</i> , <i>detect thoughts</i> (DC 19), <i>glitterdust</i> (DC 17), <i>locate object</i> , <i>see invisibility</i> , <i>web</i> (DC 17) 1st— <i>burning hands</i> (DC 16), <i>expeditious retreat</i> , <i>feather fall</i> , <i>hold portal</i> , <i>mage armor</i> , <i>magic missile</i> , <i>true strike</i> 0— <i>arcane mark</i> , <i>detect magic</i> , <i>detect poison</i> , <i>prestidigitation</i> , <i>read magic</i> Barred: illusion Spell-like Abilities (CL 15th): 1/day— <i>daylight</i>	
Abilities Str 8, Dex 12, Con 14, Int 21, Wis 16, Cha 12 SQ familiar (none), greater lore, lore +13 Feats Brew Potion, Extend Spell ^B , Greater Spell Focus (divination), Improved Initiative ^B , Maximize Spell, Scribe Scroll ^B , Skill Focus (Knowledge—arcana), Spell Focus (divination), Spell Penetration Skills Appraise +12 (+14 alchemical items), Concentration +12, Craft (alchemy) +12, Decipher Script +15, Gather Information +10, Knowledge (arcana) +18, Knowledge (dungeoneering) +11, Knowledge (geography) +12, Knowledge (history) +10, Knowledge (local) +10, Knowledge (nature) +12, Knowledge (the planes) +15, Listen +5, Search +5 (+10 to find secret or concealed doors and	

traps), Spellcraft +17 (+19 decipher scrolls), Spot +5, Survival +3 (+5 avoid hazards and getting lost, +5 aboveground natural environments, +5 underground, +5 other planes), Use Magic Device +8 (+12 scrolls)

Possessions combat gear plus +1 dagger of spell storing (hold person), ring of mind-shielding, ring of protection +2, amulet of natural armor +2, candle of truth, gloves of Dexterity +2, goggles of minute seeing, headband of intellect +2, marvelous pigments, spell component pouch, finely wrought mirror for scrying (1,000 gp), tiny ruby lens set in golden loop for analyze dweomer (worth 1,500 gp)

Spellbook all prepared plus 0—all except illusion and necromancy; 1st—alarm, comprehend languages, identify, sleep; 6th—legend lore, true seeing; 7th—ethereal jaunt, vision

FINN

“Freeport may not have a Thieves’ Guild, but Finn’s Syndicate is damn close to the real thing.”

—Asha Sante

Finn is the leader of the Halfling Benevolent Association, an organization said to protect Freeport’s halflings and their interests (DC 10). This is a front for an extensive and powerful criminal organization called the Syndicate (DC 15). Aside from Mister Wednesday, Finn might well be the most dominant kingpin in the city (DC 20).

FINN GR 20

Male halfling rogue 10/crime boss 10
N Small humanoid

Init +5; **Senses** Listen +13, Spot +8
Languages Common, Halfling, Orc

AC 29, touch 21, flat-footed 29; **Dodge**, **Mobility**, improved uncanny dodge (+1 size, +5 Dex, +5 armor, +5 deflection, +3 natural)
hp 112 (20 HD)
Resist evasion, slippery mind
Fort +10, **Ref** +21, **Will** +12 (+14 against fear)

Spd 20 ft. (4 squares); **Spring Attack**
Melee +5 returning shock dagger +25/+20/+15 (1d3+5 plus 1d6 electricity/19–20)
Ranged +5 returning shock dagger +26/+21/+16 (1d3+5 plus 1d6 electricity/19–20)
Base Atk +14; **Grp** +10
Atk Options Combat Expertise, sneak attack +8d6
Combat Gear boots of speed, potion of blur, potion of cure moderate wounds, ring of freedom of movement

Abilities Str 10, Dex 20, Con 15, Int 13, Wis 10, Cha 14
SQ above the law, huge organization, trap sense +3, trapfinding
Feats Combat Expertise, Deceitful, Dodge, Leadership, Mobility, Spring Attack, Weapon Finesse
Skills Appraise +9, Balance +15, Bluff +2 (+7 in Freeport), Climb +2, Decipher Script +5, Diplomacy +14 (+19 in Freeport), Disable Device +14, Disguise +14, Escape Artist +12, Forgery +4, Gather Information +12 (+17 in Freeport), Hide +18, Intimidate +8 (+13 in Freeport), Jump +8, Knowledge (local) +13, Listen +13, Move Silently +17, Open Lock +15, Search +11, Sense Motive +8, Spot +8, Survival +0 (+2 following tracks), Tumble +20, Use Magic Device +7, Use Rope +7 (+9 bindings)
Possessions combat gear plus +1 mithral shirt, +5 returning shock dagger, ring of protection +5, amulet of natural armor +3, cloak of resistance +1

MASSON FRANCISCO

“My husband believes everything that comes out of Masson’s mouth. While I do share his vision of the future, I’m not so sure Masson believes what he says. This worries me a great deal.”

—Petra Wallace



Masson Francisco is the speaker of Libertyville (DC 10). A vocal opponent of the decadence in Freeport and societal injustices upheld by the ruling class, his opponents have branded him an agitator, revolutionary, and a fool (DC 15). Those who have heard his stirring speeches see him as a visionary and see the future in his words (DC 20).

MASSON FRANCISCO GR 8

Male human corsair 8
CN Medium humanoid
Init +3; **Senses** Listen +0, Spot +0
Languages Aquan, Common

AC 23, touch 16, flat-footed 23; **Dodge**, **Mobility**, uncanny dodge (+3 Dex, +3 class, +4 armor, +2 shield, +1 natural)
hp 55 (8 HD)
Fort +8, **Ref** +9, **Will** +2

Spd 30 ft. (6 squares)
Melee mwk cutlass +10/+5 (1d6+1/18–20)
Ranged mwk Privateer FP +12 (3d6/×3)
Base Atk +8; **Grp** +9
Atk Options Combat Expertise, Improved Disarm, corsair’s luck 2/day (+4), dirty fighting +2d4, improvised weapon fighting

Abilities Str 13, Dex 16, Con 14, Int 13, Wis 10, Cha 16
Feats Agile^B, Combat Expertise^B, Dodge^B, Improved Disarm, Mobility, Rope Monkey^B, Sea Legs^B, Spring Attack
Skills Balance +7, Bluff +9, Climb +7 (+9 ropes), Diplomacy +5, Disguise +3 (+5 acting), Escape Artist +11 (+13 ropes), Gather Information +9, Intimidate +11, Jump +9, Knowledge (geography) +7, Listen +0, Profession (sailor) +6, Spot +0, Survival +0 (+2 avoid hazards and getting lost), Swim +7, Tumble +11, Use Rope +9 (+11 bindings)
Possessions +1 studded leather armor, +1 buckler, masterwork cutlass, masterwork Privateer FP with enough powder and shot for 10 firings, amulet of natural armor +1, cloak of Charisma +2

SHANTAR FROESE

"You can't tell by looking at him, but his skill with a sword, both in a fight and behind closed doors, is quite impressive."

—Morgan Baumann

Shantar Froese is the first mate on the *Kraken's Claw* (DC 10) and friend, constant companion, and lover of the ship's captain (DC 15). He's been with Baumann from the start, having been one of her first recruits (DC 20). He has no aims at taking her place, which might explain Baumann's willingness to take him to bed (DC 25).

SHANTAR FROESE	GR 10
Male elf fighter 5/rogue 5 LE Medium humanoid Init +3; Senses low-light vision; Listen +2, Spot +2 Languages Common, Draconic, Elven	
AC 18, touch 13, flat-footed 18; Dodge, uncanny dodge (+3 Dex, +5 armor) hp 69 (10 HD) Immune sleep Resist evasion Fort +7, Ref +8, Will +2 (+4 against enchantments)	
Spd 30 ft. (6 squares) Melee +1 <i>longsword</i> +12/+7 (1d8+4/19–20) Ranged +1 <i>composite longbow</i> (Str +3) +12/+7 (1d8+4/×3) or Ranged +1 <i>composite longbow</i> (Str +3) +10/+10/+5 (1d8+4/×3) with Rapid Shot Base Atk +8; Grp +11 Atk Options Blind-Fight, Far Shot, Point Blank Shot, Power Attack, Precise Shot, Rapid Shot, sneak attack +3d6 Combat Gear <i>potion of cure moderate wounds</i> , <i>wand of web</i> (27 charges)	
Abilities Str 17, Dex 16, Con 14, Int 12, Wis 10, Cha 12 SQ able to notice secret or concealed doors, trap sense +1, trapfinding Feats Blind-Fight ^B , Dodge, Far Shot, Point Blank Shot ^B , Power Attack ^B , Precise Shot, Rapid Shot Skills Balance +10, Climb +9 (+11 ropes), Escape Artist +8 (+10 ropes), Hide +8, Intimidate +12, Jump +16, Listen +2, Move Silently +8, Search +3, Spot +2, Swim +9, Tumble +10, Use Magic Device +6, Use Rope +8 (+10 bindings) Possessions combat gear plus +2 <i>studded leather</i> , +1 <i>longsword</i> , +1 <i>composite longbow</i> (Strength +3) with 20 arrows, <i>amulet of health</i> +2	

GAREK

"It's a bit strange how he coddles his casks, but I try to ignore his antics. He does serve some of the best beer in Freeport."

—Rude Tom, Watchman

Garek runs the Dented Helm, an unassuming tavern and brewery in the Docks (DC 10). While the place isn't much to look at, the brew is quite fine (DC 15). Because of the quality, he's attracted a stable of regular customers. He's noted for the dented helm on his head, the tale behind which changes with each telling (DC 20).

GAREK	GR 11
Male dwarf fighter 4/expert 8 NG Medium humanoid Init +0; Senses darkvision 60 ft.; Listen +7, Spot +7 Languages Common, Dwarven, Giant	
AC 22, touch 10, flat-footed 22; +4 AC against giants (+9 armor, +3 shield) hp 102 (12 HD) IP 3 Resist stability (+4 against bull rush and trip) Fort +11 (+13 against poison), Ref +4, Will +8; +2 against spells and spell-like effects	

Spd 20 ft. (4 squares) Melee mwk warhammer +14/+9 (1d8+5/×3) Base Atk +10; Grp +12 Atk Options Combat Expertise, Improved Bull Rush, Power Attack, Superior Expertise, +1 on attack rolls against orcs and goblinoids	
Abilities Str 14, Dex 10, Con 18, Int 13, Wis 10, Cha 15 SQ <i>stonecunning</i> Feats Alertness, Combat Expertise, Improved Bull Rush ^B , Power Attack, Skill Focus (Craft—brewing), Superior Expertise, Weapon Focus (warhammer) ^B , Weapon Specialization (warhammer) ^B Skills Appraise +2 (+4 metal, stone, brew, wood), Bluff +12, Craft (brewing) +18, Craft (metalworking) +4, Craft (stoneworking) +4, Craft (woodworking) +12, Diplomacy +8, Disguise +3 (+5 acting), Intimidate +5, Knowledge (architecture and engineering) +11, Listen +8, Perform (storyteller) +12, Search +2 (+4 hidden compartments and secret doors), Sense Motive +10, Spot +8 Possessions +1 <i>glamered full plate</i> , +1 <i>heavy steel shield</i> , masterwork warhammer, <i>stone of good luck</i> , pouch containing 168 gp, the Dented Helm and all its contents	

XAVIER GORDON

"He must have done something right since he got a seat after his stint as the Privateer came to an end."

—C.Q. Calame

Before becoming a full member of the Captains' Council, Xavier Gordon held the Privateer's Seat (DC 10). During his time, he proved himself, placing the city before his own needs (DC 12). He also was an ardent supporter of Lady Elise Grossette (DC 15). He almost lost his place on the Council when his term expired, but his allies ensured he remained with them by offering him one of the vacant seats (DC 18).

XAVIER GORDON	GR 8
Male human corsair 6/duelist 2 CG Medium humanoid Init +5; Senses Listen +1, Spot +6 Languages Aquan, Azharan, Common, Orc	
AC 17, touch 13, flat-footed 14; Dodge, Mobility, uncanny dodge (+3 Dex, +3 class, +1 armor) hp 57 (8 HD) Fort +7, Ref +11, Will +3	
Spd 30 ft. (6 squares); Spring Attack Melee +1 <i>adroit scimitar</i> +12/+7 (1d6+4/18–20) Ranged light crossbow +11 (1d8/19–20) Base Atk +8; Grp +10 Atk Options Combat Expertise, Sea Legs, corsair's luck 1/day (+3), dirty fighting +2d4	
Abilities Str 14, Dex 17, Con 14, Int 16, Wis 12, Cha 13 Feats Agile ^B , Combat Expertise, Dodge ^B , Mobility, Rope Monkey ^B , Sea Legs ^B , Spring Attack, Weapon Finesse ^B Skills Balance +8, Bluff +10, Climb +7 (+9 ropes), Diplomacy +10, Disguise +1 (+3 acting), Escape Artist +10 (+12 ropes), Gather Information +8, Intimidate +3, Jump +4, Knowledge (geography) +14, Listen +1, Perform (dance) +4, Profession (sailor) +10, Sense Motive +6, Spot +6, Survival +1 (+3 avoid hazards and getting lost), Tumble +12, Use Rope +14 (+16 bindings) Possessions +1 <i>adroit scimitar</i> , light crossbow with 10 bolts, <i>bracers of armor</i> +1, courtier's outfit	

GRINGA

"I don't know where I'd be without Gringa, I really don't."

—Dreiden Simmerswell

Gringa manages the front of the Diving Fin, seeing to it that the customers behave themselves and that the wait staff do their jobs quickly and efficiently. Most of the time she works behind the bar, mixing drinks and keeping an eye on the place (**DC 15**).

GRINGA	GR 10
Female half-orc barbarian 10 CG Medium humanoid (orc) Init +1; Senses darkvision 60 ft.; Listen +14, Spot +1 Languages Common, Orc	
AC 18, touch 11, flat-footed 17; improved uncanny dodge (+1 Dex, +6 armor, +1 natural) hp 90 (10 HD); DR 2/— Fort +10, Ref +5, Will +5	
Spd 40 ft. (8 squares) Melee +2 <i>greataxe</i> +16/+11 (1d12+8/×3) or Melee unarmed strike +14/+9 (1d3+4) Base Atk +10; Grp +18 Atk Options Cleave, Improved Grapple, Power Attack, rage 3/day Combat Gear <i>potion of cure moderate wounds</i>	
Abilities Str 18, Dex 13, Con 15, Int 10, Wis 12, Cha 8 SQ trap sense +3 Feats Cleave, Improved Grapple, Improved Unarmed Strike, Power Attack Skills Intimidate +12, Jump +20, Listen +14, Spot +1, Survival +14 Possessions combat gear plus +2 <i>chain shirt</i> , +2 <i>greataxe</i> , <i>amulet of natural armor</i> +1, <i>cloak of resistance</i> +1, 130 gp	
Rage (Ex) When raging, Gringa uses the following statistics for 7 rounds: AC 16, touch 9, flat-footed 15 hp increase by 20 Fort +12, Will +7 Spd 40 ft. (8 squares) Melee +2 <i>greataxe</i> +18/+13 (1d12+10/×3) or Melee unarmed strike +16/+11 (1d3+6) Grp +20 Abilities Str 22, Con 19 Skills Jump +22	

NATHAN GRYMES

"I think what bothers me the most about Grymes are the rumors. He never does or says anything that would raise suspicion, but the stories I hear... They're enough to chill me to the bone."

—Jacob Lydon

Nathan Grymes recently gained a seat on the Captains' Council (**DC 10**). Few know much about him or his past, but he seems to have connections in the Merchant District (**DC 15**). Some claim he has ties to the slaver city of Mazin, but no one has proof of such a connection (**DC 20**).

NATHAN GRYMES	GR 8
Male human noble 4/rogue 4 LE Medium humanoid Init +2; Senses Listen +12, Spot +12 Languages Azharan, Common	
AC 19, touch 12, flat-footed 19; Dodge, uncanny dodge (+2 Dex, +5 armor, +2 shield) hp 43 (8 HD) Resist evasion Fort +4, Ref +11, Will +7	
Spd 30 ft. (6 squares) Melee mwk rapier +9/+4 (1d6/18–20) Ranged mwk Dragon FP +9 (3d8/×3) Base Atk +6; Grp +6 Atk Options sneak attack +2d6 Special Actions inspire 4/day (+13; awe, fear), organize +2	

Abilities Str 11, Dex 15, Con 12, Int 13, Wis 12, Cha 17 SQ influence (Intimidate), material aid, trap sense +1, trapfinding Feats Dodge, Firearms Proficiency, Leadership ^B , Skill Focus (Gather Information) ^B , Weapon Finesse Skills Bluff +14, Diplomacy +13, Disguise +3 (+5 acting), Forgery +9, Gather Information +19, Intimidate +13, Knowledge (local) +12, Knowledge (nobility) +8, Listen +12, Profession (sailor) +5, Sense Motive +12, Spot +12, Swim +4 Possessions +1 <i>mithral shirt</i> , +1 <i>buckler</i> , masterwork rapier, masterwork Dragon FP with ammunition for 10 shots, <i>cloak of resistance</i> +1, <i>gloves of Dexterity</i> +2, courtier's outfit, pouch containing 20 gp

SISTER GWENDOLYN

"I fear the good sister is more concerned with politics than she is with her own faith. I'd say we succeeded, wouldn't you?"

—Marcus Roberts

Sister Gwendolyn is the representative of the Temple of Sea God to the Captains' Council (**DC 10**). For generations, there has always been such a figure, as the Sea God and respect owed to him are vital to the city's survival (**Knowledge—local DC 15**). Gwendolyn is more of a stand-out figure since she has invested a great deal of time and energy into making a place for herself in the city's government (**DC 15**). Her ambition has led many to question her motives and the strength of her convictions (**DC 17**).

SISTER GWENDOLYN	GR 10
Female human cleric 10 NG Medium humanoid Init +1; Senses Listen +4, Spot +4 Languages Aquan, Common	
AC 17, touch 11, flat-footed 16 (+1 Dex, +6 armor) hp 58 (10 HD) Fort +8, Ref +6, Will +11	
Spd 20 ft. in breastplate (4 squares); base speed 30 ft. Melee +2 <i>light mace</i> +10/+5 (1d8+2) Ranged light crossbow +8 (1d8/19–20) Base Atk +7; Grp +7 Atk Options good fortune (reroll 1/day) Special Actions rebuke water creatures or turn fire creatures 7/day (+6, 2d6+15, 11th), turn undead 11/day (+6, 2d6+15, 11th) Combat Gear 2 flasks of holy water (for <i>consecrate</i>), <i>gem of brightness</i> (12 charges), <i>wand of cure light wounds</i> (12 charges) Cleric Spells Prepared (CL 10th): 5th— <i>greater command</i> (DC 19), <i>ice storm</i> ^D , <i>scrying</i> 4th— <i>control water</i> ^D , <i>death ward</i> , <i>discern lies</i> (DC 18), <i>sending</i> , <i>tongues</i> 3rd— <i>continual flame</i> , <i>create food and water</i> , <i>invisibility purge</i> , <i>water breathing</i> ^D , <i>water walk</i> 2nd— <i>aid</i> , <i>consecrate</i> , <i>delay poison</i> , <i>eagle's splendor</i> , <i>fog cloud</i> ^D , <i>zone of truth</i> (DC 16) 1st— <i>bless water</i> , <i>endure elements</i> , <i>entropic shield</i> ^D , <i>obscuring mist</i> , <i>sanctuary</i> (DC 15), <i>shield of faith</i> 0— <i>create water</i> , <i>detect magic</i> , <i>light</i> , <i>purify food and drink</i> , <i>read magic</i> , <i>virtue</i> D: Domain spell. Deity: God of the Sea. Domains: Luck and Water	
Abilities Str 10, Dex 13, Con 12, Int 12, Wis 18, Cha 18 SQ strong aura of good Feats Extra Turning ^B , Improved Turning, Leadership, Lightning Reflexes, Weapon Focus (light mace) Skills Bluff +9, Concentration +6, Diplomacy +20, Disguise +4 (+6 acting), Intimidate +6, Knowledge (religion) +11, Listen +4, Sense Motive +9, Spellcraft +6, Spot +4 Possessions combat gear plus +1 <i>breastplate of blinding</i> , +2 <i>light mace</i> , light crossbow with 10 bolts, noble's outfit, silver holy symbol, bag of silver dust (50 gp for <i>bless water</i> and <i>consecrate</i>), holy font (100 gp for <i>scrying</i>), pouch of ruby dust (100 gp for <i>continual flame</i>), 10 gp	

DIRK HASLINGER

"I used to live in a mansion! Now look at me."

—Dirk Haslinger

Dirk Haslinger is a desperate man. A junky and a worthless squatter, he hasn't done an honest day of work in his life. The Great Green Fire burned down his "mansion" and left him destitute (DC 10). He'll do anything for a fix. Anything (DC 15).

DIRK HASLINGER	GR 4
Male human rogue 4 NE Medium humanoid Init +3; Senses Listen +6, Spot +1 Languages Common, Halfling	
AC 17, touch 13, flat-footed 17; Dodge, Mobility, uncanny dodge (+3 Dex, +4 armor) hp 28 (4 HD) IP 2; Madness addicted to abyss dust Resist evasion Fort +5, Ref +8, Will +1	
Spd 30 ft. (6 squares); Run Melee mwk short sword +6 (1d6+2/19–20) Base Atk +3; Grp +5 Atk Options sneak attack +2d6 Combat Gear 2 <i>potions of cure light wounds</i> , <i>potion of endure elements</i> , <i>potion of pass without trace</i> , <i>potion of shield of faith</i> +4	
Abilities Str 14, Dex 16, Con 16, Int 13, Wis 8/12 (10), Cha 11 SQ trap sense +1, trapfinding Feats Dodge, Mobility, Run ^B Skills Appraise +8, Balance +5, Bluff +7, Diplomacy +5, Disguise +0 (+2 acting), Escape Artist +10, Gather Information +7, Hide +10, Intimidate +2, Jump +4, Listen +6, Move Silently +10, Search +8, Sense Motive +1, Spot +1, Survival –1 (+1 following tracks), Tumble +10, Use Rope +3 (+5 bindings) Possessions combat gear plus +1 <i>studded leather armor</i> , masterwork short sword, <i>cloak of resistance</i> +1, 14 doses of abyss dust	

ENOCH HOLLIVER, COMMISSIONER OF THE WATCH

"Everyone has their secrets and the Commissioner is no different. We've learned not to ask too many questions of him, and in turn he doesn't ask many of us."

—Shent, Watchman

Enoch Holliver is the Commissioner of Freeport's Watch (DC 10). An ex-mercenary lured to Freeport by the promise of gold and assurances of no questions about his suspicious past, he's a grizzled veteran capable of keeping the unruly Watch under some semblance of control (DC 20). When not overseeing Freeport's security, he attends to matters of governance, having a seat on the Captains' Council (DC 15).

ENOCH HOLLIVER	GR 12
Male human fighter 12 LE Medium humanoid Init +1; Senses Listen +2, Spot +2 Languages Common, Goblin, Orc	
AC 26, touch 12, flat-footed 25 (+1 Dex, +10 armor, +4 shield, +1 deflection) hp 106 (12 HD) Fort +11, Ref +5, Will +6	

Spd 20 ft. in full plate (4 squares), base speed 30 ft.; Ride-By Attack Melee +1 <i>human bane longsword</i> +20/+15/+10 (1d8+10/17–20) or Melee +1 <i>human bane longsword</i> +22/+17/+12 (1d8+12/17–20 plus 2d6) against humans or Melee +1 <i>lance</i> +18/+13/+8 (1d8+7/×3) Base Atk +12; Grp +17 Atk Options Cleave, Mounted Combat, Power Attack, Spirited Charge, Trample Combat Gear <i>potion of barkskin</i> , <i>potion of cure moderate wounds</i>	
Abilities Str 20, Dex 12, Con 16, Int 14, Wis 14, Cha 14 Feats Cleave, Greater Weapon Focus (longsword) ^B , Greater Weapon Specialization (longsword) ^B , Improved Critical (longsword), Mounted Combat ^B , Power Attack ^B , Ride-By Attack, Spirited Charge, Trample, Weapon Focus (lance) ^B , Weapon Focus (longsword) ^B , Weapon Specialization (lance) ^B , Weapon Specialization (longsword) ^B Skills Climb +4, Diplomacy +4, Handle Animal +17, Intimidate +17, Jump –1, Knowledge (nobility) +9, Listen +2, Ride +18 (+20 to stay in saddle), Spot +2, Swim –2 Possessions combat gear plus +2 <i>full plate</i> , +2 <i>heavy steel shield</i> , +1 <i>human bane longsword</i> , +1 <i>lance</i> , <i>ring of protection</i> +1, <i>gauntlets of ogre power</i> , courtier's outfit, heavy warhorse, military saddle	

ADMIRAL HROTHY

"Oh he's delightful. I'm sure to invite the good admiral to all my parties."

—Lucille Venport, Noblewoman

Before Hrothy settled in Freeport, he was an admiral in a continental nation's navy (DC 10). He gained a name for his ruthlessness at sea and won more battles than he lost (DC 15). He eventually retired and moved to Freeport to spend his golden years. Despite having crossed swords with many a Freeporter, he's become a socialite, rubbing elbows with the city's elite (DC 20). Too bad none of his "friends" know he's really a spy (DC 25).

ADMIRAL HROTHY	GR 11
Male human noble 4/expert 4/rogue 4 LN Medium humanoid Init +0; Senses Listen +5, Spot +8 Languages Aquan, Common, Elven	
AC 16, touch 11, flat-footed 16; uncanny dodge (+3 armor, +1 deflection, +2 natural) hp 61 (12 HD) Resist evasion Fort +4, Ref +9, Will +10	
Spd 30 ft. (6 squares) Melee +1 <i>cutlass</i> +13/+8 (1d6+3/18–20) Base Atk +9; Grp +11 Atk Options Born Marine, Combat Expertise, Improved Disarm, sneak attack +2d6 Special Actions inspire 4/day (+17; awe, courage), military training (novice), organize +2 Combat Gear <i>feather token (whip)</i> , smokestick	
Abilities Str 14, Dex 10, Con 13, Int 15, Wis 12, Cha 16 SQ influence (Bluff), material aid, trap sense +1, trapfinding Feats Born Marine, Combat Expertise, Endurance ^B , Improved Disarm, Leadership ^B , Skill Focus (Profession—sailor), Weapon Focus (cutlass) Skills Balance +2, Bluff +19, Diplomacy +22, Disable Device +6, Disguise +3 (+5 acting), Gather Information +16, Intimidate +16, Knowledge (geography) +13, Knowledge (history) +9, Knowledge (local) +9, Knowledge (nobility) +4, Listen +5, Move Silently +8, Open Lock +4, Profession (sailor) +16, Search +10, Sense Motive +9, Spot +8, Survival +1 (+3 avoid hazards and getting lost, +3 following tracks), Swim +11 Possessions combat gear plus +1 <i>cutlass</i> , <i>ring of protection</i> +1, <i>amulet of natural armor</i> +2, <i>bracers of armor</i> +3, 10 <i>feather tokens (bird)</i> , <i>feather token (fan)</i> , <i>feather token (swan boat)</i> , <i>feather token (tree)</i> , uniform, ivory pipe (5 gp), signet ring, spyglass, 10 tindertwigs, 130 gp	

FARGUS IRONFOOT

"Ironfoot makes Finn look like a gentle baby, not that I'm saying Finn's gentle... Or a baby... Oh dear, I'm in trouble now, aren't I?"

—Dimetrios

The captain of the *Widowmaker* is an infamous halfling pirate named Fargus Ironfoot (DC 10). Cruel and heartless, he thrives as a buccaneer, inspiring terror wherever he sails (DC 15). Part of his nasty reputation stems from pitting his captives against one another, granting the victor a place in his crew and the loser a place with the sharks (DC 20).

FARGUS IRONFOOT	GR 13
Male halfling rogue 8/corsair 5 NE Small humanoid Init +9; Senses Listen +8, Spot +6 Languages Common, Halfling, Orc	
AC 23, touch 22, flat-footed 23; Dodge, Mobility, improved uncanny dodge (+1 size, +6 Dex, +3 class, +2 deflection, +1 natural) hp 79 (13 HD) IP 1 Resist evasion Fort +10, Ref +18, Will +6 (+8 against fear)	
Spd 20 ft. (4 squares) Melee +1 sea legs cutlass +15/+10/+5 (1d4+4/18–20) Ranged dagger +18/+13/+8 (1d3+2/19–20) Base Atk +11; Grp +9 Atk Options Born Marine, Combat Expertise, Sea Legs, corsair's luck 1/day (+2), dirty fighting +2d4, sneak attack +4d6 Combat Gear 2 potions of cure moderate wounds	
Abilities Str 14, Dex 22, Con 14, Int 13, Wis 12/14 (13), Cha 17 SQ trap sense +2, trapfinding Feats Athletic ^B , Born Marine, Combat Expertise ^B , Dodge, Improved Initiative, Mobility, Sea Legs ^B , Weapon Focus (cutlass) Skills Appraise +6, Balance +14, Bluff +13, Climb +11 (+13 ropes), Diplomacy +12, Disguise +3 (+5 acting), Escape Artist +11 (+13 ropes), Hide +15, Intimidate +14, Jump +10, Knowledge (geography) +6, Listen +8, Move Silently +13, Profession (sailor) +7, Search +6, Sense Motive +11, Sleight of Hand +13, Spot +6, Survival +1 (+3 avoid hazards and getting lost, +3 following tracks), Swim +12, Tumble +18, Use Rope +11 (+13 bindings) Possessions combat gear plus +1 sea legs cutlass, 6 daggers, ring of protection +2, amulet of natural armor +1, captain's chest, compass of true seeking, gloves of Dexterity +2, shirt of resistance +1, pouch containing 73 gp, <i>Widowmaker</i> and all its contents	

EUDOKIA KASOVAR

"All that twaddle about bloodlines, dragons, and other nonsense goes a great way toward masking the fact that she's easily the most beddable woman in Freeport."

—Marcus Roberts

Eudokia Kasovar leads an underground movement of people who share her vision that they are all inheritors of some draconic proto-being (DC 15). They haven't gained much traction, being relatively small and insignificant, but they have gained the attention of the Wizards' Guild, the leaders of which fear Kasovar might begin poaching their students (DC 20).

EUDOKIA KASOVAR	GR 14
Female human cleric 3/sorcerer 4/mystic theurge 4/gold dragon disciple 1 N Medium humanoid Init +2; Senses Listen +3 (+5 with familiar), Spot +3 (+5 with familiar) Languages Celestial, Common, Draconic; empathic link	

AC 15, touch 14, flat-footed 13 (+2 Dex, +2 deflection, +1 natural) hp 67 (12 HD) IP 2 Fort +9, Ref +5, Will +15; +4 against sorcerer spells	
Spd 30 ft. (6 squares) Melee dagger +6 (1d4/19–20) Base Atk +6; Grp +6 Special Actions turn undead 7/day (+6, 2d6+7, 3rd) Combat Gear cape of the mountebank, wand of magic missile (5 charges, CL 3rd) Cleric Spells Prepared (CL 7th): 4th—divine power, imbue with spell ability ^D , sending 3rd—dispel magic ^D , invisibility purge, magic circle against evil, wind wall 2nd—detect thoughts (DC 16) ^D , eagle's splendor, resist energy, shatter (DC 16), sound burst (DC 16) 1st—command (DC 16), doom, magic aura ^D , obscuring mist, sanctuary (DC 15), shield of faith 0—detect magic (×2), guidance, read magic (×2), resistance D: Domain spell. Deity: God of Magic. Domains: Knowledge, Magic Sorcerer Spells Known (CL 8th): 4th (5/day)—polymorph 3rd (6/day)—dispel magic, suggestion (DC 18) 2nd (7/day)—detect thoughts (DC 16), hideous laughter (DC 17), mirror image 1st (7/day)—charm person (DC 16), color spray (DC 15), hypnotism (DC 16), mage armor, magic missile 0 (6/day)—arcane mark, daze (DC 15), detect magic, flare (DC 14), light, mage hand, prestidigitation, ray of frost (ranged touch +8)	
Abilities Str 10, Dex 15, Con 14, Int 16, Wis 14 (18), Cha 18 SQ familiar (pseudodragon) Feats Extend Spell, Improved Familiar, Leadership, Silent Spell, Spell Focus (enchantment) ^B , Still Spell Skills Bluff +11, Concentration +13, Decipher Script +7, Diplomacy +15, Disguise +4 (+6 acting), Gather Information +7, Heal +8, Intimidate +8, Knowledge (arcana) +13, Knowledge (religion) +13, Listen +3 (+5 with familiar), Perform (oratory) +6, Search +4, Sense Motive +8, Spellcraft +16, Spot +3 (+5 with familiar) Possessions combat gear plus dagger, ring of protection +2, amulet of health +2, gloves of Dexterity +2, ring of sorcerers, courtier's outfit, spell component pouch	

*Eudokia's artifact increase her Challenge Rating by +2.

GAT	GR -
Female pseudodragon familiar NG Tiny dragon Init +2; Senses blindsense 60 ft., darkvision 60 ft., low-light vision; Listen +7, Spot +7 Languages empathic link, speak with master, telepathy 60 ft. (Common or Sylvan speakers)	
AC 20, touch 14, flat-footed 18 (+2 size, +2 Dex, +6 natural) hp 33 (12 HD) Immune sleep, paralysis Resist improved evasion; SR 19 Fort +8, Ref +5, Will +14	
Spd 15 ft. (3 squares), fly 60 ft. (good) Melee sting +4 (1d3–2 plus poison) and bite –1 (1) Space 2–1/2 ft.; Reach 0 ft. (5 ft. with tail) Base Atk +6; Grp –4 Atk Options poison (injury, Fortitude DC 12, initial damage sleep 1 minute/secondary damage sleep 1d3 days) Special Actions deliver touch spells	
Abilities Str 6, Dex 15, Con 13, Int 10, Wis 12, Cha 10 Feats Weapon Finesse Skills Bluff +7, Concentration +12, Decipher Script +4, Diplomacy +11, Disguise +0 (+2 acting), Gather Information +3, Heal +7, Hide +20 (+24 in forests), Intimidate +4, Knowledge (arcana) +10, Knowledge (religion) +10, Listen +8, Perform (oratory) +2, Search +6, Sense Motive +7, Spellcraft +13, Spot +8, Survival +1 (+3 following tracks)	

JOZAN FEG

Jozan Feg is a prosperous merchant in the Old City (DC 10). He's one of Eudokia's first converts and her cohort (DC 15). It is at his house that the cult congregates for instruction and worship (DC 20).

JOZAN FEG	GR 9
Male human expert 3/sorcerer 2/gold dragon disciple 5 N Medium humanoid Init +1; Senses blindsense 30 ft.; Listen +8, Spot +8 Languages Common, Draconic	
AC 16, touch 11, flat-footed 15; Dodge, Mobility (+1 Dex, +2 armor, +3 natural) hp 50 (10 HD) IP 3 Fort +4, Ref +3, Will +8	
Spd 30 ft. (6 squares) Melee adamantite dagger +9 (1d4+2/19–20) and bite +3 (1d6+1) and claw +3 (1d4+1) Melee bite +8 (1d6+2) and 2 claws +3 (1d4+1) Base Atk +6; Grp +8 Special Actions breath weapon Combat Gear <i>dust of illusion</i> , <i>potion of greater magic fang</i> +3 Sorcerer Spells Known (CL 2nd): 1st (9/day)— <i>charm person</i> (DC 14), <i>silent image</i> (DC 14) 0 (6/day)— <i>acid splash</i> (ranged touch +7), <i>daze</i> (DC 13), <i>detect magic</i> , <i>read magic</i> , <i>resistance</i>	
Abilities Str 14, Dex 12, Con 10, Int 11, Wis 8, Cha 16 SQ familiar (none) Feats Ability Focus (breath weapon), Alertness ^B , Dodge, Mobility, Persuasive Skills Bluff +12, Concentration +7, Diplomacy +12, Disguise +3 (+5 acting), Escape Artist +6, Gather Information +8, Intimidate +7, Knowledge (arcana) +2, Listen +8, Profession (merchant) +6, Speak Language (Draconic), Spellcraft +9, Spot +8, Use Rope +1 (+3 bindings) Possessions combat gear plus adamantite dagger, <i>amulet of natural armor</i> +1, <i>bracers of armor</i> +2, <i>cloak of Charisma</i> +2, spell component pouch	
Breath Weapon (Su) 30-ft. cone, 2d8 fire, 1/day, Reflex DC 14 half.	

GITCH

"Gitch great! Gitch good! Gitch master wizard! All bow to Gitch!"

—Gunk, Goblin

Formerly serving as the city's "fire marshal" (DC 10), Gitch lost his wagon and job during the Great Green Fire (DC 15). He retreated to Bloodsalt, where he lives in a rundown tower dubbed, by the locals, the Tower of High Sorcery (DC 20). Whether he wants to be or not, he's the spokesperson for Freeport's goblin population (DC 15).

GITCH	GR 6
Male goblin wizard 6 CN Small humanoid (goblinoid) Init +6; Senses darkvision 60 ft.; Listen –1 (+1 with familiar), Spot –1 (+1 with familiar) Languages Aquan, Common, Draconic, Elven, Goblin, Orc	
AC 15, touch 14, flat-footed 13 (+1 size, +2 Dex, +1 armor, +1 deflection) hp 28 (6 HD) Fort +7, Ref +5, Will +5	
Spd 30 ft. (6 squares) Melee club +3 (1d4–1) Base Atk +3; Grp –2 Combat Gear <i>gray bag of tricks</i> , <i>potion of cure light wounds</i> , <i>arcane scroll of fireball</i> , <i>wand of magic missile</i> (18 charges)	

Wizard Spells Prepared (CL 6th):

3rd—*dispel magic*, *fireball* (DC 18), *summon monster III*
2nd—*flaming sphere* (DC 17, see PH), *invisibility*, *protection from arrows*, *resist energy*
1st—*burning hands* (DC 16), *expeditious retreat*, *magic missile*, *shield*
0—*daze* (DC 13), *flare* (DC 15), *mage hand*, *mending*

Abilities Str 8, Dex 14, Con 14, Int 16, Wis 8, Cha 11 SQ familiar (Smoke) Feats Brew Potion ^B , Greater Spell Focus (evocation), Improved Initiative, Scribe Scroll ^B , Spell Focus (evocation) Skills Bluff +2, Concentration +8, Hide +7, Intimidate +2, Knowledge (arcana) +12, Knowledge (the planes) +12, Listen –1 (+1 with familiar), Move Silently +6, Ride +6, Speak Language (Aquan), Spellcraft +14, Spot –1 (+1 with familiar), Survival –1 (+1 on other planes) Possessions combat gear plus club, <i>ring of protection</i> +1, <i>bracers of armor</i> +1, <i>cloak of resistance</i> +1, pouch containing 5 gp Spellbook all prepared plus 0—all; 1st— <i>alarm</i> , <i>endure elements</i> , <i>mage armor</i> , 2nd— <i>obscure object</i> , <i>trap</i> , 3rd— <i>blink</i> .

SMOKE	GR –
Male rat familiar N Tiny animal Init +2; Senses low-light vision, scent; Listen +1, Spot +1 Languages empathic link, speak with master	
AC 17, touch 14, flat-footed 15 (+2 size, +2 Dex, +3 natural) hp 14 (6 HD) Resist improved evasion Fort +2, Ref +4, Will +6	
Spd 15 ft. (3 squares), climb 15 ft., swim 15 ft. Melee bite +7 (1d3–4) Space 2-1/2 ft.; Reach 0 ft. Base Atk +3; Grp –9 Atk Options deliver touch spells	
Abilities Str 2, Dex 15, Con 10, Int 8, Wis 12, Cha 2 SQ share spells Feats Stealthy, Weapon Finesse ^B Skills Balance +10, Bluff –2, Climb +12, Concentration +6, Hide +17, Intimidate –2, Knowledge (arcana) +8, Knowledge (the planes) +8, Listen +1, Move Silently +12, Spellcraft +10, Spot +1, Swim +10, Survival +1 (+3 on other planes)	

RUDIMAR HARROW

"All doom and gloom, that one."

—Janis Hawthorne

Rudimar Harrow's life changed the moment he died (DC 15). He got better, but the experience left him with horrible visions of Hell, and a sense that if he didn't straighten up, he would go right back when he stayed dead (DC 20). Rudimar walks the streets of Freeport, offering dire sermons to those who'll listen, hoping to frighten them back onto the straight and narrow (DC 10).

RUDIMAR HARROW	GR 6
Male human fighter 1/cleric 5 LN Medium humanoid Init +1; Senses Listen –1, Spot –1 Languages Common	
AC 21, touch 11, flat-footed 20 (+1 Dex, +8 armor, +2 shield) hp 44 (6 HD) IP 5 Fort +8, Ref +2, Will +3	
Spd 20 ft. in full plate (4 squares); base speed 30 ft. Melee +1 <i>warhammer</i> +8 (1d8+3/×3) Ranged mwk composite longbow (Str +2) +6 (1d8+2/×3) Base Atk +4; Grp +6	

Atk Options Cleave, Improved Sunder, Power Attack, death touch 1/day (5d6)
Special Actions turn undead 5/day (+1, 2d6+4, 5th)
Cleric Spells Prepared (CL 5th): 3rd— <i>dispel magic</i> , <i>magic circle against chaos</i> (CL 6th) ^D , <i>remove curse</i> 2nd— <i>bear's endurance</i> , <i>bull's strength</i> , <i>calm emotions</i> (DC 16, CL 6th) ^D , <i>bold person</i> (DC 16) 1st— <i>bless</i> , <i>cause fear</i> (DC 15) ^D , <i>command</i> (DC 15) (×2), <i>divine favor</i> 0— <i>detect magic</i> , <i>guidance</i> , <i>light</i> , <i>mending</i> , <i>resistance</i>
D: Domain spell. Deity: God of Death. Domains: Death, Law
Abilities Str 15, Dex 13, Con 14, Int 10, Wis 8/18 (13), Cha 8
SQ strong aura of law
Feats Cleave ^B , Extra Turning, Improved Sunder, Power Attack, Weapon Focus (warhammer) ^B
Skills Climb –1, Concentration +7, Diplomacy +4, Intimidate +3, Jump –11, Knowledge (religion) +5, Listen –1, Spot –1, Swim –8
Possessions full plate armor, masterwork heavy steel shield, +1 <i>warhammer</i> , masterwork composite longbow (Strength +2) with 20 arrows, <i>phylactery of faithfulness</i> , silver holy symbol, cleric's vestments, pouch containing 10 gp

HARCOURT HORKEL

"He's a scoundrel. A no-good comman. He puts on a happy face and sure, he's great fun, but you watch your back. He wants one thing and one thing only: your money."

—Aleksander Tovac

The Docks are full of confidence men, but few hold a candle to the sliminess of Harcourt Horkel (DC 10). This hustler is a card-shark, charlatan, hustler, and everything in between, and to those who haven't been duped by him before, he's the best thing that's ever happened to them... At least until he's ripped them off (DC 15).

HARCOURT HORKEL	GR 12
Male human bard 12 N Medium humanoid Init +8; Senses Listen +4, Spot –1 Languages Common, Dwarven, Orc	
AC 19, touch 16, flat-footed 15; Dodge , Mobility , Two-Weapon Defense (+4 Dex, +3 armor, +2 deflection) hp 56 (12 HD) Fort +6, Ref +13, Will +8	
Spd 30 ft. (6 squares) Melee +1 <i>rapier</i> +14/+9 (1d6+2/18–20) or Melee +1 <i>rapier</i> +12/+7 (1d6+2/18–20) and dagger +11 (1d4/19–20) Ranged dagger +13 (1d4+1/19–20) Base Atk +9; Grp +10 Special Actions bardic music 12/day (<i>song of freedom</i> , inspire greatness 2 targets, inspire courage +2, inspire competence, <i>fascinate</i> 4 targets, countersong) Combat Gear <i>dust of disappearance</i> , <i>potion of cure light wounds</i> , 2 <i>potions of sanctuary</i> Bard Spells Known (CL 12th): 4th (3/day)— <i>greater invisibility</i> , <i>hold monster</i> (DC 18), <i>modify memory</i> (DC 18) 3rd (4/day)— <i>displacement</i> , <i>glibness</i> , <i>remove curse</i> , <i>tiny hut</i> 2nd (4/day)— <i>mirror image</i> , <i>scare</i> (DC 16), <i>suggestion</i> (DC 16), <i>summon swarm</i> 1st (4/day)— <i>charm person</i> (DC 15), <i>expeditious retreat</i> , <i>feather fall</i> , <i>ventriloquism</i> (DC 15) 0 (3/day)— <i>daze</i> (DC 15), <i>flare</i> (DC 15), <i>ghost sound</i> (DC 15), <i>mage hand</i> , <i>open/close</i> , <i>prestidigitation</i>	
Abilities Str 12, Dex 18, Con 13, Int 15, Wis 9, Cha 18 SQ bardic knowledge +14 Feats Dodge, Improved Initiative ^B , Mobility, Two-Weapon Defense, Two-Weapon Fighting, Weapon Finesse	

Skills Appraise +7, Balance +6, Bluff +19, Concentration +6, Diplomacy +18, Disguise +14 (+16 acting), Escape Artist +14, Gather Information +14, Handle Animal +9, Hide +9, Intimidate +11, Jump +8, Listen +4, Move Silently +9, Perform (storytelling) +19, Ride +6, Sense Motive +9, Sleight of Hand +16, Spot –1, Tumble +11, Use Rope +4 (+6 bindings)
Possessions combat gear plus +1 <i>rapier</i> , 3 daggers, <i>ring of protection</i> +2, <i>bracers of armor</i> +3, <i>cloak of resistance</i> +1, <i>handy haversack</i> , deck of marked cards, spell component pouch, numerous phials filled with colored water, pouch containing 18 gp

JANIS HAWTHORNE

"She claims she's a simple fruit-seller, but that woman knows more than she lets on."

—Zach

To look at her, one would see just another vendor struggling to make a living (DC 10). Janis is happy, pleasant, and perfectly friendly, but she's a hopeless gossip and seems to have a knack for picking up all sorts of information (DC 15).

JANIS HAWTHORNE	GR 6
Female half-elf commoner 8 LN Medium humanoid (elf) Init –1; Senses low-light vision; Listen +17, Spot +17 Languages Common, Dwarven, Elven, Halfling	
AC 9, touch 9, flat-footed 9 (–1 Dex) hp 21 (8 HD) Immune sleep Fort +2, Ref +1, Will +5 (+7 against enchantments)	
Spd 30 ft. (6 squares); Run Melee +1 <i>club</i> +7 (1d6+3) Base Atk +4; Grp +6 Combat Gear <i>potion of cure moderate wounds</i>	
Abilities Str 14, Dex 9, Con 10, Int 16, Wis 17, Cha 15 Feats Alertness ^B , Run, Skill Focus (Gather Information), Skill Focus (Profession—merchant) Skills Diplomacy +5, Gather Information +12, Handle Animal +12, Listen +17, Profession (merchant) +17, Ride +1, Search +4, Spot +17 Possessions combat gear plus +1 <i>club</i> , <i>bhorseshoes of speed</i> , Jake the donkey, cart full of fruit	

TORYA IRONTOOTH

"Torya was handled poorly. It's not her fault she has orc blood in her veins."

—Nifur Roberts

Torya spent her youth as a novelty among Freeport's upper class (DC 10). It wasn't until the racist attacks in Scurvytown that Torya realized she was nothing more than a curiosity to her "friends" (DC 20). She fled to Bloodsalt and helped found a compound for others of her kind (DC 15).

TORYA IRONTOOTH	GR 3
Female half-orc noble 3 N Medium humanoid (orc) Init +0; Senses darkvision 60 ft.; Listen +0, Spot +0 Languages Common, Halfling, Orc	
AC 15, touch 10, flat-footed 15 (+5 armor) hp 20 (3 HD) Fort +2, Ref +3, Will +3	
Spd 30 ft. (6 squares) Melee mwk longsword +4 (1d8+1/19–20) Base Atk +2; Grp +3	

Special Actions Rallying Cry, inspire 3/day (+8; courage), organize +2 Combat Gear <i>potion of cure light wounds</i>
Abilities Str 12, Dex 11, Con 12, Int 12, Wis 10, Cha 17 SQ influence (Intimidate), lore +2, material aid Feats Leadership ^B , Persuasive, Rallying Cry Skills Bluff +10, Diplomacy +12, Disguise +3 (+5 acting), Gather Information +8, Intimidate +14, Knowledge (geography) +5, Knowledge (history) +5, Knowledge (local) +5, Listen +0, Perform (drama) +7, Sense Motive +5, Spot +0 Possessions combat gear plus +1 <i>mithral shirt</i> , masterwork longsword, courtier's outfit, pouch containing 35 gp

KARL THE KRAKEN

"Me kill, yes?"

—Karl the Kraken

For many years Karl was a professional thug, a hired brute noted for not asking questions and being good at smashing faces (DC 10). He had a tendency, though, to kill when lethal force wasn't needed, a fact that tempered merchants' zeal for hiring him (DC 15). Since the Great Green Fire, Karl has relocated to Bloodsalt along with most of the other orcs (DC 20). He hasn't had the business he enjoyed in the good old days, and he sometimes takes out his frustrations on the occasional hobgoblin (DC 25).

KARL THE KRAKEN	GR 10
Male half-orc fighter 10 CE Medium humanoid (orc) Init +6; Senses darkvision 60 ft.; Listen +2, Spot +2 Languages Common, Orc	
AC 21, touch 13, flat-footed 19 (+2 Dex, +6 armor, +1 deflection, +2 natural) hp 89 (10 HD) IP 2 Fort +10, Ref +5, Will +4	
Spd 20 ft. in breastplate (4 squares); base speed 30 ft. Melee +1 <i>heavy flail</i> +15/+10 (1d10+7/19–20) or Melee sap +14/+9 (1d6+4 nonlethal) or Melee +1 <i>spiked gauntlet</i> +17/+12 (1d4+7) Base Atk +10; Grp +14 Atk Options Cleave, Combat Reflexes, Great Cleave, Power Attack	
Abilities Str 19, Dex 15, Con 17, Int 10, Wis 13/17 (15), Cha 14 Feats Cleave ^B , Combat Reflexes ^B , Great Cleave ^B , Greater Weapon Focus (unarmed strike), Improved Critical (unarmed strike) ^B , Improved Initiative, Power Attack, Skill Focus (Intimidate), Weapon Focus (unarmed strike) ^B , Weapon Specialization (unarmed strike) ^B Skills Bluff +7, Climb +3, Diplomacy +4, Disguise +2 (+4 acting), Gather Information +3, Intimidate +11, Jump –3, Listen +2, Sense Motive +2, Spot +2 Possessions combat gear plus +1 <i>breastplate</i> , +1 <i>heavy flail</i> , sap, +1 <i>spiked gauntlet</i> , ring of protection +1, amulet of natural armor +2, manacles	

K'STALLO

"A brilliant scholar and loyal friend. I rue the day I met him."

—Egil, High Priest of the Knowledge God

Until recently, K'Stallo had been impersonating the High Priest Thuron of the Knowledge God. His secret safe with Brother Egil, he used his guise to learn what he could of the mysteries beneath Freeport and to liberate the degenerate serpent people from their barbarism (DC 30). K'Stallo aided Egil and his adventurer companions in thwarting Milton Drac's plans, but once they had achieved this, the serpent person turned his full attentions on his lost kin, leaving the temple for Egil to run as he saw fit (DC 30).

K'STALLO	GR 18
Male serpent person cleric 18 N Medium monstrous humanoid (reptilian, shapechanger) Init +5; Senses darkvision 60 ft.; Listen +6, Spot +6 Languages Common, Draconic, Elven, Undercommon, Valossan	
AC 21, touch 13, flat-footed 20 (+1 Dex, +5 armor, +2 deflection, +3 natural) Miss Chance 20%; <i>minor cloak of displacement</i> hp 84 (18 HD); DR 5/magic SR 15 Fort +11 (+15 against poison), Ref +7, Will +17	
Spd 20 ft. (4 squares), swim 20 ft. Melee +1 <i>shocking burst heavy mace</i> +15/+10/+5 (1d6+2/+1d10 electricity) Base Atk +13; Grp +14 Atk Options poison (venom of the serpent, DC 30, initial damage 3d6 hp/secondary damage 2d6 Con) Special Actions Domain Specialization (Magic), change shape, turn undead 5/day (+4, 2d6+20, 18th) Combat Gear 2 doses of venom of the serpent, <i>wand of magic missile</i> (CL 7th, 10 charges) Cleric Spells Prepared (CL 18th; overcome SR 1d20+22): 9th— <i>etherealness</i> , <i>foresight</i> (CL 19th) ^D , <i>summon monster IX</i> 8th— <i>dimensional lock</i> , <i>discern location</i> (CL 19th) ^D , <i>greater planar ally</i> , <i>symbol of insanity</i> (DC 24) 7th— <i>destruction</i> (DC 23), <i>greater scrying</i> (CL 19th), <i>legend lore</i> (CL 19th) ^D , <i>resurrection</i> 6th— <i>banishment</i> (DC 22), <i>find the path</i> (CL 19th) ^D , <i>geas/quest</i> , <i>greater dispel magic</i> (×2), <i>word of recall</i> 5th— <i>flame strike</i> (DC 21), <i>greater command</i> (DC 21), <i>plane shift</i> , <i>summon monster V</i> , <i>symbol of sleep</i> , <i>true seeing</i> (CL 19th) ^D 4th— <i>divination</i> (CL 19th) ^D , <i>freedom of movement</i> , <i>lesser planar ally</i> , <i>poison</i> (melee touch +14, DC 20), <i>sending</i> , <i>tongues</i> , <i>still wind wall</i> 3rd— <i>blindness/deafness</i> (DC 19), <i>deeper darkness</i> , <i>dispel magic</i> ^D , <i>invisibility purge</i> , <i>prayer</i> , <i>silent spiritual weapon</i> (attack +19, damage 1d8+5), <i>water walk</i> 2nd— <i>bull's strength</i> , <i>calm emotions</i> (DC 18), <i>detect thoughts</i> (CL 19th, DC 18) ^D , <i>eagle's splendor</i> , <i>hold person</i> (DC 18), <i>resist energy</i> , <i>shatter</i> (DC 18), <i>silence</i> 1st— <i>bane</i> , <i>bless</i> , <i>command</i> (DC 17), <i>divine favor</i> , <i>doom</i> (DC 17), <i>magic aura</i> ^D , <i>sanctuary</i> (DC 17), <i>shield of faith</i> 0— <i>detect poison</i> (×2), <i>guidance</i> , <i>read magic</i> (×2), <i>resistance</i> D: Domain spell. Deity: Yig (Hitthkai Sect). Domains: Knowledge and Magic	
Abilities Str 12, Dex 12, Con 10, Int 16, Wis 22, Cha 15 Feats Combat Casting, Domain Specialization (Magic), Greater Spell Penetration, Improved Initiative ^B , Silent Spell, Skill Focus (Diplomacy), Spell Penetration, Still Spell Skills Concentration +11 (+15 casting on the defensive), Diplomacy +16, Disguise +7 (+17 with change shape), Escape Artist +2, Gather Information +4, Hide +7, Jump –8, Knowledge (arcana) +15, Knowledge (local) +8, Knowledge (religion) +24, Listen +6, Move Silently +3, Spellcraft +15, Spot +6, Swim +3 Possessions combat gear plus <i>scales of the serpent</i> (+1 <i>spell resistance</i> [15] <i>scale mail of invulnerability</i>), +1 <i>shocking burst heavy mace</i> , <i>ring of protection</i> +2, <i>amulet of the serpent</i> , <i>minor cloak of displacement</i> , <i>circlet of Wisdom</i> +4, silver holy symbol of Yig marked with verses of anathema (worth 500 gp), cleric's vestments, ingredients for <i>symbol of insanity</i> (5,000 gp), ingredients for <i>symbol of sleep</i> (1,000 gp), holy water and diamonds (10,000 gp for <i>resurrection</i>), divination counters for <i>find the path</i> , several small forked metal rods keyed to a variety of planes, <i>true seeing</i> ointment (250 gp), sacrifice for <i>divination</i> (25 gp)	
Change Shape (Su) K'Stallo can assume the form of any Small or Medium humanoid.	

LEXI

"Lexi available? Oh. No? Okay, I guess you'll do then."

—A Customer at the Serenity House

Lexi is a popular courtesan at the Serenity House (DC 10). Part of her success stems from her ability to anticipate her customers' fantasies (DC 15). She hides a dark secret and a troubled past, things only those closest to her know about (DC 20).

LEXI	GR 6
Female human expert 1/sorcerer 6 LE Medium humanoid Init +1; Senses Listen +0, Spot +0 Languages Common, Elven	
AC 12, touch 12, flat-footed 11 (+1 Dex, +1 deflection) hp 14 (7 HD) IP 3 Fort +1, Ref +3, Will +7	
Spd 30 ft. (6 squares) Melee +1 dagger +4 (1d4+1/19–20) Base Atk +3; Grp +3 Atk Options Silent Spell Combat Gear bag of tricks (rust) Sorcerer Spells Known (CL 6h): 3rd (4/day)— <i>suggestion</i> (DC 17) 2nd (6/day)— <i>alter self</i> , <i>eagle's splendor</i> 1st (7/day)— <i>charm person</i> (DC 15), <i>comprehend languages</i> , <i>disguise self</i> , <i>sleep</i> (DC 15) 0 (6/day)— <i>daze</i> (DC 14), <i>ghost sound</i> (DC 13), <i>mage hand</i> , <i>mending</i> , <i>prestidigitation</i> , <i>ray of frost</i> (ranged touch +4), <i>resistance</i>	
Abilities Str 10, Dex 12, Con 9, Int 12, Wis 10, Cha 16 SQ familiar (none) Feats Persuasive, Silent Spell, Skill Focus (Profession—courtesan) ^B , Spell Focus (enchantment) Skills Bluff +15, Concentration +5, Diplomacy +9, Disguise +7 (+9 acting), Gather Information +7, Intimidate +5, Knowledge (local) +5, Listen +0, Perform (companionship) +10, Profession (courtesan) +11, Sense Motive +4, Spot +0, Use Rope +3 Possessions combat gear plus +1 dagger, ring of protection +1, courtesan's outfit	

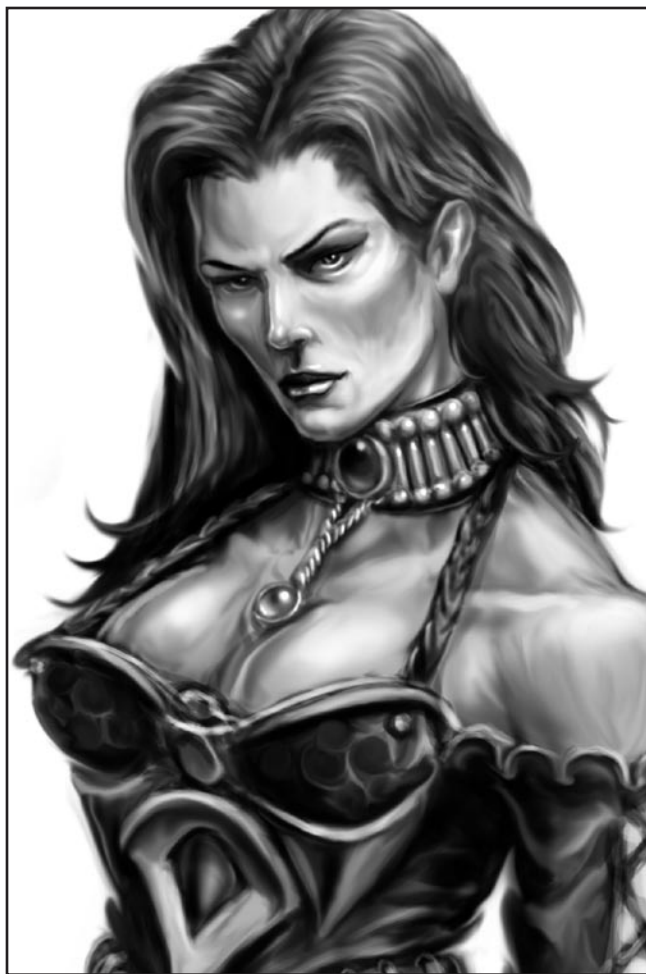
JACOB LYDON

"He's a disgrace to the Council. If he doesn't straighten up, I promise, I'll do whatever, and I mean whatever, I can to see him removed."

—Liam Blackhammer

When Captain Lydon settled in Freeport, he wanted nothing more than to get into politics (DC 12). He believed by doing so, he could earn enough to pay off his creditors and get them off his back (DC 15). A fool with money, he's never managed his affairs well (DC 20). He did manage to get a seat, but his behavior has simply distanced him from true power in the city (DC 22).

JACOB LYDON	GR II
Male human rogue 6/corsair 4/sea dog 1 CG Medium humanoid Init +2; Senses Listen +4, Spot +7 Languages Common, Sahuagin	
AC 18, touch 15, flat-footed 18; uncanny dodge (+2 Dex, +1 class, +3 armor, +2 deflection) hp 57 (11 HD) Resist evasion IP 2; Madness substance abuse (alcohol) Fort +7, Ref +13, Will +5	
Spd 30 ft. (6 squares); Run Melee +1 keen cutlass +13/+8 (1d6+4/18–20) Ranged mwk dagger +11/+6 (1d4+3/19–20) or Ranged mwk dagger +9/+9/+4 (1d4+3/19–20) with Rapid Shot	



Base Atk +9; Grp +12 Atk Options Far Shot, Point Blank Shot, Precise Shot, Rapid Shot, close quarters +1, corsair's luck 1/day (+2), dirty fighting +1d4, sneak attack +2d6, superstitious Combat Gear potion of invisibility	
Abilities Str 17, Dex 15, Con 12, Int 12, Wis 14/18 (16), Cha 12 SQ trap sense +2, trapfinding Feats Agile ^B , Far Shot, Point Blank Shot, Precise Shot, Rapid Shot, Rope Monkey ^B , Run ^B , Sea Legs ^B Skills Appraise +9, Balance +7, Bluff +11, Climb +6 (+8 ropes), Decipher Script +6, Diplomacy +10, Disguise +10 (+12 acting), Escape Artist +9 (+11 ropes), Forgery +7, Gather Information +9, Intimidate +10, Knowledge (geography) +7, Listen +4, Perform (storyteller) +6, Profession (sailor) +8, Ride +4, Search +8, Sense Motive +7, Spot +6, Survival +2 (+4 avoid hazards and getting lost, +4 follow tracks), Swim +9, Use Rope +8 (+10 bindings) Possessions combat gear plus +1 leather armor, +1 keen cutlass, 4 masterwork daggers, ring of protection +2, gloves of Dexterity +2, The Gambit	

MARILISE MAEORGAN

"Somehow, I think she always knew she would become the Sea Lord."

—Marshall Maeorgan

As the current Sea Lord of Freeport, the most powerful and influential person in the city, Marilise Maeorgan freed Freeport from the uncertainty following Milton Drac's fall and has ushered in a new chapter of Freeport's history (DC 5). Beautiful as she is tempestuous, she brings to the office an unpredictability that makes many elite citizens nervous (DC 15).

MARILISE MÆORGAN	GR 9 ⁺
Female human noble 8 NE Medium humanoid Init +3; Senses <i>discern lies</i> (DC 17); Listen +15, Spot +15 Languages Azharan, Common, Dwarven, Elven, Goblin, Halfling, Orc	
AC 13, touch 13, flat-footed 10 (+3 Dex) hp 47 (8 HD) Fort +3, Ref +9, Will +8	
Spd 30 ft. (6 squares) Melee <i>reaverbane</i> +11/+6 (1d8+5 plus 1d6 against chaotic plus/19–20 plus 1d8 sonic) or Melee +1 <i>adamantine dagger</i> +10/+5 (1d4+1/19–20) Base Atk +6; Grp +6 Atk Options Combat Expertise, sneak attack +1d6 Special Actions inspire 8/day (+15; awe, complacency, greatness), organize +4 Spell-Like Abilities (CL 20th): 1/day— <i>dictum</i> (DC 20), <i>magic circle against chaos</i> , <i>order's wrath</i> (DC 17)	
Abilities Str 11, Dex 16, Con 13, Int 16, Wis 15, Cha 18 SQ material aid Feats Alertness ^B , Combat Expertise, Leadership ^B , Skill Focus (Bluff), Weapon Finesse Skills Bluff +23, Diplomacy +25, Disguise +7 (+9 acting), Forgery +10, Gather Information +18, Intimidate +20, Knowledge (nobility) +14, Listen +15, Ride +9, Sense Motive +13, Spot +15, Swim +5 Possessions <i>Reaverbane</i> , +1 <i>adamantine dagger</i> , <i>circlet of persuasion</i> , noble's outfit, signet ring, badge of office	

*Marilise's equipment increases her Challenge Rating by +1.

MENDOR MÆORGAN

"Some days it's best to forget I have any family."

—Marilise Maeorgan

Mendor Maeorgan is the Sea Lord's infamous cousin (DC 10). Having long been involved in shady pursuits, Mendor was associated with the now defunct Joy Boys and now leads the notorious Rakeshames, a group of disaffected noble youths who create trouble out of boredom (DC 15). Those who know him, though, recognize a profound change in his temperament and even appearance. He is larger, more sinister, and thoroughly mad (DC 20).

MENDOR MÆORGAN	GR II
Male degenerate human noble 4/rogue 4/barbarian 2 CE Medium humanoid Init +2; Senses Listen +7, Spot +8 Languages Common	
AC 22, touch 13, flat-footed 22; improved uncanny dodge (+2 Dex, +8 armor, +1 deflection, +1 natural) hp 78 (10 HD) IP 4 Resist evasion Fort +9, Ref +11, Will +4	
Spd 30 ft. in breastplate (6 squares); base speed 40 ft. Melee +1 <i>bastard sword</i> +12/+7 (1d10+5/19–20) and bite +6 (1d6+1 plus poison) or Melee 2 claws +11 (1d4+3) and bite +6 (1d6+1 plus poison) Base Atk +8; Grp +11 Atk Options Cleave, Great Cleave, Improved Sunder, Power Attack, poisonous bite, rage 1/day, sneak attack +2d6, thrall of the Unspeakable One Special Actions inspire 4/day (+14; awe, fear), organize +2 Combat Gear <i>potion of cure moderate wounds</i>	
Abilities Str 16, Dex 14, Con 16, Int 10, Wis 6/14 (10), Cha 14 SQ material aid, trap sense +1, trapfinding	

Feats Cleave, Great Cleave, Improved Sunder, Leadership ^B , Persuasive ^B , Power Attack	
Skills Bluff +11, Diplomacy +12, Disguise +2 (+4 acting), Forgery +6, Gather Information +11, Hide +3, Intimidate +20, Jump +2, Knowledge (local) +7, Knowledge (nobility) +7, Listen +7, Move Silently +3, Sense Motive +5, Sleight of Hand +7, Spot +8, Survival +0, Tumble +3	
Possessions combat gear plus +3 <i>breastplate</i> , +1 <i>bastard sword</i> , <i>ring of protection</i> +1, <i>amulet of natural armor</i> +1, <i>cloak of resistance</i> +1, courtier's outfit, signet ring, 35 gp	
Poisonous Bite (Ex) Injury, Fortitude DC 18, initial and secondary damage 1d6 Wisdom. The save DC is Constitution-based.	
Rage (Ex) When Mendor enters a rage, he uses the following statistics for 8 rounds. AC 20, touch 11, flat-footed 20 hp increase by 20 Fort +11, Will +6 Melee +1 <i>bastard sword</i> +14/+9 (1d10+8/19–20) and bite +8 (1d6+2 plus poison) or Melee 2 claws +13 (1d4+5) and bite +8 (1d6+2 plus poison) Grp +13 Abilities Str 20, Con 20 Skills Jump +4 <i>Poisonous Bite (Ex)</i> Fortitude DC 20.	
Thrall to the Unspeakable One (Su) Once per day, Mendor can invoke the power of the Unspeakable One as an immediate action to gain a 1d6 bonus on a single saving throw, attack roll, or weapon damage roll.	

ARGYLE MCGILL

"Nope, I have no use for a six-breasted ebony statue... You know... Come here, up close so I can whisper... You might check up at the Shop. Old McGill's got a taste for the strange."

—Wilford Vinely

Argyle McGill is an ex-pirate and collector of unusual artifacts and relics (DC 10). He runs a small shop tucked away out of notice in the Old City (DC 15). He has numerous items from all over the world, and locals whisper that he has a great deal more somewhere in his "Shop" (DC 20).

ARGYLE MCGILL	GR 6
Male human warrior 3/expert 4 NG Medium humanoid Init +1; Senses Listen +2, Spot +2 Languages Aquan, Common, Draconic	
AC 17, touch 12, flat-footed 16; Dodge (+1 Dex, +4 armor, +1 shield, +1 dodge) hp 38 (7 HD) IP 3 Fort +6, Ref +4, Will +8	
Spd 30 ft. (6 squares) Melee +1 <i>punching dagger</i> +10/+5 (1d4+4/×3) Base Atk +6; Grp +9 Combat Gear 2 flasks of acid, <i>potion of sanctuary</i>	
Abilities Str 16, Dex 13, Con 13, Int 15, Wis 15/21 (18), Cha 11 Feats Dodge, Improved Dodge, Quick Draw, Rope Monkey ^B Skills Appraise +6, Climb +12, Gather Information +4, Intimidate +10, Jump +12, Knowledge (history) +6, Ride +11, Sense Motive +6, Swim +11 Possessions combat gear plus +1 <i>studded leather</i> , buckler, +1 <i>punching dagger</i> , <i>ring of sustenance</i> , <i>cloak of resistance</i> +1, magnifying glass, 4 sunrods, 10 tindertwigs	

MOTHER MIRREN

"I wish that old hag would just die already."

—Vikki Tarjay

As matriarch of her large and extended family, she oversees the affairs of literally scores of her descendants (DC 10). While not the wealthiest of families in Freeport, their sheer numbers give them weight they otherwise wouldn't have (DC 15).

MOTHER MIRREN	GR 6
Female human commoner 3/expert 5 NG Medium humanoid	
Init -1; Senses Listen +15, Spot +4 Languages Common, Elven, Halfling	
AC 9, touch 9, flat-footed 9 (-1 Dex) hp 11 (8 HD) Fort +0, Ref +1, Will +11	
Spd 30 ft. (6 squares) Melee dagger +2 (1d4-2/19-20) Base Atk +4; Grp +2	
Abilities Str 6, Dex 8, Con 6, Int 15, Wis 18, Cha 14 Feats Iron Will ^B , Leadership, Skill Focus (Diplomacy), Skill Focus (Sense Motive) Skills Bluff +7, Diplomacy +14, Disguise +2 (+4 acting), Gather Information +9, Handle Animal +13, Intimidate +12, Knowledge (local) +7, Listen +15, Profession (matriarch) +15, Ride +1, Sense Motive +15, Spot +4 Possessions dagger, candle of truth, figurine of wondrous power (silver raven)	

TALBOUS MOG

"He's a corrupt little bugger, and I aim to pay him back for his 'services.'"

—Karl the Kraken

When most people think priests, they conjure up visions of holy men working to spread the word of their deity by doing good (or not-so-good) works. Talbous Mog doesn't buy into that (DC 10). He does good deeds for a price (DC 15). A mercenary healer, he wore out his welcome in the Docks and now runs a small stall in the Fool's Market (DC 20).

TALBOUS MOG	GR 5
Male crag gnome cleric 5 N Small humanoid	
Init +0; Senses darkvision 60 ft.; Listen +6, Spot +4 Languages Common, Gnome, Terran	
AC 22, touch 11, flat-footed 21; +4 AC against giants (+1 size, +9 armor, +2 shield) hp 36 (5 HD) Fort +6, Ref +1, Will +8 (+2 against illusions)	
Spd 20 ft. (4 squares) Melee mwk light mace +6 (1d4) Base Atk +3; Grp -1 Atk Options +1 on attacks against dwarves, kobolds and goblinoids Special Actions protective ward 1/day (+5), turn air creatures or rebuke earth creatures 5/day (+2, 2d6+7, 5th), turn undead 5/day (+2, 2d6+7, 5th), Combat Gear <i>potion of lesser restoration</i> , 2 <i>potions of cure light wounds</i> , wand of cure light wounds (50 charges) Cleric Spells Prepared (CL 5th): 3rd— <i>dispel magic</i> , <i>protection from energy</i> ^D , <i>remove disease</i> 2nd— <i>align weapon</i> , <i>bear's endurance</i> , <i>bull's strength</i> , <i>shield other</i> ^D 1st— <i>bless</i> , <i>comprehend languages</i> , <i>inflict light wounds</i> (melee touch +4, DC 15), <i>magic stone</i> (attack +5) ^D , <i>sanctuary</i> (DC 15)	



0—*detect magic*, *detect poison*, *light*, *read magic*, *resistance*
D: Domain spell. Deity: None. Domains: Earth, Protection

Spell-like Abilities (CL 1st):

1/day—*dancing lights*, *ghost sound* (DC 11), *prestidigitation*, *speak with animals* (burrowing mammal only, duration 1 minute)

Abilities Str 10, Dex 11, Con 15, Int 11, Wis 18, Cha 14

Feats Self-Sufficient, Weapon Focus (light mace)

Skills Concentration +10, Craft (alchemy) +2, Heal +14, Hide -2, Listen +6, Spot +4, Survival +6

Possessions combat gear plus +1 *full plate*, masterwork heavy steel shield, masterwork light mace, silver holy symbol

NEVTALATHIEN

"Can't find a better price for leathers than at Nev's. Not that I have need for such things."

—Pious Pete

Nevtalathien, or Nev to her friends, is a semi-retired adventurer who settled in Freeport to make an honest living. She runs a leatherworking shop in the Seaside Market (DC 10). She finds it hard to resist the lure of danger and frequently disappears for weeks at a time, only to return with a fresh batch of scars (DC 15).

NEVTALATHIEN	GR 10
Female half-elf fighter 6/survivor 4 CG Medium humanoid (elf)	
Init +8; Senses low-light vision; Listen +2, Spot +2 Languages Common, Elven, Goblin	
AC 18, touch 12, flat-footed 16; Dodge, Two-Weapon Defense (+2 Dex, +6 armor) hp 79 (10 HD) Immune sleep Resist evasion Fort +12, Ref +6, Will +5 (+7 against enchantments)	

<p>Spd 30 ft. (6 squares) Melee +1 <i>longsword</i> +14/+9 (1d8+5/19–20) or Melee +1 <i>longsword</i> +12/+7 (1d8+5/19–20) and +1 <i>short sword</i> +13 (1d6+2/19–20) or Melee +1 <i>longsword</i> +12/+7 (1d8+5/19–20) and unarmed strike +10 (1d8+1) or Melee unarmed strike +12/+7 (1d8+2) Ranged mwk composite shortbow (Str +2) +12/+7 (1d6+2/×3) Base Atk +10; Grp +12 Atk Options Combat Reflexes, Power Attack, shattering strike 2 Combat Gear <i>potion of blur</i>, <i>potion of cure moderate wounds</i>, smokestick</p> <p>Abilities Str 14, Dex 15, Con 15, Int 12, Wis 13, Cha 10 Feats Athletic^B, Combat Reflexes^B, Dodge, Improved Initiative, Improved Unarmed Strike^B, Power Attack, Quick Draw, Two-Weapon Defense^B, Two-Weapon Fighting^B, Weapon Focus (<i>longsword</i>)^B, Weapon Specialization (<i>longsword</i>)^B Skills Appraise +3 (+5 leather goods), Climb +8, Craft (leatherworking) +14, Diplomacy +2, Gather Information +2, Handle Animal +4, Jump +6, Listen +2, Ride +6, Search +2, Sense Motive +5, Spot +2, Swim +8 Possessions combat gear plus +3 <i>studded leather armor</i>, +1 <i>longsword</i>, +1 <i>short sword</i>, masterwork composite shortbow (Strength +2) with 30 arrows, masterwork artisan's tools (leatherworking), <i>cloak of resistance</i> +1</p>

OMAR NKOTA

"It boggles the mind to think the Council allows his menagerie in our city! What if one of those land sharks gets loose? Just think of the horror! What a story!"

—C.Q. Calame

Omar Nkota is the only man with the stones to train the more exotic species found in the Serpent's Teeth (DC 10). He runs a compound at the edge of Drac's End, where he stables all sorts of strange and terrifying monsters (DC 15).



OMAR NKOTA	GR 8
<p>Male human ranger 8 LN Medium humanoid Init +1; Senses Listen +4, Spot +15 Languages Common, Elven, Goblin</p> <p>AC 11, touch 11, flat-footed 10 (+1 Dex) hp 39 (8 HD) Fort +6, Ref +7, Will +4</p> <p>Spd 30 ft. (6 squares); woodland stride Melee <i>longsword</i> +8/+3 (1d8/19–20) or Melee <i>longsword</i> +6/+1 (1d8/19–20) and <i>dagger</i> +6/+1 (1d4/19–20) Ranged <i>dagger</i> +9/+4 (1d4/19–20) Base Atk +8; Grp +8 Atk Options Mounted Combat, favored enemy (animal) +4, favored enemy (magical beast) +2 Combat Gear <i>ring of animal friendship</i> Ranger Spells Prepared (CL 4th): 2nd—<i>barkskin</i> 1st—<i>calm animals</i> (DC 13), <i>magic fang</i></p> <p>Abilities Str 11, Dex 13, Con 10, Int 15, Wis 14, Cha 14 SQ animal companion, swift tracker, wild empathy +12 (+8 magical beasts) Feats Alertness^B, Animal Affinity, Endurance^B, Improved Two-Weapon Fighting, Mounted Combat, Skill Focus (Handle Animal), Track^B, Two-Weapon Fighting^B Skills Appraise +6, Climb +0 (+2 ropes), Diplomacy +7, Escape Artist +1 (+3 bindings), Handle Animal +18, Knowledge (arcana) +7, Knowledge (nature) +15, Listen +4, Profession (merchant) +13, Ride +16, Spot +15, Survival +13 (+15 aboveground), Use Rope +6 Possessions combat gear plus <i>longsword</i>, 3 daggers</p>	

FANG	GR –
<p>Male dire weasel animal companion N Medium animal Init +4; Senses low-light vision, scent; Listen +3, Spot +5 Languages link</p> <p>AC 16, touch 14, flat-footed 12 (+4 Dex, +2 natural) hp 13 (3 HD) Fort +3, Ref +7, Will +4</p> <p>Spd 40 ft. (8 squares) Melee bite +6 (1d6+3) Base Atk +2; Grp +4 Atk Options attach, blood drain</p> <p>Abilities Str 14, Dex 19, Con 10, Int 2, Wis 12, Cha 11 SQ share spells, tricks (fighting, guard) Feats Alertness, Stealthy, Weapon Finesse^B Skills Hide +8, Listen +3, Move Silently +8, Spot +5</p> <p>Attach (Ex) When Fang hits with his bite attack, he latches onto his opponent's body with his powerful jaws. While attached, Fang loses his Dexterity bonus to AC and thus has an AC 12. Fang can be struck with a weapon or grappled while attached. To remove him, his opponent must achieve a pin.</p> <p>Blood Drain (Ex) Fang drains blood for 1d4 points of Constitution damage each round he remains attached.</p>	

OTTO PARSAM

"Otto talks tough, but he's got the skill to back it up. A piece of advice if yer planning on picking up a blade from him: Show respect... Tab him an' the weapon."

—Dakarta Gringsson, Owner of the Broken Mug

An ex-adventurer, Otto Parsam retired in Freeport and opened a weapon shop to make ends meet (DC 10). He's seen his fair share of action and knows the difference a superior weapon can make in a fight (DC 12). Although he lives in Scurvytown, no one's foolish enough to give him trouble, for Otto has proved on more than one occasion he knows his way around a fight (DC 15).

OTTO PARSAM	GR 14
Male human fighter 12/expert 3 NG Medium humanoid Init +7; Senses Listen +1, Spot +7 Languages Common, Dwarven, Elven	
AC 23, touch 15, flat-footed 20; Dodge, Mobility (+3 Dex, +8 armor, +2 deflection) hp 126 (15 HD) Fort +13, Ref +9, Will +9	
Spd 20 ft. in breastplate (4 squares); base speed 30 ft.; Spring Attack Melee +1 <i>wounding bastard sword</i> +20/+15/+10 (1d10+9 plus 1 Con/17–19) Base Atk +14; Grp +18 Atk Options Blind-Fight, Cleave, Combat Expertise, Combat Reflexes, Great Cleave, Power Attack Combat Gear <i>boots of speed</i> , 2 <i>potions of cure serious wounds</i> , <i>potion of heroism</i>	
Abilities Str 19, Dex 16, Con 17, Int 14, Wis 13, Cha 12 Feats Blind-Fight ^B , Cleave, Combat Expertise, Combat Reflexes ^B , Dodge ^B , Exotic Weapon Proficiency (bastard sword) ^B , Great Cleave, Improved Critical (bastard sword) ^B , Improved Initiative, Mobility ^B , Power Attack, Spring Attack, Weapon Focus (bastard sword) ^B , Weapon Specialization (bastard sword) ^B Skills Balance +2, Climb +9, Gather Information +7, Handle Animal +16, Intimidate +16, Jump +12, Knowledge (arcana) +8, Listen +1, Profession (shopkeeper) +7, Ride +13, Search +8, Spot +7, Survival +1 (+3 following tracks), Tumble +6 Possessions combat gear plus +3 <i>breastplate</i> , +1 <i>wounding bastard sword</i> , <i>ring of protection</i> +2, <i>amulet of health</i> +2, <i>cloak of resistance</i> +1, <i>gauntlets of ogre power</i>	

PATAMON

“He’s positively delicious.”

—Alisson Vanderbuck, Merchant’s Daughter

Patamon is a flamboyant rogue and stealer of hearts (DC 10). Rumor holds he once ran with one of Freeport’s gangs, and fled the city when something went wrong (DC 15). Since he’s back in the city, the dust must have settled, yet those who know him note he spends a fair bit of time looking over his shoulder (DC 20).

PATAMON	GR 9
Male human rogue 4/sorcerer 5 CN Medium humanoid Init +4; Senses Listen +5 (+7 with familiar), Spot +5 (+7 with familiar) Languages Common, Draconic, Orc	
AC 19, touch 16, flat-footed 19; Dodge, uncanny dodge (+4 Dex, +3 armor, +2 deflection) hp 38 (9 HD) Resist evasion Fort +3, Ref +11, Will +6	
Spd 30 ft. (6 squares); Run Melee +1 <i>light mace</i> +6 (1d6+1) Ranged mwk light crossbow +10 (1d8/19–20) Base Atk +5; Grp +5 Atk Options Combat Reflexes, Still Spell, sneak attack +2d6 Sorcerer Spells Known (CL 5th): 2nd (5/day)— <i>eagle’s splendor</i> , <i>scorching ray</i> (ranged touch +9) 1st (7/day)— <i>animate rope</i> , <i>charm person</i> (DC 14), <i>disguise self</i> , <i>shield</i> 0 (6/day)— <i>daze</i> (DC 13), <i>detect magic</i> , <i>mage hand</i> , <i>prestidigitation</i> , <i>read magic</i> , <i>resistance</i>	
Abilities Str 11, Dex 18, Con 13, Int 14, Wis 13, Cha 16 SQ trap sense +1, trapfinding Feats Combat Casting, Combat Reflexes ^B , Dodge, Run, Still Spell Skills Appraise +4 (+6 detailed items), Balance +8, Bluff +15, Climb +4 (+6 ropes), Concentration +9 (+13 cast on the defensive), Decipher Script +7, Diplomacy +5, Disable Device +11, Disguise +3 (+5 acting), Escape Artist +4 (+6 ropes), Hide +9, Intimidate	

+5, Knowledge (arcana) +7, Listen +5 (+7 with familiar), Move Silently +8, Open Lock +13, Perform (jest) +7, Search +7, Sleight of Hand +13, Spellcraft +9 (+11 decipher scrolls), Spot +5 (+7 with familiar), Survival +1 (+3 following tracks), Use Magic Device +8 (+12 scrolls), Use Rope +9 Possessions +1 <i>leather armor</i> , +1 <i>light mace</i> , masterwork light crossbow with 12 bolts, <i>ring of protection</i> +2, magnifying glass, masterwork thieves’ tools, courtier’s outfit

WINK	GR –
Female weasel familiar N Tiny animal Init +2; Senses low-light vision, scent; Listen +5, Spot +5 Languages empathic link, speak with master	
AC 17, touch 14, flat-footed 15 (+2 size, +2 Dex, +3 natural) hp 19 (9 HD) Resist improved evasion Fort +2, Ref +7, Will +6	
Spd 20 ft. (4 squares), climb 20 ft. Melee bite +9 (1d3–4) Space 2-1/2 ft.; Reach 0 ft. Base Atk +5; Grp –7 Atk Options attach, deliver touch spells	
Abilities Str 3, Dex 15, Con 10, Int 9, Wis 12, Cha 5 SQ share spells Feats Agile, Weapon Finesse ^B Skills Appraise +3, Balance +16, Bluff +9, Climb +14, Concentration +8, Decipher Script +4, Disable Device +6, Escape Artist +4 (+6 ropes), Hide +15, Knowledge (arcana) +4, Listen +5, Move Silently +10, Open Locks +9, Perform (jest) +1, Search +4, Sleight of Hand +9, Spellcraft +6 (+8 decipher scrolls), Spot +5, Survival +1 (+3 following tracks), Use Magic Device +2 (+6 scrolls), Use Rope +7	
Attack (Ex) If Wink hits with a bite attack, she uses her powerful jaws to latch onto her opponent’s body and automatically deals bite damage each round she remains attached. While attached, she loses her Dexterity bonus to AC and she may be struck with a weapon or grappled. To remove her through grappling, her opponent must achieve a pin.	

PRENDAG THE HIGH DEATH

“You’d be a fool to think the orcs are just going to keep taking the hobgoblins’ crap. There’s word on the street that there’s a new fella in Bloodsalt and he aims to do something about Draegar and his boys.”

—Rat, Beggar

Prendag is the leader of a small but dangerous cult called the Bleeding Fist (DC 15). Founded on the purpose of spreading the Murder God’s influence in Freeport, Prendag’s organized mob of killers and thugs spreads fear throughout Scurvytown, Bloodsalt, and beyond (DC 20). Rumors of his success have made him something of a hero to the orcs of Bloodsalt and many seek out the Bleeding Fist to gain the power which they feel was stolen from them by the hobgoblins of their ghetto (DC 25).

PRENDAG	GR 11
Male half-orc cultist 8/blackguard 4 CE Medium humanoid (orc) Init +1; Senses darkvision 60 ft.; Listen +3, Spot –1 Aura despair (10 ft.) Languages Common, Orc	
AC 16, touch 11, flat-footed 15 (+1 Dex, +5 armor) hp 76 (12 HD) IP 4 Fort +10, Ref +6, Will +8	

<p>Spd 30 ft. (6 squares) Melee +1 <i>wounding spiked gauntlet</i> +16/+11 (1d3+5 plus 1 Con) Ranged dagger +11/+6 (1d4+4/19–20) Base Atk +10; Grp +14 Atk Options Cleave, Improved Sunder, Insane Casting, Power Attack, death touch 1/day (4d6), fanatic, smite good 1/day (+2 attack, +4 damage), sneak attack +3d6 Special Actions rebuke undead 5/day (+4, 2d6+4, 2nd) Combat Gear 2 <i>potions of cure serious wounds</i> Blackguard Spells Prepared (4th): 2nd—<i>bull's strength, summon monster II</i> 1st—<i>cause fear</i> (DC 14), <i>corrupt weapon</i> Cultist Spells Prepared (CL 4th): 3rd—<i>animate dead</i>D, <i>blindness/deafness</i> (DC 16) 2nd—<i>darkness, death knell</i> (DC 15)D, <i>bold person</i> (DC 15) 1st—<i>cause fear</i> (DC 14)D, <i>cure light wounds, doom</i> (DC 14), <i>shield of faith</i> D: Domain spell. Deity: God of Murder. Domain: Death Spell-Like Abilities (CL 4th): At will—<i>detect good</i></p>
<p>Abilities Str 18, Dex 13, Con 14, Int 10, Wis 8 (16), Cha 14 SQ overwhelming aura of chaos and evil, poison use Feats Cleave, Improved Sunder, Insane Casting, Power Attack, Skill Focus (Bluff)^B, Weapon Focus (spiked gauntlet) Skills Bluff +13, Concentration +4, Diplomacy +6, Disguise +2 (+4 acting), Gather Information +6, Hide +9, Intimidate +13, Knowledge (religion) +5, Listen +3, Move Silently +7, Sense Motive +3, Spot –1 Possessions combat gear plus +2 <i>studded leather armor</i>, +1 <i>wounding spiked gauntlet</i>, 4 daggers, <i>amulet of health</i> +2, silver unholy symbol, black onyx gem (25 gp for <i>animate dead</i>)</p>

TENCH PRESCOTT

"He spends more time oiling his sword at the Serenity House than he does doing his job on the Council. It's good these privateers are only around for a couple of years."

—Garth Varellion

The current holder of the Privateer's Seat is Tench Prescott, a man famous for his libido (DC 10). According to those close to the Council, he took the job to keep his coffers full and slake his thirst for the ladies (DC 15).

TENCH PRESCOTT	GR 6
<p>Male human corsair 6 N Medium humanoid Init +3; Senses Listen –1, Spot –1 Languages Common</p>	
<p>AC 21, touch 17, flat-footed 21; Dodge, uncanny dodge (+3 Dex, +3 class, +4 armor, +1 dodge) hp 36 (6 HD) Fort +7, Ref +9, Will +2</p>	
<p>Spd 30 ft. (6 squares) Melee +1 <i>rapier</i> +10/+5 (1d6+2/18–20) Ranged mwk light crossbow +10 (1d8/19–20) Base Atk +6; Grp +7 Atk Options Combat Reflexes, Counterstrike, corsair's luck 1/day, dirty fighting +2d4 Combat Gear <i>oil of remove disease</i>, 2 <i>potions of cure light wounds</i></p>	
<p>Abilities Str 13, Dex 16, Con 12, Int 10, Wis 8, Cha 16 Feats Athletic^B, Combat Reflexes, Counterstrike, Dodge^B, Improved Dodge, Rope Monkey^B, Sea Legs^B, Weapon Finesse^B Skills Bluff +12, Climb +3, Diplomacy +9, Disguise +3 (+5 acting), Intimidate +14, Knowledge (geography) +9, Listen –1, Profession (sailor) +8, Spot –1, Survival –1 (+1 avoid hazards and getting lost), Swim +4 Possessions combat gear plus +1 <i>studded leather armor</i>, +1 <i>rapier</i>, masterwork light crossbow with 10 bolts, <i>cloak of resistance</i> +1, 2 <i>elixirs of love</i>, courtier's outfit, purse containing 40 gp</p>	

ARENA QUEN

"She's an odd one, that Arena Quen. Claims to be a priestess, but she don't act like no priest I ever met."

—Aporcus Beedle

Arena Quen is a local priestess of nature who lives outside of the city, but regularly visits Freeport to sell vegetables, herbs, and the like to the locals of Drac's End (DC 10). Considered an eccentric at best, a witch at worst, she doesn't help her image any when she throws clods of dirt at those who offend her sensibilities (DC 15).

ARENA QUEN	GR 3
<p>Female human druid 3 NG Medium humanoid Init +6; Senses Listen +5, Spot +5 Languages Common</p>	
<p>AC 15, touch 12, flat-footed 13 (+2 Dex, +3 armor) hp 20 (3 HD) Fort +4, Ref +3, Will +6</p>	
<p>Spd 30 ft. (6 squares); woodland stride Melee mwk sickle +5 (1d6–1) or Melee quarterstaff +1 (1d6–1) Base Atk +2; Grp +1 Combat Gear <i>elixir of hiding, elixir of sneaking, elixir of vision, wand of cure light wounds</i> (20 charges) Druid Spells Prepared (CL 3rd): 2nd—<i>animal trace</i> (DC 15), <i>barkskin</i> 1st—<i>longstrider, shillelagh, speak with animals</i> 0—<i>detect poison, guidance, know direction, resistance</i></p>	
<p>Abilities Str 8, Dex 14, Con 13, Int 11, Wis 16, Cha 12 SQ animal companion, trackless step, wild empathy +6 (+2 magical beasts) Feats Improved Initiative, Self-Sufficient^B, Weapon Finesse Skills Concentration +7, Handle Animal +7, Heal +5, Knowledge (nature) +10, Listen +5, Ride +4, Spellcraft +2, Spot +5, Survival +13 (+15 aboveground) Possessions combat gear plus +1 <i>leather armor</i>, masterwork sickle, quarterstaff, holly and mistletoe</p>	

SAM	GR –
<p>Male monkey animal companion N Tiny animal Init +3; Senses low-light vision; Listen +3, Spot +3 Languages link with master</p>	
<p>AC 17, touch 15, flat-footed 14 (+2 size, +3 Dex, +2 natural) hp 13 (3 HD) Resist evasion Fort +3, Ref +6, Will +2</p>	
<p>Spd 30 ft. (6 squares) Melee bite +6 (1d3–3) Space 2–1/2 ft.; Reach 0 ft. Base Atk +2; Grp –9</p>	
<p>Abilities Str 4, Dex 16, Con 10, Int 2, Wis 12, Cha 5 SQ share spells, tricks (performance) Feats Agile, Skill Focus (Sleight of Hand), Weapon Finesse^B Skills Balance +13, Climb +11, Escape Artist +5, Hide +11, Listen +3, Sleight of Hand +8, Spot +3</p>	

THULMIR QUENT

"I'm looking for a few good men... Know any?"

—Thulmir Quent

For those who need money and don't mind a bit of danger, Thulmir Quent's their man (DC 10). A broker of sorts for mercenaries, explorers,

and adventurers, he keeps his ear to the ground, always listening for potential expeditions in need of a little muscle (DC 15).

THULMIR QUENT	GR 6
Male human rogue 1/monster hunter 5 N Medium humanoid Init +1; Senses Listen +12, Spot +11 Languages Celestial, Common, Draconic, Dwarven, Elven, Undercommon	
AC 13, touch 10, flat-footed 13 (–1 Dex, +3 armor, +1 deflection) hp 39 (6 HD) Fort +6, Ref +3, Will +8 (+11 against fear); hardy	
Spd 30 ft. (6 squares) Melee dagger +5 (1d4/19–20) Ranged dagger +4 (1d4–1/19–20) Base Atk +5; Grp +5 Atk Options sneak attack +1d6 Special Actions Brilliant Tactician Combat Gear 3 <i>potions of cure moderate wounds</i> , <i>potion of undetectable alignment</i>	
Abilities Str 10, Dex 9, Con 12, Int 17, Wis 16, Cha 14 SQ monster lore +8 (+10 constructs, dragons, humanoids, magical beasts), trapfinding Feats Alertness ^B , Brilliant Tactician, Skill Focus (Gather Information), Skill Focus (Knowledge—history), Track ^B Skills Appraise +7, Bluff +11, Decipher Script +7, Diplomacy +10, Disguise +2 (+4 acting), Gather Information +16, Intimidate +4, Knowledge (arcana) +10, Knowledge (geography) +10, Knowledge (history) +13, Knowledge (local) +12, Listen +12, Search +5, Sense Motive +12, Speak Language (Celestial, Draconic), Spot +11, Survival +5 (+7 avoid hazards and getting lost) Possessions combat gear plus +1 <i>leather armor</i> , 4 daggers, <i>ring of protection</i> +1, <i>cloak of resistance</i> +1	

ADMIRAL THURLOW RANKIN

“A loyal, if uninspired, man.”

—Garth Varellion

Admiral Thurlow Rankin is a stodgy old man whose job it's been to make sure Freeport's fleets stay in shape and in combat readiness (DC 10). He's seen many masters over his years and doesn't waste time worrying about their virtues or their flaws (DC 15). He takes orders well, which is why he's held onto this job for so long (DC 20).

THURLOW RANKIN	GR 10
Male human corsair 6/ranger 2/sea dog 2 N Medium humanoid Init +3; Senses Listen +6, Spot +5 Languages Common, Naval Code, Semaphore	
AC 22, touch 16, flat-footed 22; uncanny dodge (+3 Dex, +3 class, +5 armor, +1 natural) hp 48 (10 HD) Fort +9, Ref +15, Will +4	
Spd 30 ft. (6 squares) Melee +1 <i>flaming rapier</i> +15/+10 (1d6+1 plus 1d6 fire/18–20) or Melee +1 <i>flaming rapier</i> +13/+8 (1d6+1 plus 1d6 fire/18–20) and kukri +11 (1d4/18–20) Base Atk +10; Grp +10 Atk Options Combat Expertise, Improved Disarm, Improved Feint, Sea Legs, close quarters +1, corsair's luck 1/day (+3), dirty fighting +2d4, favored enemy (aquatic humanoids) +2, superstitious Special Actions Brilliant Tactician	
Abilities Str 10, Dex 16, Con 11, Int 14, Wis 12, Cha 17 SQ favored ship (<i>The Tyrant</i>) +1, wild empathy +5 (+1 magical beasts) Feats Athletic ^B , Brilliant Tactician ^B , Combat Expertise ^B , Improved Disarm, Improved Feint, Rope Monkey ^B , Sea Legs ^B , Track ^B , Two-Weapon Fighting ^B , Weapon Finesse, Weapon Focus (rapier)	

Skills Balance +6, Bluff +9, Climb +8, Diplomacy +10, Disguise +3 (+5 acting), Gather Information +7, Intimidate +5, Jump +6, Knowledge (geography) +15, Knowledge (local) +4, Knowledge (nature) +4, Listen +6, Profession (sailor) +14, Search +4, Spot +5, Survival +5 (+7 avoid hazards and getting lost), Swim +8, Use Rope +6 Possessions +1 <i>mithral shirt</i> , +1 <i>flaming rapier</i> , kukri, <i>amulet of natural armor</i> +1, <i>captain's chest</i> , <i>cloak of resistance</i> +1, uniform, badge of office, pouch with 72 gp, <i>The Tyrant</i>

RED ALICE

“Aye, I saw 'er. She had fangs, flaming hair, and a necklace of man-parts. I ran for my life, but the sound of her cackling haunts me still.”

—Rude Tom, Watchman

A scourge of young noblemen in the Merchant District, Red Alice is a larger than life murderess (DC 10). Once a promising actress, the woman who became Red Alice saw her dreams shattered one brutal night, after being assaulted by a cruel noble (DC 20). Ever since, she's hunted young male nobles, vowing to get her revenge by murdering anyone she suspects may have been the villain that attacked her (DC 15).

RED ALICE	GR 7
Female half-elf assassin 7 CE Medium humanoid (elf) Init +7; Senses low-light vision; Listen +5, Spot +5 Languages Common, Dwarven, Elven, Halfling, Orc	
AC 20, touch 14, flat-footed 20; Dodge, Mobility, uncanny dodge (+4 Dex, +4 armor, +2 shield) hp 41 (7 HD) IP 4 Immune sleep Fort +7 (+10 against poison), Ref +9, Will +1 (+3 against enchantments)	
Spd 30 ft. (6 squares); Spring Attack Melee mwk short sword +7 (1d6+1/19–20) Ranged mwk light crossbow +10 (1d8/19–20) Base Atk +5; Grp +6 Atk Options ambush +3, backstab +2d6, death attack (DC 16), ruthless Combat Gear 3 doses of shadow essence (DC 17, initial damage 1 Str drain/secondary damage 2d6 Str), <i>oil of keen edge</i> , <i>potion of shield of faith</i> +3	
Abilities Str 12, Dex 19, Con 14, Int 17, Wis 8/16 (12), Cha 15 SQ contract, deep cover, poison use, reputation, shadowspawn Feats Dodge, Mobility, Spring Attack Skills Balance +6, Bluff +7, Diplomacy +6, Disguise +12 (+14 acting), Escape Artist +9, Gather Information +11 (+12 find work), Hide +19, Intimidate +15, Jump +8, Knowledge (local) +8, Listen +5, Move Silently +14, Perform (drama) +7, Search +4, Spot +5, Tumble +11, Use Rope +4 (+6 bindings) Possessions combat gear plus +1 <i>studded leather armor</i> , +1 <i>buckler</i> , masterwork short sword, masterwork light crossbow with 10 bolts, <i>cloak of elvenkind</i>	

DRAEGAR REDBLADE

“If Draegar wants Bloodsalt, I say let him have it.”

—Garth Varellion

Draegar Redblade is the influential commander of the Redblade Militia, the police force that controls Bloodsalt (DC 10). It's no secret Draegar wants more power, and more control over the city (DC 15). The Captains' Council keeps a wary eye on this ambitious hobgoblin (DC 20).

DRAEGAR REDBLADE	GR 14
Male hobgoblin fighter 13 LE Medium humanoid (goblinoid) Init +2; Senses darkvision 60 ft.; Listen +1, Spot +1 Languages Common, Goblin, Orc	
AC 24, touch 14, flat-footed 22; Dodge, Evasive Maneuvers, Mobility (+2 Dex, +7 armor, +3 shield, +2 deflection) hp 115 (13 HD) Fort +12, Ref +7, Will +6	
Spd 20 ft. in chainmail (4 squares), base speed 30 ft.; Spring Attack Melee +1 <i>wounding longsword</i> +18/+13/+8 (1d8+5/19–20 plus 1 Con) Ranged mwk light crossbow +16 (1d8/19–20) Base Atk +13; Grp +17 Atk Options Canny Charge, Combat Expertise, Combat Reflexes, Improved Disarm, Persistent Threat, Power Attack, Whirlwind Attack Combat Gear <i>potion of cure serious wounds</i>	
Abilities Str 18, Dex 14, Con 16, Int 13, Wis 12, Cha 12 Feats Canny Charge ^B , Combat Expertise ^B , Combat Reflexes, Dodge, Evasive Maneuvers, Improved Disarm ^B , Leadership, Mobility, Persistent Threat ^B , Power Attack ^B , Spring Attack ^B , Whirlwind Attack ^B Skills Hide +0, Intimidate +13, Jump –1, Listen +1, Move Silently +4, Ride +8, Spot +1, Swim +0, Tumble +0 Possessions combat gear plus +2 <i>chainmail</i> , +1 <i>heavy steel shield</i> , +1 <i>wounding longsword</i> , masterwork light crossbow with 20 bolts, <i>ring of protection</i> +2, <i>cloak of resistance</i> +1, 4 <i>feather tokens</i> (bird), pouch containing 15 gp	

MARCUS ROBERTS

"I don't trust Roberts; he smiles too much."

—Liam Blackhammer

Marcus Roberts is very much the face of Freeport itself, the city's preeminent ambassador with contacts all over the continent (DC 10). Marcus's natural charisma and good looks are useful for his lesser-known duties, serving as Freeport's spymaster and principal of the Office of Dredging (DC 25).

MARCUS ROBERTS	GR 12
Male human rogue 12 CG Medium humanoid Init +3; Senses Listen +14, Spot +14 Languages Common, Dwarven, Elven, Gnome	
AC 19, touch 14, flat-footed 19; Dodge, Mobility, improved uncanny dodge (+3 Dex, +4 armor, +1 deflection, +1 natural) hp 56 (12 HD) Resist evasion, slippery mind Fort +5, Ref +11, Will +6	
Spd 30 ft. (6 squares); Spring Attack Melee <i>sword of subtlety</i> +11/+6 (1d6+2/19–20) Base Atk +9; Grp +10 Atk Options Combat Expertise, Improved Feint, Whirlwind Attack, sneak attack +6d6 Combat Gear <i>potion of blur</i>	
Abilities Str 12, Dex 16, Con 13, Int 16, Wis 14, Cha 16 SQ trap sense +4, trapfinding Feats Combat Expertise, Dodge ^B , Improved Feint, Mobility, Spring Attack, Whirlwind Attack Skills Bluff +15, Decipher Script +15, Diplomacy +19, Disguise +15 (+17 acting), Escape Artist +14, Forgery +15, Gather Information +15, Intimidate +5, Listen +14, Move Silently +14, Open Lock +15, Search +15, Sense Motive +14, Spot +14, Survival +0 (+2 follow tracks), Swim +11, Use Magic Device +15 (+17 scrolls), Use Rope +3 (+5 bindings) Possessions combat gear plus masterwork chain shirt, <i>sword of subtlety</i> , <i>ring of protection</i> +1, <i>amulet of natural armor</i> +1, signet ring, noble's outfit	

NIFUR ROBERTS

"She is the luckiest woman in Freeport, blessed with good looks, wealth, status, and a successful business. I really hate her."

—Vikki Tarjay

A few years ago, most merchant princes dismissed Nifur Roberts as a reckless and flighty young woman, who would masquerade at nights as a bravo finding no shortage of trouble in the taverns of Drac's End and the Merchant District (DC 15). However, she has since abandoned her childish exploits after she and her sisters found themselves in a great deal of trouble (DC 17). Now she runs her own business, importing and exporting weaponry. Her business savvy as well as her father's station on the Council makes her something of a celebrity in the city (DC 10).

NIFUR ROBERTS	GR 3
Female human fighter 3 CG Medium humanoid Init +6; Senses Listen –1, Spot –1 Languages Common, Halfling	
AC 13, touch 12, flat-footed 11; Dodge, Mobility (+2 Dex, +1 armor) hp 21 (3 HD) Fort +4, Ref +4, Will +1	
Spd 30 ft. (6 squares) Melee mwk rapier +6 (1d6+1/18–20) Base Atk +3; Grp +4	
Abilities Str 12, Dex 14, Con 10, Int 13, Wis 8, Cha 15 Feats Dodge, Improved Initiative ^B , Mobility ^B , Persuasive, Weapon Finesse ^B Skills Bluff +6, Climb +5, Diplomacy +4, Hide +3, Intimidate +4, Jump +3, Knowledge (local) +3, Listen –1, Move Silently +3, Profession (merchant) +3, Spot –1 Possessions masterwork rapier, <i>bracers of armor</i> +1, <i>cloak of resistance</i> +1, noble's outfit, signet ring	

TANKO SANDEK

"I fight for the memory of Commissioner Williams. Though tasked with this lowly job, I believe—I must believe—I can still do good for Freeport."

—Tanko Sandek

Tanko Sandek was once an up-and-coming sergeant in the Sea Lord's Guard (DC 10), but fell from grace with the death of Commissioner Williams (DC 15). Now assigned to manage the Sewer Watch, he struggles to find a better place in the city and return to the task of cleaning up Freeport (DC 20).

TANKO SANDEK	GR 11
Male human rogue 1/fighter 8/paladin 2 LG Medium humanoid Init +2; Senses Listen +8, Spot +8 Languages Common, Halfling, Orc	
AC 18, touch 13, flat-footed 16; Dodge (+2 Dex, +5 armor, +1 deflection) hp 72 (11 HD) Fort +14, Ref +10, Will +8	
Spd 30 ft. (6 squares) Melee +1 <i>keen falchion</i> +17/+12 (2d4+9/15–20) Base Atk +10; Grp +15 Atk Options Blind-Fight, Cleave, Combat Expertise, Combat Reflexes, Great Cleave, Improved Disarm, Power Attack, smite evil 1/day (+3 attack, +2 damage), sneak attack +1d6	

Special Actions lay on hands (8 points)
Combat Gear <i>brooch of shielding</i> (73 points), <i>potion of cure moderate wounds</i>
Spell-like Abilities (CL 2nd): At will— <i>detect evil</i>
Abilities Str 20, Dex 14, Con 12, Int 14, Wis 14, Cha 18 SQ moderate aura of good and law, trapfinding
Feats Blind-Fight, Cleave ^B , Combat Expertise ^B , Combat Reflexes, Dodge ^B , Great Cleave, Improved Disarm ^B , Power Attack ^B , Weapon Focus (falchion) ^B , Weapon Specialization (falchion)
Skills Balance +5, Bluff +8, Climb +12, Diplomacy +12, Gather Information +8, Hide +5, Intimidate +8, Jump +12, Knowledge (local) +6, Knowledge (nobility) +4, Listen +8, Move Silently +5, Search +6, Sense Motive +8, Spot +8, Tumble +7, Use Rope +4
Possessions combat gear plus +1 <i>chain shirt</i> , +1 <i>keen falchion</i> , <i>ring of protection</i> +1, <i>cloak of Charisma</i> +2, <i>gauntlets of ogre power</i>

BILL SANGAPULATELE

"I was tired of them pirates always kicking sand in my face, so I seen old Bill. He made me right."

—Tyler Crem, Tent Town Thug

A former pirate, Bill Sangapulatele settled in Freeport and started a bodyguard business (**DC 10**). In the six years he's protected Freeport's finest, he's made quite a name for himself (**DC 15**). His success stems not only from the services he provides, but also for his willingness to teach others how to defend themselves (**DC 20**).

BILL SANGAPULATELE	GR 10
Male human fighter 4/survivor 6 LN Medium humanoid Init +11; Senses Listen +4, Spot +4 Languages Common	
AC 20, touch 17, flat-footed 16; Deflect Arrows, Dodge (+4 Dex, +3 class, +2 armor, +1 natural) hp 43 (10 HD) Immune confusion Resist evasion Fort +10, Ref +8, Will +6; Indomitable	
Spd 30 ft. (6 squares); burst Melee +1 <i>keen falchion</i> +16/+11 (2d4+9/15–20) or Melee unarmed strike +14/+9 (1d8+4) Base Atk +10; Grp +14 Atk Options Cleave, Combat Reflexes, Power Attack Special Actions shattering strike 3 Combat Gear <i>potion of blur</i> , <i>potion of cure moderate wounds</i>	
Abilities Str 18, Dex 18, Con 10, Int 8, Wis 14, Cha 11 Feats Alertness ^B , Athletic ^B , Cleave ^B , Combat Reflexes ^B , Deflect Arrows, Dodge, Improved Initiative, Improved Unarmed Strike ^B , Power Attack, Weapon Focus (falchion) ^B , Weapon Specialization (falchion) ^B Skills Balance +5, Climb +8, Diplomacy +1, Escape Artist +5, Hide +5, Intimidate +6, Jump +6, Listen +4, Move Silently +5, Profession (bodyguard) +3, Spot +4, Swim +8, Tumble +6 Possessions combat gear plus +1 <i>keen falchion</i> , <i>amulet of natural armor</i> +1, <i>bracers of armor</i> +2, <i>shirt of resistance</i> +1, peasant's outfit, pouch with 25 gp	

ASHA SANTE

"There were all sorts of suspicious and, to be honest, illegal activities when Xander Williams ran the Guard. So I suppose I'm not surprised that Sante and her subversive group fell apart with their master's death."

—Finn



Asha Sante is a priestess of the Retribution God and when she came to Freeport, she helped Xander Williams and Elise Grossette build an organization of agents whose job it was to root out corruption in the city (**DC 20**). When Williams died and Grossette vanished, Sante's group fell to pieces and she went underground (**DC 25**).

ASHA SANTE	GR 8
Female human cleric 6/rogue 2 LN Medium humanoid Init +5; Senses Listen +5, Spot +4 Languages Celestial, Common	
AC 17, touch 12, flat-footed 16 (+1 Dex, +5 armor, +1 deflection) hp 50 (8 HD) Resist evasion Fort +7, Ref +6, Will +8	
Spd 30 ft. Melee mwk cold iron heavy mace +8 (1d8+3) Ranged javelin +6 (1d6+2) Base Atk +5; Grp +7 Atk Options smite 1/day (+4 attack, +6 damage), sneak attack +1d6 Special Actions protective ward 1/day (+6 bonus), turn undead 8/day (+3, 2d6+7, 6th) Combat Gear <i>divine scroll of dimensional anchor</i> , <i>dust of appearance</i> Cleric Spells Prepared (CL 6th, overcome SR 1d20+8): 3rd— <i>dispel magic</i> , <i>invisibility purge</i> , <i>protection from energy</i> ^D , <i>searing light</i> (ranged touch +6) 2nd— <i>aid</i> , <i>consecrate</i> , <i>hold person</i> (DC 15), <i>shatter</i> (DC 15, see PH) ^D , <i>zone of truth</i> (DC 15) 1st— <i>align weapon</i> , <i>detect evil</i> , <i>divine favor</i> , <i>sanctuary</i> (DC 14) ^D , <i>shield of faith</i> 0— <i>detect magic</i> , <i>detect poison</i> , <i>guidance</i> , <i>light</i> , <i>virtue</i> D: Domain spell. Deity: God of Retribution. Domains: Destruction, Protection	
Abilities Str 14, Dex 13, Con 14, Int 12, Wis 16, Cha 12 SQ strong aura of law, trapfinding Feats Combat Casting, Extra Turning, Improved Initiative, Spell Penetration	

Skills Craft (alchemy) +2, Concentration +5 (+9 casting on the defensive), Disable Device +3, Gather Information +4, Heal +5, Hide +3, Intimidate +5, Knowledge (arcana) +4, Knowledge (history) +4, Knowledge (local) +3, Knowledge (religion) +6, Listen +5, Move Silently +3, Open Locks +3, Search +3, Sense Motive +2, Spellcraft +6, Spot +4

Possessions combat gear plus *elven chain*, masterwork cold iron heavy mace, 2 javelins, *ring of the osprey*, *ring of protection* +1, *elixir of truth*, silver holy symbol of the God of Retribution

CAPTAIN SCARBELLY

“An orc pirate? Now I’ve seen everything.”

—Last words of Enus MacGee

Scarbelly is the infamous captain of the *Bloody Vengeance*, a rotting galleon crewed exclusively by orcs (DC 10). He has little use for Freeport except for a place to wench, drink, and to off-load his ill-gotten gains. Locals give him and his boys a wide berth when they come to town (DC 15).

CAPTAIN SCARBELLY	GR 7
Male orc fighter 7 CE Medium humanoid Init +5; Senses darkvision 60 ft.; Listen –1, Spot –1 Languages Common, Orc	
AC 16, touch 11, flat-footed 15 (+1 Dex, +5 armor) hp 57 (7 HD) IP 2 Fort +7, Ref +3, Will +3 Weakness light sensitivity	
Spd 20 ft. in chainmail (4 squares); base speed 30 ft. Melee +1 <i>battleaxe</i> +13/+8 (1d8+9/×3) Ranged dragon FP +8 (3d8/×3) Base Atk +7; Grp +11 Atk Options Cleave, Power Attack Combat Gear <i>potion of cure serious wounds</i>	
Abilities Str 18, Dex 13, Con 14, Int 12, Wis 9/13 (11), Cha 11 Feats Cleave ^B , Firearms Proficiency ^B , Improved Initiative, Iron Will, Power Attack ^B , Weapon Focus (battleaxe), Weapon Specialization (battleaxe) ^B Skills Intimidate +6, Jump+6, Knowledge (geography) +4, Listen –1, Profession (sailor) +2, Spot –1, Swim +2 Possessions combat gear plus +1 <i>chainmail</i> , +1 <i>battleaxe</i> , dragon FP with ammunition for 5 shots, <i>amulet of natural armor</i> +1, 5 gaudy rings (30 gp each) the <i>Vengeance</i> and all its contents	
Light Sensitivity (Ex) Orcs are dazzled in bright sunlight or within the radius of a <i>daylight</i> spell.	

DREIDEN SIMMERSWELL

“Once I had a taste of that halfling’s Sea God’s Delight, I was hooked. I go back to the ‘Fin’ at least once a week.”

—David Tarjay

Dreiden Simmerswell is the proprietor of the Diving Finn, a fabulous restaurant in the Docks district (DC 10). A former adventurer, he came to Freeport thinking he’d find wealth and plenty and was sorely disappointed when he found neither. He opened a restaurant to fill the city’s culinary void and has done quite well for himself ever since (DC 15).

DREIDEN SIMMERSWELL	GR 8
Male halfling rogue 3/expert 6 NG Small humanoid Init +3; Senses Listen +15, Spot +1 Languages Common, Halfling, Orc	

AC 17, touch 14, flat-footed 14; Dodge, Mobility (+1 size, +3 Dex, +3 armor) hp 34 (9 HD) Resist evasion Fort +4, Ref +9, Will +8 (+10 against fear)
Spd 20 ft. (4 squares) Melee +1 <i>keen dagger</i> +11/+6 (1d3+2/17–20) Ranged dagger +11/+6 (1d3+1/19–20) Base Atk +6; Grp +3 Atk Options sneak attack +2d6 Combat Gear <i>dust of illusion</i> , <i>potion of blur</i> , 2 <i>potions of cure light wounds</i> , <i>potion of invisibility</i>
Abilities Str 12, Dex 16, Con 11, Int 13, Wis 12, Cha 9 SQ trap sense +1, trapfinding Feats Dodge, Mobility, Skill Focus (Profession—cook), Weapon Finesse Skills Climb +3 (+5 ropes), Diplomacy +11, Escape Artist +3 (+5 ropes), Gather Information +13, Hide +13, Jump –3, Knowledge (local) +13, Knowledge (nature) +9, Listen +15, Move Silently +11, Profession (cook) +16, Search +7, Survival +7 (+9 following tracks, +9 in aboveground natural environments), Use Rope +9 Possessions combat gear plus +1 <i>leather armor</i> , +1 <i>keen dagger</i> , 4 daggers, 2 <i>feather tokens (bird)</i> , Diving Fin

ANGELO STAMPFEL

“When I found him, he was a no good piece of trash. I made him. He’s still a no good piece of trash, but without me, he’d be nothing.”

—C.Q. Calame

Angelo began his career as an urchin, but found he had a knack for language and a nose for trouble (DC 15). He somehow convinced Calame to give him a shot, and he proved he had the chops for reporting. A slimy man with few if any morals, Angelo has a reputation for getting the story, no matter the price (DC 15).

ANGELO STAMPFEL	GR 5
Male human rogue 5 N Medium humanoid Init +1; Senses Listen +12, Spot +8 Languages Common, Halfling, Orc	
AC 14, touch 11, flat-footed 13; Dodge, uncanny dodge (+1 Dex, +3 armor) hp 20 (5 HD) Resist evasion Fort +1, Ref +5, Will +3	
Spd 30 ft. (6 squares); Run Melee mwk sap +5 (1d6+1 nonlethal) Base Atk +3; Grp +4 Atk Options sneak attack +3d6 Combat Gear <i>elixir of hiding</i> , <i>elixir of sneaking</i> , 3 tanglefoot bags	
Abilities Str 13, Dex 13, Con 10, Int 14, Wis 14, Cha 18 SQ trap sense +1, trapfinding Feats Alertness ^B , Dodge, Run Skills Bluff +12, Climb +5, Diplomacy +16, Disguise +4 (+6 acting), Gather Information +14, Hide +5, Intimidate +14, Knowledge (local) +10, Listen +12, Move Silently +5, Profession (reporter) +10, Search +10, Sense Motive +6, Sleight of Hand +7, Spot +8, Survival +2 (+4 following tracks) Possessions combat gear plus +1 <i>leather armor</i> , masterwork sap, 2 <i>elixirs of love</i> , <i>bat of disguise</i> , notebook, charcoal pencil, pouch containing 89 gp	

KYRGA STONEFOOT

“The Stonefoot Rickshaw Company is the best of its kind in Freeport. Accept no substitutes, I say.”

—Marcus Roberts

Kyrge came to Freeport after being exiled from her homeland (DC 15). Finding the city distasteful, but lacking few other options, she

put her talents—her strength, speed, and knack with languages—to good use and opened a successful rickshaw company (DC 10).

KYRGA STONEFOOT	GR 5*
Female dwarf expert 3/survivor 2 N Medium humanoid Init +1; Senses darkvision 60 ft.; Listen +6, Spot +1 Languages Common, Dwarf, Elven, Halfling, Orc, Undercommon	
AC 12, touch 12, flat-footed 11; +4 AC against giants (+1 Dex, +1 class) hp 39 (5 HD) Resist stability (+4 against bull rush and trip) Fort +7 (+9 against poison), Ref +2, Will +4; +2 against spells and spell-like effects	
Spd 30 ft. (6 squares); Run Melee unarmed strike +7 (1d6+3) Base Atk +4; Grp +7 Atk Options +1 on attacks against orcs and goblinoids, shattering strike 1	
Abilities Str 16, Dex 12, Con 16, Int 12, Wis 12, Cha 9 SQ stonemasonry (see PH) Feats Athletic ^B , Endurance, Improved Unarmed Strike ^B , Run Skills Appraise +1 (+3 stone or metal), Climb +11, Craft (metalworking) +3, Craft (stonemasonry) +3, Gather Information +7, Knowledge (geography) +7, Knowledge (local) +7, Jump +8, Listen +6, Profession (courier) +6, Speak Language (Elven, Halfling, Orc), Spot +1, Survival +1 (+3 avoid hazards and getting lost), Swim +11 Possessions boots of striding and springing, two-seater rickshaw	

*Kyrga's equipment increases her Challenge Rating by +1

LARIA SYRTIS

"Aye, she's proved her mettle a dozen times since taking the Sunrunner. She's definitely her pap's girl."

—Buster Wallace

Laria Syrtis the captain of the *Sunrunner* (DC 10), a sleek elven warship she inherited from her father Arel (DC 15). She's secured a place as a captain in the Admiralty and now lends her ship and crew in the defense of Freeport (DC 20).

LARIA SYRTIS	GR II
Female half-elf bard 9/corsair 2 NG Medium humanoid (elf) Init +5; Senses low-light vision; Listen +15, Spot +3 Languages Aquan, Common, Elven, Orc	
AC 17, touch 16, flat-footed 12 (+5 Dex, +1 deflection, +1 natural) hp 54 (11 HD) Immune sleep Fort +8, Ref +14, Will +9	
Spd 30 ft. (6 squares) Melee shortspear +8/+3 (1d6) Ranged mwk composite longbow +15/+10 (1d8/×3) or Ranged mwk composite longbow +13/+13/+8 (1d8/×3) with Rapid Shot Base Atk +8; Grp +8 Atk Options Point Blank Shot, Precise Shot, corsair's luck 1/day (+1), dirty fighting +1d4 Special Actions bardic music 9/day (inspire greatness, inspire courage +2, suggestion [DC 18], inspire competence, fascinate 3 targets, countersong) Combat Gear 2 potions of cure light wounds, ring of the osprey	
Barid Spells Known (CL 9th): 3rd (3/day)—displacement, good hope, haste 2nd (4/day)—cat's grace, glitterdust, heroism, summon swarm 1st (5/day)—animate rope, expeditious retreat, identify, mage armor 0 (3/day)—detect magic, ghost sound (DC 15), mage hand, mending, prestidigitation, read magic	

Abilities Str 10, Dex 18, Con 12, Int 14, Wis 14, Cha 20

SQ bardic lore +11

Feats Agile^B, Point Blank Shot, Precise Shot, Rapid Shot, Weapon Focus (composite longbow)

Skills Balance +20, Climb +5, Concentration +13, Diplomacy +19, Escape Artist +6, Gather Information +19, Jump +9, Knowledge (geography) +7, Listen +15, Perform (dance) +17, Profession (sailor) +9, Search +3, Spot +3, Survival +2 (+4 avoid hazards and getting lost), Tumble +18

Possessions combat gear plus shortspear, masterwork composite longbow with 50 arrows, ring of protection +1, amulet of natural armor +1, lesser bracers of archery, cloak of Charisma +2, gloves of Dexterity +2, tunic of resistance +1, the Sunrunner

VIKKI TARJAY

"Oh, she has her qualities, make no mistake, but what I like best about Vikki is her hunger. She's hungry for wealth, prestige, and power. These are the qualities that carry a person far in Freeport."

—Mendor Maeorgan

Vikki Tarjay is the daughter of the powerful Tarjay merchant family's patriarch (DC 10). Like Nifur Roberts, she chafed under the demands her station made and so she eagerly joined Nifur in her nocturnal exploits (DC 15). Unlike the Roberts girl, Vikki was never quite content with just causing trouble and she found she had a taste for hurting people (DC 20). When Nifur's crew disbanded, Vikki joined up with Mendor Maeorgan and is one of the ranking members of his vile gang, the Rakeshames (DC 25).

VIKKI TARJAY	GR 3
Female human rogue 1/assassin 2 NE Medium humanoid Init +7; Senses Listen +7, Spot +7 Languages Common, Halfling, Undercommon	
AC 18, touch 13, flat-footed 15; Dodge (+3 Dex, +3 armor, +2 shield) hp 19 (3 HD) IP 1 Fort +5 (+6 against poison), Ref +8, Will +1	
Spd 35 ft. (7 squares) Melee mwk short sword +2 (1d6+1/19–20) Ranged mwk light crossbow +5 (1d8/19–20 plus poison) Base Atk +1; Grp +1 Atk Options ambush +2, backstab +1d6, poison (Injury, DC 13, initial damage 1 Con, secondary damage 1d2 Con), sneak attack +1d6 Combat Gear 4 doses of greenblood oil, 2 potions of cure light wounds, 4 smokesticks, 2 thunderstones	
Abilities Str 10, Dex 16, Con 14, Int 14, Wis 12/14 (13), Cha 12 SQ contract, trapfinding Feats Dodge ^B , Improved Initiative, Improved Speed Skills Appraise +6, Balance +9, Bluff +3, Climb +4, Disguise +5, Escape Artist +9, Hide +5, Intimidate +3, Jump +2, Listen +7, Move Silently +9, Open Lock +9, Search +6, Spot +7, Tumble +9, Use Rope +5 (+7 bindings) Possessions combat gear plus masterwork studded leather armor, +1 buckler, masterwork short sword, masterwork light crossbow with 12 bolts, antitoxin, masterwork thieves' tools, courtier's outfit, signet ring, 25 gp	

TARMON, HIGH WIZARD

"I can't imagine what Blackhammer was thinking putting Tarmon forward. Really, I don't know what I was thinking when I agreed."

—Marcus Roberts

Tarmon is the high wizard of Freeport's Wizards' Guild, and until recently, he served as an advisor to the Captains' Council where he would weigh in with advice whenever he was needed (DC 15).

He became a full-fledged member of the Council when Liam Blackhammer nominated him to fill a vacant seat (DC 20). He is the first wizard to hold such power in the city (DC 15).

TARMON, HIGH WIZARD	GR 17
Male human wizard 12/archmage 5 N Medium humanoid Init +4; Senses Listen +3, Spot +6 Languages Abyssal, Common, Draconic, Elven, Infernal	
AC 23, touch 16, flat-footed 19 (+4 Dex, +5 armor, +2 deflection, +2 natural) hp 61 (17 HD) IP 6 Fort +6, Ref +9, Will +12	
Spd 30 ft. (6 squares) Melee <i>staff of fire</i> +9/+4 (1d6+1) Base Atk +8; Grp +9 Special Actions arcane fire (ranged touch +12), arcane reach, mastery of counterspelling, mastery of elements Combat Gear <i>cape of the mountebank</i> , <i>scroll of daylight</i> and <i>whispering wind</i> , <i>scroll of tongues</i> , <i>staff of fire</i> (50 charges) Wizard Spells Prepared (CL 18th; overcome SR 1d20+22): 8th— <i>iron body</i> 7th— <i>power word blind</i> , <i>prismatic spray</i> (DC 25) 6th— <i>chain lightning</i> (DC 24), <i>disintegrate</i> (ranged touch +12, DC 23), <i>greater dispel magic</i> , <i>shadow walk</i> , <i>true seeing</i> 5th— <i>firebird</i> , <i>mind fog</i> (DC 22), <i>prying eyes</i> , <i>teleport</i> 4th— <i>dimensional anchor</i> (ranged touch +12), <i>lesser globe of invulnerability</i> , <i>screaming</i> , <i>shout</i> (DC 22), <i>stoneskin</i> 3rd— <i>dispel magic</i> (×2)*, <i>fly</i> , <i>lightning bolt</i> (DC 21)*, <i>empowered magic missile</i> , <i>nondetection</i> 2nd— <i>detect thoughts</i> (DC 19), <i>false life</i> *, <i>mirror image</i> , <i>resist energy</i> *, <i>salbthrow</i> (DC 20), <i>scorching ray</i> (ranged touch +12) 1st— <i>charm person</i> (DC 18), <i>expeditious retreat</i> , <i>force armor</i> *, <i>hypnotism</i> (DC 18), <i>magic missile</i> , <i>shield</i> 0— <i>detect magic</i> , <i>ghost sound</i> (DC 17), <i>mage hand</i> , <i>read magic</i> *Spell Mastery	
Abilities Str 13, Dex 18, Con 12, Int 25, Wis 11/23 (17), Cha 13 SQ familiar (none) Feats Craft Staff, Empower Spell, Eschew Components, Greater Spell Penetration, Quicken Spell ^B , Scribe Scroll ^B , Skill Focus (Spellcraft) ^B , Spell Focus (conjunction), Spell Focus (evocation), Spell Mastery ^B , Spell Penetration Skills Appraise +7 (+9 alchemical items), Concentration +19, Craft (alchemy) +13, Decipher Script +13, Diplomacy +4, Knowledge (arcana) +25, Knowledge (Forbidden) +13, Knowledge (history) +23, Knowledge (religion) +21, Knowledge (the planes) +23, Listen +3, Search +10, Sense Motive +6, Spellcraft +30, Spot +6, Survival +3 (+5 on other planes), Use Magic Device +4 (+8 scrolls) Possessions <i>ring of protection</i> +2, <i>amulet of natural armor</i> +2, <i>bracers of armor</i> +5, <i>gloves of dexterity</i> +2, <i>headband of intellect</i> +6, robes, a finely wrought mirror (1,000 gp for <i>screaming</i>), diamond dust (50 gp for <i>nondetection</i>), diamond dust (500 gp for <i>stoneskin</i> and <i>true seeing</i>), homunculus (see MM), 45 gp Spellbook all prepared plus 0—all; 1st— <i>ray of enfeeblement</i> ; 3rd— <i>daylight</i> , <i>whispering wind</i> ; 4th— <i>arcane eye</i> ; 5th— <i>lesser planar binding</i> , <i>wall of force</i> ; 6th— <i>guards and wards</i> ; 7th— <i>banishment</i> ; 8th— <i>binding</i> , <i>clone</i> , <i>power word stun</i> ; 9th— <i>astral projection</i> , <i>gate</i> .	

THORGRIM

"I heard the Lord Defender spent a few centuries as a statue. That would explain his lack of personality."

—Marlise Macorgan

Thorgrim is the Lord Defender of the Wizards' Guild (DC 10). According to legend, he's a man out of time, having lost centuries after a basilisk petrified him. His odd customs and strange manner of speech seem to support these rumors (DC 20). Regardless, he's a man of impeccable loyalty to the Guild and is one of Tarmon's staunchest supporters (DC 15).

THORGRIM	GR 16
Male human fighter 4/wizard 5/eldritch knight 7 CG Medium humanoid Init +3; Senses Listen -1, Spot -1 Languages Common, Draconic, Elven, Tribal Dialect	
AC 19, touch 15, flat-footed 16; Dodge, Mobility (+3 Dex, +4 armor, +2 deflection) hp 89 (16 HD) IP 3 Resist fire 10 Fort +11, Ref +7, Will +6	
Spd 30 ft. (6 squares); Spring Attack Melee <i>frost brand</i> +21/+16/+11 (2d6+11/17-20) Base Atk +13; Grp +17 Atk Options Combat Expertise, Power Attack, Whirlwind Attack Wizard Spells Prepared (CL 11th): 6th— <i>disintegrate</i> (ranged touch +16, DC 21) 5th— <i>baleful polymorph</i> (DC 20), <i>teleport</i> 4th— <i>fire shield</i> , <i>mnemonic enhancer</i> , <i>polymorph</i> , <i>stoneskin</i> 3rd— <i>blink</i> , <i>dispel magic</i> , <i>fireball</i> (DC 17), <i>haste</i> , <i>slow</i> (DC 18) 2nd— <i>acid arrow</i> (ranged touch +16), <i>alter self</i> , <i>bull's strength</i> , <i>mirror image</i> , <i>see invisibility</i> 1st— <i>burning hands</i> (DC 15), <i>jump</i> , <i>magic missile</i> , <i>shield</i> , <i>sleep</i> (DC 15) 0— <i>mage hand</i> , <i>open/close</i> , <i>prestidigitation</i> , <i>read magic</i>	
Abilities Str 19, Dex 16, Con 12, Int 18, Wis 8/14 (11), Cha 13 SQ familiar (none) Feats Combat Expertise, Craft Magic Arms and Armor ^B , Dodge ^B , Improved Critical (greatsword), Power Attack ^B , Mobility, Scribe Scroll ^B , Spell Focus (transmutation), Spring Attack ^B , Still Spell, Weapon Focus (greatsword) ^B , Weapon Specialization (greatsword) ^B , Whirlwind Attack Skills Appraise +4 (+6 alchemical items, +6 weapons), Climb +10, Concentration +13, Craft (alchemy) +16, Craft (weaponsmithing) +18, Decipher Script +9, Diplomacy +3, Gather Information +2, Intimidate +8, Jump +18, Knowledge (arcana) +16, Knowledge (history) +11, Knowledge (religion) +9, Listen -1, Ride +10, Search +5, Sense Motive +6, Spellcraft +18, Spot -1, Swim +11 Possessions <i>frost brand</i> , <i>ring of protection</i> +2, <i>bracers of armor</i> +4, diamond dust (250 gp for <i>stoneskin</i>)	

TIMOTHY

"A good lad. He'll go far in the Syndicate."

—Trask

A child of Scurvytown, Timothy's keen wit and amazing speed gave him the advantage he needed to survive the mean streets of that nasty district (DC 15). He landed a job in the Syndicate when he tried to pick Dunbar's (see page 97) pocket and has served as a messenger and thief ever since (DC 20).

TIMOTHY	GR 3
Male human rogue 3 N Medium humanoid Init +6; Senses Listen +9, Spot +9 Languages Common, Gnome, Halfling, Orc	
AC 15, touch 12, flat-footed 14 (+2 Dex, +4 armor) hp 13 (3 HD) Resist evasion Fort +1, Ref +5, Will +2	
Spd 30 ft. (6 squares); Run Melee mwk short sword +3 (1d6/19-20) Ranged mwk sling +5 (1d4) Base Atk +2; Grp +2 Atk Options sneak attack +2d6 Combat Gear <i>elixir of hiding</i> , <i>elixir of cure light wounds</i> , tanglefoot bag, 2 thunderstones	

Abilities Str 11, Dex 14, Con 10, Int 16, Wis 13, Cha 15
SQ trap sense +1, trapfinding
Feats Alertness^B, Improved Initiative, Run
Skills Balance +10, Bluff +8, Climb +6, Diplomacy +4, Disguise +2 (+4 acting) Gather Information +4, Hide +8, Intimidate +4, Jump +8, Knowledge (local) +9, Listen +9, Move Silently +8, Search +9, Sleight of Hand +10, Spot +9, Survival +1 (+3 following tracks), Tumble +10
Possessions combat gear plus +1 studded leather armor, masterwork short sword, masterwork sling with 10 bullets, waterproof scroll case, satchel, 5 gp

HALKOS TREMIIR

"A meticulous barber, that Halkos. He always seems to know what you want before you even sit down."

—Garth Varellion

Halkos runs a barbershop in the Seaside Market—little more than a tent, really (**DC 10**). Having lived in Scurvytown and the Eastern District, he's a good source of information about the lay of the city (**DC 15**). This fact is not lost on some of the criminal elements in Freeport, and he's believed to sell information to shadowy figures that happen by his stall (**DC 20**).

HALKOS TREMIIR	GR 7
Male elf survivor 7 NE Medium humanoid Init +3; Senses low-light vision; Listen +9, Spot +9 Languages Common, Dwarven, Elven, Gnome, Halfling	
AC 17, touch 15, flat-footed 15; Dodge , Mobility (+2 Dex, +3 class, +1 armor, +1 natural) hp 36 (7 HD); DR 1/— Immune fascinate, sleep Resist evasion Fort +4, Ref +4, Will +4 (+6 against enchantments); indomitable	
Spd 30 ft. (6 squares); Spring Attack , burst Melee unarmed strike +7/+2 (1d8) or Melee +1 dagger +8/+3 (1d4+1/19–20) Base Atk +7; Grp +7 Atk Options Combat Reflexes, shattering strike 3 Combat Gear 2 potions of cure light wounds	
Abilities Str 10, Dex 14, Con 8, Int 16, Wis 14, Cha 16 SQ able to notice secret or concealed doors Feats Agile ^B , Combat Reflexes ^B , Dodge, Mobility, Spring Attack Skills Appraise +5, Balance +4, Bluff +8, Diplomacy +7, Disguise +3 (+5 acting), Escape Artist +4, Gather Information +5, Hide +4, Intimidate +7, Listen +9, Profession (barber) +7, Search +7, Spot +9, Survival +2 (+4 following tracks) Possessions combat gear plus +1 dagger, amulet of natural armor +1, bracers of armor +1, 2 feather tokens (bird), pouch containing 198 gp	

HECTOR TORIAN

"It's offensive that Torian retains his seat when he consistently supports the Drac family. He claims he does this out of loyalty to Freeport's ideals, but I suspect he's just one of Drac's old cronies looking for a way to keep his seat."

—Buster Wallace

Hector Torian is a crusty old pirate and former captain of the *Sea Ghost* (**DC 10**). He retired from the sea nearly a decade ago to become a politician (**DC 15**). Since Milton Drac granted him his seat on the Council, Torian has been a loyal supporter of the Drac family, even to his own detriment (**DC 18**).



HECTOR TORIAN	GR 10
Male human rogue 10 CG Medium humanoid Init +7; Senses Listen +12, Spot +12 Languages Common, Halfling	
AC 20, touch 14, flat-footed 20; Dodge , improved uncanny dodge (+3 Dex, +6 armor, +1 deflection) hp 37 (10 HD) Resist evasion Fort +4, Ref +11, Will +5	
Spd 30 ft. (6 squares) Melee +1 cutlass +8/+3 (1d6+1/18–20) Ranged masterwork dagger +11 (1d4/19–20) Base Atk +7; Grp +7 Atk Options Combat Expertise, Improved Feint, crippling strike, sneak attack +5d6 Combat Gear elixir of hiding	
Abilities Str 11, Dex 16, Con 10, Int 13, Wis 12, Cha 15 SQ trap sense +3, trapfinding Feats Alertness ^B , Combat Expertise, Dodge, Improved Feint, Improved Initiative Skills Balance +14, Bluff +11, Climb +9 (+11 ropes), Diplomacy +15, Disguise +2 (+4 acting), Escape Artist +3 (+5 ropes), Gather Information +16, Intimidate +4, Jump +2, Knowledge (local) +10, Listen +12, Profession (sailor) +11, Search +10, Sense Motive +10, Spot +12, Survival +1 (+3 follow tracks), Swim +9, Tumble +12, Use Rope +12 Possessions combat gear plus +3 studded leather armor, +1 cutlass, 4 masterwork daggers, ring of protection +1, cloak of resistance +1, courtier's outfit, 47 gp	

ALEKSANDER TODAC

"There's not a finer mind in the city. Todac has an uncanny eye for detail. If the match wasn't so damn crooked, he'd never go hungry."

—Tanko Sondek, Captain of the Sewer Guard

Aleksander Tovac and his partner Tando Sandek did their part in cleaning up Freeport. A brilliant investigator, he was the pride of his precinct and landed the toughest cases (DC 15). However, he outlived his usefulness when he started asking questions about his superiors once Holliver took over the Watch. Soon after, he was out of a job (DC 17). Now he works as a private investigator and he's fast becoming one of the most respected detectives in Freeport (DC 20).

ALEKSANDER TOVAC	GR II
Male human rogue 3/diviner 8 LG Medium humanoid Init +2; Senses Listen +8 (+10 with familiar), Spot +11 (+13 with familiar, +14 in shadows) Languages Common, Draconic, Dwarven, Elven, Gnome, Halfling	
AC 14, touch 12, flat-footed 12 (+2 Dex, +1 armor, +1 natural) hp 44 (11 HD) Resist evasion Fort +4, Ref +7, Will +8	
Spd 30 ft. (6 squares) Melee dagger +7/+2 (1d4+1/19–20) Ranged dagger +8/+3 (1d4+1/19–20) Base Atk +6; Grp +7 Atk Options sneak attack +2d6 Combat Gear 3 <i>potions of cure moderate wounds</i> , <i>wand of magic missile</i> (CL 9th, 20 charges) Wizard Spells Prepared (CL 8th; overcome SR 1d20+10): 4th— <i>arcane eye</i> , <i>screying</i> (DC 20), <i>summon monster IV</i> (×2) 3rd— <i>daylight</i> , <i>clairaudience/clairvoyance</i> , <i>dispel magic</i> , <i>fly</i> , <i>gentle repose</i> 2nd— <i>alter self</i> , <i>detect thoughts</i> (DC 18), <i>knock</i> , <i>locate object</i> , <i>whispering wind</i> 1st— <i>alarm</i> , <i>charm person</i> (DC 16), <i>comprehend languages</i> , <i>detect secret doors</i> , <i>hypnotism</i> , <i>mage armor</i> , <i>shield</i> 0— <i>arcane mark</i> , <i>detect magic</i> (×2), <i>detect poison</i> , <i>mage hand</i> Barred school: illusion	
Abilities Str 12, Dex 14, Con 12, Int 20, Wis 12, Cha 14 SQ summon familiar (owl), trap sense +1, trapfinding Feats Extend Spell, Investigator ^B , Scribe Scroll ^B , Skill Focus (Gather Information), Skill Focus (Search), Spell Focus (divination), Spell Penetration Skills Bluff +8, Craft (alchemy) +11, Concentration +7, Decipher Script +19, Diplomacy +12, Disable Device +11, Disguise +8 (+10 acting), Intimidate +10, Gather Information +15, Knowledge (arcana) +13, Knowledge (local) +11, Knowledge (nature) +13, Listen +8 (+10 with familiar), Profession (investigator) +7, Search +20, Sense Motive +7, Sleight of Hand +10, Spellcraft +15, Spot +11 (+13 with familiar, +14 in shadows), Survival +1 (+3 aboveground, +3 following tracks) Possessions combat gear plus 3 daggers, 2 <i>arcane scrolls of greater scrying</i> , 2 <i>arcane scrolls of prying eyes</i> , <i>wand of message</i> (20 charges), <i>amulet of natural armor</i> +1, <i>bracers of armor</i> +1, <i>candle of truth</i> , <i>goggles of minute seeing</i> , <i>rope of climbing</i> , exquisite mirror for <i>screying</i> (1,500 gp) Spellbook all prepared spells plus 0—all except illusions; 1st— <i>detect undead</i> , <i>grease</i> , <i>hold portal</i> , <i>identify</i> , <i>magic missile</i> ; 2nd— <i>arcane lock</i> ; 3rd— <i>slow</i> ; 4th— <i>detect scrying</i>	

HANNAH	GR –
Female owl familiar N Tiny animal Init +3; Senses low-light vision; Listen +18, Spot +12 (+20 in shadows) Languages empathic link; speak with master; speak with owls	
AC 21, touch 15, flat-footed 18 (+2 size, +3 Dex, +6 natural) hp 22 (11 HD) Resist improved evasion Fort +3, Ref +8, Will +9	
Spd 10 ft. (2 squares); fly 40 ft. (average) Melee talons +11 (1d4–3) Space 2–1/2 ft.; Reach 0 ft. Base Atk +6; Grp –5 Atk Options deliver touch spells	

Abilities Str 4, Dex 17, Con 10, Int 9, Wis 14, Cha 4 SQ share spells Feats Alertness, Weapon Finesse ^B Skills Bluff +3, Concentration +8, Craft (alchemy) +7, Concentration +8, Decipher Script +13, Diplomacy +7, Disable Device +5, Disguise +3 (+5 acting), Hide +11, Intimidate +5, Gather Information +5, Knowledge (arcana) +7, Knowledge (local) +5, Knowledge (nature) +7, Listen +18, Move Silently +17, Profession (investigator) +8, Search +9, Sense Motive +8, Sleight of Hand +11, Spellcraft +9, Spot +12 (+20 in shadows), Survival +2 (+4 aboveground, +4 following tracks)

TRASK

“He’s a right prig, that Trask. If it weren’t for Finn and the HBA, someone would have taken that bastard down a notch. Don’t tell anyone I said this, you hear?”

—Dill Mackey

Trask is the leader of Finn’s enforcers and is second in command of the Syndicate, in spite of the fact that he’s not a halfling (DC 10). His constant support and dedicated service has begun to have an effect on Finn, extending his protection to gnomes as well as halflings (DC 15). Trask surrounds himself with enforcers, knowing he has more than a few enemies in the city (DC 17).

TRASK	GR II
Male gnome illusionist 6/rogue 5 N Small humanoid Init +4; Senses low-light vision; Listen +7, Spot +6 Languages Common, Giant, Gnome, Halfling, Orc	
AC 16, touch 16, flat-footed 16; Dodge, +4 AC against giants, uncanny dodge (+1 size, +4 Dex, +1 deflection) hp 54 (11 HD) Resist evasion Fort +5, Ref +10, Will +6; +2 against illusions	
Spd 20 ft. (4 squares) Melee +1 <i>short sword</i> +8/+3 (1d4+1/19–20) Base Atk +6; Grp +2 Atk Options Combat Expertise, Improved Feint, +1 attacks against goblinoids and kobolds, sneak attack +3d6 Combat Gear <i>necklace of fireballs (type III)</i> , <i>slippers of spider climbing</i> , <i>wand of dimension door</i> (5 charges), <i>wand of ghoul touch</i> (20 charges) Wizard Spells Prepared (CL 6th): 3rd— <i>displacement</i> , <i>stinking cloud</i> (DC 15), <i>suggestion</i> (DC 15) 2nd— <i>acid arrow</i> (ranged touch +11), <i>hypnotic pattern</i> (DC 16), <i>invisibility</i> , <i>web</i> (DC 14), <i>whispering wind</i> 1st— <i>cause fear</i> (DC 13), <i>color spray</i> (DC 15), <i>disguise self</i> (DC 15), <i>mage armor</i> , <i>silent image</i> (DC 15) 0— <i>detect magic</i> , <i>ghost sound</i> (DC 14), <i>mage hand</i> , <i>open/close</i> , <i>read magic</i> Barred Schools: abjuration and evocation Spell-like Abilities (CL 1st): 1/day— <i>dancing lights</i> , <i>ghost sound</i> (DC 12), <i>prestidigitation</i> , <i>speak with animals</i> (burrowing mammal only, 1 minute)	
Abilities Str 10, Dex 18, Con 14, Int 15, Wis 10, Cha 12 SQ familiar (none), trap sense +1, trapfinding Feats Combat Expertise, Dodge, Improved Feint, Scribe Scroll ^B , Silent Spell ^B , Spell Focus (illusion) Skills Appraise +5 (+7 alchemy), Balance +6, Bluff +6, Concentration +11, Craft (alchemy) +12, Diplomacy +5, Disguise +1 (+3 acting), Escape Artist +6, Gather Information +8, Hide +13, Intimidate +3, Jump –4, Knowledge (arcana) +11, Knowledge (local) +7, Listen +2, Move Silently +9, Search +5, Sense Motive +5, Speak Language (Halfling), Spellcraft +13, Spot +4, Tumble +9 Possessions combat gear plus +1 <i>short sword</i> , <i>ring of protection</i> +1 Spellbook all prepared plus all cantrips (except abjuration and evocation); 1st— <i>expeditious retreat</i> , <i>ray of enfeeblement</i> ; 2nd— <i>mirror image</i> ; 3rd— <i>invisibility sphere</i>	

GARTH VARELLION

"He's a harmless twit."

—Marilise Maeorgan

Reviled as a vain, arrogant fool, Garth Varellion is the least popular member of the Captains' Council (DC 10). If there were not prohibitions about removing Councilors, he would have lost his seat years ago (DC 15). In spite of his tarnished image, he still dreams of becoming the Sea Lord, a goal he has long pursued (DC 17).

GARTH VARELLION	GR 10
Male human rogue 5/fighter 5 LN Medium humanoid Init +7; Senses Listen +8, Spot +2 Languages Common	
AC 17, touch 13, flat-footed 17; uncanny dodge (+3 Dex, +4 armor) hp 47 (10 HD) Resist evasion Fort +5, Ref +8, Will +4	
Spd 30 ft. (6 squares) Melee +2 cutlass +12/+7 (1d6+4/18–20) or Melee dagger +10/+5 (1d4+2/19–20) Ranged mwk light crossbow +12 (1d8/19–20) Base Atk +8; Grp +10 Atk Options Blind-Fight, Combat Reflexes, Power Attack, sneak attack +3d6 Combat Gear <i>potion of invisibility, potion of sanctuary</i>	
Abilities Str 14, Dex 17, Con 11, Int 11, Wis 10, Cha 16 SQ trap sense +1, trapfinding Feats Alertness ^B , Blind-Fight ^B , Combat Reflexes, Improved Initiative, Iron Will, Leadership, Power Attack ^B , Quick Draw ^B Skills Balance +8, Bluff +11, Climb +6 (+8 ropes), Diplomacy +15, Disguise +3 (+5 acting), Escape Artist +2 (+4 ropes), Gather Information +9, Handle Animal +8, Intimidate +5, Jump +7, Knowledge (geography) +3, Knowledge (nobility) +3, Listen +8, Profession (sailor) +8, Ride +5, Sense Motive +6, Spot +2, Swim +5, Use Rope +9 Possessions combat gear plus +2 <i>glamered chain shirt</i> , +2 cutlass, dagger, masterwork light crossbow with 10 bolts, noble's outfit, signet ring, 47 gp	

BUSTER WALLACE

"Poor Buster... He ran away from his responsibilities in the city only to find himself burdened with more in that wretched piss-hole of Libertyville. What a waste."

—Marilise Maeorgan

Buster Wallace's father was a member of the Captains' Council, and though murdered and "replaced" by a serpent person agent loyal to Milton Drac, the younger Wallace was still favored to take his father's place (DC 15). Fed up with politics and disgusted by the treachery on the Council, Buster picked up and left Freeport to help build Libertyville into a rival city-state (DC 20). He's bought into the rhetoric of anarchy his new home embraces, though his history and family prevent him from gaining the full trust of the locals and in fact have him spending more time watching his back (DC 25).

BUSTER WALLACE	GR 7
Male human noble 4/corsair 3 NG Medium humanoid Init +4; Senses Listen +2, Spot +9 Languages Common	
AC 17, touch 11, flat-footed 17 (+0 Dex, +6 armor, +1 deflection) hp 49 (7 HD) Fort +7, Ref +8, Will +10	

Spd 30 ft. (6 squares) Melee +1 scimitar +9/+4 (1d6+3/18–20) Ranged light crossbow +6 (1d8/19–20) Base Atk +6; Grp +8 Atk Options Combat Surge, Heroic Effort, dirty fighting +1d4 Special Actions aid ally (30 ft.), corsair's luck 1/day (+1), inspire 4/day (+12; competence, courage), organize +2 Combat Gear 2 <i>elixirs of swimming, potion of cure light wounds</i>	
Abilities Str 14, Dex 11, Con 14, Int 11, Wis 15, Cha 16 SQ material aid Feats Athletic ^B , Combat Surge, Heroic Effort, Improved Initiative, Iron Will ^B , Leadership ^B Skills Balance –1, Bluff +11, Climb +6, Diplomacy +14, Disguise +3 (+5 acting), Gather Information +10, Intimidate +5, Knowledge (geography) +7, Listen +2, Profession (sailor) +9, Sense Motive +9, Spot +9, Survival +2 (+4 avoid hazards and getting lost), Swim +2 Possessions combat gear plus +1 chainmail, +1 scimitar, light crossbow with 20 bolts, <i>ring of protection</i> +1, <i>cloak of resistance</i> +1, traveler's outfit	

PETRA WALLACE

"My wife made me a believer. She left everything behind for Libertyville—status, wealth, influence... I can only hope to live up to her ideals."

—Buster Wallace

Petra Wallace (formerly Fricke) led the Guild of Craftsmen in Freeport and hoped to gain the vacant seat on the Captains' Council as a means to do good for the city (DC 15). Her idealism and earnestness, however, created more barriers than she could overcome. Fed up, she left Freeport to work in Libertyville, set on making that community a place that would one day eclipse Freeport as the dominant city in the Serpent's Teeth (DC 20).

PETRA WALLACE	GR 10
Female human expert 9/rogue 2 NG Medium humanoid Init +3; Senses Listen +9, Spot +15 Languages Common, Dwarven, Gnome	
AC 22, touch 14, flat-footed 19 (+3 Dex, +4 armor, +2 shield, +1 deflection, +2 natural) hp 41 (11 HD) Resist evasion Fort +5, Ref +9, Will +7	
Spd 30 ft. (6 squares) Melee +1/+1 quarterstaff +8/+3 (1d6+1) Ranged dagger +10/+5 (1d4/19–20) Base Atk +7; Grp +7 Atk Options Combat Expertise, sneak attack +1d6 Combat Gear <i>potion of cure moderate wounds</i>	
Abilities Str 10, Dex 17, Con 11, Int 14, Wis 12, Cha 16 SQ trapfinding Feats Combat Expertise, Endurance ^B , Great Fortitude, Skill Focus (Craft—sculpture), Skill Focus (Diplomacy) Skills Appraise +14 (+16 sculptures), Bluff +15, Craft (sculpture) +17, Diplomacy +22, Disguise +5 (+7 acting), Escape Artist +5, Gather Information +15, Hide +5, Intimidate +7, Knowledge (local) +4, Listen +9, Move Silently +5, Perform (oratory) +11, Search +16, Sense Motive +15, Spot +15, Survival +1 (+3 following tracks) Possessions combat gear plus +1 studded leather armor, +1 buckler, +1/+1 quarterstaff, 2 daggers, <i>ring of protection</i> +1, <i>amulet of natural armor</i> +2, <i>gloves of Dexterity</i> +2, artisan's outfit	

MISTER WEDNESDAY

"The Canting Crew is the only thing preventing the Syndicate from becoming the dominant criminal organization in Freeport. It's no wonder that so many on the Council are interested in seeing Mister Wednesday stay hale and healthy."

—Karl Wine, Owner of the Rusty Hook

Mister Wednesday leads the criminal organization known as the Canting Crew (**DC 10**). Running the underworld in the Warehouse District, parts of the Docks, and the Merchant District, he's the Syndicate's biggest rival (**DC 15**). Aggressive and edging into Finn's territory, many wonder if war is brewing between the crime lords (**DC 20**).

MISTER WEDNESDAY	GR 13
Male human rogue 8/crime boss 5 N Medium humanoid Init +9; Senses Listen +6, Spot +6 Languages Common, Dwarven, Goblin, Halfling	
AC 22, touch 16, flat-footed 22; Dodge, Mobility, improved uncanny dodge (+5 Dex, +6 armor, +1 deflection) hp 74 (13 HD) Resist evasion Fort +5, Ref +15, Will +7	
Spd 30 ft. (6 squares) Melee +2 <i>keen short sword</i> +14/+9 (1d6+5/17–20) Ranged mwk hand crossbow +15 (1d4/19–20) Base Atk +9; Grp +12 Atk Options Combat Reflexes, sneak attack +6d6 Combat Gear <i>elixir of sneaking</i> , 3 <i>potions of cure moderate wounds</i>	
Abilities Str 16, Dex 20, Con 14, Int 17, Wis 12, Cha 14 SQ interests, medium organization, trap sense +2, trapfinding Feats Combat Reflexes, Deceitful ^B , Dodge, Improved Initiative, Leadership, Mobility Skills Appraise +13, Balance +12, Bluff +18, Climb +8, Decipher Script +8, Diplomacy +22, Disguise +14 (+16 acting), Forgery +10, Gather Information +21, Hide +16, Intimidate +23, Jump +8, Knowledge (local) +13, Listen +6, Move Silently +16, Search +8, Sense Motive +17, Sleight of Hand +12, Spot +6, Survival +1 (+3 following tracks), Tumble +12 Possessions combat gear plus +3 <i>studded leather armor</i> , +2 <i>keen short sword</i> , masterwork hand crossbow with 10 bolts, <i>ring of protection</i> +1, <i>gloves of Dexterity</i> +2	

XORT

"Forget what he's talking about... What I want to know is just what exactly he's supposed to be."

—Pious Pete

No one is quite sure where Xort came from or what he is, because he's unlike any other Freeporter (**DC 10**). Stooped, ugly beyond compare, and with bright green eyes, he has nothing but bile to say about the Wizards' Guild, decrying them as cultists and fiends (**DC 15**). It's just a matter of time before someone silences this firebrand, and for good.

XORT	GR 9
Male tiefling wizard 3/cleric 3/mystic theurge 2 N Medium outsider (native) Init +3; Senses darkvision 60 ft.; Listen +3, Spot +3 Languages Common, Draconic, Elven, Halfling, Infernal	

AC 16, touch 14, flat-footed 13 (+3 Dex, +2 armor, +1 deflection) hp 35 (8 HD) Resist cold 5, electricity 5, fire 5 Fort +5, Ref +7, Will +12	
Spd 30 ft. (6 squares) Melee dagger +4 (1d4/19–20) Ranged mwk light crossbow +8 (1d8/19–20) Base Atk +4; Grp +4 Special Actions turn undead 2/day (+1, 2d6+2, 3rd) Combat Gear <i>staff of fire</i> (16 charges) Cleric Spells Prepared (CL 5th): 3rd— <i>dispel magic</i> ^D , <i>locate object</i> (CL 6th), <i>magic vestment</i> 2nd— <i>augury</i> (CL 6th), <i>detect thoughts</i> (DC 16) ^D , <i>hold person</i> (DC 15), <i>zone of truth</i> (DC 15) 1st— <i>doom</i> (DC 14), <i>entropic shield</i> , <i>magic aura</i> ^D , <i>obscuring mist</i> , <i>shield of faith</i> 0— <i>detect magic</i> (CL 6th), <i>guidance</i> (CL 6th), <i>mending</i> , <i>read magic</i> (CL 6th), <i>resistance</i> D: Domain spell. Deity: God of Magic. Domains: Knowledge, Magic +1 CL, +1 DC Divination Wizard Spells Prepared (CL 5th): 3rd— <i>clairaudience/clairvoyance</i> (DC 17), <i>lightning bolt</i> (DC 16) 2nd— <i>blur</i> , <i>misdirection</i> , <i>see invisibility</i> (CL 6th) 1st— <i>burning hands</i> (DC 14), <i>disguise self</i> , <i>expeditious retreat</i> , <i>mage armor</i> 0— <i>dancing lights</i> , <i>daze</i> (DC 13), <i>flare</i> (DC 13), <i>mage hand</i> Spell-like Abilities (CL 8th): 1/day— <i>darkness</i>	
Abilities Str 10, Dex 16, Con 12, Int 16, Wis 16, Cha 8 SQ familiar (none) Feats Eschew Materials, Lightning Reflexes, Scribe Scroll ^B , Spell Focus (divination) Skills Bluff +1, Concentration +12, Decipher Script +11, Diplomacy +1, Hide +5, Knowledge (arcana) +14, Knowledge (religion) +14, Listen +3, Sense Motive +8, Spellcraft +14, Spot +3 Possessions combat gear plus dagger, masterwork light crossbow with 12 bolts, <i>ring of protection</i> +1, <i>bracers of armor</i> +2, divination tokens (25 gp for <i>augury</i>) Spellbook all prepared plus all cantrips.	

ZACH

"Little Zach ain't so little anymore, is he? I wonder what he'd look like now in that old shirt he used to wear?"

—Slippery Sally, Prostitute

Zach is an up-and-coming guide who works the Docks escorting visitors into the city (**DC 10**). Unlike others of his ilk, he actually doesn't want to bilk his customers and has their best interests at heart (**DC 15**). His generally good nature has made him the darling of the Dock's whores, and if he wasn't so embarrassed, he could have all the visits he could want (**DC 20**).

ZACH	GR 1
Male human commoner 3 N Medium humanoid Init +0; Senses Listen +8, Spot +8 Languages Common	
AC 10, touch 10, flat-footed 10 hp 9 (3 HD) Fort +1, Ref +1, Will +3	
Spd 30 ft. (6 squares); Run Melee dagger +1 (1d4/19–20) Base Atk +1; Grp +1	
Abilities Str 10, Dex 10, Con 10, Int 11, Wis 14, Cha 14 Feats Alertness ^B , Negotiator, Run Skills Climb +4, Diplomacy +4, Knowledge (local) +3, Listen +8, Sense Motive +4, Spot +8 Possessions dagger, traveler's outfit, 10 gp	

CHAPTER EIGHT: FREEPORT BESTIARY

In addition to all the monsters described in the *MM* and Green Ronin's *Creatures of Freeport*, the Serpent's Teeth host a disturbing assortment of creatures, from vicious demons to shuddering abominations. This chapter expands your monstrous options, presenting a catalog of foes and friends to use in your Freeport adventures and beyond.

"Serpent people? They're the least of our troubles, son. The Serpent's Teeth are home to all sorts of terrifying monsters. All of which are in need of killin', if ya ask me."

—Captain Sylus Crant, Captain of the *Midwife*

BLEMMYÆ

A naked, club-wielding savage with no head and with a face in the center of its torso charges forward, shrieking.

BLEMMYÆ	GR 2
Always CN Medium monstrous humanoid Init +2; Senses darkvision 60 ft.; Listen +4, Spot +4 Languages Blemmyæ	
AC 15, touch 12, flat-footed 13 (+2 Dex, +3 natural) hp 19 (3 HD) Fort +3, Ref +5, Will +4 Weakness poor peripheral vision	
Spd 30 ft. (6 squares), climb 20 ft. Melee greatclub +8 (1d10+7) Ranged javelin +5 (1d6+5) Space 5 ft.; Reach 5 ft. Base Atk +3; Grp +8 Atk Options Cleave, Power Attack Special Actions scream of rage	
Abilities Str 21, Dex 14, Con 15, Int 10, Wis 12, Cha 8 Feats Cleave, Power Attack Skills Climb +13, Hide +5, Jump +8, Listen +4, Spot +4 Possessions greatclub, 4 javelins	
Poor Peripheral Vision (Ex) Creatures that flank a blemmyæ gain a +4 bonus to attack rolls instead of the standard +2.	
Scream of Rage (Su) Once per round, as a standard action, a blemmyæ may loose a terrifying scream of rage. All creatures within 60 feet must succeed on a DC 10 Will save or become frightened for 3 rounds. A character who fails this save and is within 10 feet of the blemmyæ becomes permanently deafened as well. A character that succeeds on a saving throw against this ability becomes immune to this particular blemmyæ's scream of rage for 24 hours. The save DC is Charisma-based.	
Skills Blemmyæ receive a +8 racial bonus on Climb checks. They can always choose to take 10 on Climb checks, even if rushed or threatened.	

A blemmyæ is a strange sentient found on remote islands far from the trade routes of the known world.

TACTICS

Blemmyæes are savage and unpredictable, attacking their foes with little regard for themselves. They charge into the thickest concentration of foes and flail about with their greatclubs, using a 3-point Power Attack to deal incredible damage. A blemmyæ that takes 5 or more points of damage looses a scream of rage to scatter

its opponents. Blemmyæ only fight to the death when their young are threatened.

ENCOUNTERS

Blemmyæes gather in small hunting parties of three to six individuals. Preceding these groups is a scout who ranges ahead to find prey. If the scout

discovers intruders, it launches forward to attack, using its scream of rage ability to alert its allies, who arrive in 1d4+2 rounds.

Blemmyæ are uncomplicated warriors, using Power Attack to pulp their foes. They are keenly aware of their limitations and so fight in pairs to prevent opponents from taking advantage of their poor peripheral vision.

ECOLOGY

Blemmyæ dwell in remote tropical islands, far from other races. Although wild and unpredictable, they are never wasteful, understanding the preciousness of their resources and thus work well within their ecosystems. Omnivores, they harvest their own crops, supplementing this fare with meat brought back by their hunters and fish pulled from the seas.

PHYSICAL CHARACTERISTICS

A blemmyæ has the general appearance of a normal human, although with a somewhat bulkier torso. Where they differ is in their lack of a head. Instead, their faces peer out from their chests or backs, equipped with two eyes, a nose, and a mouth. A blemmyæ stands about five feet tall and weighs on average just under 200 pounds.

SOCIETY AND CULTURE

Gathered into small tribes of twenty to thirty adult members with half again as many young, blemmyæ are reclusive, fiercely defending the borders of their territory, even against other tribes of blemmyæ. These peoples brook no trespass and are quick to resort to violence to ensure their lands are secure. Thus, war between competing tribes is common and usually persists until one tribe is destroyed.

The same hostility shown to other tribes also extends to non-blemmyæ, but for different reasons. These savage people are conscious of their odd appearance and, according to their myths, believe they live under a dreadful curse that left them with their unnatural shape. Encounters with non-blemmyæ individuals fill these primitives with shame and self-loathing, so much so that the blemmyæ is likely to use violence to remove the offending victim from their sight.

TREASURE

Blemmyæ generally do not have access to the sorts of valuables usually deemed as treasure and thus a typical blemmyæ has half the gp value for its Challenge Rating. Blemmyæ with class levels have treasure appropriate for their level.

ADVANCED VERSIONS

Blemmyae advance by character class. The blemmyae's favored class is barbarian, but druids are also common among the larger tribes. Blemmyae do not produce clerics, possibly because of the curse under which they suffer.

BLEMMYÆ LORE

Characters with ranks in Knowledge (geography) can learn more about blemmyae with a successful skill check.

DC	Result
13	This strange creature is a blemmyae, a race of xenophobic savages that dwell in remote islands far from the routes traveled by more civilized races. This result reveals all monstrous humanoid traits.
18	Blemmyae possess a potent scream that fills those who hear it with terror and may even deafen those who stand too close. Blemmyae often use this scream to call for help from fellow hunters.
23	Lacking heads, blemmyae are less able to defend against multiple attackers at once and have a hard time responding to foes coming from different directions.

BRASS MONKEY

On command, this four-foot tall brass statue of a monkey comes to life and sways, while awaiting its orders

BRASS MONKEY	GR 2
Always N Medium construct Init +2; Senses darkvision 60 ft., low-light vision; Listen +1, Spot +1 Languages understands commands in Common	
AC 15, touch 12, flat-footed 13 (+2 Dex, +3 natural) hp 25 (1 HD); DR 5/magic Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromancy effects, critical hits, massive damage, nonlethal damage, ability damage, ability drain, fatigue, exhaustion, energy drain, any effect requiring a Fortitude save unless it also works on objects Fort +0, Ref +2, Will +1	
Spd 40 ft. (8 squares), climb 30 ft. Melee bite +2 (1d6+3) Space 5 ft.; Reach 5 ft. Base Atk +0; Grp +2 Atk Options magic strike	
Abilities Str 15, Dex 14, Con —, Int —, Wis 12, Cha 1 SQ construct traits, deactivate Skills Climb +10, Jump +6, Listen +1, Spot +1	
Deactivate (Ex) Speaking a command word causes the brass monkey to deactivate and become inert as a statue. While in this state, it cannot attack or take actions, even to defend itself. Speaking the command again reactivates the construct. Whoever speaks the command word to activate the brass monkey functions as the construct's master for as long as the monkey remains activated. Other characters who speak the command word cannot affect the brass monkey until such time as its master is slain, at which point command passes to the next person who speaks the word.	
Skills Brass monkeys gain a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.	

A brass monkey is a magical construct designed to be a useful servant and tool for labor. Its price, however, makes it an impractical servant to all but the wealthiest of people.

TACTICS

A brass monkey attacks only if commanded to do so and never initiates combat on its own. A mindless servant, the brass monkey fights in the most direct manner possible, following its commands even to its own detriment.

ENCOUNTERS

Brass monkeys are expensive and rare, thus they are almost always encountered singly and in the company of a wealthy spellcaster.

PHYSICAL CHARACTERISTICS

Brass monkeys are exquisitely crafted from polished brass, standing about four feet tall and weighing around 250 pounds. Unlike other brass materials, these constructs never tarnish. Each brass monkey is unique, reflecting the artistry of its maker.

TREASURE

Brass monkeys are typically treasure themselves, and may be found alongside other items of interest.

CONSTRUCTION

A brass monkey is assembled from acid-scoured brass and coated in a fine sheen of water-repellent oils and lacquers worth a total of 500 gp. The creature's master may assemble the construct or hire someone else to do it. Creating the body requires a DC 20 Craft (metalworking) check.

CL 5th; Craft Construct, *animate objects*, *bull's strength*, caster must be at least 5th level; Price 6,000 gp; Cost 2,750 gp + 220 XP.

BRASS MONKEY LORE

Characters with ranks in Knowledge (arcana) can learn more about brass monkeys with a successful skill check.

DC	Result
11	This creature is a brass monkey, a simple construct designed for labor. This result reveals all construct traits.
16	A brass monkey activates and deactivates with a simple command word.

BURNLING

A glowing ball of green flame spins and moves, lighting on fire everything it touches.

BURNLING	GR 3
Always CE Diminutive elemental (extraplanar, fire) Init +8; Senses blindsight 60 ft., darkvision 60 ft.; Listen +6, Spot +6	
AC 18, touch 18, flat-footed 14; Dodge (+4 size, +4 Dex) hp 22 (5 HD); DR 5/magic Immune electricity, fire, poison, sleep, paralysis, stunning, critical hits, flanking Fort +1, Ref +8, Will +3 Weakness vulnerability to cold	
Spd fly 20 ft. (4 squares) Melee touch +11 (1d6 fire) Space 1 ft.; Reach 0 ft. Base Atk +3; Grp -9 Atk Options fiery leap, ignite	

Abilities Str —, Dex 18, Con 10, Int 2, Wis 14, Cha 6 SQ elemental traits, gaseous form Feats Dodge, Improved Initiative, Weapon Finesse ^B Skills Listen, Spot
Fiery Leap (Ex) A burnling can attack multiple targets in the same round by leaping from one to the next. It can attack as many creatures in a single round as it can reach with a full round of movement (40 feet), leaving behind visible arcs of green fire between the targets. It makes a single attack roll and applies the result of that attack roll to each target it can touch. Movement from fiery leap does not provoke attacks of opportunity.
Ignite (Ex) Creatures struck by a burnling's touch must succeed on a DC 12 Reflex save or catch fire, taking 1d6 points of damage each round for 3 rounds. A burnling creature can extinguish the flames by spending a move action. In addition, creatures that attack a burnling with natural weapons or unarmed attacks take 1d6 points of fire damage as though they were hit by the burnling's touch, and must succeed on a Reflex save or catch fire.
Gaseous Form (Ex) As the <i>gaseous form</i> spell, always active. This ability functions as the spell except a burnling cannot enter water or other liquids and is only affected by winds if it wishes to be. Even a tornado strength wind passes through a burnling with no effect.

Spawned by the Great Green Fire that immolated much of AVal's jungles, burnlings are vicious balls of green flame that seem to delight in burning their victims alive.

TACTICS

Burnlings are incapable of any action other than to set things aflame, thus they are fierce opponents, attacking with no provocation at all. A burnling uses its Dodge feat against the first target it strikes with fiery leap and then moves to hit as many foes at it can. Burnlings always fight until destroyed.

ENCOUNTERS

When the feckless wizard tore open a gate to the Elemental Plane of Fire, he unleashed a veritable army of elementals and other malevolent creatures. Among these invaders were the burnlings, cruel agents of destruction all. While the Wizards' Guild and others destroyed or banished many of these creatures, many still remain. Burnlings are usually encountered alone in areas ravaged by fire. In rare cases, two to six burnlings may be found together, but such groups quickly attract the attention of those committed to stamping out the vestiges of the Great Green Fire.

ECOLOGY

Burnlings are native to the Elemental Plane of Fire. Those encountered in the Material Plane are accidental inhabitants, beings that slipped free during a botched incantation by a foolish young wizard named Gregor Fenwick. As a result, burnlings are a destructive presence and they work to spread fire and devastation wherever they go.

PHYSICAL CHARACTERISTICS

Burnlings are balls of bright green fire, about the size of a man's head. When they move, they leave a tracer of flickering flame to mark their passage. They are weightless and are capable of shaping their bodies to fit through the narrowest of gaps.

SOCIETY AND CULTURE

Possessed of animal intelligence, burnlings have no societies. Instead, they may gather into small clusters or not, depend on their whim. On

the Elemental Plane of Fire, burnlings are nuisances, pests that infest the palaces of the efreeti and other creatures of elemental fire.

TREASURE

Burnlings do not possess treasure of any kind and destroy any valuables they find.

ADVANCED VERSIONS

Nearly all burnlings have the same shape and size, possessing the same capabilities. Rarely, two burnlings may come together, fusing their essences to become something bigger and stronger. Fused burnlings of up to 10 Hit Dice increase their size to Tiny. Burnlings with 11 to 15 Hit Dice are Small-sized.

BURNLING LORE

Characters with ranks in Knowledge (the planes) can learn more about burnlings with a successful skill check.

DC	Result
15	This creature is a burnling, a malicious entity from the Elemental Plane of Fire. This result reveals all elemental and fire subtype traits.
20	A burnling attacks by leaping from one target to the next, igniting everything they touch.
25	A burnling's form is gaseous, allowing it to slip through the tiniest gaps with ease. However, winds seem not to touch the burnling, so only water and other liquids stand a chance at barring a burnling's progress.

CHEMICAL GOLEM

A towering column of burning fluid and scalding vapor rises out of the muck and assumes a vague fist shape before crashing down on you.

CHEMICAL GOLEM	GR 10
Always N Large construct Init −1; Senses darkvision 60 ft., low-light vision; Listen +0, Spot +0	
AC 18, touch 8, flat-footed 18 (−1 size, −1 Dex, +10 natural) hp 129 (18 HD); DR 10/silver; rupture Immune magic, mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromancy effects, critical hits, massive damage, nonlethal damage, ability damage, ability drain, fatigue, exhaustion, energy drain, any effect requiring a Fortitude save unless it also works on objects Fort +6, Ref +5, Will +6	
Spd 20 ft. (4 squares) Melee 2 slams +18 (2d8+6) Space 10 ft.; Reach 10 ft. Base Atk +13; Grp +23 Atk Options death throes Special Actions breath weapon	
Abilities Str 23, Dex 9, Con —, Int —, Wis 10, Cha 1 SQ berserk Skills Jump +0, Listen +0, Spot +0	
Immunity to Magic (Ex) A chemical golem is immune to any spell or spell-like effect that allows spell resistance. If, however, it is the target of a <i>neutralize poison</i> spell, it is slowed for 2d6 rounds (no save).	
Rupture (Ex) Whenever a chemical golem takes 10 or more points of slashing or piercing damage from a single attack, it ruptures, spraying burning liquid and toxic chemicals in all directions for 1 round. All creatures within 10 feet of the chemical golem take 2d6 points of fire damage and 1d4 points of Constitution damage (Reflex DC 19 half). The save DC is Constitution-based.	

Death Throes (Su) When reduced to 0 hit points, a chemical golem explodes in a burst of foul burning liquids and deadly gases. All creatures within 20 feet take 10d6 points of fire damage and 2d4 points of Constitution damage (Reflex DC 19 half). The save DC is Constitution-based.
Breath Weapon (Ex) 30-foot cone, once every 1d4 rounds, 5d6 points of acid damage and 1d4 points of Constitution damage, Reflex DC 19 halves acid damage and Fortitude DC 19 negates Constitution damage. The save DCs are Constitution-based.
Berserk (Ex) In combat, there is a cumulative 1% chance each round that the chemical golem goes berserk. If this occurs, it attacks the closest living creature each round. If no creature is within reach, it smashes some object smaller than itself, then moves on to spread more destruction. Once the golem goes berserk, no known method can reestablish control.

Accidental creatures spawned from the unpredictable mixture of alchemical substances used to reclaim the warped and damaged sections of A'Val, these vile creations tear free from the chemical soup to feast upon the living.

TACTICS

A chemical golem begins combat with its breath weapons, spewing a cone of scalding toxins and acids over all creatures in range. While it waits to breathe again, it charges, using slam attacks to smash its opponents. A chemical golem always fights to the death.

ENCOUNTERS

So rare are chemical golems, they are only ever encountered singly. They haunt the ruined wasteland that marks the outer edge of Bloodsalt and occasionally stir from their fetid pools to visit destruction on everything around them.

ECOLOGY

While the only known chemical golems exist on the edges of Freeport, it's possible for other chemical golems to exist in the World of Freeport. No one is quite sure why they form or what fell power gives them the ability to animate, but efforts to reconstruct a chemical golem using the normal methods for construct creation have failed.

PHYSICAL CHARACTERISTICS

A chemical golem appears to be a shifting mass of liquids contained in a thin, transparent skin. It can reshape itself at will, rising up as tall as twelve feet. When it attacks, it forms a fist from its mass to slam into its foes. Chemical golems can weigh as much as 2,000 pounds.

TREASURE

Chemical golems do not keep treasure.

ADVANCED VERSIONS

Chemical golems may have as many as 36 Hit Dice. Those of 27 Hit Dice or more are Huge and have damage reduction 15/silver.

CHEMICAL GOLEM LORE

Characters with ranks in Knowledge (arcana) can learn more about chemical golems with a successful skill check.

DC	Result
28	This creature is a chemical golem, a deadly horror born from the irresponsible use of power by Freeport's mages in their desperate efforts to reclaim land savaged by the Great Green Fire. This result reveals all construct traits.
33	A chemical golem's body is a thin membrane that contains a viscous soup of toxic sludge, burning gasses, and flesh-eating acid. Piercing its hide can cause it to rupture, spilling its foulness in all directions, though it can also spew out the vile stuff periodically on its own.
38	Chemical golems are resilient to most attacks, especially magical ones. The most reliable weapons against these creatures are those forged of silver.
43	When destroyed, a chemical golem explodes in a shower of poisonous gasses and scalding fluids.

FIRE SPECTRE

Tongues of flickering flame dance across the animated skeleton, its eyes burning with white-hot fire.

SHIP OF THE DAMNED PIRATE	GR 3
Male fire spectre corsair 2 Always LE Medium undead (augmented human, fire) Init +6; Senses darkvision 60 ft.; Listen +2, Spot +5 Aura fear (20 ft., DC 11) Languages Common	
AC 17, touch 12, flat-footed 15 (+2 Dex, +4 armor, +1 shield) hp 13 (2 HD); DR 5/bludgeoning Immune fire, mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, massive damage, nonlethal damage, ability drain, energy drain, ability damage to Str, Dex, or Con, any effect that requires a Fortitude save unless it also works on objects Resist cold 10, turn resistance +2 Fort +3, Ref +5, Will +1 Weakness vulnerability to cold	
Spd 30 ft. (6 squares) Melee mwk cutlass +5 (1d6+2/18–20 plus 1d6 fire) Ranged mwk javelin +5 (1d6+2 plus 1d6 fire) Space 5 ft.; Reach 5 ft. Base Atk +2; Grp +4 Atk Options corsair's luck 1/day, dirty fighting +1d4, fiery strike Special Actions flaming death, immolating ire	
Abilities Str 14, Dex 15, Con —, Int 8, Wis 12, Cha 10 SQ undead traits Feats AthleticB, Blind-FightB, Dodge, Improved InitiativeB, Power Attack Skills Climb +6, Intimidate +4, Jump +5, Listen +2, Spot +5, Swim +5 Possessions masterwork chain shirt, masterwork buckler, masterwork cutlass, 3 masterwork javelins	
Aura of Fear (Su) At the start of each of a fire spectre's turns, all creatures within 30 feet must succeed on a DC 11 Will save or become shaken for 1 round. The effects of multiple failed saves in the same round are not cumulative. The save DC is Charisma-based.	
Flaming Death (Su) As the <i>fire shield</i> spell (warm only), 3/day, caster level 7th. This ability works as the spell except it deals 1d6 points of fire damage plus 1 point per HD.	
Immolating Ire (Su) Whenever a fire spectre is reduced to half its maximum hit points, its body flares with hellish flames, dealing 2d6 points of fire damage and 2d6 points of evil damage to all creatures within 10 feet (Reflex DC 11 half). The save DC is Charisma-based.	

Fire spectres are undead creatures that arise when a black-hearted villain is burned alive. Their hatred burns so strong that the fires transform them into supernatural terrors.

KOTHAR THE AGGURSED

GR 14*

Male fire spectre rogue 12

LE Medium undead (augmented human, fire)

Init +7; **Senses** darkvision 60 ft.; Listen +8, Spot +13

Aura fear (30 ft., DC 19)

Languages Abyssal, Aquan, Common

AC 20, touch 13, flat-footed 20; improved uncanny dodge (+3 Dex, +7 armor)

hp 83 (12 HD); **DR** 5/bludgeoning

Immune fire, mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, massive damage, nonlethal damage, ability drain, energy drain, ability damage to Str, Dex, or Con, any effect that requires a Fortitude save unless it also works on objects

Resist cold 10, improved evasion, turn resistance +2

Fort +4, **Ref** +11, **Will** +9

Weakness vulnerability to cold

Spd 30 ft. (6 squares)

Melee +1 *unholy cutlass* +12/+7 (1d6+3/18–20 plus 1d6 fire plus 2d6 against good)

Ranged +1 *dagger* +13 (1d4+2/19–20 plus 1d6 fire)

Space 5 ft.; **Reach** 5 ft.

Base Atk +9; **Grp** +11

Atk Options Blind-Fight, Point Blank Shot, Press Ganger, Preternatural Instincts, Shanghai, fiery strike, sneak attack +6d6

Special Actions flaming death, immolating ire

Combat Gear *orb of storms*

Abilities Str 14, Dex 16, Con —, Int 14, Wis 17, Cha 16

SQ trap sense +4, trapfinding

Feats Blind-Fight^B, Improved Initiative^B, Iron Will^B, Point Blank Shot, Press Ganger, Preternatural Instincts, Shanghai, Weapon Focus (sap)

Skills Appraise +10, Balance +9, Bluff +13, Climb +6, Disable Device +8, Diplomacy +7, Disguise +7 (+9 acting), Escape Artist +12, Forgery +8, Gather Information +10, Hide +7, Intimidate +22, Jump +13, Knowledge (local) +7, Listen +8, Move Silently +7, Profession (sailor) +18, Search +7, Sense Motive +13, Spot +13, Survival +3 (+5 following tracks), Tumble +19, Use Magic Device +9, Use Rope +3 (+5 bindings)

Possessions combat gear plus +3 *chain shirt*, +1 *unholy cutlass*, 4 +1 *daggers*

Aura of Fear (Su) At the start of each of Kothar's turns, all creatures within 30 feet must succeed on a DC 19 Will save or become shaken for 1 round. The effects of multiple failed saves in the same round are not cumulative. The save DC is Charisma-based.

Flaming Death (Su) As the *fire shield* spell (warm only), 3/day, caster level 7th. This ability works as the spell except it deals 1d6 points of fire damage plus 1 point per HD.

Immolating Ire (Su) Whenever a fire spectre is reduced to half its maximum hit points, its body flares with hellish flames, dealing 2d6 points of fire damage and 2d6 points of evil damage to all creatures within 10 feet (Reflex DC 19 half). The save DC is Charisma-based.

*Kothar's equipment increases his Challenge Rating by +1.

In life, Captain Kothar was a vicious pirate noted for his bloodthirsty tactics and wanton cruelty. After he and his crew attacked and murdered their rivals, claiming their vessel the *Winds of Hell* for themselves, they were captured, tried, and executed for their crimes. The Captains' Council decreed they should be lashed to the deck of their bloody ship while the vessel burned down to the waterline. Kothar's hate ran hotter than the flames and he refused to go to the Nine Hells until he got his vengeance.

TACTICS

Fire spectres are every bit as cruel and vicious as they were in life. The very first thing a fire spectre does in combat is activate its flaming death ability, at which point it flings itself at the closest foe, slashing



until its opponent drops. In mobs, they team up in groups of two or three against a single opponent at a time, blanketing their foes with their fear auras. They use the bonus gained from flanking to make a 2-point Power Attack each round, uncaring of whether the attacks hit or not. They do not retreat until their immolating ire ability activates, at which point they make a fighting retreat until they regain the deck of their ship, the *Winds of Hell*.

Kothar uses similar tactics in combat, but he has the added advantage of a stronger fear aura and sneak attack. If possible, Kothar uses his *orb of storms* before the battle is joined to foil ranged attacks with strong winds and lashing rain.

ENCOUNTERS

While certainly other fire spectres exist in the World of Freeport, the most famous ones are the crew of the *Winds of Hell*. Every man who died on board that flaming ship arose as an undead horror and the ship's crew retains the same complement of sailors that it did the day they awakened. As a result, an encounter with this fiery ship brings a crew of 30 fire spectres under the command of Captain Kothar himself, an adversary few wish to face.

ECOLOGY

The *Winds of Hell* haunts the waters of the Serpent's Teeth. Rarely seen these days, when it appears it does so at dawn or dusk as a billowing ball of fire on the horizon. Though the flames burn without end, they never consume the rigging, sails, or wood itself, and simply roil about, blackening everything they touch. Of course, the flames' inability to harm the *Winds* does not extend to other ships in proximity, and many a vessel has caught fire from drifting cinders and the raging fires as they fought back the tide of attackers. To make matters worse, the smoke is unbearable and when the *Winds* come alongside its prey, black clouds blot out the sun and choke the living as they fiery blades of undead pirates rain down upon them.

PHYSICAL CHARACTERISTICS

Not a strip of flesh remains on the fire spectres' bodies; the perpetual flames that bathe them have long since seared hair, skin, and sinew away. Burning within the sockets of their skulls are white-hot orbs that flicker and dance, intensifying when a victim is near. Fire spectres use the weapons they carried in life, although the flames make wielding firearms impossible.

SOCIETY AND CULTURE

Fire spectres are unnatural creatures, and in their undead state they have little use for societal rules. Most of these creatures are raging monstrosities, bent on murder and mayhem and little else. In the case of the *Winds of Hell*, however, the crew is just as disciplined (and evil) as they were in life, and they observe the pecking order on their ship, with Kothar at the top. What keeps the fire spectres going is their hunger for revenge, their need to murder, and they are implacable foes always driven to extend their own fate to others.

TREASURE

Fire spectres have treasure appropriate for NPCs of their character level. They invest their wealth into metal weapons and armor, avoiding flammable gear.

ADVANCED FIRE SPECTRES

Fire spectres advance by character class, retaining their prior race's favored class.

FIRE SPECTRE LORE

Characters with ranks in Knowledge (history) can learn more about the *Winds of Hell* with a successful skill check.

DC	Result
15	The <i>Winds of Hell</i> is a ghost ship that sails the seas around the Serpent's Teeth. Crewed by devils conjured up from the bowels of Hell, they prey on any who drift from the sea lanes.
20	While it is true that the <i>Winds</i> is a ghost ship, it is crewed by the undead remains of the bloodthirsty Captain Kothar and his crew, now called the Accursed. These horrid creatures are no ordinary undead; they're fire spectres, the burning souls of the damned.
25	Captain Kothar the Accursed seeks vengeance and can only attain it by slaughtering each and every member of the Captains' Council, though none of them are to blame for his execution. Only with their blood will Kothar relent and descend to the Nine Hells.

Characters with ranks in Knowledge (religion) can learn more about fire spectres with a successful skill check.

DC	Result
12	This creature is a fire spectre, an undead abomination that houses the tortured spirit of a black-hearted villain. This result reveals all undead traits.
17	Although fire spectres are formidable opponents in their own right, it is the visions that plague those who face them that weaken their resolve to fight and thus give the undead the advantage they need to slaughter their victims.
22	Fire spectres have a tendency to flare up with flames when damaged, manifesting the spirits' hate and rage.

CREATING A FIRE SPECTRE

"Fire Spectre" is an acquired template that can be added to any evil giant, humanoid, or monstrous humanoid creature that dies by fire (referred to hereafter as the base creature).

- **Challenge Rating:** Same as the base creature +1.
- **Size and Type:** The creature's type changes to undead with the appropriate augmented subtype. Do not recalculate the creature's base attack bonus, saves, or skill points. It gains the fire subtype. Its size is unchanged.
- **Senses:** As undead, the base creature gains darkvision out to 60 feet if it did not have it already.
- **Aura:** Fire spectres retain any aura of the base creature and gain the following aura.
- **Aura of Fear (Su)** At the start of each of a fire spectre's turns, all creatures within 30 feet must succeed on a Will save (DC 10 + 1/2 the fire spectre's HD + the fire spectre's Charisma modifier) or become shaken for 1 round. Multiple failed saves are not cumulative.
- **Hit Dice:** All current and future Hit Dice become d12s.
- **Damage Reduction:** The base creature gains damage reduction 5/bludgeoning.
- **Immunities:** The base creature gains all undead immunities, plus immunity to fire.
- **Resistances:** The base creature gains resistance to cold 10 and turn resistance +2.

HAZARD: SEASICKNESS

Once at sea, some people adjust quickly to the seesawing deck beneath their feet. Once they get their sea legs, they feel just as good at sea as they do on dry land. However, some folks just can't take the rolling waves and may end up handing off their lunch to the fish.

Characters with 1 or more ranks in Profession (sailor) are never subject to seasickness. All others must succeed on a Fortitude save once per day or become seasick. The DC depends on the conditions, with calm weather having a DC 5 and stormy weather having a DC 20 or higher. Those that succeed on the save are fine until the conditions change again, at which point they must make another Fortitude save.

Those who fail the save become seasick and function as if nauseated for the remainder of the day. On the following day, the character is entitled to a new save. On a success, the character is sickened instead of nauseated. On a failure, the nauseated condition persists. Each day thereafter, a character is entitled to another Fortitude save. Two successful saves in a row allows the character to recover from seasickness for the duration of the voyage.

- **Weaknesses:** The fire spectre gains vulnerability to cold.
- **Attack Options:** The base creature retains all of the attack options of the base creature and gains the following.
- *Fiery Strike (Su)* A fire spectre's natural attacks and attacks made with weapons deal an additional 1d6 points of fire damage.
- **Special Actions:** A fire spectre retains all of the special actions of the base creature and gains the following.
- *Flaming Death (Su)* As the *fire shield* spell (warm only), 3/day, caster level 7th. This ability works as the spell except it deals 1d6 points of fire damage plus 1 point per HD.
- *Ire of Hell (Su)* Whenever a fire spectre is reduced to half its maximum hit points, its body flares with hellish flames dealing 2d6 points of fire damage and 2d6 points of evil damage to all creatures within 10 feet. A successful Reflex save (DC 10 + 1/2 the fire spectre's HD + the fire spectre's Charisma modifier) halves this damage.
- **Abilities:** As undead creatures, fire spectres do not have Constitution scores.
- **Feats:** Fire spectres gain Blind-Fight and Improved Initiative as bonus feats.

FLAYED MAN

What at first appears to be a beggar draped in rags reveals itself to be a terrifying abomination shrouded in flayed and tattered skin. Its eyes burn with an unspeakable malevolence as it chuckles with menace.

FLAYED MAN	CR 6
Usually CE Medium undead	
Init +5; Senses darkvision 60 ft.; Listen +14, Spot +14	
Aura grisly appearance (30 ft., DC 21)	
Languages Abyssal, Common, Infernal	
AC 17, touch 11, flat-footed 16 (+1 Dex, +6 natural)	
hp 65 (10 HD); DR 5/magic	
Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, massive damage, nonlethal damage, ability drain, energy drain, ability damage to Str, Dex, or Con, any effect that requires a Fortitude save unless it also works on objects	
Fort +3, Ref +4, Will +8	

Spd 40 ft. (8 squares)
Melee slam +10 (1d6+7 plus flense)
Space 5 ft.; **Reach** 5 ft.
Base Atk +5; **Grp** +10
Atk Options Power Attack, create spawn, flense
Special Actions death throes, lifedrain, rebuke undead 7/day (+4, 2d6+14, 10th)

Abilities Str 20, Dex 12, Con —, Int 15, Wis 13, Cha 19
SQ undead traits
Feats Ability Focus (grisly appearance), Improved Initiative, Improved Natural Attack (slam), Power Attack
Skills Climb +18, Hide +14, Intimidate +17, Jump +22, Listen +14, Spot +14

Grisly Appearance (Su) At the start of each of the flayed man's turns, all creatures within 30 feet must succeed on a DC 21 Will save or become shaken for 1 round. This is a necromancy effect. The save DC is Charisma-based.

Create Spawn (Su) Living creatures reduced to 0 Constitution by a flayed man's flense or lifedrain attack gain the zombie template after 1d4 rounds. Undead that the flayed man creates are under its control.

Flense (Su) Living creatures struck by a flayed man's slam attack must succeed on a DC 19 Fortitude save or take 1 point of Constitution damage, as rents and tears appear in their flesh. On each such successful attack, the flayed man gains 5 temporary hit points. The save DC is Constitution-based.

Death Throes (Su) When reduced to 0 hit points, a flayed man explodes in a burst of foul negative energy. Each creature within 20 feet must succeed on a DC 19 Fortitude save or gain one negative energy level. After 24 hours, the affected creature is entitled to another Fortitude save against the same DC to remove the level as normal.

Lifedrain (Su) As a standard action, a flayed man may emit a flood of negative energy to weaken its foe. It must succeed on a ranged touch attack (+6 attack modifier) to strike a target within 30 feet. On a hit, it deals 1d4 points of Constitution damage. On each such successful attack, the flayed man gains 5 temporary hit points. A flayed man must wait 5 rounds between each use of this ability.

Rebuke Undead (Su) A flayed man rebukes undead as a 10th level evil cleric.

A flayed man is a vile undead creature created when a mortal necromancer botches his efforts to transcend the mortal coil and become a lich.

TACTICS

A flayed man craves battle, lusting to spread its agony to the living. A creature of the night, it clings to the shadows, flitting from pool of darkness to pool of darkness until it comes upon a suitable victim. Before engaging its foe, it uses lifedrain in the hopes of weakening its prey. Whether or not the attack succeeds, it flings itself into melee,

using a 3-point Power Attack to batter and drain its opponent. It presses the attack until it is reduced to 20 hit points or less, at which point it flees to find an easier victim.

When in the company of zombies, the flayed man hangs back and uses rebuke undead to bolster its minions. While the zombies lurch forward to engage their enemies, the flayed man uses lifedrain against a divine spellcaster and then follows up by engaging that character directly. As with other encounters, a flayed man flees if pressed too sorely.

ENCOUNTERS

Rare undead horrors, flayed men are almost never encountered in groups. Instead, a flayed man keeps the company of 1d4+2 human zombies that it has created with its create spawn ability. A flayed man prefers to slip into a small community, picking off victims one at a time to build its undead army. Once it has accumulated six or more followers, it reveals itself to murder and maim the local population.

ECOLOGY

Flayed men represent yet another pitfall of mortal ambition. The procedure for attaining lichdom is perilous indeed, and those incautious fools who dabble in the black arts are at risk of major mishap when they attempt to circumvent the natural order. Flayed men are created whenever a mortal seeks to transcend death and become a lich, but fails to attain the proper ingredients or is otherwise interrupted while in the midst of the ritual. The flesh sloughs from the necromancer's body in pieces, leaving curled bits of skin to writhe atop of the glistening muscle and sinew. The newly created flayed man has, in some respects, attained its goal, but lacks the power it held in life.

PHYSICAL CHARACTERISTICS

A flayed man is gruesome indeed. It appears as a humanoid, and tattered bits of skin cling to the flat, muscle, and sinew exposed by the terrible magic that created it. It stands as it did in life, usually just under six feet tall and weighing about 150 pounds.

SOCIETY AND CULTURE

With their accursed existence, flayed men shun their former societies and set out to spread woe and misery wherever they can. Any sense of society and all ties to their former culture are severed as they give in to their monstrous natures. Strangely, flayed men gather zombies by impulse, murdering to assemble an army of undead minions to aid them in their efforts to destroy and ruin.

TREASURE

The typical flayed man has about 2,000 gp in treasure, divided evenly between coins, goods, and items. Its treasure normally comes from its victims, and it keeps it in a sack stitched together from the hides of those it slays. A typical treasure horde includes 38 pp, a black pearl (worth 500 gp), *oil of displacement*, *potion of cat's grace*, and an *arcane scroll of cat's grace*, *color spray*, and *remove fear*.

ADVANCED VERSIONS

The longer a flayed man exists, the more powerful its connection to the Negative Energy Plane. As this link strengthens, so too does its power. Flayed men can have as many as 20 Hit Dice. A flayed man with 15 or more Hit Dice also improves its damage reduction to 10/good.

FLAYED MAN LORE

Characters with ranks in Knowledge (religion) can learn more about flayed men with a successful skill check.

DC	Result
20	This horrible creature is a flayed man, an undead abomination with a strong connection the Negative Energy Plane. This result reveals all undead traits.
25	Looking upon a flayed man fully is enough to rob the most stalwart hero of his or her resolve.
30	A flayed man's touch can flense the flesh, weakening its foes by the dreadful injuries it inflicts.
35	A flayed man may deliver a potent torrent of negative energy that weakens and shrivels the body. Once it uses this ability, it cannot again for nearly a half minute.

INFERNAL AUTOMATON

A small engine waddles forward, belching steam with each step of its slender legs. Its body is round and barrel-like, and is equipped with two spindly arms. It has no head, but a suggestion of a face spewing sulfurous mist peers out from its chest.

INFERNAL AUTOMATON	GR 4
Always LE Small construct (evil, extraplanar) Init +4; Senses darkvision 60 ft., low-light vision; Listen +4, Spot +4 Aura steam Languages understands Infernal	
AC 19, touch 15, flat-footed 15 (+1 size, +4 Dex, +4 natural) hp 26 (3 HD); DR 5/good Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, necromancy effects, critical hits, massive damage, nonlethal damage, ability damage, ability drain, fatigue, exhaustion, energy drain, any effect requiring a Fortitude save unless it also works on objects Resist fire 10 Fort +1, Ref +5, Will +2 Weakness vulnerability to cold	
Spd 20 ft. (4 squares); can't run Melee slam +8 (1d4 plus 1d6 fire) Space 5 ft.; Reach 5 ft. Base Atk +2; Grp -2 Atk Options scalding strike Special Actions breath weapon, death throes	
Abilities Str 10, Dex 19, Con —, Int 3, Wis 12, Cha 1 SQ construct traits Feats Weapon Finesse, Weapon Focus (slam) Skills Hide +8, Jump -6, Listen +4, Spot +4	
Steam (Ex) At the start of each of the infernal automaton's turns, all creatures within 10 feet must succeed on a DC 11 Fortitude save or take a -2 circumstance penalty to all attack rolls due to the constant releases of super-hot steam emanating from the infernal automaton's body. The save DC is Constitution-based.	
Scalding Strike (Ex) An infernal automaton's natural attacks deal an extra 1d6 points of fire damage.	
Breath Weapon (Su) 20-foot cone, 3d6 fire, once every 5 rounds, Reflex DC 11 half. The save DC is Constitution-based.	
Death Throes (Ex) When reduced to 0 hit points, an infernal automaton's body begins to shake and tremble. After 1d3 rounds, it explodes dealing 3d6 points of fire damage to all creatures in a 20-foot radius burst.	

An infernal automaton is a construct built by the devilish engineers of the Nine Hells. They are tireless servants, but poor combatants compared to the more powerful devils in the Hells' armies.

TACTICS

Infernal automatons are not bright combatants by any stretch, and when dispatched to attack by their wicked masters, they form up in rigid ranks and march forward, belching clouds of scalding steam and lashing out with their white-hot appendages. When an opponent comes within reach, the infernal automatons swarm about, breaking up their ranks to shred and burn their enemies. Dimly aware as they are of their tortured existence, the spirits that animate these constructs relish every fight as a chance to find peace and thus rarely back down once committed to a fight.

ENCOUNTERS

As the products of devilish engineers, infernal automatons are rarely found outside of the Nine Hells. When they are, they are encountered singly, a lone escapee of the torments of the lower planes. On their native plane, however, infernal automatons operate in teams of two to four creatures called errands. Larger groups, consisting of eight to twelve members, are called tasks. For projects of importance, a bearded devil may accompany an errand or task.

ECOLOGY

Infernal automatons are not natural creatures; they are products of vile ingenuity. Fashioned from a queer green metal found only in the Nine Hells, their shells are assembled in great factories with countless lesser fiends working themselves to death to meet the demands of their overseers. Once a shell is finished, infernal soul binders harvest up a maggot-like soul and bind it with fell magic to the shell, fusing it with the unquenchable fires of this dreaded plane. Once the ritual is complete, the face on the automaton's torso animates with a wail as the soul experiences the full weight of its appalling fate.

PHYSICAL CHARACTERISTICS

Infernal automatons are headless constructs that have the general shape and size of short humanoids. Their bodies are barrel shaped and covered with leathery hoses that channel steam to their spindly limbs to provide propulsion. These hoses are poorly made and spew superheated water into the air. The "skin" of these constructs is made of rusty green metal, pocked and dented from hard use. Staring out from the center of the rounded torso is a twisted face. Each automaton is unique, with some having a female appearance and others with moustaches and beards. It's whispered the faces are those of the souls contained by the metal bodies.

SOCIETY AND CULTURE

Infernal automatons have no culture of their own. They exist only to serve their fiendish masters and sell their lives gladly. When not tasked with some job, they wander about as if in a daze. While they may appear inoffensive, there's just enough malevolence in the spirits to engender a certain cruelty, and these creatures are known to rip apart their victims slowly to drink deep in the suffering they create.

TREASURE

Having no use for gold or baubles, infernal automatons do not keep treasure.

ADVANCED VERSIONS

Most infernal automatons are as presented here, with variations being only in the particulars of their facial features. However, their makers are ever cunning and inventive with their designs and in some darkened corners of the Nine Hells one is bound to find larger and stouter versions of these constructs. Small infernal automatons can have up to 6 Hit Dice, while Medium versions can have 12 and Large models as many at 18. Larger automatons have damage reduction 10/good.

INFERNAL AUTOMATON LORE

Characters with ranks in Knowledge (the planes) can learn more about Infernal Automatons with a successful skill check.

DC	Result
13	This creature is an infernal automaton, a dreaded construct assembled by fiendish engineers to serve as a reliable servant. This result reveals all construct traits.
18	Infernal automatons are infused with the essence of law and evil and only weapons imbued with the might of good have hope of breaching their defenses.
23	The souls fused to their metal bodies burn hot with hate as evidenced by the scalding steam that blasts from their bodies and maws. It is said that when the shells are destroyed, the souls burst free in a blast of fire that destroys everything around them.

CONSTRUCTION

Creating an infernal automaton is a filthy act that involves binding a mortal soul to a mechanical apparatus. The mysteries of this process are known only to a select few devils and they do not advertise their procedures, lest their enemies (demons and daemons) gain the technology. This said, construction requires 150 pounds of the green metal mined from the depths of the Nine Hells, worth 2,000 gp. Assembling the body requires a DC 15 Craft (armorsmithing) check.

CL 9th; Craft Construct (see *MM*), *fabricate*, *fire trap*, *soul bind*, caster must be at least 9th level; Price 10,000 gp; Cost to Create 4,000 gp + 320 XP

PIT-BRIER

What appears to be an ordinary bramble bush reveals its true nature as it stirs to life, lashing out with its thorny branches.

PIT-BRIER	GR 4
Always LE Large plant (evil, extraplanar, lawful) Init +5; Senses low-light vision; Listen +1, Spot +1	
AC 20, touch 14, flat-footed 15 (–1 size, +5 Dex, +6 natural) hp 27 (6 HD); DR 5/slashing Immune mind-affecting effects, poison, sleep, paralysis, polymorph, stunning, critical hits Resist cold 10, fire 10 Fort +7, Ref +7, Will +3	
Spd 10 ft. (2 squares) Melee 3 tendrils +9 (1d8+2) Space 10 ft.; Reach 10 ft. Base Atk +4; Grp +10 Atk Options improved grab, rend 2d8+3	
Abilities Str 14, Dex 20, Con 11, Int 2, Wis 12, Cha 10 SQ plant traits Feats Great Fortitude, Weapon Finesse, Weapon Focus (tendrils) Skills Hide +6*, Jump –10, Listen +1, Move Silently +9*, Spot +1	

Improved Grab (Ex) A pit-brier that hits a creature with a tendril attack may immediately attempt to start a grapple as a free action without provoking an attack of opportunity.
Rend (Ex) A pit-brier that hits the same target with at least two tendril attacks latches onto its opponent and tears the flesh. This attack automatically deals 2d8+3 points of damage.
Skills *A pit-brier gains a +8 racial bonus on Hide and Move Silently checks in forests.

A pit-brier is a stealthy predator of the lower planes, thriving in all but the most inhospitable environment.

TACTICS

A pit-brier is vicious and malevolent, hunting its prey with a surprising cunning for its nature and otherwise low intelligence. Its tactics honed from its violent existence in the lower planes, it is capable of keeping itself very still so it is all but imperceptible from other plants around it. When its prey comes within its reach, it sends a thorny tendril to wrap around its victim's body. Once it grabs it, it rips its foe to bloody gobbets of flesh, spattering blood to feed its hungry roots.

ENCOUNTERS

Pit-briers, as with other plants, are as numerous as their environment allows. In rugged areas with only the chance encounter of suitable prey, a pit-brier may be alone, but in areas rich with potential victims, there can be as many as five. Some places in the Nine Hells, specially cultivated by devils, contain upwards of a dozen separate plants.

ECOLOGY

The pit-brier originated in the Nine Hells but its seeds found their way to Gehenna, the Abyss, and throughout the rest of the lower planes. Although they are predators, a pit-briers lacks a mouth or digestive system. Instead, it drags the remains of its victims to a barrow, a deep pit filled with rotten flesh and bleached bones. It sinks its thin roots into the soupy mess, drinking deep the decomposing flesh and taking in the noxious vapors rising from the horrible mess.

Pit-briers reproduce asexually, dropping seeds covered in razor-sharp barbs into a rich corpse where they incubate for six weeks. At the end of this time, a new young brier hatches and springs up filled with an unspeakable hunger. Younger pit-briers may form up into small packs to bring down large prey.

PHYSICAL CHARACTERISTICS

It's easy to mistake a pit-brier for a bramble bush, except that it bears no fruit and stands black and withered regardless of the season. Most pit-briers have numerous branches and tendrils, but they can attack with only three at a time.

SOCIETY AND CULTURE

Possessed of the intelligence of a great cat, pit-briers do not form up into societies and have no cultures. Pit-briers do occasionally gather into small groups called patches, but only when their prey proves especially tough to catch. Some devils cultivate these creatures in vast gardens, which are more like slaughterhouses, for when it comes time to feed these plants, the screaming victim has but seconds to survive.

TREASURE

Pit-briers have half the standard amount of treasure for their Challenge Rating, about 600 gp. Such items are always their victims' possessions, tossed into the pits along with all the other rubbish. A typical hoard consists of 1,350 sp, a zircon (50 gp), a piece of jade (100 gp), and a *potion of heroism*.

ADVANCED VERSIONS

Pit-briers never stop growing provided they have a sufficient supply of corpses for feeding. Large varieties can have as many as 12 Hit Dice, while Huge pit-briers can have up to 18 Hit Dice. Pit-briers with 13 or more Hit Dice have damage reduction to 10/slashing.

PIT-BRIER LORE

Characters with ranks in Knowledge (the planes) can learn more about pit-briers with a successful skill check.

DC	Result
16	This creature is a carnivorous plant known as a pit-brier. Found almost exclusively in the Nine Hells, it is every bit as savage as the demons and devils it hunts. This result reveals all plant traits.
21	Pit briers are equipped with thorny tendrils, perfect for catching the flesh. Once it sinks two tendrils in its foe, it begins to rip and tear the flesh.
26	Hardy creatures, pit-briers are capable of withstanding extremes of cold and heat as well as the ravages of most weapons. Machetes and other slashing weapons are effective against their dense hides.

SERPENT PEOPLE

The person's form melts away to reveal a hideous snake man wearing scale mail and gripping a falchion in its clawed hands. It hisses at you as it leaps to attack.

SERPENT PERSON WARRIOR	GR 1
Male or female serpent person warrior 1 Often N Medium monstrous humanoid (reptilian, shapechanger) Init +5; Senses darkvision 60 ft.; Listen +0, Spot +0 Languages Common, Valossan	
AC 16, touch 11, flat-footed 15 (+1 Dex, +4 armor, +1 natural) hp 4 (1 HD) Fort +2, Ref +1, Will +0	
Spd 20 ft. in scale mail (4 squares); base speed 30 ft. Melee mwk falchion +3 (2d4/18–20) Ranged composite longbow +2 (1d8/×3) Space 5 ft.; Reach 5 ft. Base Atk +1; Grp +1 Special Actions change shape Combat Gear <i>potion of cure light wounds</i> , <i>potion of pass without trace</i> , <i>oil of bless weapon</i>	
Abilities Str 11, Dex 12, Con 11, Int 11, Wis 10, Cha 10 Feats Improved Initiative ^B , Weapon Focus (falchion) Skills Climb +1, Disguise +0 (+10 with change shape), Escape Artist +2, Hide +2, Intimidate +4, Jump –9, Listen +0, Spot +0, Swim +2 Possessions combat gear plus masterwork scale mail armor, masterwork falchion, composite longbow with 20 arrows	
Change Shape (Su) A serpent person can assume the form of any Small or Medium humanoid creature.	

Serpent people are the children of Yig, the snake god, and they are a people fallen, only just now emerging from their hiding places in the world.

Serpent Person Infiltrator	GR 5
Male or female serpent person rogue 4 Often N Medium monstrous humanoid (reptilian, shapechanger) Init +6; Senses darkvision 60 ft.; Listen +7, Spot +7 Languages Common, Elven, Halfling, Valossan	
AC 18, touch 13, flat-footed 16; uncanny dodge (+2 Dex, +4 armor, +1 deflection, +1 natural) hp 20 (4 HD) Resist evasion Fort +2, Ref +6, Will +1	
Spd 30 ft. (6 squares), swim 20 ft. Melee mwk short sword +5 (1d6+1/19–20) Ranged mwk composite shortbow (Str +1) +6 (1d6+1/×3) Space 5 ft.; Reach 5 ft. Base Atk +3; Grp +4 Atk Options Combat Reflexes, sneak attack +2d6 Special Actions change shape Combat Gear 2 <i>potions of cure light wounds</i> , <i>potion of invisibility</i>	
Abilities Str 12, Dex 15, Con 12, Int 15, Wis 10, Cha 10 SQ trap sense +1, trapfinding Feats Combat Reflexes, Improved Initiative ^B , Stealthy Skills Balance +4, Bluff +7, Climb +8, Diplomacy +2, Disguise +7 (+9 acting, +17 with change shape), Escape Artist +6, Gather Information +7, Hide +15, Intimidate +2, Jump +3, Listen +7, Move Silently +11, Search +9, Spot +7, Survival +0 (+2 following tracks), Swim +9, Tumble +9 Possessions combat gear plus mithral shirt, masterwork short sword, masterwork composite shortbow (Strength +1) with 20 arrows, 40 gp	
Change Shape (Su) A serpent person can assume the form of any Small or Medium humanoid creature.	

Serpent people are all blessed with the ability to change shape, but some cultivate this ability to better infiltrate humanoid societies and ferret out their secrets.

Serpent Person Mystic	GR 9
Male or female serpent person cleric 8 Usually NE Medium monstrous humanoid (reptilian, shapechanger) Init +4; Senses darkvision 60 ft.; Listen +1, Spot +1 Aura Blasphemous Aura (30 ft.) Languages Common, Valossan	
AC 20, touch 10, flat-footed 20 (+0 Dex, +6 armor, +3 shield+1 natural) hp 47 (8 HD) IP 3 Fort +8, Ref +3, Will +8	
Spd 20 ft. in scale mail (4 squares); base speed 30 ft. Melee +1 <i>morningstar</i> +9/+4 (1d8+3) Ranged mwk light crossbow +7 (1d8/19–20) Space 5 ft.; Reach 5 ft. Base Atk +6; Grp +8 Atk Options Combat Surge, feat of strength 1/day (+8 Str) Special Actions Blasphemous Aura, change shape, rebuke undead 5/day (+4, 2d6+10, 8th) Combat Gear <i>potion of cure light wounds</i> , <i>potion of sanctuary</i> Cleric Spells Prepared (CL 8th): 4th— <i>cure critical wounds</i> , <i>divine power</i> , <i>poison</i> (melee touch +8, DC 18), <i>unholy blight</i> (DC 18, CL 9th) ^P 3rd— <i>bestow curse</i> (DC 17), <i>cure serious wounds</i> , <i>deeper darkness</i> , <i>magic vestment</i> ^P , <i>meld into stone</i> 2nd— <i>bear's endurance</i> , <i>bull's strength</i> ^P , <i>cure moderate wounds</i> , <i>death knell</i> (DC 16, CL 9th), <i>silence</i> 1st— <i>bane</i> (DC 15), <i>divine favor</i> , <i>doom</i> (DC 15), <i>entropic shield</i> , <i>protection from evil</i> (CL 9th) ^P , <i>shield of faith</i> 0— <i>detect magic</i> , <i>guidance</i> (×2), <i>read magic</i> , <i>resistance</i> (×2) D: Domain spell. Deity: Yig (Sskethvai sect). Domains: Evil, Strength	
Abilities Str 14, Dex 10, Con 12, Int 10, Wis 13 (19), Cha 14 SQ strong aura of evil Feats Blasphemous Aura, Combat Casting, Combat Surge, Improved Initiative ^B	

Skills Concentration +7 (+11 casting on the defensive), Disguise +2 (+12 with change shape), Escape Artist +0, Hide +0, Jump –8, Knowledge (religion) +11, Spellcraft +5, Swim +2 Possessions combat gear plus +2 <i>scale mail armor</i> , +1 <i>heavy steel shield</i> , +1 <i>morningstar</i> , masterwork light crossbow with 10 bolts, <i>cloak of resistance</i> +1, silver holy symbol
Change Shape (Su) A serpent person can assume the form of any Small or Medium humanoid creature.

Although many serpent people are not evil, and indeed many of those serve Yig as well, there is a growing movement within these people to embrace the bellicose aspect of the snake god. Fueled by the impassioned speeches and fiery words of the Sskethvai sect, many serpent people have come to see the only way they can survive as a race is to enslave the weaker races once more.

Tactics

Serpent people are notoriously cautious in combat, rarely taking risks and being careful to control the time and place of their battles. Rather than take their opponents head on, they use change shape to assume the guise of their enemy's race if possible and lure them into ambushes. Other serpent people use their shapechanging abilities to infiltrate enemy ranks, poison food and water supplies, and generally cause havoc until their foes are so weakened that the rest of the serpent person's allies can strike without fearing heavy casualties.

Larger groups of serpent people often include mystics, clerics of Yig (or in very rare cases the Unspeakable One), who guide the foot soldiers in combat. Many priests are insane, driven mad by their god's anger.

Encounters

Serpent people lack the numbers to attack in force and thus recruit others to fill their ranks, while wearing the guise of more accepted



humanoid races. Unless the serpent person is caught unawares, its true nature revealed, a serpent person employs three to six humanoids (humans and orcs being the most common) as bodyguards. These are usually 1st-level warriors, but more powerful serpent people may likewise surround themselves with tougher minions.

ECOLOGY

In the aftermath of Valossa's collapse, the surviving serpent people scattered throughout the world, to carve out new homes in the wilderness of antiquity. They chose remote places, far from those whom they had enslaved at the height of Valossa's power. The survivors fled into isolated valleys, primeval jungles, and deep underground, vanishing from the world and believed annihilated by their enemies. The serpent people had to adapt to their surroundings if they would survive. The adaptation had mixed results, with some becoming mad savages, prostrating themselves before crude altars of the Unspeakable One, while others gathered what lore they could from their lost culture and preserved it for their descendants. Others, if some sages can be believed, either mingled their blood with other creatures or devolved into lizardfolk, kobolds, and other reptilian species.

Serpent people are omnivores, though a large number of serpent people disdain the consumption of flesh of any kind. More warlike serpent people have no reservations about their meals and some even consume sentient creatures, though most subsist on birds, rodents, and other small game.

Reproduction rates are quite slow, with few young surviving to adulthood, giving into sickness or madness. Females lay clutches of 1d6+3 leathery eggs at a time, and it takes a few months for the newborn serpent person to tear free from the soft shell. Mutations are quite common, many of which are so appalling that the serpent people are forced to smother their young for fear that the offspring is tainted by the Unspeakable One's touch.

PHYSICAL CHARACTERISTICS

An adult serpent person stands just over six feet tall and weighs about 150 pounds. Fine scales, ranging from green to brown, cover their lithe bodies, and their hands and feet end in small claws. Perhaps their most distinctive characteristic is their heads. Perched atop their long necks is a snake's head. Some have hoods like cobras, but most do not.

SOCIETY AND CULTURE

The fall of Valossa dealt a devastating blow to the serpent people's society. Before the cataclysm, this nation was the cultural center of the world, the birthplace of mathematics and the sciences. They embraced the arts, and their literature, paintings, and operas have, in their eyes at least, yet to be matched by other races. They were also incredible magicians, exploring the intricacies of arcane magic, while dabbling in psionic power. They transcended the Material Plane to explore other worlds and realities, bringing back with them artifacts from far-flung places to study or contain. But above all, they were a people with deep spiritual roots.

They were close to their maker, and Yig's presence and influence could be found in all things. Every great work, every incredible advance was done in the snake god's name, to exalt him as was his due. Their proximity to their god, while giving them sufficient motivation to serve, also diminished in a small way Yig's divine nature, such that a small few serpent people believed they could equal their maker and perhaps supplant him. Perhaps this trend stemmed from their planar explorations, maybe stagnancy in their culture, or maybe even as a result of some other power's influence, but regardless of the cause, this arrogance and ambition enabled the Unspeakable One

to contaminate the serpent people, to twist their hearts to shun Yig and instead embrace the King in Yellow.

At first, the cult of the Unspeakable One was small—so small that the priests of the snake god thought nothing of them. But after a generation, the subversive pockets blossomed, blooming into a full-blown religion. Their evil and madness swept through the empire, eroding the stability and bringing the past achievements to ruin. Still, many priests did nothing, expecting Yig himself to attend to the matter. Attend to the cultists the snake god did, but not in the way the serpent people expected. Rather than just destroying those who enraged him, Yig smashed the empire, bringing it to its knees and sending it down into the depths until nothing remained of his children and their vain land.

In the aftermath, the serpent people scattered, but such was the devastation that they could salvage little of their dead society. Many survivors had nothing and sought only to evade the harsh reprisals from the various races the serpent people had enslaved. Those who buried themselves in the ground blamed Yig for their suffering, and turned away from their maker to embrace the promises of the Unspeakable One, whose gentle touch on their minds rent their sanity asunder and made beasts of them all.

The rest fled to the distant corners of the world, to find havens and maybe rebuild. For ages, the serpent people remained in hiding. With each new generation, their memories of their lost homeland faded. The meaning of their scrolls became lost. The only thing they retained was the unfailing service to Yig.

With the recent reemergence of the serpent people, they are wholly driven to restore their prominence in the world. Among them, there are those who seek a gentler path, one that involves cooperation with other races. But there also those who see enemies everywhere and believe that the only way for the serpent people to reclaim their lost power is through the subjugation of all other peoples. Those that refuse to bend their knees to the superior Valossans, shall find their destruction.

TREASURE

Serpent people have treasure as nonplayer characters, with an amount determined by their character level. Even though most races have forgotten the serpent people, caution rules their minds and thus most serpent people invest in protective items and weaponry to drive off their enemies.

SERPENT PERSON LORE

Characters with ranks in Knowledge (history) can learn more about serpent people with a successful skill check.

DC	Result
15	Serpent people were eradicated ages ago in a dreadful cataclysm that brought their immense empire to ruins
20	The cause of their empire's destruction was divine vengeance after the serpent people abandoned their god for the foul worship of the Unspeakable One.
25	Contrary to common belief, there are a few pockets of serpent people left in the world, though most are bloodthirsty savages.
30	In truth, the savage or degenerate serpent people are but a portion of the surviving population and many are cultured and deeply spiritual, having protected their people's culture for generations

Characters with ranks in Knowledge (nature) can learn more about serpent people with a successful skill check.

DC	Result
11	This creature is a serpent person, a race of reptilian monstrous humanoids believed to be extinct. The result reveals all monstrous humanoid traits.
16	According to legend, serpent people could change their skin to assume the appearance of other humanoid races.
21	Those serpent people who fled underground devolved, becoming monstrous things, savage and bestial, only dimly aware of their continued service to their unspeakable god.

SERPENT PEOPLE AS CHARACTERS

Serpent people possess the following racial traits.

- –2 Constitution, +2 Intelligence, +2 Charisma.
- Medium size.
- Monstrous Humanoid. Serpent people are monstrous humanoids with the reptilian and shapechanger subtypes.
- A serpent person's base land speed is 30 feet.
- Serpent people have a swim speed of 20 feet.
- Darkvision out to 60 feet.
- +4 racial bonus on Escape Artist and Hide checks.
- Serpent people gain Improved Initiative as a bonus feat.
- Change Shape: A serpent person with a Charisma of 10 or higher can assume the form of any Small or Medium humanoid at will.
- +1 natural armor bonus.
- +10 racial bonus on Disguise checks when using change shape
- +8 racial bonus on Swim checks.
- Automatic Languages: Common and Valossan. Bonus Languages: Any (other than secret languages such as Druidic).
- Favored Class: Cleric.
- Level adjustment +2.

DEGENERATE SERPENT PEOPLE

Those serpent people who fled underground and gave themselves fully to the King in Yellow became twisted, wretched things—feral and wicked degenerates. They recall next to nothing of the glory of sunken Valossa and have become total and devoted slaves of their dread god.

DEGENERATE SERPENT PERSON WARRIOR	GR 2
Male or female serpent person warrior 1 Always CE Medium monstrous humanoid (reptilian, shapechanger) Init +5; Senses darkvision 60 ft.; Listen –2, Spot –2 Languages Valossan	
AC 14, touch 11, flat-footed 13 (+1 Dex, +2 shield, +1 natural) hp 4 (1 HD) Fort +4, Ref +1, Will –2	

Spd 30 ft. (6 squares) Melee mwk spear +4 (1d8+1) and bite –3 (1d6 plus poison) or Melee 2 claws +2 (1d4+1) and bite –3 (1d6 plus poison) Ranged mwk spear +4 (1d8+1) Space 5 ft.; Reach 5 ft. Base Atk +1; Grp +2 Special Actions poisonous bite (Fort DC 12, initial and secondary damage 1d6 Wis), thrall to the Unspeakable One
Abilities Str 13, Dex 12, Con 15, Int 5, Wis 6, Cha 6 Feats Improved Initiative ^B , Weapon Focus (spear) Skills Climb +2, Escape Artist +4, Hide +4, Intimidate +0, Listen –2, Spot –2, Swim +7 Possessions masterwork heavy wooden shield, masterwork spear

Prior to gaining this template, this creature used the statistics of the serpent person warrior described on page 132. Note it loses its change shape ability as a result of the reduction of its Charisma.

CREATING A DEGENERATE CREATURE

“Degenerate” is an acquired template that can be added to any nongood giant, humanoid, or monstrous humanoid creature that willingly serves the Unspeakable One (referred to hereafter as the base creature).

Challenge Rating: Same as the base creature +1.

Alignment: The creature's alignment changes to chaotic evil.

Attack: A degenerate creature has two claw attacks and a bite attack, and the claws are the primary natural weapon. If the base creature can use weapons, the degenerate retains this ability. A degenerate fighting without weapons uses a claw when making an attack action. When it has a weapon, it usually uses the weapon instead, though it may use its bite as a natural secondary attack.

Damage: Degenerates have bite and claw attacks. If the base creature does not have these attack forms, use the damage values that follow. Otherwise, use the base creature's damage values or those presented here, whichever are greater.

Size	Bite Damage	Claw Damage
Fine	1	—
Diminutive	1d2	1
Tiny	1d3	1d2
Small	1d4	1d3
Medium	1d6	1d4
Large	1d8	1d6
Huge	2d6	1d8
Gargantuan	3d6	2d6
Colossal	4d6	3d6

Attack Options: The degenerate creature retains all of the attack options of the base creature and gains the following.

Poisonous Bite (Ex) Injury—bite, Fort DC (10 + 1/2 the creature's HD + the creature's Con modifier), initial and secondary damage 1d6 Wisdom.

Thrall to the Unspeakable One (Su) Once per day, a degenerate creature can invoke the power of its god as an immediate action to gain a 1d6 bonus on a single saving throw, attack roll, or weapon damage roll.

Abilities: Modify from the base creature as follows: Str +2, Con +4, Int –6, Wis –4, Cha –4

Level Adjustment: Same as the base creature +1.

Shadow Serpent

Writing in the air is a dark serpent seemingly made of shadow.

Shadow Serpent	GR 3
Always CE Medium undead (incorporeal) Init +6; Senses darkvision 60 ft.; Listen +9, Spot +8 Aura chill (10 ft., DC 15) Languages Valossan	
AC 13, touch 13, flat-footed 11 (+2 Dex, +1 deflection) hp 26 (4 HD) Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, massive damage, nonlethal damage, ability drain, energy drain, ability damage to Str, Dex, or Con, any effect that requires a Fortitude save unless it also works on objects Resist +4 turn resistance Fort +1, Ref +3, Will +5	
Spd fly 40 ft. (good) Melee touch +4 (1d6 Strength) Space 5 ft.; Reach 5 ft. Base Atk +2; Grp — Atk Options Strength damage	
Abilities Str —, Dex 14, Con —, Int 6, Wis 13, Cha 13 SQ incorporeal traits, undead traits Feats Ability Focus (chill aura), Improved Initiative Skills Hide +9*, Listen +9, Search +2, Spot +8	
Chill Aura (Su) At the start of each of a shadow serpent's turns, all living creatures within 10 feet must succeed on a DC 15 Fortitude save or take 1d4 points of cold damage.	
Strength Damage (Su) Creatures hit by a shadow serpent's touch attack take 1d6 points of Strength damage. A creature reduced to 0 Strength by a shadow serpent's touch dies. This is a negative energy effect.	



Skills Shadow serpents gain a +4 racial bonus on Listen, Search, and Spot checks. *A shadow serpent gains a +8 racial bonus on Hide checks made in areas of shadowy illumination. In brightly lit areas, it takes a –4 circumstance penalty on Hide checks.

A shadow serpent is an undead remnant of a cleric of Yig that somehow failed its god and people and is now cursed to spend eternity as a wretched thing.

Tactics

A shadow serpent is a careful opponent, being sure to linger in the shadows until the proper time to strike. Even after it attacks, it always does so from areas of darkness, avoiding lit areas if possible. The undead lashes out madly, striking at the closest creature each round, relying on the combination of its chill aura and Strength-sapping touch to defeat its opponents.

Encounters

Shadow serpents are extremely rare, given the divine nature of their creation, so they are never encountered in large numbers. In fact, most encounters featuring a shadow serpent include just one or two of these creatures. In especially profaned temples, one could expect to face as many as five or more. The Sunken Temple of Yig was an exception to the scarcity of shadow serpents and included many more than the expected number of shadow serpents.

Ecology

When Valossa became contaminated with the minions of the Unspeakable One, its people corrupted and befouled by the King in Yellow's awful touch, the serpent god Yig cast down the Valossan empire and cursed his priests for failing in their sacred duty to safeguard the serpent people and keep them pure in their faith to him. Those priests who bore the brunt of the serpent god's wrath became the dreaded shadow serpents, appalling undead creations consumed with remorse for their mortal failings and channeling that grief into hatred for the living, especially the inheritors of the world. In spite of this burning rage, shadow serpents are capable of speech and may beg mortals to free them from their curse, though they are just as likely to attack instead.

Physical Characteristics

A shadow serpent is an inky black shadow of a good-sized viper. It is a featureless mass except for its eyes: They glow red with malevolence. Wherever a shadow serpent moves, ice crystals form in the air about it and a rime of ice coats any surface they touch.

Society and Culture

Shadow serpents all want to be free of their curse, and to accomplish this they believe they must make amends for their mortal failings. Tragically, there is no means for their release short of utter destruction, for Yig is a merciless master. Shadow serpents retain faint memories of their civilization and if one can be held at bay, they may reveal interesting information about Valossa and its fall.

Treasure

Although these creatures safeguard places important to the cult of Yig, shadow serpents keep no treasure themselves.

Advanced Versions

All shadow serpents are the cursed souls of serpent people. The transformation sundered their beings and they retained none of their

mortal talents. A rare few shadow serpents reflect their former power through additional Hit Dice. The most powerful of their kind, having once been high priests and oracles of the ancient god, can have as many as 9 Hit Dice.

SHADOW SERPENT LORE

Characters with ranks in Knowledge (religion) can learn more about a shadow serpent with a successful skill check.

DC	Result
14	This creature is a shadow serpent, an undead guardian dedicated to protect places sacred to Yig. This result reveals all undead and incorporeal traits.
19	The touch of a shadow serpent saps a mortal's strength and can kill with repeated attacks.
24	Don't allow a shadow serpent to come too close, for the chill of the grave surrounds them.

SKIN CLOAK

A leather cloak twitches and rustles and then, impossibly, rises up, held aloft by some malevolent presence, revealing itself to be the empty skin of some unfortunate victim.

SKIN CLOAK	GR 2
Always CE Small undead Init +2; Senses darkvision 60 ft.; Listen +8, Spot +8 Languages Common	
AC 14, touch 13, flat-footed 12; Dodge (+1 size, +2 Dex, +1 natural) hp 26 (4 HD); DR 5/magic or slashing Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, massive damage, nonlethal damage, ability drain, energy drain, ability damage to Str, Dex, or Con, any effect that requires a Fortitude save unless it also works on objects Fort +1, Ref +3, Will +5	
Spd 20 ft. (4 squares) Melee slam +4 (1d4+1) Space 5 ft.; Reach 5 ft. Base Atk +2; Grp +3 Atk Options constrict 1d4+1, improved grab	
Abilities Str 13, Dex 14, Con —, Int 10, Wis 12, Cha 8 SQ undead traits Feats Dodge, Stealthy Skills Hide +13, Listen +8, Move Silently +9, Spot +8, Tumble +6	
Constrict (Ex) A skin cloak deals 1d4+1 points of damage on a successful grapple check. A creature grappled by a skin cloak may not speak or cast spells with verbal components.	
Improved Grab (Ex) A skin cloak that hits a Large or smaller creature with a slam may 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. Skin cloaks receive a +4 racial bonus on grapple checks.	

A skin cloak, or hollow man, is the animated skin of a mortal humanoid.

TACTICS

Skin cloaks are aggressive in combat and filled with a dread loathing of spellcasters, perhaps out of hatred for those who gave them unlife. Thus, a skin cloak attacks arcane spellcasters before any other target, using Tumble if necessary to reach its foe. Once a skin cloak grapples its enemy, it constricts until its enemy is dead.

ENCOUNTERS

Skin cloaks are the unfortunate remains of those who have crossed necromancers and thus may haunt areas where foul necromantic magic was used. Skin cloaks can be encountered alone or in groups with as many as six members.

ECOLOGY

Undead creatures, skin cloaks do not interact with their environments in any significant way. They ignore animals and non-intelligent monsters, but are quick to attack humanoids and other sentient creatures. Since skin cloaks live in a state of perpetual torture, their shattered souls reliving the experience of being skinned alive, they are filled with hatred and use their power to choke the life out of their victims.

PHYSICAL CHARACTERISTICS

A hollow man consists of the skinned hide of a human or humanoid creature. The flesh is tanned, with any cut marks closed with a heavy thread, and is often tattooed. The curing process results in shrinking the overall hide and thus these creatures are often smaller than they were in life, standing about four feet tall and weighing twenty pounds or less.

SOCIETY AND CULTURE

The skin cloaks recall little of their lives, but their creation lives large in the crude memories of their soul. Skin cloaks tend to remain near the areas where they were created, always searching for the meat they lost. When they encounter a living, sentient creature, their constricting attack, in some ways, looks as if the skin cloak were trying to wrap itself around the meat of its victim, perhaps to restore its former self.

TREASURE

Skin cloaks have no use for treasure and so never hoard it. Any valuables found near skin cloaks are incidental.

ADVANCED SKIN CLOAKS

The more lives a skin cloak takes, the stronger its connection to the Negative Energy Plane. Spreading death, they grow in power and the strongest skin cloaks can have as many as 10 Hit Dice. These skin cloaks often have numerous holes in their hides and blasphemous inscriptions tattooed in their hides.

SKIN CLOAK LORE

Characters with ranks in Knowledge (religion) can learn more about skin cloaks with a successful skill check.

DC	Result
14	This unsettling undead creature is called a skin cloak or hollow man. It is the animated remains of a skinned humanoid. This result reveals all undead traits.
19	Skin cloaks loathe sentient creatures, especially spellcasters. They attack by wrapping themselves around their victims' necks and cutting off their supply of air.
23	A hollow man is particularly vulnerable to slashing weapons.

CREATING A SKIN CLOAK

A spellcaster with an intact hide of a sentient humanoid or monstrous humanoid can create a skin cloak with a *create undead* spell.

APPENDIX: FURY IN FREEPORT

Now that you've read this sourcebook, you ought to be chomping at the bit to get your new *Freeport* campaign started. *Fury in Freeport* is your introduction, designed for a group of 1st-level characters. In the following pages is a multifarious scenario that involves mystery, investigation, deadly fights, the long-dead returned, and evil villains, all wrapped in one neat adventure. At heart, *Fury in Freeport* showcases the various elements of the city, and gives you and your players a taste of this city in action. However, it can also serve to launch a new *Freeport* campaign, offering a cast of interesting characters, plot seeds, and hooks to give you the foundation to create further adventures set in the City of Adventure.

ADVENTURE BACKGROUND

A little more than a century ago, Freeport's Sea Lord Marquette, the first woman to hold that office, had had enough. Too long had the Thieves' Guild flaunted their power, too many times had they crossed the line, and they had to be stopped.

Until the middle of her reign, she had no issue with the group. Provided the guild didn't overstep its bounds and cause too much trouble, she tolerated their presence. Not everyone in Freeport was thrilled to be under the shadow of organized crime, but the thieves greased the right palms and made the right threats to keep the Council and Sea Lord in their pocket. However, if Freeport values any one thing above all others, it's freedom. Freeporters have long rejected tyranny and many came to the city to escape the harsh injustices of the Continent. Freeporters find slavery utterly distasteful and have never tolerated it within their city's walls.

When word circulated that the Thieves' Guild not only dabbled in slavery, but facilitated the capture and transport of slaves into and out of the city, the Sea Lord was understandably angry and warned the Thieves' Guild to stop, lest they face her wrath. The thieves plied her with promises and assurances, doing their best to soothe her so they could get back to business. They had no intention of stopping; they merely planned to spend more coin to get the Sea Lord and Council to mind their own business.

The Sea Lord, though, was serious, and after her diplomatic efforts failed she led the Sea Lord's Guard in a campaign to destroy the Thieves' Guild, root and branch. The Back Alley War, as people remember it, lasted three years and led to the extinction of nearly everyone affiliated with the Thieves' Guild. Ever since, no crime syndicate has risen to same level of power and influence as the defunct Thieves' Guild.

The Back Alley War cemented Marquette's place in Freeport's history as one of the greatest individuals to hold the office of Sea Lord. But conquerors have a way of smoothing the rough edges, overlooking details that would color the memories of events such as this nearly disastrous war. While it is true the Thieves' Guild was involved in slavery and the Sea Lord was certainly justified in her crusade, what no one remembers are the casualties. The Sea Lord's Guard was not particularly choosy about

"Freeport's not always about murder, cultists, monsters, or thievery... Sometimes it's about all of them together."

—Timothy, Syndicate Runner

whom they rounded up, butchered, or hanged, and many folks were disappeared just for being in the wrong place at the wrong time. The Thieves' Guild was worse, naturally, attacking families of Guardsmen, murdering the children of merchants, and making good on all the threats they had used to keep the movers and shakers in their pockets. In short, it was bloody as hell, and Freeport was very nearly torn apart before the last vestiges of the Thieves' Guild were erased.

No one really remembers who all the victims were; too many generations have passed over the years and those who lived and died in the war are long gone, or at least that's what most people think.

THE TALE OF MELANIE CRUMP

Melanie Crump was a thief, a mother, and a member of the Guild. Crump was a reluctant criminal, turning to crime as a means to survive. She wasn't pretty enough to be a courtesan, wasn't smart enough to attend the Institute, and lacked the gumption to pick up an honest trade. A widow burdened by two young boys, she was desperate and turned to petty theft to make ends meet. As with just about every petty hood and cutpurse in the city, the Thieves' Guild swallowed her up, bringing her into the fold and making sure she had a fair stab at filching purses. The Guild even let her keep most of what she stole. Crump and other junior members had no idea about the Guild's association with Mazin, a distant slaver-city, and many might have withdrawn from the guild had they known of its shadowy benefactor. So in her ignorance, she worked for the Guild, working her part of the Eastern District and struggling to make sure her children didn't follow her example.

One night, during a large and boisterous festival, Crump stole the wrong purse from the wrong man. Her victim was well-dressed, with bronze skin and dark eyes. His robes were soft black velvet and he was attractive in an intimidating sort of way. Thinking the man had money, she nicked his purse and vanished into the crowds. When she settled in an alley to examine what she had collected, she was surprised to find that the only thing inside the bag was a wavy-bladed dagger. The sparkling emerald serving as its pommel would fetch a fair price, but the blade itself seemed useless, pitted and corroded as it was. She tucked the weapon away and headed back to her house. That's when all hell broke loose.

The Sea Lord's Guard chose this night to begin their war and swept through the Eastern District, rounding up anyone they suspected of being affiliated with the Guild. As the sounds of screams and fighting broke out all around, Melanie fled to her home on the edge of Scurvytown, only to find her house in flames and her friends fighting for their lives against a band of Guardsmen. Melanie grabbed the knife from the pouch and threw herself into the combat, terrified and desperate to get to her boys. She lashed out with the blade, unaware that it slew everyone it touched, her eyes fixed only on the small, smoking shapes on her porch. She nearly reached the bodies of her children when a steel-tipped quarrel punched through her middle, piercing her heart. She fell within an arm's reach of her children's bodies, and as she lay dying, she whispered that she'd get her vengeance, make the bastards pay.

A strange thing happened. The knife flared with sickly green light, growing brighter even as the light in her eyes faded. Melanie Crump's

body died, but somehow her spirit lived on, trapped within the accursed knife, bound by her vow until she gets her revenge.

A CENTURY LATER

In the chaos of the Back Alley War, Crump's knife vanished, not seen again for nearly a century. The blade found its way into the hands of a Guardsman and cultist named Rue and lay hidden in his house for decades until a foolish youth by the name of Aporcus Beedle just happened upon it. Aporcus Beedle's short life was a series of squandered opportunities. A young man, no older than 13, he was kicked out of the Freeport Institute for behavior unbecoming a student—and given how the faculty is quick to turn a blind eye to the more illicit activities of their students, his transgression must have been severe. Beedle had little family in Freeport so his aunt, Delinda Knorbartal—a famed wizard, adventurer, and talented alchemist—offered to take him in as her apprentice. Having few other options, Beedle agreed.

He might have turned a corner with his aunt but he was lazy and a poor student, always looking for the quick fix for his troubles. He spent more time stealing money from his aunt and paying streetwalkers to entertain him in alleys than he did poring over the magical tomes that filled her library. While returning one night from one of his many trysts, he happened to pass by a ruined house, windows and door boarded up and painted with a red "X." A bored Guardsman stood out front, picking his nose. Beedle asked him what was with the place. The Guard replied, "It's condemned. Cult activity, ya know?" Beedle knew a great deal about Freeport's recent troubles, what with the Sea Lord a secret cultist and his failed attempt to plunge the city into madness. Beedle moved along, but the memory of the sagging building haunted him. He wondered what secrets it held, what powers lay hidden inside its sagging walls. Before reaching his aunt's house, he resolved himself to find out and crept back the way he had come.

Using his meager powers, he distracted the Guardsman and crept inside. There wasn't much there. Rubble filled the main room, and the back bedrooms and kitchen were positively toxic, filthy with neglect. Still, Aporcus wouldn't give up: He knew something powerful was here. He just had to find it. Find it he did. While examining a suspicious stretch of wall, he found a hidden compartment, and within it laid a small black case. It was heavy, but not too heavy. Fearing the Guardsman would return, Beedle fled, lugging the box with him.

He made it to his aunt's house without trouble and snuck into his room as he did every night, cursing his aunt's familiar who watched him with judgmental eyes. Safe and alone, he opened the case and found it contained a great many treasures, but of particular interest was a strange knife with an emerald pommel. Beedle believed he could sell the relic, but for now, he'd settle for the coins. He gathered the handful of lords, not caring or noticing they were inscribed in the language used by the Mazin slavers, and hid the trunk in a secret space beneath his bed.

Aporcus Beedle never got the chance to sell the knife, for he hatched another plot, a plot that would see his aunt poisoned and himself inheriting her house and her great fortune. As the knife sat in the trunk, forgotten, Beedle fed his aunt vile poisons until her familiar caught him in the act and revealed the whole plot to the sickened woman. Rather than killing him or having him arrested, she threw him out and, perhaps foolishly, gave him a bag of gold to get him started. Beedle squandered his money, fell in with bad types, found himself assaulted, abused, mistreated, and addicted to abyss dust, and so he remained for another five years.

BEEPLE'S LATEST SCHEME

Beedle has had a bad few years and any chance of him redeeming himself died during his life on the streets. So deep did he fall into abyss dust, he had no idea his aunt had passed away in the Great Green Fire, had no idea her recipes were being used by the Wizards'

Guild to reclaim the damaged terrain and transform it into fertile farmland. It wasn't until he heard from a fellow thief (a piece of scum named Slick) that the Municipal Auction House was selling off the Knorbartal Estate that he learned of her demise. At first, Beedle laughed, thinking it a fitting end to the harridan who betrayed him—Beedle has a hard time admitting his own faults—but then he remembered the knife and its sparkling pommel. It was his, after all, and the city had no right to sell his stuff. He had to get to that case before they emptied the house and auctioned off his treasure!

Beedle returned to the Knorbartal house on the Street of Dreams and tried to slip inside, but to his horror, he found the place locked up tight and bound with potent wards to keep people such as himself from breaking in. He tried his magic, but he lacked the strength and knowledge to circumvent the defenses. He almost gave up, but saw a number of wagons waiting out front. It seemed the house was to be emptied on the following day! Beedle snuck inside a wagon where he planned to wait until his case was placed inside. He'd open it, snatch the knife and make a run for it.

Too bad it didn't work. As he had hoped, a wizard dispelled the wards and the workers emptied the house the next morning and even placed the old black case inside the wagon in which Beedle hid, but just as Beedle worked the latch, trying to open it up, a member of the watch saw him and had the gall to try to arrest him. Beedle tried to flee with the case, but he dropped it in the street as he ran for his life. The Watchman picked up the case and placed it in the wagon, where it fell out again in the Warehouse District, straight into Slick's arms.

Beedle wants his case and would do or kill just about anyone to get it. He has no idea, at least to start with, that Slick has the case, so he thinks it's somewhere inside the Auction House. Since he was spotted on the street, he doesn't think he can get inside the fortified building. What he needs are dupes, fools who are just hungry and crazy enough to try breaking into the Auction House for him. There aren't many folks with those kinds of stones in Freeport, so Beedle needs someone fresh off the boat.



ANOTHER INTERESTED PARTY

Beedle, however, is not alone in hunting for the bejeweled knife: O'takan Farastay wants it too. A slaver from Mazin, not that one could tell by looking at him, O'takan has come to Freeport several times over the last few years, looking for his great-great grandfather's knife.

TABLE A-1: BEEPLE

DC	Information
10	"Beedle, you say? Yeah, I know him. He haunts the back alleys of the Docks mostly, though I've heard he's been spending more time in Scurvytown."
15	"Oh, Aporcus, yep, I know him and if you see him, tell him he ain't welcome 'round here. Bastard owes me 2 lords!"
20	"He's a thief, as I hear it, and not a good one. Seventy-seven Hells, even the Canting Crew won't have anything to do with 'im."
25	"Beedle's a piece of work. They say he tried to kill his aunt, the gods bless her. To think, Knorbortal could be kin to him! You ought to steer clear of Beedle. He'd stick a knife in you if he thought you had two pennies to rub together."

DARN PLAYERS!

Sometimes the best-laid plans go to waste and with the shadiness of their employer, clever characters might think it's a good idea to double-cross Beedle, or worse, refuse to do the job at all. Should they head down this road, don't worry. There are plenty of opportunities to get them back on track. Try one or both of the following hooks to corral the characters.

HUNTED BY THE WATCH

A sergeant in the Watch learns of the break-in at the Municipal Auction House, and after some investigation, turns up the characters' names. In his eyes the characters are guilty, and he plans to arrest them. Luckily, the characters catch wind the Watch is looking for them, which should be ample motivation for them to look for the case and clear their names. Should they still refuse, the Watch turns out in numbers when they get a tip the characters are behind a new rash of murders (see **Part III**). In the later case, you may have to give the characters a bit more time to do the investigation described in **Part II**, so delay the Beedle's attempt at killing Uri for a day or so (see **The Last Heir** on page 153).

WIZARDLY PRESSURE

Tarmon has known something lay hidden in the Knorbortal house, something powerful and not at all healthy for Freeport. He would have just destroyed it, but he also wanted to find out who hid it in the house. He ordered the auction of the House's contents—after he picked them over of course—in the hopes of flushing out the owner and any other interested parties. The case and the item went missing, right out from under his nose, so he's a bit angry. To keep his hands clean, he hunts for some disposable characters to recover the case and find out just who exactly has it. If you use this approach, Tarmon finds the characters after the Auction (see **Encounter A** in **Part II**).

This trip, he's found the weapon. An old friend of Tarmon the High Wizard, who has no idea about O'takan's real profession, Farastay accompanied the wizard to the Knorbortal house on their way to lunch at the Diving Fin. O'takan sensed the knife hidden beneath the floorboards in one of the bedrooms. He would have claimed the weapon then, but Tarmon was with him. When he asked what was to happen to all the things in the place, Tarmon explained everything was to be auctioned. O'takan, who's not hurting for money, thought to acquire the weapon by honest means by bidding on the case when it came up for sale. If someone outbid him, he'd simply kill the person later and claim the weapon.

Farastay is cautious, though, and expects the person who claimed the knife would not willingly give it up. Expecting someone to steal the knife from the Auction House, he's decided to take a few precautions by sending one of his more unpleasant minions to make sure the lot's not disturbed.

ADVENTURE SYNOPSIS

Fury in Freeport begins simply enough, but grows quite complex as Beedle and Farastay's plans unravel. The player characters are hired by Aporcus Beedle to break into the Municipal Auction House and steal the case, but once inside, the characters can't find the box anywhere and to make matters worse, there's something lurking in the warehouse! Fighting the demon, the characters should suspect there are more dangerous things afoot than a simple robbery.

With their mission in tatters, the characters may be inclined to do a bit of snooping on their own. With some inquiries, they find Beedle has vanished, the case never made it to the Auction House in the first place, and that they aren't the only ones looking for it. The deeper they dig, the more dangerous the game becomes until a rash of murders signals the stakes have been raised. A few questions later, the characters should have all the clues they need to find the other interested party and Beedle.

The adventure concludes with a desperate battle on the deck of O'takan Farastay's ship, the *Narwhale*, where the characters must fight their way through his fearsome slave sailors and reach the Mazin warlock before he can complete the ritual to conjure a terrible fiend from the darkest hell, and maybe save their treacherous employer from near certain death.

GETTING STARTED

Fury in Freeport assumes the player characters are new to the city, fresh off the boat. Unaware of the Auction House's level of security or Beedle's duplicity, it makes them the perfect patsies for the theft. However, with a little adjustment, the characters could be natives of the city and if so, you should be prepared for possible advantages they may have as the adventure unfolds—namely a familiarity with the city and possible contacts.

APORCUS BEEPLE

He's young, about twenty, with pinched features and an irritating smirk. He has thin brown hair and a long nose. His eyes are beady and he has a foul swollen blister on his bottom lip. He wears a stained brown shirt, black breeches torn on one knee, and decaying shoes on his feet.

Aporcus Beedle, as described in the **Adventure Background**, is a thoroughly unpleasant man. Selfish and equipped with a dim cunning, he has a tendency not to think things through and it doesn't dawn on him that by recruiting others, he's creating future liabilities. Oh, it'll hit him eventually and when it does, his solution consists of making sure the characters are dead. The big problem with Beedle is he's flat

broke and has nothing to offer the characters to get their help. His solution is to pay them a percentage of what he gets for what's inside the case, not that he plans to tell them what's in there and he knows it's good and locked. *"I know a person who'll pay a premium price for what's inside... And no, I'm not telling you who it is or what's inside."* He starts by offering the characters 20% of what he gets, claiming *"I can get at least a thousand lords for that box—from the right buyer."* Shrewd characters can get him to go all the way up to 50% with a successful DC 20 Diplomacy or Intimidate check. He doesn't say anything more.

~ PART I: BREAK IN ~

The characters have about 12 hours from the start of the adventure to get inside the Auction House, get the case, and get out. After that, the Auction House opens for business. Security is extremely tight, and smart players should take time to scout the place before going forward.

MUNICIPAL AUCTION HOUSE

Squatting in the center of the Warehouse District is the Municipal Auction House. A 20-foot high stone wall capped in rusting spikes surrounds the compound, making the building look decidedly unwelcome. Inside the walls is a bunker-like building constructed of gray stone blocks mortared together.

DEFENSES

Seven members of the Watch stand guard here at all times. Two guards patrol the yard between the building and the outer wall (**Area 1**), another guard stands in the gated entrance (**Area 2**), and another guard and the sergeant sit inside the main room (**Area 3**), while two more guards stand watch over the storage room (**Area 6**). Crask Tolberg, the dwarf that runs the place, sits in his office (**Area 4**) throughout the night unless there's trouble—he hides under his desk if there's trouble. Furthermore, the sergeant carries an amulet that lets him transmit a message to the Wizards' Guild for backup if needed. Whatever the characters decide, they need to be quick, quiet, and practically, if not literally, invisible.

For the regular watchmen and the sergeant, use statistics for the Watch found in **Chapter Seven: Denizens of Freeport**. Crask Tolberg's statistics follow.

CRASK TOLBERG	GR 5
Male dwarf expert 6 N Medium humanoid Init +0; Senses darkvision 60 ft.; Listen +9, Spot +9 Languages Common, Dwarven	
AC 13, touch 10, flat-footed 13; +4 AC against giants (+3 armor) hp 29 (6 HD) Resist stability Fort +3 (+5 against poison), Ref +2, Will +6; +2 against spells and spell-like effects	
Spd 20 ft. (4 squares) Melee mwk heavy mace +5 (1d8) Ranged light crossbow +5 (1d8+1/19–20) with +1 bolt Base Atk +4; Grp +4 Atk Options +1 bonus on attacks against orcs and goblinoids	
Abilities Str 11, Dex 10, Con 13, Int 10, Wis 12, Cha 8 SQ stonecunning Feats Alertness, Skill Focus (Profession—auctioneer), Weapon Focus (heavy mace) Skills Appraise +6 (+8 metal or stone), Intimidate +5, Knowledge (local) +6, Listen +9, Profession (auctioneer) +10, Spot +9 Possessions masterwork studded leather armor, masterwork heavy mace, light crossbow with 10 +1 bolts, courtier's outfit, 150 gp	

Assuming the characters agree to his terms, he instructs them to meet him at the Chumhouse in Scurvytown when they've got the trunk. See **Encounter B** in **Part II**.

SNOOPING

Characters curious about Aporcus Beedle can ask around by making a Gather Information check. Characters may use Knowledge (local) instead, but the DCs are 2 higher. The final clue could lead the characters to the Knorbertain House. See **Encounter E** in **Part II**.

Mean-spirited and a skinflint, he's a vicious dwarf who profits from the sale of goods moving through the Municipal Auction House. Crask runs a tight ship, and by pulling strings with the Council, he gets a group of watchmen for security. If the characters sneak in and corner him, his gruff facade crumbles and he breaks down into tears. He begs the characters to let him live, and offers to do whatever they want.

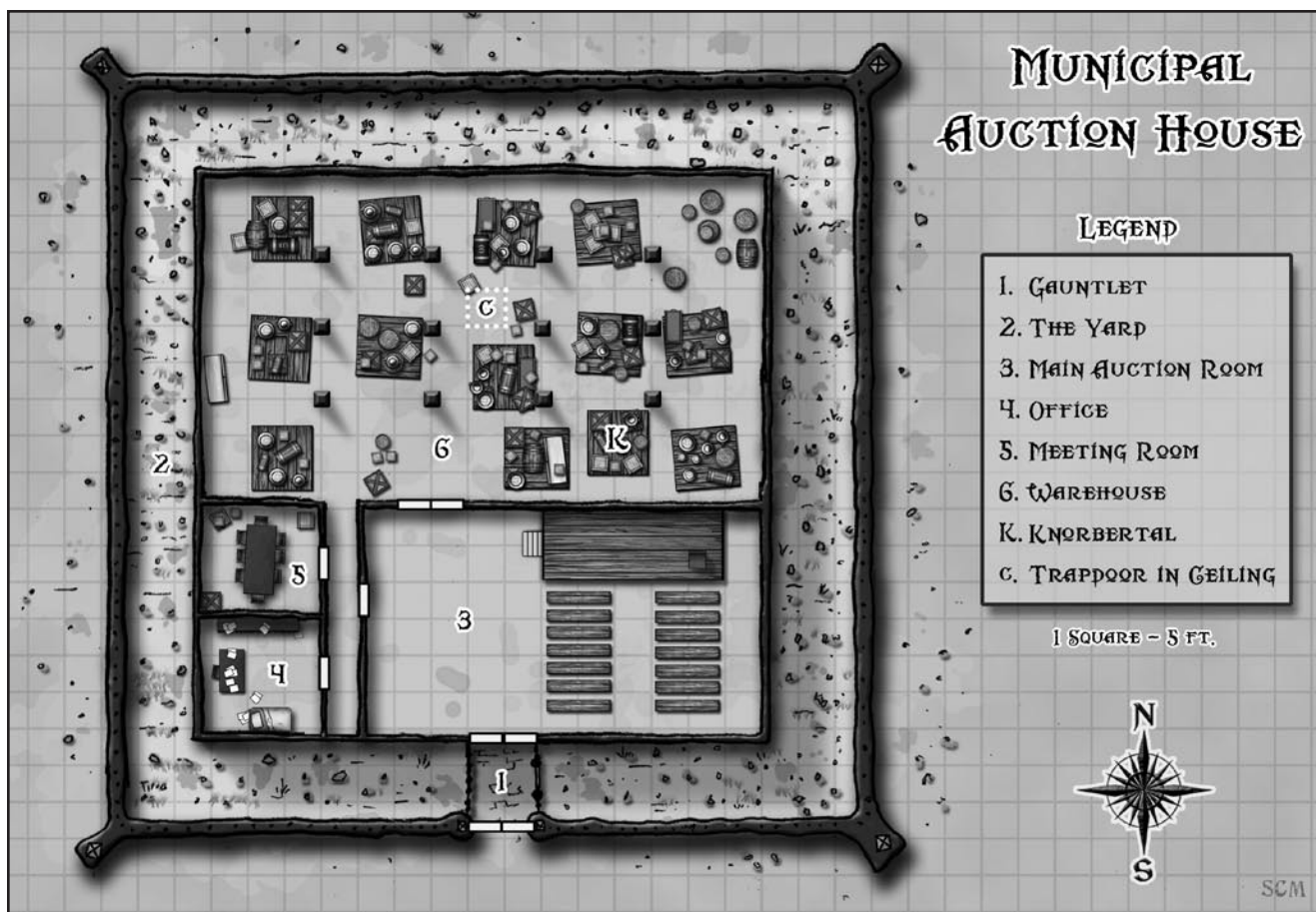
GETTING INSIDE

The most obvious way into the Municipal Auction House is through the front doors. The outer doors, those set in the wall, are large, wooden, and bound with rusting iron bands. The guard has a bar in place at sunset to ensure no one gets inside. Beyond the outer doors, a fenced-in gauntlet leads to a pair of double doors into the House proper. The walls flanking the approach have a swinging gate on the eastern side to let the guards in to patrol the yard.

Locked Outer Doors: 4-in. thick; hardness 5; hp 40; Break DC 30; Open Lock DC 30.

Locked Inner Doors: 2-in. thick; hardness 5; hp 20; Break DC 25; Open Lock DC 25.





The guard sergeant carries the key and he's inside. The characters could climb over the walls. Climbing the wall requires a DC 25 Climb check, but using a grappling hook and rope reduces the DC to 10. Climbing characters must also make Move Silently checks opposed by the guard's Listen checks. Don't forget to apply the -1 penalty per 10 feet of distance.

Once inside the yard area, the characters could climb the walls of the building, though hooking a grapple may draw attention. Guards need to succeed on a DC 10 Listen check (with the normal penalties for distance). On the roof, there's access to **Area 6** through a ceiling vent. Removing the ceiling vent requires a DC 10 Strength check and a DC 5 Move Silently check to prevent the guards in this room from hearing the scraping of the vent against the roof.

STEALING FROM THE MUNICIPAL AUCTION HOUSE

Some players may conclude that since they are in the Auction House anyway, they should relieve it of various and sundry goods they deem as valuable. Much of the items here are simply too large to transport, consisting of furniture, chests, and heaps of clothing. Other items have limited value, with some goods being only worth something to buyers who know an item's function or purpose. There are no gems, no coins, and only large bulky objects. Characters looking to fill their pockets are bound to be disappointed, though if they persist, a cursed item is a good way to teach them to keep their hands to themselves.

The guards change positions every hour to keep them fresh. Both guards in **Area 2** move to the sole gate into **Area 1**, effectively leaving the yard empty for about a minute.

KEY LOCATIONS

All of the following locations can be found in the Municipal Auction House.

1. GAUNTLET

This fenced in approach restricts traffic from the outer doors to the inner doors. A 10-foot-tall fence flanks the 10-foot-wide path. Climbing the fence on either side requires a DC 25 Climb check, though a grapple and rope reduces the DC to 10. There's a locked hinged gate on the eastern fence (Open Locks DC 25 or Strength DC 25).

2. THE YARD

The gap between the outer wall and the house proper forms a yard of sand, loose stone, and trash.

3. MAIN AUCTION ROOM

This large chamber holds seven rows of benches, a stage with a brown tarp to serve as a backdrop, and a lectern on which there sits a gavel. A short set of steps leads up to the stage. A pair of double doors set in the north wall leads to the warehouse, while a single door on the west wall leads to an office.

4. OFFICE

This small office contains a foul cot, desk, lamp, and a sagging set of shelves that overflow with papers, junk, and old food. A successful DC 12 Search check turns up 55 gp and a fist-sized green gem worth another 25 gp. In addition, a manifest defines the labels marking the

pallets. This makes finding the Knorbartal pallet far easier. Crask is always here.

5. MEETING ROOM

This room holds a large oak table and a dozen chairs. A few wooden crates sit in the corners, holding junk not even Crask could sell. Contents include such things as a broken wheel, an empty vial, an old moldy piece of bread, a ship in a bottle without the ship, darkly stained rags, a bag of spit, and other rubbish Crask hasn't gotten around to tossing into the sea.

6. WAREHOUSE

Easily the largest room in the building, it measures about 75 feet across and 45 feet deep. Inside and standing on pallets are all manner of boxes, barrels, and crates, some covered with tarps, others with dust. Each pallet is marked in chalk to describe the lot. Thick wooden beams hold up the ceiling some 20 feet overhead. The air is thick with dust and the stench of mildew and rot. A hallway to the south, leads to the offices.

The Knorbartal Lot is located on the pallet marked "K" on the map and literally on the pallet. Characters who don't think to look for a manifest may have to spend some time searching all the pallets, which could be frustrating and dangerous. A successful DC 5 Spot check reveals each pallet is marked with a letter. There's only one pallet with a K. Searching the pallet's contents thoroughly takes about 5 minutes and characters examining the contents must succeed on DC 10 Move Silently checks or draw the attention of the guards. Unfortunately, there's no sign of the case. Before the characters have a chance to turn the place upside down, they discover they have company.

LURKER IN THE DARKNESS

Not trusting the Auction House's defenses, Farastay dispatched one of his minions, a dretch, to keep an eye on the Knorbartal pallet and deal with anyone snooping around. A dretch is a demon, its rotund body covered in a sheen of grease and its spindly arms and legs ending in blackened claws. Its face is somewhat human-like, but twisted, droopy, and altogether hideous. The first time the characters see the dretch, they must each succeed on a DC 11 Will save or gain 1 Insanity Point.

DRETCH	GR 2
CE Small outsider (chaotic, demon, extraplanar, evil) Init +0; Senses darkvision 60 ft.; Listen +5, Spot +5 Languages cannot speak; telepathy 100 ft.	
AC 16, touch 11, flat-footed 16 (+1 size, +5 natural) hp 13 (2 HD); DR 5/cold iron or good Immune electricity, poison Resist acid 10, cold 10, fire 10 Fort +5, Ref +3, Will +3	
Spd 20 ft. (4 squares) Melee 2 claws +4 (1d6+1) and bite +2 (1d4) Base Atk +2; Grp -1 Atk Options aligned attack (chaos, evil) Special Actions summon demon	
Spell-like Abilities (CL 2nd): 1/day— <i>fear</i> (DC 12), <i>stinking cloud</i> (DC 13)	
Abilities Str 12, Dex 10, Con 14, Int 5, Wis 11, Cha 11 Feats Multiattack Skills Hide +9, Jump -5, Listen +5, Move Silently +5, Search +2, Spot +5, Survival +0 (+2 following tracks)	
Summon Demon (Sp) 35% chance to summon 1 dretch, 1/day. This ability is the equivalent of a 1st-level spell.	

DARN PLAYERS!

One likely outcome from this break-in is that the characters are captured while trying to relieve the Auction House of the case. Should this happen, the characters wind up in the Tombs where they await their trial sometime the next morning. Describe this with as much detail as possible, being sure to pay extra special attention to the squalor and filth of Freeport's infamous dungeon. Have a few prisoners make suggestive offers to the characters, a guard smile at them showing blackened teeth and mention the hanging that's sure to greet them come morning, and be absolutely sure to mention the rats...

Let the players stew for a bit and maybe even try to find a way out. It's important to give them a taste of the Tombs, but before they're ready to give up (or before they're ready to enact their daring escape), the High Wizard Tarmon shows up. Even though this is a touch heavy-handed, Tarmon does have a good reason to spring the PCs. Before he does, though, he questions them to find out whether or not they're cultists, what they were doing in the Auction House, who they were working for, and what it was they were seeking. Once satisfied that the characters were not plotting some treachery against the city, he makes them an offer.

Tarmon investigates the Auction House himself and learns, to his dismay, that the item wasn't there, which means a skilled thief managed to slip in and steal the case before or during the demonic attack, or the item was never actually there. In any event, his plan failed, and now his casual interest blossoms into something a little more intense. He offers to let the PCs go provided they find their employer and the contents of the case and deliver them to him. Should they agree, he snaps a finger and the locks on their doors open. Should they refuse, well, it's best not to dwell on that too much.

TACTICS

Have the player make Spot checks opposed by the Dretch's Hide check. If none of the characters beat the dretch, it gains surprise. It lumbers forward and claws at the closest character, training its attacks against one hero at a time. Should the characters wound it, it withdraws and attempts to summon help in the form of another dretch. Regardless of success or failure, it flings itself against the characters until they kill it or until it kills all of them and the guards.

DEVELOPMENT

The sounds of fighting are sure to attract any guards in this room (a DC -10 Listen check is all that's needed). Active guards investigate the commotion and join the fight once combat begins. It takes 2 rounds per room for the rest of the guards to move toward the commotion until they all arrive. Watchmen joining the battle spend their first round considering which side to help: the fiend or the adventurers. On the following round, they figure the characters triggered something dangerous and released the horror. Before they arrest the adventurers, though, they pitch in to help them kill the fiend. The sergeant doesn't use his amulet unless half of his guards fall, at which point a journeyman wizard (see **Chapter Seven**) arrives after 1d20+5 rounds to clean up the mess.

Once the watchmen join the fight, the PCs have their chance to flee. The men are in no position to stop them, their hands being full with a demonic menace.

- PART II: THE MISSING CASE -

The case wasn't in the Municipal Auction House because it never made it there. After Beedle's botched theft, the guard put the box back in the wagon, but before he could secure it, his superior came by to find out what had happened. Distracted and intimidated by his boss, the guard forgot all about tying down the case and when the wagon rolled down the street, it was just a matter of time before a pothole jostled the contents and sent them spilling out onto the road, for a enterprising thief to find and claim for himself.

This enterprising thief was none other than a common rogue named Slick, the very same individual who informed Beedle about the Knorbetal auction. Sensing great fortune, he plucked the black box from the street and slipped into an alley to see what was inside. He found little of interest or value aside from the dagger with the emerald pommel. He might have dumped the rest of the junk into the sewer, but thought there might be someone interested in them, so he set out to sell everything he had found. He got rid of everything but the dagger. For some reason, he felt he couldn't part with it, couldn't let it go. Still, he made enough coin to purchase a pouch of snake weed, so he called it a day and headed back to his usual haunts in the Docks.

Soon after the PCs head out to rob the Auction House, Beedle learns that his erstwhile friend had come into money after recovering a lost box. Incensed and forgetting all about his employees, Beedle hunts down Slick, hits him with a spell in an alley, and takes the knife from the unconscious thief.

WHAT NEXT?

The outcome of **Part I** determines how the player characters become involved in **Part II**. In all likelihood, the characters are probably a bit put out with Beedle and are likely in foul moods, especially if they believe he set them up. On the other hand, if they botched the Auction House and wound up in prison, they may have other reasons to hunt down Beedle—such as the High Wizard breathing down

their necks. In any event, curiosity, revenge, or the love of adventure finds the PCs embroiled in a strange plot involving a whole host of gloomy locations, sinister figures, and wicked plots.

This section can be challenging to run since it involves a number of characters and locations, requiring the characters to travel throughout the Old City, Warehouse District, the Docks, and possibly Scurvytown. You should be familiar with these districts, being sure to review their chapters in the *Pirate's Guide to Freeport*. To help keep all the threads straight, reference **Table A-2**, which summarizes the Encounters and the Information the adventurers ought to learn over the course of their investigation.

There are a number of ways for the investigation to turn south, with characters getting hung up on red herrings, coming to the wrong conclusions, or just simply giving up. None of these events are individually necessary to see the adventure to its end, so let the players explore as they like. If the game begins to slow and no new ideas bubble up, move on to the next day and **Part III**.

A. THE AUCTION

There are a slew of reasons to return to the Auction House: The PCs might have skipped over the break-in from **Part I**, thinking to rob whomever bids on the case. The characters might have failed to break in and now look for a way to finish the job. Or, the PCs may want to see who else turns up to snoop around. Regardless, the Knorbetal auction occurs as planned at eight o'clock sharp (unless the PCs burned down the building—then no one shows up). The bidders include a number of nondescript wizards, a fat merchant of little import, and a curiously handsome man named O'takan Farastay (see **Encounter H**).

Characters spotted during the break-in the night before ought to consider disguises or some other way to mask their appearance. Crask has a good memory and seeing anyone who looks like the thieves from that harrowing night is enough for him to call for the Watch.

Obviously, the case is never auctioned off because the case isn't here. Any characters present who are watching the audience for expressions or odd behavior may make Sense Motive checks opposed by Farastay's Bluff check to get a sense that the man seems disappointed.

Characters who opt not to attend the auction can find out much of the same information with a DC 15 Gather Information check. A success gives them a good idea about what was sold and the conspicuous absence of the coveted case. Success by 5 or more gives the characters general descriptions of those in attendance—use various characters described in this book or make up a few others. The only one of import is Farastay. Any efforts to follow up on other NPCs present for the auction give you an excellent chance to plant adventure seeds for future scenarios. Or, they could just lead to dead ends. An investigation into Farastay leads the characters to **Encounter H**.

Finally, the characters might conclude that Crask still has the case somewhere inside. If approached, he denies having it and a DC 15 Sense Motive check confirms he's telling the truth. Persistent characters might think to break into the Auction House once more. Let them, but double the guards and add a journeyman wizard from **Chapter Seven**.

B. FINDING BEEDLE

According to the terms of the agreement, once the characters acquire the case, they are to give it to Beedle at the Chumhouse in Scurvytown. Characters may wish to report their failure or confront

A-2: PART II SUMMARY

Encounter	Information Learned	Connections?
A. Auction House	Case wasn't present, items sold were standard, mention of "man in white"	Part I, B, F, H
B. Finding Beedle	Chumhouse, Blackened Knot, coming into money, possibly where Beedle lives	C
C. Beedle's Flat	Kergen's Kradle, coming into money, smell of snakeweed, Slick	D
D. Slick	Fate of the case, case's contents, Dimetrios	E, J
E. Buyers	Dead ends	—
F. Knorbetal House	Empty house, Uri Tasovar, man in white, Tarmon	G, H
G. Wizards' Guild	Dead end	—
H. Man in White	Identity of man in white, connections to Tarmon, <i>Narwhale</i>	F, G, I, J
I. Narwhale	Strange crew, Dimetrios, Mazin	J, Part IV
J. Dimetrios	Mazin connection, identity of man in white	I, Part III, Part IV

Beedle if they suspect him of double-crossing them. A DC 15 Knowledge (local) check identifies where the Chumhouse is located, while a DC 15 Gather Information check gets the characters decent enough directions to find it. Characters who succeed by 5 or more on either check know or learn the dive has a nasty reputation and is frequented by hate groups committed to driving savage humanoids out of the city completely. Success by 10 or more connects the Chumhouse with the Blackened Knot.

Scurvytown is not a nice place to live and less of a nice place to get lost. It's a district where anything goes and where breaking the law is a matter of course. Gangs, crime lords, and scum rule, and they don't have much use for anyone not of their own kind. Generally, Scurvytown is passable by humans and other common Freeporters, but savage humanoids face hostile stares and possibly open violence if such characters stray into the depths of the neighborhood. In short, so long as the characters stick to the waterfront, no one hassles them too much—a few jeers, thrown trash (at orcs), and foul name-calling is the worst they face.

THE BLACKENED KNOT

The Blackened Knot is a violent group of bigots who spend all their energy beating up and killing orcs and goblinoids in the hopes of nudging them out of the city. While their task has largely been achieved, the gang still walks the streets, kidnapping innocent humanoids and making examples of them—lynching being the most common. (See *The Pirate's Guide* page 76 for details on this group).

Slipping off the main route to the Chumhouse puts the PCs at risk of encountering the Blackened Knot if their party contains any orcs or goblinoids. Every 30 minutes of wandering has a 5% chance of such an encounter, consisting of one Apprentice Thug plus one more for each character (use **Apprentice Thug** statistics found in **Chapter Seven: Denizens of Freeport**). Half of their numbers come out of the street in front of the characters with the rest emerging from behind. The gang members are cowards at heart and fight only as long as at least half of their fellows still stand.

A fight here does not draw the attention of the authorities (what authorities?). Locals and onlookers vanish and don't look back as they try to get away from the fight. While the characters don't have to worry about legal repercussions for swapping blows on the streets, there's no help coming either.

If any of the gang members get away, the characters make enemies of the Blackened Knot and are likely, at your discretion, to have a few more scrapes with them down the road. Taking any of the gang members alive results in little more than a torrent of anti-humanoid rhetoric, name-calling, and a variety of colorful curses. These particular gang members don't know about the case, Beedle, or anything useful about this adventure.

THE CHUMHOUSE

The Chumhouse is a rough tavern at the end of one of Scurvytown's short piers. Sagging, dilapidated, and covered in gull droppings, the place is just as unsavory as it looks. The stench of the nearby fishery only adds to its ambience, filling the air with the tang of rotting fish guts and vomit. There's no sign over the door, and indeed nothing to indicate it's a business. It is made even more obscure by the slime clinging to the walls.

Aporcus Beedle chose this place because it's one of the few he hasn't yet worn out his welcome. In exchange for his small skills at wizardry, Abel Wackets (male human Journeyman Thug), the current owner, gives him drinks and a bit of gruel. Beedle doesn't have a particular grudge against orcs and goblinoids, but that's never stopped him from doing wrong before, which is good for him since this place is

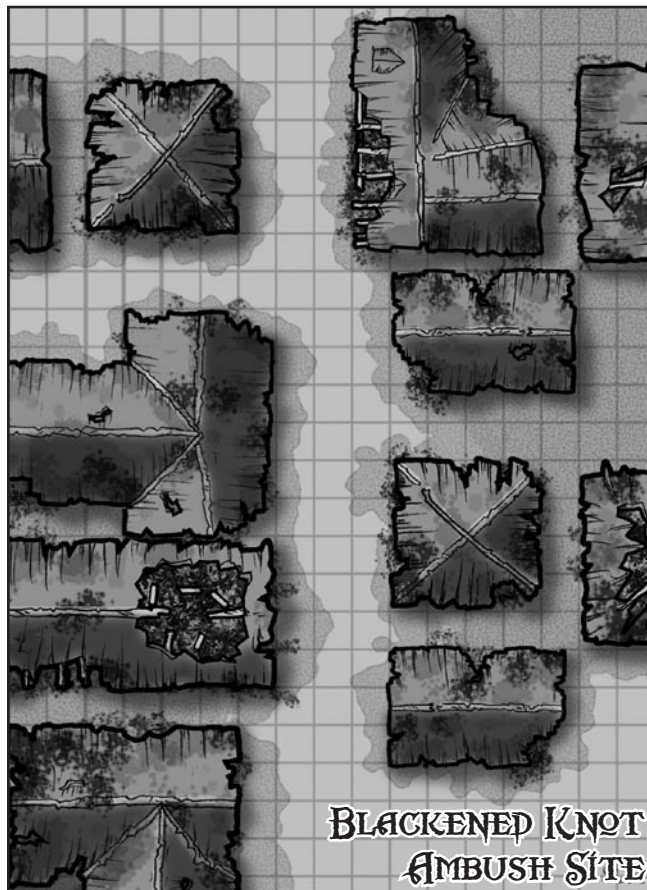
the unofficial headquarters of the Blackened Knot. Beedle intended to meet the characters here, but his plans changed once he came across the dagger on his own. He's not considerate enough to let them know; he just goes his own way.

Business is at its slowest during the daylight hours when customers are off working on the Docks or sleeping off the previous night's excesses. Wackets doesn't unlock his door until late afternoon on any given day, and until sunset he's in a fouler and more disagreeable mood than he normally is. When the characters arrive, the place is empty except for Wackets who sits on a stool behind the bar.

The Blackened Knot forms the core of the Chumhouse's clientele and so at night the place is full of their kind of scum. Every "customer" is human and very suspicious of anyone they don't know. All human parties can come and go from the place provided they haven't crossed the Knot before, they mind their manners, and can take a bit of off-color comments. Parties with dwarves, elves, gnomes, and the like get a wall of hostile glares and grumbling. Orcs and goblinoids stumbling inside get an ugly reception. Five apprentice thugs here plus one apprentice thug for each character attack any goblinoid PCs with the brass to step in this hornet's nest.

CHATTING WITH THE LOCALS

Assuming the characters took the proper precautions and left any orcs and others somewhere safe, the PCs can snoop around here. Everyone inside is unfriendly and unless their attitudes are improved to friendly (DC 25), the characters get nothing. Characters injecting a lot of anti-orc comments get a +5 bonus on their Bluff or Diplomacy checks. Saying they know Beedle doesn't help or hurt their chances. Friendly locals all know Beedle, but they haven't seen him for a few days. They don't have many nice things to say about him, frequently commenting on his loose loyalties and clear lack of commitment to their cause. Helpful locals reveal Beedle sometimes stays at Kergen's Kradle in the Docks—possibly leading the characters to **Encounter C**.



Characters speaking directly to Wackets may have a bit more luck. During the day, he's unfriendly, but at night, he's indifferent (owing to too many nips off the bottle). He's not happy with Aporcus and would love to get his hands on him—a useful fact that might help the characters in **Part IV**. Characters improving his attitude to friendly learn, *"Aye, the right bastard double-crossed me. He was to be here tonight fer this job, ya'see. I vouched for the lad, and he pulls a no-show. Serves me right, I guess. Never trust a wizard."* If helpful, he explains the nature of the job: Beedle was to accompany a few other members of the Blackened Knot to go string up an orc in Bloodsalt. They wanted Beedle's magic for insurance. Wackets also explains Beedle had been talking about coming into some money. *"Guess he did."* Wackets can also tell the characters all of the information gained from the other locals.

G. BEEPLE'S FLAT

Another likely place to find Aporcus Beedle is at his "house." Either asking around the Docks (and succeeding on a DC 20 Gather Information check), or braving Scurvytown to check in at the Chumhouse, turns up that Beedle sometimes stays at Kergen's Kradle.

KERGEN'S KRADLE

The Kradle is an unpleasant flophouse that lets rooms to sailors, vagabonds, or those looking for a few hours (or minutes) of privacy. Famed for flexible rental rates as well as its uncommonly filthy rooms, few folks *choose* to live at the Kradle and more often just wind up there. Finding Kergen's Kradle is easy: It's a big building surrounded by an infestation of smaller hovels, pubs, and shops of suspicious character (DC 10 Gather Information or Knowledge—local).

The Kradle is two stories tall with bars on all the windows. Entry is gained through a single door in the center of the building and just inside is a foyer, where Kergen himself sits inside of a fortified room with a barred window where he can safely talk to his guests. From there, he can pull a lever to unlock the door leading to the rest of the place, granting access the various rooms, stairs, and halls beyond.

Kergen is a disgusting man with an olive complexion, a sweep of pustules around his mouth and a greasy mop of black hair glued to his sweating brow. He wears a sleeveless white shirt stained brown, revealing lewd tattoos of various faerie women in impossible poses along both arms. When the characters enter, he quickly drops a pamphlet to his desk, looks up, and grins. *"My... Large group. No questions, I always say. How long ya need?"* Characters correcting his assumption find his smile vanishes. *"Well, what do you want then?"* Kergen is indifferent and generally unhelpful. An Intimidate check

(against his Sense Motive +4) or a DC 15 Bluff or Diplomacy check improves his attitude to friendly and changes his tone. Note each gp spent in bribes grants a +2 bonus to a Bluff or Diplomacy check.

A friendly Kergen sells out Beedle. *"Nope, he ain't here. Ha'ent seen him fer two days, I guess. And no, I haven't any idea where he's hiding, either. If you see him, tell 'im I don't care what kinda coin he's coming into, I'm selling his stuff."* Kergen has already emptied Beedle's room and keeps his pathetic possessions in a burlap sack behind the desk. Kergen offers to sell the bag for 20 gp, though a DC 10 Diplomacy or Intimidate check gets him to part with it for 5.

BEEPLE'S BAG OF JUNK

The first thing the characters notice about the bag is that it reeks. A DC 15 Craft (alchemy) or a DC 10 Knowledge (streetwise) reveals the stench is snake weed, a noxious and illegal drug still seeing circulation despite the city's ban. There's not much of interest here. The contents include a blood-stained shirt, a pair of soiled underclothes, one weighted knucklebone die, a broken knife, a wooden token, and a silk bag embroidered with a stylized K. The bag, which is worth 1 sp, once held the coins Beedle's aunt gave him when she threw him out of her house. The bag should point the characters toward the Knorbartal House if they haven't thought to explore the place yet, but the real clue is the odor. If asked about snake weed, Kergen says, *"Looking to score some, huh? Yeah, I know a guy."* For a silver piece, he says, *"Yeh need to check with old Slick. He's a thief, but he also deals. Friends with old Beedle, ya know."* He doesn't know anything about the pouch. He gives the characters a description of Slick and says, *"He's bound to swing by here at some point."* Slick is described in **Encounter D**.

D. SLICK

Slick is a petty, no-good piece of street scum. A thief and a drug dealer, he spends most of his days nicking purses at the Seaside Market and his nights peddling drugs in the alleys next to the Docks' worst pubs. Slick doesn't have much to do with the Canting Crew or the Syndicate, except to stay out of their way.

Slick does eventually show up at the Kradle to do business with a few regular customers, but the characters might find him if they spend some time at his other regular haunts—he's spending much of this night at the Rusty Hook. Characters can learn more about Slick by making a Gather Information check while in the Docks district.

Whether the characters simply wait for Slick to show up or find him in the Seaside Market (by day) or at any of the taverns in the Docks (at night), the encounter unfolds the same. Once he spots the characters, he suspects they want him for something he did, and so, being a coward, he flees. Depending on the set-up, the characters may be able to catch him by using spells or by beating his initiative and acting first. Otherwise, he runs, and if the characters want to talk to him, they're going to have to catch him.

TABLE A-3: SLICK

DC	Information
15	<i>"Slick's not worth two pennies, if you ask me. He's one of those freelancers. I don't like the Canting Crew anymore than anyone else, but at least abide by rules. Slick and his kind just steal from whomever they want."</i>
20	<i>"Slick? The thief? He's more a pusher than a thief. Deals in snakeweed and abyss dust, or so they say. One of these days, the law's gonna catch up with him and do him in."</i>
22	<i>"You looking to buy? No, not drugs. Old Slick's come into some other goods, dark things, occult things. He's created quite a stir in the 'round here."</i>

SLICK	GR 2
Male human rogue 2 NE Medium humanoid Init +1; Senses Listen +4, Spot +4 Languages Common	
AC 12, touch 11, flat-footed 11; Dodge (+1 Dex, +1 armor) hp 11 (2 HD) Resist evasion Fort +1, Ref +4, Will -1	
Spd 30 ft. (6 squares); Run Melee mwk dagger +2 (1d4/19-20) Ranged dagger +2 (1d4/19-20) Base Atk +1; Grp +1 Atk Options sneak attack +1d6	

Abilities Str 10, Dex 13, Con 12, Int 9, Wis 8, Cha 11

SQ trapfinding

Feats Dodge^B, Run

Skills Balance +3, Bluff +5, Diplomacy +2, Disguise +0 (+2 acting), Escape Artist +3, Gather Information +2, Hide +6, Intimidate +2, Jump +2, Knowledge (local) +4, Listen +4, Move Silently +6, Spot +4, Sleight of Hand +8, Tumble +6

Possessions padded armor, masterwork dagger, 3 daggers, peasant's outfit, 4 doses of snake weed, 2 doses of abyss dust

THROUGH THE STREETS!

You can narrate the chase sequence, calling for a few Reflex saves to avoid or slip around obstacles while running, or you can use a more mechanical approach.

In case of the latter, each round, Slick and the characters make DC 15 initiative checks. Everyone that succeeds gets one chase point. Everyone that fails loses a chase point. Characters with negative chase points are out of the chase. If at any time Slick gets four or more chase points more than the characters, he gets away. Conversely, if any hero gets four more chase points more than Slick, they catch him.

If the characters fail to catch Slick, they'll have to scour the Warehouse District for him. Each search takes 1d4 hours, at which point the chase begins again.

OBSTACLES

Every round, there's a 20% chance of encountering an obstacle (a swarm of terrified bats, a crying child, an overturned cart, and so on). All characters including Slick must succeed on a DC 15 Reflex save or lose a chase point as they become tangled up in the obstacle.

GOTCHA!

Once the characters catch Slick, he breaks down weeping. He begs the characters to let him live, claiming he'll do whatever they want. Slick is a scrawny man, about twenty, and filthy. He has a mess of fresh burns on his face. Treat Slick as being friendly for the purposes of social interaction. Slick answers these likely questions as follows.

Where's Beedle? I don't know. I haven't seen him since I told him about... I haven't seen him.

Told him about what? The Knorbetal House. They were taking the stuff to auction. It was weird. As soon as I said it, Aporcus said something about a case and got all excited. He left soon after.

Where's the case now? Gone.

Where? I sold it. I sold what was in it.

How'd you get it? It fell of a wagon. I thought the God of Thieves had favored me. I guess I was wrong, huh?

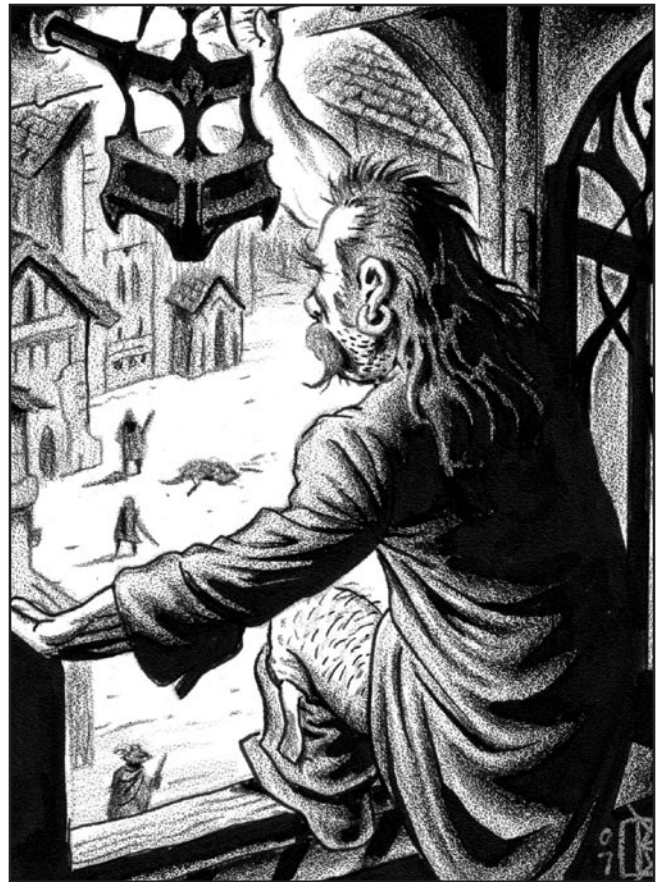
What was inside? Ah, this and that. Junk, really.

What in particular? Alright, alright! There was this black bag full of teeth. A thimble-sized jar of paste. An old scroll with weird writing.

Was that it? Well, there was a dagger, too.

Who did you sell this stuff to? The bag of teeth, I sold to a witch in the Seaside Market. Cleita. The jar of paste I sold to some fella that just got off the boat. I told him it would keep off the flies. Let's see. Oh, the scroll. I sold it to one of them wizarding types. Don't know the name.

And the dagger? Never got a chance to sell it. I was robbed! That's how I got this. [Points to his head.]



Did you see the attacker? No. I was walking along and then I got hit with this blast of fire. T'was sorcery, I'd bet my stones on it.

What did the dagger look like? Like junk, at first. Wavy blade, pitted and rusty. The only thing of worth was the emerald in its pommel.

Anything else about the dagger? Now you mention it, I felt somewhat funny while I held it, like it wanted me to do something... Something bad. For the whole day, I'd been seeing stuff out of the corner of my eye, like there was some woman that was following me.

Further questions reveal little else of interest. Slick doesn't know where Beedle is. He grudgingly accepts Beedle might have been the one who attacked him. Getting him to reveal the identity of his supplier whom he sells drugs for requires an Intimidate check. A success gets him to spill the name Dimetrios (see **Encounter J**). Go to **Encounter E** if the group wants to follow up on the buyers.

E. THE BUYERS

Cleita is a hedge witch who sells love potions and herbal remedies in the Seaside Market. Old, filthy, and smelling faintly of ham, she's friendly enough and shows the characters the bag of teeth if asked. She explains she bought it because she felt bad for Slick. She had sold him a cure for warts that didn't work and actually made them worse. She doesn't think the bag has any value. (She's right.)

The man with the jar of grease could be anyone in the city and finding him is akin to finding an honest man in Scurvytown, which is to say, impossible. The scroll went to a member of the Wizards' Guild. Attempts to learn whom the man or woman provides the same results as described under **Encounter G**. What this scroll is and who purchased it is a perfect way to expand the adventure, but if you're not inclined, this should just be another dead end.

F. THE KNORBERTAL HOUSE

The Knorbartal House faces the Street of Dreams in the Old City. When Delinda Knorbartal was alive, she ran a successful business as an alchemist and hedge witch, offering cure-alls and remedies that actually worked, as well as special formulas to erase one night of bad judgment. With her death, and lacking an heir (Beedle didn't know his aunt was dead, else he would have claimed the house), the place stood empty until Tarmon decided to seize it and sell the building and its contents, the proceeds going to a good cause, less Tarmon's finder's fee of course.

During the day, the Old City is extremely busy, and if the characters have made names for themselves—and not in a good way—they risk being spotted as they make their way to the House. Night is a different matter entirely. Much of the Old City shuts down completely, and the few people still about are suspicious and quick to call the Sea Lord's Guard. There are, however, plenty of shadows for creeping and skulking, and characters who proceed with caution should reach the house unmolested.

Like many buildings on the Street of Dreams, the Knorbartal House is a two-story structure with a shop on the ground floor and living quarters above. A sign proclaiming the place Knorbartal's Herbs still hangs over the door, though it's faded and peeling. The front door is locked (DC 20 Open Lock) and there is no other entrance from the street. Windows toward the front and the rear can be reached with a DC 15 Climb check and they are unlocked and open easily.

The interior is empty. A scattering of rooms connected by short halls reveal nothing but dusty corners and empty closets. A staircase leads down to the shop. Empty shelves hang on the walls, there is a counter and several glass cases, and some hooks for drying herbs can still be found on the beams running across the ceiling. Toward the back, a door leads to a dark storeroom, and while the outline of crates, barrels, and other assorted goods are left in the dust, that's all there is here: dust.

The floor in one of the rooms is damaged, loose floorboards left in a pile to the side of a hole. Inspecting the opening reveals a shallow cavity—just large enough for a small case. There's nothing else of interest here.

If you need a map, the map for **The Last Heir** should work well.

NOSY NEIGHBORS

Once the characters are ready to give up and leave, have them make DC 10 Listen check. Those who succeed hear a knocking on the front door. Peering out from an upstairs window reveals it's a middle-aged man wearing a nightshirt and boots (if night) or attire that marks him a merchant of some sort (if day). The man's name is Uri Tasovar (use statistics on page 153) and he runs a small shop next door to the old Knorbartal shop. Nosy, he's come over to see who is inside. Uri has never been a wise man. Uri doesn't want any trouble and if the characters make any threatening gestures, he flees back to his shop next door—he's a tailor—where he bolts the door and cowers in a closet.

Characters taking the time to talk with Uri find he's a terrible gossip and for every question he asks about what the characters are up to, he might cough up a bit of useful information about some of the other characters involved in the plot, as well as what's happened so far. *"I should really be used to all this activity at the house; it's been a madhouse lately, what with all the comings and goings."* Uri is friendly as long as he believes the characters are supposed to be in the house. If for any reason this changes, he immediately clams up and flees to his home or to the Sea Lord's Guard to report the suspicious activity. Uri knows the following clues, and reveals as much or as little as you like based on the questions the characters ask.

"A rather severe man in long robes came to the house a few weeks ago. I've seen him around the Old City for as long as I've lived here. I think he was Tarmon. You know, the wizard on the Captains' Council? Anyhow, he came here in the middle of the week, disappeared inside, and never came out that I saw. A few days later, he was back with a nice-dressed man, attractive, bronze skin, dark hair, white robes—he had hard eyes, though. The two walked the building and then left."

"Then a few days after that, there was a notice on the door that said the house and its contents were to be auctioned at the Municipal Auction House... Yesterday or the day before—I'm never good with details. Anyway, the workers showed up a day or so ago and unloaded the house. The most curious thing happened, though. Curious indeed. Young Beedle, you know, Knorbartal's nephew...? The one that tried to poison her? Well, I swear it was him, snuck into one of the wagons and tried to make off with something inside. Before he could get away, I mentioned him to one of the guards, who promptly told the lad to sod off. The case, if I remember right, fell on the ground, but the guard put it back on the wagon. I seem to recall it wasn't very secure..."

While Uri is sure Tarmon entered the house, he has no idea about the identity of the man in white. If asked about Beedle, he adds the following.

"Oh yes, Beedle. I'm surprised you didn't know. I thought he was dead after his aunt threw him out. He certainly deserved it. From what I could tell, young Beedle was a lackluster apprentice—wizard's apprentice that is—and was tossed out of the Wizards' Guild too. To think that he would betray his aunt as he did, after she took him in and all. Well, Beedle didn't have much more success there either and eventually tried to kill her with poison to gain her business and fortune. No one knows how she found out, but she did, and she sent him on his way. Why she didn't turn him over to the Guard, I'll never know. That was over five years ago. How time flies..."

Uri eventually grows weary when the characters don't offer any juicy tidbits about what they're doing and what's going on, and so he goes on his way. Uri's story is not over yet, as is shown in **Part III**.

G. WIZARDS' GUILD

Attempts to investigate the Wizards' Guild end in disappointment. Lucky and charismatic characters might get into the courtyard, but there, Thorgrim (see **Chapter Seven**), tells them Tarmon is unavailable and offers them nothing further. Pressing the issue gets them thrown out on the street. Breaking into the Guild building is beyond the scope of this adventure and if the characters do, you are encouraged to expand the adventure in whatever ways you like, making certain to give such ambitious adventurers a brutal, bloody, and spectacular end in the fortress's eldritch interior.

H. THE MAN IN WHITE

The characters may also follow up on the mysterious "man in white" described in **Encounter A** and **F** by doing a bit of snooping around. Characters need to make Gather Information checks. Each check takes 4 hours of work and costs 1 cp for each point of their check result. If they can't or choose not to match the check result, their check result equals how much they did in fact pay (up to a maximum of the check result). Characters making the check outside of the Old City or the Docks take a –5 penalty to the check. See **Table A-4: The Man in White** for details.

I. THE NARWHALE

The characters should eventually figure out that the man in white, O'takan Farastay, is somehow involved, from what they learn in **Encounters A, F**, and particularly **H**. With persistent questioning or dumb luck (if you're feeling generous), the characters may eventually find the *Narwhale*, his ship that's tied off on a pier in the Warehouse District. Finding the *Narwhale* isn't too hard and a DC 15 Gather Information check or a handful of gold pieces paid to any of the longshoremen can point the way.

The *Narwhale* is a sleek caravel in excellent repair. Measuring some 75 feet in length and 20 feet at the beam, it has three masts that fly white sails when unfurled. The bowsprit is carved to resemble a unicorn's horn and it extends some nine feet from the ship. "Narwhale" is painted in white on its hull.

The ship's crew doesn't stray far from the ship, and they are a sinister lot of men, with bronze skin, black hair, and unfriendly eyes. They wear nasty curved blades in sashes cinched around their waists, and all keep their long hair pulled up in topknots. They shoo off any who come close to the ship but never speak. Any effort to talk to them finds blank stares as if they don't understand the language, and characters watching the crew from afar note the men never speak to each other, communicating using hand gestures. The reason for their silence is that they are slaves and they have all had their tongues cut out.

There are 20 sailors in all and they don't think twice about cutting intruders up and tossing their remains to the fish. There's no time when there aren't a dozen sailors watching over the ship, so getting on board takes some maneuvering. Should a fight break out, the sailors fight to the death, coming in waves of five every two rounds until all are involved.

The *Narwhale* and its crew are described in detail in **Part IV**.

INVESTIGATING THE NARWHALE

While getting on board the *Narwhale* may seem like an insurmountable task, learning a bit about the ship isn't. Asking any of the old-timers around the wharves of the Warehouse District about the ship reveals the *Narwhale* may not be a regular sight in Freeport, but it does come to port about once a year. It almost always comes with foodstuffs. The Captain, O'takan Farastay, negotiates with his contacts for a fair price, but he never haggles hard or for long. Once he's off-loaded his goods, he spends about a week in the city and then departs. Each time, his crew is the same—silent and spooky. No one else ever leaves the ship.

Characters who do a bit more digging and succeed on a DC 20 Gather Information check learn that Captain Farastay always deals with the same man—Dimetrios. A DC 15 Knowledge (local) check reveals Dimetrios is a minor smuggler who stays out of trouble by lining the pockets of the Harbormaster. A success by 10 or more reveals Dimetrios is more successful than he lets on and is the person to see if one's interested in the goods of the Black Mark (see **Chapter Twelve: Underside** in the *Pirate's Guide to Freeport*).

**TABLE A-4:
THE MAN IN WHITE**

DC	Result
15	"Aye, I know who yer talkin' about. I seen 'im around. Must be important, since he's almost always with one o' them damn 'izards."
17	"Oh him. I think 'is name is Fara... Fada... oh hell, it's something foreign. He ain't from around these waters, that's for sure."
20	"Farastay. Something Farastay. I hear he's an important person from the Continent. Merchant maybe. Spends time with the wizard Tarmon."
22	"It's O'takan Farastay and he's not from the Continent; you can tell by his accent... he's from somewhere else. He sails the Narwhale, a great galleon that flies no nation's colors."
25	"There's whispers about him, yasee? Whispers that he deals with them folks from Mazin. Slavers all. You don't wanna be caught on the wrong side of the likes of him."

STAKING OUT THE NARWHALE

Watching the *Narwhale* is fruitless for much of the adventure. Captain Farastay periodically returns to the ship to consult with his first mate, but such visits are rare. Instead, he's either at the Wizards' Guild with Tarmon or scouring the city for the *emerald dagger*. Aside from his infrequent visits, the characters don't get much from watching the ship until Beedle, under the influence of the dagger, kills Uri Tasovar, and Farastay's two pet demons bring the young man to the ship. These events are described in **Parts III** and **IV**.

J. DIMETRÍOS

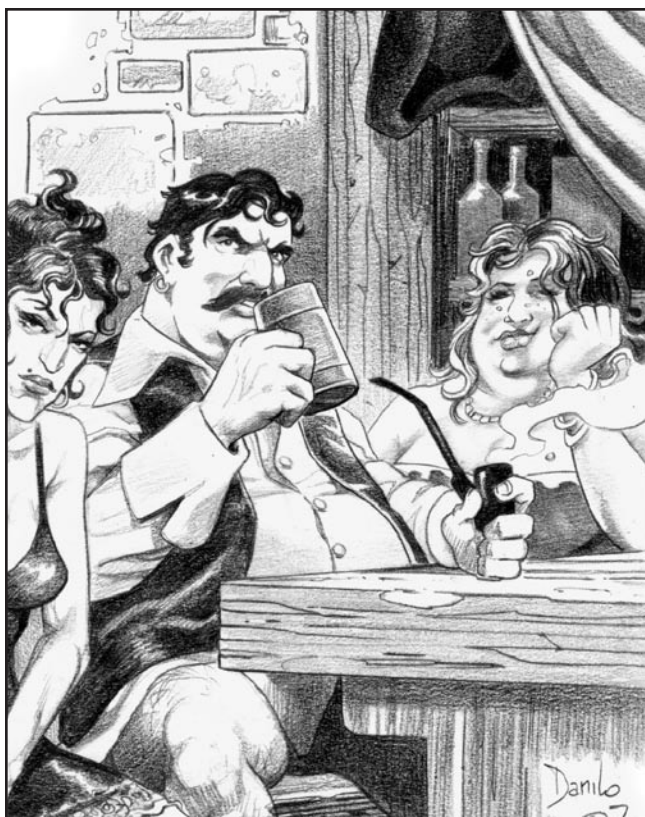
A minor smuggler and popular knave in the Docks and Scurvytown, he has the benefit of knowing whom to pay to look the other way. One of the worst kept secrets in the Docks, however, is that Dimetrios is the "door" to the Black Mark, Freeport's nexus of smuggling activity. Through him, the Black Mark gets all sorts of illegal goods and contraband, ranging from dangerous supernatural items to drugs, forbidden texts, stolen goods, and so on. While the Watch has their suspicions, people like Finn, Mister Wednesday, and no few merchants encourage them to mind their own business.

Dimetrios haunts the Docks. He spends his time in various watering holes and brothels, picking a new location each time. So well known is Dimetrios, he has friends wherever he goes, and thus protection. Attempts to rough him up are foolhardy at best, fatal at worst.

Place Dimetrios wherever you want and have the characters explore several of the Docks locations as they're looking for him. A few

MEETING O'TAKAN FARASTAY

While unlikely, it is possible for the characters to run into Captain Farastay while in the city. Should this happen, don't panic. Farastay is a charming man and he's polite to the characters, not revealing his sinister ambition. He sticks to his cover story, claiming he's a humble merchant from distant Narajan and he comes to Freeport to do some business, but mostly to spend time with friends. He responds to questions about his cargo by saying he deals mostly in dry goods. He denies any connection to Mazin, Dimetrios, or having any interest in the Knorbartal Estate or the missing case. In general, Farastay should come off as a successful businessman.



Gather Information checks against a DC 15 should eventually put them in touch with the smuggler.

Seated at a large table and surrounded by six scantily-clad women is a large, fat man with porcine features and a big grin. He has a mop of black hair and little black eyes. A thick moustache covers his lip, but does little to hide his big smile.

Dimetrios denies everything. He denies knowing Slick, denies dealing in drugs, and denies any connection to the Black Mark. Intimidation and threats don't work on him either since he only has to say the word and send the characters into a world of hurt. Hidden among the crowd are six Journeymen Thugs (see page 89 for statistics) and they are quick to come to their leader's defense. Characters showing respect and subtlety can get the man to talk by succeeding on a DC 20 Diplomacy check. If they mention Slick and circumspectly tell the smuggler they know about his other enterprises, they get a +2 bonus on the check. If they mention their suspicions that O'takan Farastay is a slaver, they get a +2 bonus, +5 in the unlikely event they have proof.

Once they get on Dimetrios's good side, he sends the women away, leaning forward to whisper what he knows. "

I've suspected that bastard of being Mazin scum. Those sailors of his are giveaways. But I don't ask questions, see. Questions make a man dead...

"Look, if what you say is true, I owe him nothing. He can go to hell. But realize he has powerful friends. He and Tarmon, the high wizard, they're tight, see. So I wouldn't go messing with him."

If the characters ask why he's in Freeport, Dimetrios adds,

"Can't say. He brings foodstuffs in the city and hidden inside are... Well... None of your business. Anyway, he didn't bring anything this time. Made me mad. I was expecting a... Ah... Shipment, see? The only thing he says to me is that he's here to pick up something he lost. Can't say what it is, but my boys said he met with Tarmon that day, then went to the Knorbertal House, and then went to the Auction House. He's been laying low since."

Dimetrios has nothing further to say, and further questions are met with, "Don't push yer luck."

- PART III: BLOODY PAWN -

Once the characters have exhausted their leads, or at a time of your choosing, events take a turn for the worse. The events described in this section can occur at any time, preferably after the characters have a good idea that Beedle has the knife. When you're ready, one of the characters' contacts or allies tells the characters they're wanted for murder (or if they have no contacts, the characters see their likenesses on wanted posters). Being accused of murder is serious, but it's not the

end of the adventure; murderers walk the streets of Freeport all the time. The PCs just need to be a bit more careful as they go about their business and stick to areas where the Watch has less influence.

While the characters spent the previous day trying to find Beedle, their employer fell under the thrall of the knife. Possessed by the ghost lurking inside it, Beedle has become filled by her fury and seeks revenge by killing the children of the Guardsmen she blames for the death of her own children. Of the guards present at the time of her death, only four of them have any living descendants. Within one night, Beedle has managed to take out three of them. To avoid being stopped or captured, he gave the Watch a tip, claiming he saw the characters kill one of the victims.

HUNTED BY THE WATCH

For the rest of the adventure, until the characters manage to find Beedle and the dagger, they have to avoid the Watch. It doesn't matter how often the characters have a brush with the city's law enforcement, just that they do and that they feel the pressure. Use the Watch encounters as a means of moving along the adventure, such as when the characters find themselves stuck or are paying too much attention to a useless detail. Whenever game play bogs down, throw a handful of Watchmen their way (no more than 1 plus 1 Watchman per PC; use Apprentice Watchman statistics on page 89). After two or three of these, the characters aren't likely to sit in one place for long.

WHAT NOW?

How the adventure proceeds from here is up to the characters. With the weight of the accusations on their necks, the adventurers may very well want to get out of the city and fast, but the Watch are expecting this and have an eye on the wharfs. Furthermore, few honest ship captains have much interest in picking up a band of fugitives, even if they promise to work for cheap, but they might be convinced for a big pile of gold. This leaves the characters looking for less honest means to escape, such as stowing away on a ship or getting help from Karl Wine—the proprietor of the Rusty Hook (see entry in the *Pirate's Guide* for details). However, the players should finish the

adventure and not leave the city before a satisfying conclusion, so make escape very difficult, adding extra obstacles and perhaps even pulling in other factions who might have an interest in Beedle, the knife, or O'takan Farastay.

TARMON

It's also possible Tarmon has already approached the characters and maybe even hired them—see the **Darn Players** sidebar. If so, he doesn't clear their names right away, believing this is extra motivation to complete their mission. He does meet with them once their names are circulated and tells them once Beedle is in his hands, he'll exonerate them. The characters may also suspect Tarmon's involvement in the matter if they learned of O'takan Farastay and his connection to the high wizard. Tarmon denies any involvement in the whole mess, but admits Farastay is an old friend. He says Farastay is indeed from Mazin, but has nothing to do with the traffic of human flesh. *"He's an honest merchant, a rarity in this city."* He refuses to listen to any accusations about Farastay and grows angry if the characters press the issue without evidence.

KEEPING THINGS STRAIGHT

If the characters still haven't exhausted their leads from **Part II**, let them spend as much time as they need in talking to the various characters and following up on leads—this gives the adventure more time to ferment, giving Beedle a realistic amount of time to locate Uri Tasovar. With the Watch chasing after the characters, Beedle, impelled by the spirit in the dagger, goes to murder his fourth and final victim. He is ultimately captured by Mazin's pet demons and brought to their master's hidden stronghold (see **Part IV**).

MURDER VICTIMS

The murder side-plot distracts the characters from approaching Dimetrios, but it also reveals the history of the *emerald dagger* and the dangers posed by the weapon. The basic information about the murders is simple to uncover since they are the talk of the city. A Gather Information check, requiring 1 cp per point of the check and 1 hour for every 5 points of the check result, turns up information as shown on **Table A-5: Murder Information**.

CRIME SCENES

The Watch has the crime scenes covered up tight. The characters will have to use Disguise, Bluff, spells, or some other subterfuge to get a look at these places.

ROSE ALLEY

This sidestreet is a noted place where cheap courtesans sell their services to randy sailors and desperate men. It's a disgusting place, the walls covered with lewd graffiti and suspicious stains. A DC 15 Diplomacy check (+5 per gp spent in bribes) gets the local prostitutes to reveal Sasha had a customer and took him deep inside the alley for privacy. She yelped a few times, but that wasn't unusual. No one saw his face.

THE HARBOR

There's no real evidence here. Nobody saw anything, and if they did, they aren't talking. A DC 15 Gather Information check turns up that the body was found floating next to the *Narwhale*.

KERGEN'S KRADLE

Kergen is in his office and terrified. He's told the watchmen nothing, saying he didn't see a thing last night. The Watch interviewed everyone living here, but poor security and easy access to any of the rooms makes it unlikely anyone living here did the deed. If the characters can somehow get Kergen alone and succeed on a DC 20 Intimidate

TABLE A-5:
MURDER INFORMATION

DC	Information
10	<i>"The work of a madman, I reckon. The Watch says the killings were random. The way I hear it, each one was stabbed a dozen times with a knife. No, nobody thinks they were connected."</i>
15	<i>"The strangest things about the deaths was a bloody note left with the body. It says something like, 'for my children.' What's that all about?"</i>
17	<i>"The victims? A prostitute, a member of the Watch, and an adventurer."</i>
20	<i>"The prostitute would've been dead in a few months anyway. Old Sasha, she had the rot real bad. They found her in Rose Alley."</i>
21	<i>"It's a sorry thing, though, about Reinholt Proy, the guard? Yeah, he came from a long line of Guardsmen. He might have been a Guard too, but he was assigned to the Watch after the split. A right noble man he was. Sorry to see 'im go. The Watch found him floating in the harbor."</i>
22	<i>"No one knows much about Rene Montblanc. The way I hear it, her great grandpap lived in the city during the Back Alley War, but he left, family in tow, for the Continent. Evidently, she had just come to the city to seek her fortune. Guess she found it."</i>
23	<i>"Montblanc, oh she was killed in Kreble's Kradle. Can't say why she was there. Nasty place that one."</i>
25	<i>"Well, I can't say there's anything that links them... well except none of them had any heirs—each the last of their lines. Oh, and they were all killed in the Docks, if that matters any."</i>

check, he starts blubbing, saying he knows who did it. After the characters left, Beedle showed up. He looked strange, his eyes flashing a bright green. He walked right passed Kergen and ignored the owner. He vanished up the stairwell and never came out. He's more saddened by the fact the Watch confiscated all of Montblanc's possessions before Kergen got a chance to pick out the expensive items to recoup the damage to his business. Characters who succeed by 5 or more on the check also jog Kergen's memory and he adds, *"She was real pretty. She says to me when she paid for the room that her great grandfather was a member of the Sea Lord's Guard... I guess she thought that meant something to me."*

REINHOLT PROY'S HOUSE

The characters might think to examine the dead Watchman's apartment. Luckily, the Watch hasn't gotten there yet, so the characters have a free hand to search the place. Locating Proy's apartment is tough, requiring a DC 20 Gather Information check. Once they locate the building—a Docks tenement near the edge of the Warehouse District—they just need to ask one of the locals. The apartment is at the top of a flight of stairs, facing the bay. The door is locked (DC 20 Open Lock check or DC 25 Strength check to open). Getting the manager to give the characters a key requires a DC 15 Bluff check (give the characters a +2 bonus if they come up with a good cover story).

The interior is not too shabby, but not too nice, either. The contents include a narrow bed, a table, water basin, mirror, shaving knife, and a chest filled with uniforms, clothes, and personal effects. A crusty loaf of bread, partly eaten, sits on a cutting board on the table next to a bag of wine. A DC 20 Search check of the apartment turns up an old, battered journal. The pages are yellowed and the writing is cramped. The dates on the entries place the events described about a hundred

years ago. Flipping through the pages, it discusses the life of a guard in service to the Sea Lord. The writer wasn't a particularly good man, and the text paints him as opportunistic, looking to get ahead and out of the city. Of note is the final entry, which follows:

I can't get the blood off my hands. They won't come clean no matter how hard I scrub. I agree with the Sea Lord's war, but the killings. Too many Freeporters are falling in her crusade to cleanse the city of the Thieves' Guild. Far too many...

After tonight, I think I'm done. I can bust heads like anyone, but I'm not a child-killer. Or at least I wasn't. Marquetta passed down orders we were to hit them fast and hard. Our informants told us there was a Guild safehouse in the Freebooter's District. Me and my boys marched down there after sunset. We were going to smoke out the thieves and round them up when they came out. I gave the order. The boys tossed in the torches. The fire spread quickly, engulfing the house. But no one came out. Then, we're beset. Scum came from all directions attacking us. While fighting one of those bastards, I thought I saw someone in the house. It was a child. I tried to break free of my opponent and help the kid, but he wouldn't let me go. I looked again. Two children. Screaming. I tried, damn it, I tried to help.

Then, this woman, their mother I guess, showed up. She went crazy. She started screaming and wailing, slashing at my boys with a knife. It was weird. Time seemed to slow. Whenever her blade bit flesh, her victim fell, dead. Each time, the green stone of the pommel shone with light, casting a ghastly glow. A minor nick was all it took—the man simply died. The sheer violence surprised my foe so I drove the blade into his gut and pulled my crossbow. She was still fighting, still killing. I raised the crossbow and fired. The bolt took her down. She crawled forward, toward the house, where she died. I did her a favor, I s'pose. Ain't no good watchin' yer children die.

The thieves ran off. Of our entire squad, only myself, Henry, Montblanc, and Rue still lived. Old Rue picked up the knife from the woman's corpse and tucked it away. What he wanted with it, I can't say. Anyway, I'm quitting in the morning. I've had enough.

The journal ends here and there's no more mention of this knife. The men the author calls out all had families with children, and then died. Their lines, however, were weak, and each has only one heir: Reinholt Proy was the descendant of the writer, Rene Montblanc of Montblanc, and Old Sasha of Henry, and these three are all dead. The only survivor is Rue's descendant, Uri Tasovar, though there's next to no way to make this connection without further inquiries.

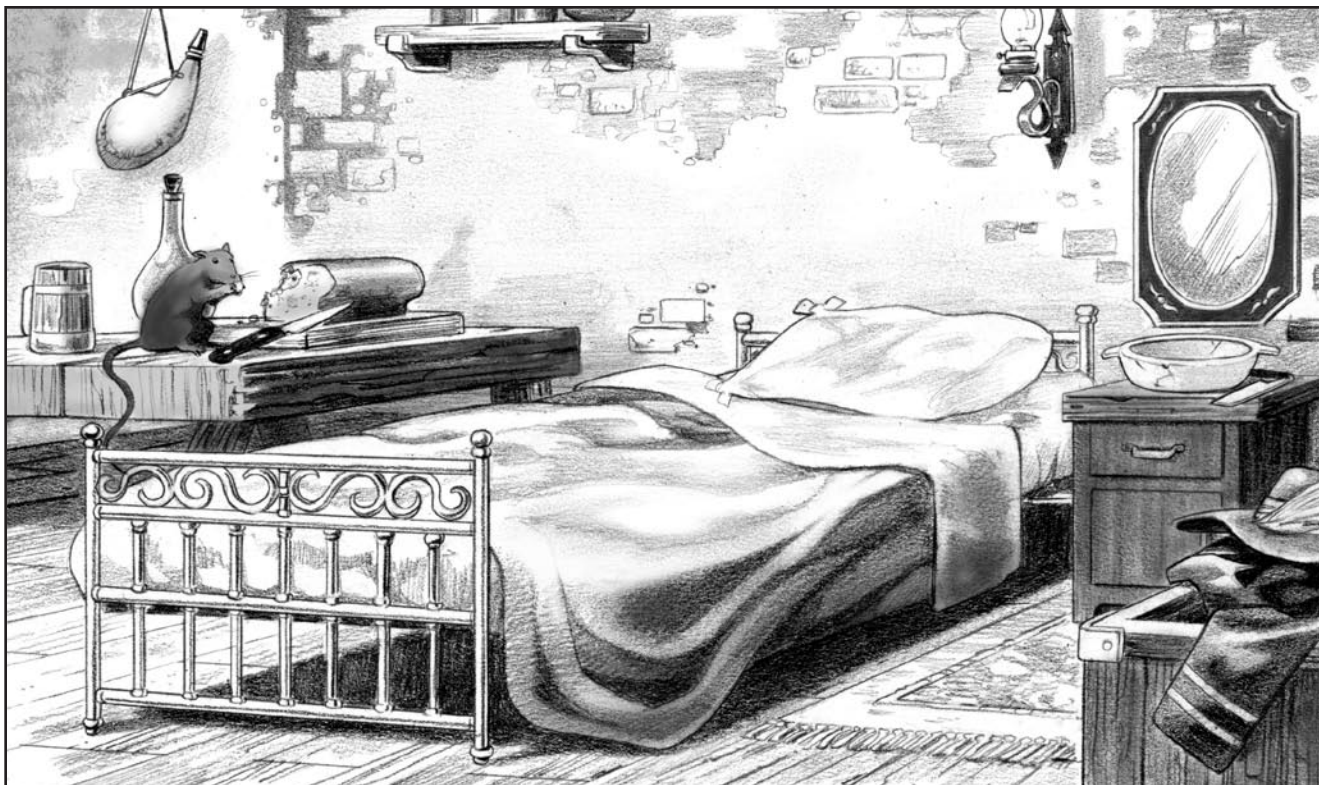
The conflict the writer mentions describes the outbreak of the Back Alley War. Player characters who succeed on a DC 15 Knowledge (history) check know the basics of this conflict—the Sea Lord Marquetta purged Freeport of the Thieves' Guild as they continually violated the city's ban on slavery. Success by 5 or more reveals the details of the war spelled out in the Adventure Background as well as any pertinent details from **Chapter One: A History of Freeport** in *The Pirate's Guide to Freeport*.

OFFICE OF PUBLIC RECORDS

Examining the journal should give the characters some idea about the motivation behind the murders, but it doesn't help the characters find the last heir. Characters succeeding on a DC 15 Knowledge (local) check may think to check with the Office of Public Records. Otherwise, the characters are unlikely to find out anything further without magical assistance—which can be resolved as you see fit.

The Office of Public Records is a two-story storehouse that sits in the Warehouse District. The building is old and filled to the rafters with a mess of documents, papers, and logbooks. Sifting through the information could take a lifetime without the help of Old Reed, the Record Keeper and the only person in the city who has an idea of what's what and where he's put things in this ramshackle building. Old Reed doesn't get out much, so he has no idea the characters are wanted for murder.

Unpleasant and cranky, acquiring Old Reed's help is a chore. He needs to be massaged, placated, and made to feel important, all of which entails fawning complements (or a DC 15 Bluff or Diplomacy check). Once the characters make him friendly, he's willing to assist them in finding whatever it is they're looking for. The Office is an ideal location for catching the PCs up on clues they've missed, but



above and beyond bringing the characters up to speed, the Office is *the* place to learn about Rue.

It turns out that Rue was a suspected cultist of some foul god or other. When his family learned about his darker interests, they distanced themselves from the cursed line by changing their name to Tasovar, about 75 years ago. Finding this information takes 6 hours of searching with Old Reed's help, or double this time without.

Should the Tasovar name fail to ring any bells—such as if the characters didn't get the name of the nosy neighbor at the Knorbartal house—they might think to ask if there are any Tasovars left in Freeport. Four hours later, Old Reed comes up with a name, Uri Tasovar, and an address, the Street of Dreams, next to the old Knorbartal House.

THE LAST HEIR

No one in the city suspects Tasovar is Beedle's next victim, so the characters can approach him without too much fear of encountering the Watch, though they will need to find some way to get through the gates and back into the Old City. Characters who have met Tasovar already can find his house with little trouble (otherwise a DC 15 Gather Information check in the Old City does the trick—he's a famous gossip, after all).

Once there, though, they find Tasovar is not as willing to talk to them as he was previously (if, indeed, he has met them). He knows the Watch wants them and he tells them to go, or he'll call for the authorities. Calming the man requires a DC 25 Diplomacy check or a successful Intimidate check (his statistics follow). The characters can use force to subdue the man, which may be the only course of action, since he's their best chance at nabbing Beedle. He hasn't yet gone to the Watch about the PCs (assuming they've been to the house before) because he fears reprisals.

URI TASOVAR

GR 1

Male human expert 2
N Medium humanoid
Init +0; **Senses** Listen +8, Spot +8
Languages Common

AC 10, touch 10, flat-footed 10
hp 9 (2 HD)
Fort +0, **Ref** +0, **Will** +4

Spd 30 ft. (6 squares)
Melee mwk dagger +0 (1d4–1/19–20)
Base Atk +1; **Grp** +0

Abilities Str 8, Dex 11, Con 10, Int 11, Wis 12, Cha 13
Feats Alertness^B, Negotiator
Skills Diplomacy +10, Gather Information +8, Knowledge (local) +5, Knowledge (nobility) +5, Listen +8, Profession (tailor) +6, Sense Motive +3, Spot +8
Possessions masterwork dagger, 356 gp, shop and all of its contents

TASOVAR'S SHOP

Tasovar runs a small, moderately successful tailor's shop on the Street of Dreams. It sits next to the Knorbartal shop and house, and has a similar layout (see **Tasovar's Shop Map**). During the day, Tasovar is busy, the shop filled with customers and a few helpers. Tasovar has no time for conversation—if his attitude is improved to friendly—and asks the characters to return at the end of the day. At night, the place is locked up tight (DC 25 Open Lock or Strength check to open the front door).

A. SHOWROOM

The showroom is a maze of manikins, bolts of cloth, stools, mirrors, and other accoutrements of dressmaking. Two displays for the windows can

be reached by a short set of steps near the front of the area. A long table separates the customer area from where Tasovar does his work.

B. OFFICE

This small room serves as Tasovar's office. Sketches of dresses hang on the walls and the place is in utter disarray. A DC 15 Search check uncovers 250 gp.

C. STOREROOM

Tasovar keeps his supplies in this room. Bolts of material, including silk, linen, cotton, wool, and more lay in neat piles. Ribbons, lace, and buckets of buttons, along with bags of needles and spools of thread fill the room near to bursting.

D. SITTING ROOM

This hall doubles as a sitting room. A table, three comfortable chairs, and a painting of a sylvan scene with capering fairies in lewd positions fill this room.

E. KITCHEN

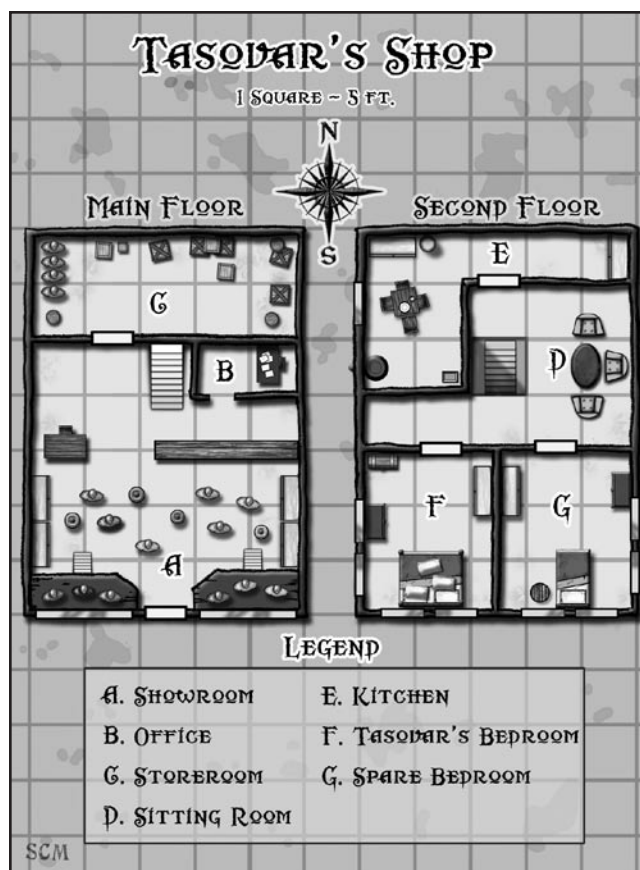
This is a small kitchen and dining area. The cupboards hold fine dishes, dried foods, and whatnot. A wood-burning stove stands against the far wall. A table and four chairs sit near the stove.

F. TASOVAR'S BEDROOM

This is a finely furnished bedchamber. Dominating the middle of the room is a large four-poster bed piled high with pillows. A wardrobe holds several smart suits and a dresser contains socks, smallclothes, and other personal effects.

G. SPARE BEDROOM

This is another bedroom, almost as fine as Tasovar's room. It holds a simple bed, table, empty dresser, and wardrobe.



THE EMERALD DAGGER

Price: 10,302 gp

Space: —

Caster Level: 8th

Aura: Moderate necromancy (DC 19 CL)

Activation: — or immediate action

Weight: 2 lb.

This long dagger has a corroded, wavy blade of a greenish metal. A sparkling green emerald serves as its pommel.

When you wield the *emerald dagger* in combat, it functions as a +2 *dagger*. As an immediate action, you may force a target you strike to attempt a DC 20 Fortitude save or take an additional 1d6 points of damage.

When using this weapon in conjunction with the *call forth the fiend* incantation, it doubles the bonus on the Knowledge (forbidden) check gained from making a human sacrifice. See page 158 for details on this incantation.

This weapon is wicked, spawned from the dark sorceries of the Mazin fiend-binders. Each day the weapon remains in your possession, you must succeed on a DC 15 Will save or be forced to commit a loathsome or vile act as determined by the GM. This is what prompted Beedle to try to poison his aunt.

Prerequisites: Craft Magic Arms and Armor, *inflict light wounds*, *owl's wisdom*, creator must be evil.

Cost to Create: 5,000 gp, 400 XP, 10 days



BEEPLE'S RETURN

Under the influence of the *emerald dagger*, Beedle comes to Tasovar's Shop to kill the tailor, so unless the characters are present to defend Tasovar or move the man to some other location, Uri dies. Once he does, the spirit in the dagger feels suitably avenged and abandons the weapon, leaving a bloody and confused Aporcus Beedle. Not sure what's happened since he got the weapon, he flees to his old haunts, where he's promptly intercepted and captured by O'takan's demons and taken to the *Narwhale* (see **Part IV**).

If the characters have uncovered the identity of Beedle's next victim and are laying a trap for him, they are likely to face him in Tasovar's shop. Even though confronted with a band of adventurers, being so close to her last victim drives Crump's ghost mad with frustration. She forces Beedle to attack the characters and fight them to the death. The only way to avoid this outcome is if the characters address the ghost and mention that night her children died. This causes Beedle to stop his attack. The characters can press on by telling the ghost what really happened and the cause of the Back Alley War (see **Reinholt Proy's House**). A DC 20 Diplomacy check in conjunction with this information is enough to cause the ghost to wail and flee back into the dagger, releasing Beedle. The failed wizard, however, is very confused and tries to flee to the best of his ability. If he gets away, O'takan's minions snatch him and drag him to their hideout as described above.

GHOST OF MELANIE CRUMP

GR 3

Female human ghost rogue 1

CE Medium undead (incorporeal)

Init +1; **Senses** darkvision 60 ft.; Listen +11, Spot +7

Aura unnatural (30 ft.)

Languages Common

AC 11 (13), touch 11 (13), flat-footed 10 (12) (+1 Dex, +2 deflection [manifested])

hp 6 (1 HD)

Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, massive damage, nonlethal damage, ability drain, energy drain, ability damage to Str, Dex, or Con, any effect that requires a Fortitude save unless it also works on objects

Resist turn resistance +4

Fort +0, **Ref** +3, **Will** -1

Spd 30 ft. (6 squares), fly 30 ft. (perfect)

Melee unarmed strike +1 (1d3+1 nonlethal) ethereal targets only

Base Atk +0; **Grp** — (+1)

Atk Options sneak attack +1d6

Special Actions malevolence, manifestation

Abilities Str — (12), Dex 13, Con —, Int 10, Wis 8, Cha 15

SQ item bound, rejuvenation, trapfinding

Feats Dodge, Stealthy

Skills Bluff +4, Disable Device +2, Disguise +4, Escape Artist +3, Gather Information +6, Hide +15, Intimidate +4, Listen +11, Move Silently +7 (ethereal only), Open Lock +3, Search +10, Sleight of Hand +3, Spot +7

Unnatural Aura (Su) Animals will not approach within 30 feet of Melanie Crump and become panicked if forced to do so and remain panicked for as long as they remain within range.

Malevolence (Su) Once per round, Melanie Crump can merge her body with a creature on the Material Plane. This ability is similar to a magic jar spell (caster level 10th), except it does not require a receptacle. To use this ability, Melanie must be manifested and move into the target's space; moving into the target's space to use the malevolence ability does not provoke attacks of opportunity. The target can resist the attack with a successful DC 17 Will save. A creature that successfully saves is immune to Melanie's malevolence for 24 hours, and she cannot enter the target's space. If the save fails, Melanie vanishes into the target's body.

Manifestation (Su) Although bound to the emerald dagger, Melanie dwells on the Ethereal Plane and, as an ethereal creature, she cannot affect or be affected by anything in the material world. When she manifests, she partly enters the Material Plane and becomes visible but incorporeal on the

Material Plane. While manifested, she can be harmed only by other incorporeal creatures, magic weapons, or spells, with a 50% chance to ignore any damage from a corporeal source. She can pass through solid objects at will, and her own attacks pass through armor. She always moves silently. Even manifested, she remains partially on the Ethereal Plane, where she is not incorporeal. She can be attacked by opponents on either the Material Plane or the Ethereal Plane. Her incorporeality helps protect her from foes on the Material Plane, but not from foes on the Ethereal Plane. Melanie has two home planes, the Material Plane and the Ethereal Plane. She is not considered extraplanar when on either of these planes.

Item Bound (Ex) Regardless of whether or not she's on the Ethereal Plane or the Material Plane, Melanie cannot move more than 5 feet from the dagger's position. The same holds true when she's using malevolence—she only uses her malevolence ability on targets that handle the dagger. If destroyed, she rejuvenates in a square adjacent to this weapon.

Rejuvenation (Su) If destroyed, Melanie restores herself in 2d4 days provided she succeeds on a DC 16 level check. The only way to get rid of Melanie for sure is to kill Uri Tasovar or convince her that the blame for her children's deaths lay at the feet of Mazini slavers.

POSSESSED APORGUS BEEDLE

GR 3

Male human wizard 1/rogue 2

CE Medium humanoid

Init –1; **Senses** Listen +0, Spot +0

Languages Common

AC 10, touch 10, flat-footed 10 (–1 Dex, +1 armor)

hp 14 (3 HD)

Fort +0, **Ref** +3, **Will** –1

Spd 30 ft. (6 squares); **Run**
Melee mwk dagger +2 (1d4+1/19–20)
Ranged mwk hand crossbow +0 (1d4/19–20)
Base Atk +0; **Grp** +1

Atk Options sneak attack +1d6

Combat Gear *scroll of invisibility*, 2 *scrolls of mage armor*, *scroll of misdirection*, *scroll of scorching ray*

Abilities Str 12, Dex 9, Con 10, Int 10, Wis 8, Cha 15

SQ trapfinding

Feats Lightning Reflexes, Run^B, Toughness

Skills Bluff +4, Concentration +4, Disable Device +2, Disguise +4, Gather Information +6, Hide +1, Intimidate +4, Listen +11, Move Silently +1, Search +10, Sleight of Hand +3, Spot +7

Possessions combat gear plus masterwork dagger, masterwork hand crossbow with 10 bolts, *bracers of armor* +1, 2 doses of snake weed, 1 dose of abyss dust

Spellbook see **Chapter Seven: Denizens of Freeport**

AFTERMATH

If the characters lay a trap for Beedle at Tasovar's house and defeat him, they have to deal with the *emerald dagger*. It's clear the weapon is filled with great evil (a *detect evil* spell reveals this) and so the characters may want to destroy it. This is easier said than done. Although the knife may look old and in poor condition, it is resistant to nearly any effort to destroy it, immune to fire, acid, cold, and just about everything else. Characters may just toss the weapon into the ocean, and if so, it's lost—for now... Farastay comes to the characters with a pair of dretches, however, to find out what they did with it.

~ PART IV: THE NARWHALE ~

The final scene of this adventure takes place on the *Narwhale*, O'takan Farastay's ship. The characters may come to explore this ship through a variety of means. They may get here early on in the adventure, if they did a bit of snooping about the man in white, or they may go there after talking to Dimetrios, or they may go there after Beedle vanishes. This is a tough encounter and one that should test the limits of the characters' capabilities.

FOLLOWING BEEDLE

If Beedle has thus far escaped the characters, O'takan's demons eventually catch up with the thief and take him to the ship. Beedle, however, doesn't go quietly. A few blasts of *burning hands* is enough to get the attention of several witnesses who see Beedle being dragged through the streets by a pair of squat creatures with spindly limbs. Learning about this confrontation requires a DC 10 Gather Information check. Following the path from here is easy, as several frightened onlookers can keep the characters on the path to the *Narwhale*.

GETTING HERE EARLY

It's entirely possible for the characters to come across the ship while following other leads. Getting on board is tough, since there are 20 sailors on board who are quick to deal with intruders. Still, if the characters are doing well, putting together the pieces of the adventure quickly, you may let them take a stab at Farastay before he gets the *emerald dagger*.

GETTING HELP

Attacking the ship is quite a challenge, what with the sailors and the officers. If everything goes as planned, the Watch should be interested in the ship as well, having heard the reports of the demons. The presence of the Watch enables the characters to get on board the ship, attend to the named villains, and finally confront Farastay in the hold.

However, things have a way of spinning out of control and if the characters get here early or have botched things with the Watch, they may have to turn to others for help. Their best bets are the Blackened Knot or Dimetrios. The characters can enlist the aid of a dozen thugs from the Chumhouse if they had a fair bit of success there in **Part II** and succeed on a DC 15 Bluff or Diplomacy check (claiming there are orcs onboard grants a +2 bonus on the check). Alternatively, Dimetrios might help the characters if they have proof Farastay is a slaver and the PCs threaten to turn the smuggler over to the authorities. Dimetrios sends a dozen Apprentice Thugs, but ever after he's the characters' enemy—he does not tolerate blackmail.

THE EMERALD DAGGER?

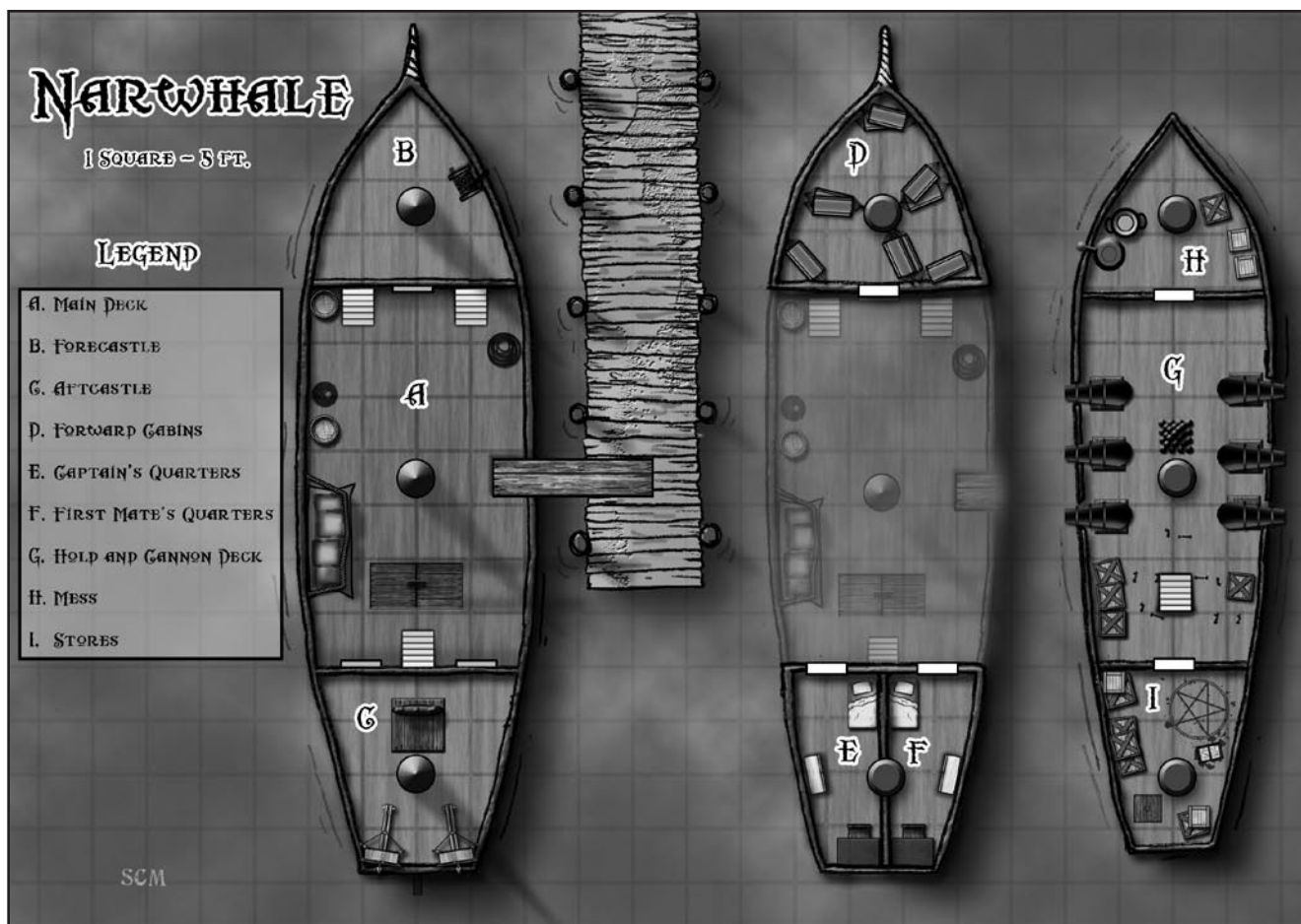
Defeating Farastay early stops the slaver from getting the knife, but it doesn't bring the characters any closer to finding Beedle. Unless stopped, Beedle, still in the thrall of Melanie Crump, commits the murders until he gets to Uri. With the victims dead, Melanie is free to go to hell. Beedle, however, doesn't part with the knife, and each day he's driven to commit more and more unspeakable acts. If the characters don't find him and rid themselves of the weapon, Freeport's people may be in serious trouble.

KEY LOCATIONS

All of the following locations can be found in the *Narwhale*.

A. MAIN DECK

The main deck of the *Narwhale* is surprisingly clean, with a few coils of rope, barrels to catch rainwater, and neatly stacked wooden crates tied down beneath a tarp as the only items on the deck. A trap door leads down to the hold. Two ladders lead up to the forecastle, while another ladder leads up to the aftcastle. At the top of the mainmast, which stands at about the center of the deck, is the crow's nest.



B. FORECASTLE

The forecastle is spartan with a mast and chain leading to the dropped anchor. A capstan allows the crew to wind up the anchor.

C. AFTCASTLE

The aftcastle holds the helm and wheel as well as a pair of ballista that point aft.

D. FORWARD CABINS

This area serves as the cabin quarters for the crew. Hammocks hang stretched across the area, crisscrossing the room and creating a veritable maze. There are accommodations here for a dozen men. The crew works in rotations, getting sleep between shifts.

E. CAPTAIN'S QUARTERS

This room serves as O'takan Farastay's personal chambers. It contains a bed, a small writing desk, and a wardrobe for spare clothes. A DC 15 Search check turns up the Captain's Log. This book is small and filled with tight, neat writing. Notes indicate the *Narwhale* calls Mazin home and mention of chattel suggests the ship transports slaves. Presenting this log to Tarmon is enough to convince the wizard of his friend's duplicity.

F. FIRST MATE'S QUARTERS

This room is similar to the Captain's Quarters and houses the first mate, a foul sorcerer of the blackest arts. He knows little of sailing, but he keeps the crew in line through fear of his terrible gifts.

G. HOLD AND CANNON DECK

This large area is where the sailors man the cannons as well as keeping extra cargo. Manacles set in the floor suggest the typical types of

cargo carried by the ship. A pile of cannonballs stands in a pyramid near the mainmast.

H. MESS

This room holds the ship's kitchens and supplies. The cook creates bland though nourishing meals. There's enough food and potable water for a month at sea. Heaped in a pile in the corner of this room are six bloated bodies crawling with vermin. A quick inspection reveals the bodies have been cut up and used for food. These victims were used as sacrifices by Farastay to summon the demons. Characters seeing the pile must succeed on DC 10 Will saves or gain 1 Insanity Point.

I. STORES

This room holds spare sails, an extra anchor, a length of chain, tar, and all the other accoutrements one would expect to find on a ship. A trap door in the floor leads to the bilge (not pictured), which is sometimes used to transport the hardier slaves.

All of the supplies have been shoved against the walls to accommodate a pentagram painted in blood. Farastay and his sorcerer use the summoning circle to conjure demons. The stench of blood and death hang heavy in the air. Black candles still sit arranged in a circle around the circle.

A copy of the *Liber Demonica*—a blasphemous tome Farastay and the sorcerer use to perform the ritual to summon their demonic servants—lies on the floor in a pool of blood. See sidebar for details.

CREW

The ship has a crew of 20 mute slave sailors, a cook, the first mate, and Captain O'takan Farastay.

SLAVE SAILORS

The slave sailors wear the same black breeches and red sashes around their waists. They have long black hair they wear up in topknots. Ritual scars and flesh rings adorn their chests.

SLAVE SAILORS	GR 1/2
Male human warrior 1 LE Medium humanoid Init +1; Senses Listen -1, Spot -1 Languages understand Common	
AC 13, touch 12, flat-footed 11; Dodge (+1 Dex, +1 shield, +1 dodge) hp 4 (1 HD) IP 2 Fort +2, Ref +1, Will -1	
Spd 30 ft. (6 squares) Melee scimitar +2 (1d6+1/18–20) or Melee kukri +2 (1d4+1/18–20) Ranged shortbow +2 (1d6/×3) Base Atk +1; Grp +2	
Abilities Str 12, Dex 13, Con 11, Int 9, Wis 8, Cha 8 Feats Dodge ^B , Improved Dodge Skills Climb +2, Intimidate +1, Listen -1, Profession (sailor) +0, Spot -1, Swim +1 Possessions light steel shield, scimitar, kukri, shortbow with 10 arrows, uniform	

THE COOK

Hulking and hideous, the Cook wears a chainmail apron and hefts a rusty hatchet. He's an idiot and a string of drool hangs from his chin. When he attacks, he screams "Meat!"

THE COOK	GR 2
Male human fighter 2 CE Medium humanoid Init +4; Senses Listen -1, Spot -1 Languages Common	
AC 15, touch 10, flat-footed 15 (+5 armor) hp 15 (2 HD) IP 3 Fort +5, Ref +0, Will -1	
Spd 30 ft. (6 squares) Melee mwk battleaxe +5 (1d8+3/×3) Base Atk +2; Grp +4 Atk Options Improved Sunder, Power Attack Combat Gear <i>potion of bull's strength</i> , <i>potion of cure moderate wounds</i>	
Abilities Str 15, Dex 10, Con 15, Int 6, Wis 9, Cha 6 Feats Improved Initiative, Improved Sunder ^B , Power Attack ^B , Skill Focus (Initiative) ^B Skills Intimidate +3, Profession (sailor) +1, Swim +1 Possessions combat gear plus chain shirt, masterwork battleaxe	

FIRST MATE

The first mate is pale and wiry, painted in blood and excrement. Because of his appalling appearance, Farastay keeps him hidden on the *Narwhale*. During combat, he spits at his foes and hisses dreadful curses.

FIRST MATE	GR 3
Male human sorcerer 3 CE Medium humanoid Init +4; Senses Listen +1, Spot +1 Languages Common, Draconic	
AC 12, touch 11, flat-footed 11 (+1 Dex, +1 armor) hp 10 (3 HD) IP 4 Fort +3, Ref +3, Will +4	

Spd 30 ft. (6 squares) Melee mwk dagger +2 (1d4/19–20) Ranged light crossbow +2 (1d8/19–20) Base Atk +1; Grp +1 Special Actions Insane Casting Combat Gear <i>potion of cure light wounds</i> Sorcerer Spells Known (CL 3rd): 1st (6/day)— <i>shield</i> , <i>shocking grasp</i> (melee touch +1), <i>unbinge</i> (DC 14) 0 (6/day)— <i>detect magic</i> , <i>ghost sound</i> (DC 13), <i>message</i> , <i>prestidigitation</i> , <i>read magic</i>
Abilities Str 10, Dex 13, Con 12, Int 13, Wis 10, Cha 17 SQ familiar (none) Feats Combat Casting ^B , Insane Casting, Spell Focus (evocation) Skills Concentration +5 (+9 casting on the defensive), Hide +2, Intimidate +4, Knowledge (arcana) +6, Knowledge (forbidden lore) +5, Listen +1, Move Silently +2, Spellcraft +8, Spot +1 Possessions combat gear plus masterwork dagger, light crossbow with 12 bolts, <i>bracers of armor</i> +1, <i>cloak of resistance</i> +1, spell component pouch, rags

O'TAKAN FARASTAY

The "man in white" dresses in fine white robes. He is attractive, with a quick smile and a muscular frame. He keeps his black hair cut short.

O'TAKAN FARASTAY	GR 4
Male human wizard 4 LE Medium humanoid Init +2; Senses Listen +3, Spot +3 Languages Abyssal, Common, Draconic, Infernal	
AC 14, touch 13, flat-footed 12 (+2 Dex, +1 armor, +1 deflection) hp 15 (4 HD) IP 2 Fort +2, Ref +3, Will +5	
Spd 30 ft. (6 squares) Melee <i>emerald dagger</i> +5 (1d4+3/19–20, see page 154) or Melee mwk dagger +4 (1d4+1/19–20) Base Atk +2; Grp +3 Combat Gear <i>wand of magic missile</i> (20 charges) Wizard Spells Prepared (CL 4th): 2nd— <i>acid arrow</i> (ranged touch +4), <i>blur</i> , <i>fear</i> (DC 15) 1st— <i>burning hands</i> (DC 14), <i>disguise self</i> , <i>ray of enfeeblement</i> (ranged touch +4), <i>shield</i> 0— <i>acid splash</i> (ranged touch +4), <i>detect magic</i> , <i>read magic</i> , <i>resistance</i>	
Abilities Str 13, Dex 14, Con 13, Int 16, Wis 13, Cha 14 SQ familiar (none) Feats Scribe Scroll ^B , Skill Focus (Bluff) ^B , Spell Focus (conjuration), Spell Focus (necromancy) Skills Bluff +7, Concentration +6, Diplomacy +4, Intimidate +4, Knowledge (arcana) +8, Knowledge (forbidden lore) +10, Listen +3, Spellcraft +9, Spot +3, Swim +3, Use Magic Device +4 Possessions combat gear plus masterwork dagger, <i>ring of protection</i> +1, <i>bracers of armor</i> +1, 2 <i>scrolls of undetectable alignment</i> , spell component pouch Spellbook all prepared plus 0—all; 1st— <i>alarm</i> , <i>chill touch</i> , <i>comprehend languages</i> , <i>obscuring mist</i> , <i>summon monster I</i> , <i>true strike</i> ; 2nd— <i>gust of wind</i>	

USING THE NARWHALE

The twenty slave sailors are all above deck, with 8 on the main deck (**Area A**), 5 more on the forecastle (**Area B**), 3 more on the aftcastle (**Area C**), and the last 4 in the forward cabins (**Area D**). They attack any intruders coming on board, squaring off in pairs against the characters with the leftovers taking on any warriors. Should four sailors fall, two move to the aftcastle and swing the ballista around to fire at the characters. The sailors take a -4 penalty to their attack rolls and it takes two full-round actions to reload these weapons. Ballistae deal 3d8 points of damage and threaten a critical on 19–20.

Meanwhile, the cook emerges from the mess (**Area H**), joining the fight after 4 rounds. The first mate, who's in his quarters, throws open his door and lays about with his spells each round.

CALL FORTH THE FIEND

Conjuration (Calling)

Effective Level: 5th

Skill Check: Knowledge (forbidden lore) DC 20, 6 successes

Failure: Hostile spell

Components: V, S, M, XP

Casting Time: 60 minutes

Range: Close (25 ft. + 5 ft./2 levels)

Target: One skulldugger or two dretches

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

This incantation conjures one or two fiends from the lower planes, calling them into the caster's native plane to do their caller's bidding.

To cast *call forth the fiend*, the caster must inscribe a pentagram on a flat surface using blood from a fresh sacrificial victim mixed with the caster's dung and the powdered remains of a silver holy symbol. Once the circle is inscribed, the caster begins the invocations required for the incantation.

If the incantation succeeds, a skulldugger (see following) or two dretch tear a hole in reality, pulling themselves free as if clawing their way out of an invisible womb. The fiends summoned bow before the caster and await its instructions. The caster can bid the conjured minions to perform one task subject to the normal limitations of the *planar binding* spell. Should the task be impossible to complete, the fiend is freed from the spell's effects and may go its own way. Fiends brought forth from the lower planes by a successful casting of this incantation never attack the caster.

Failure: If the caster fails two consecutive Knowledge (forbidden lore) checks, three dretches suddenly appear and attack the caster.

Material Component: The caster must have the blood of a fresh sacrifice, the powdered remains of a good holy symbol (worth at least 100 gp), and the caster's dung.

XP Component: 1,000 XP.

SKULLDUGGER

CR 5

CE Medium undead (chaotic, evil, extraplanar)

Init +6; **Senses** darkvision 60 ft.; Listen +6, Spot +6

Languages Abyssal; telepathy 100 ft.

AC 15, touch 12, flat-footed 13 (+2 Dex, +3 natural)

hp 58 (9 HD); **DR** 5/bludgeoning

Immune cold, turning, mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, massive damage, nonlethal damage, ability drain, energy drain, ability damage to Str, Dex, or Con, any effect that requires a Fortitude save unless it also works on objects

Resist acid 5, fire 5

Fort +3, **Ref** +5, **Will** +6

Spd 30 ft. (6 squares), fly 50 ft. (average); Flyby Attack

Melee 2 claws +6 (1d4+1) and bite +3 (1d6)

Space 5 ft.; **Reach** 5 ft.

Base Atk +4; **Grp** +5

Spell-like Abilities (CL 6th):

3/day—*burning hands* (DC 12), *clairaudience/clairvoyance*, *locate object*

1/day—*greater teleport* (self plus 50 lb. objects only), *see invisibility*

1/week—*plane shift* (self only)

Abilities Str 12, Dex 14, Con —, Int 10, Wis 10, Cha 12

SQ eyes of the master, undead traits

Feats Flyby Attack, Improved Initiative, Multiattack, Weapon Focus (claws)

Skills Balance +16, Jump +15, Listen +6, Spot +6, Tumble +16

Immunity to Turning (Ex) Although undead creatures, skullduggers cannot be turned or rebuked.

Eyes of the Master (Su) The soul that animates a skulldugger is forever bound to its demon prince. Through this unholy bond, the demon prince can see with the eyes of the skulldugger at will. Normally, there is a 1% chance that the demon prince is watching at any given time. This chance rises to 25% if the skulldugger is on an important mission, such as when conjured using the *call forth the fiend* incantation.

If Farastay is on board, he may fight alongside his crew, joining the fight in 2 rounds, but only if he doesn't yet have the knife and/or Beedle. If he has the *emerald dagger* and the failed wizard, he's in the Stores (**Area I**) finishing the incantation to summon a skulldugger (see sidebar) to hunt down and slaughter the characters. The ritual takes one hour to perform, so how far along Farastay is depends on how soon the characters show up after he's snatched Beedle. If the incantation fails, a trio of dretches (see page 143 for statistics) appears instead and attacks Farastay and the rest of the crew until they themselves are destroyed.

AFTERMATH

The best possible ending for *Fury in Freeport* is for the characters to defeat Farastay, recover the *emerald dagger*, save Aporcus Beedle, and present proof of Farastay's wickedness to the Watch or the high wizard Tarmon. This is a tall order, since it requires the characters to uncover all of the clues, follow the leads to their conclusions, and correctly deduce what's going on. Regardless of how well the characters do, the adventure concludes whenever Farastay is killed or escapes.

Should the unthinkable happen and Farastay gets the *emerald dagger* and sacrifices Beedle, the Mazin slaver conjures a skulldugger to hunt down and destroy the player characters. Farastay then slips away. He

might become an interesting recurring villain, or a looming threat whose existence portends some future horror to befall the City of Adventure.

Aporcus Beedle, if he lives, slinks off and disappears into Scurvytown. Vigilant characters may turn him over to the Watch, in which case he is tried and sentenced to the Hulks. This is likely not the last the characters will see of young master Beedle.

If Tarmon has been a factor in the adventure, he thanks the characters for their help, clears their names of any wrongdoing, and rewards them for their efforts, giving them 500 gp apiece (100 if they failed or lost the *emerald dagger*).

Undoubtedly, the characters have made many contacts in their adventures in Freeport and have likely made a few enemies, too. Will Dimetrios try to rub out the characters to keep his secret safe? Will Tarmon take steps to remove the characters to avoid implicating himself by his friendship with Mazin? What about Melanie Crump? If she managed to kill Uri, she may be gone to whatever hell that awaits her, but it's possible she's not content and may seek more victims to quench her unholy thirst for vengeance. With these adventure seeds, *Fury in Freeport* can be more than just a single adventure—it can be the start of your new campaign in the City of Adventure!

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