

GULTS OF FREEPORT 3RD ERA WEB ENHANCEMENT

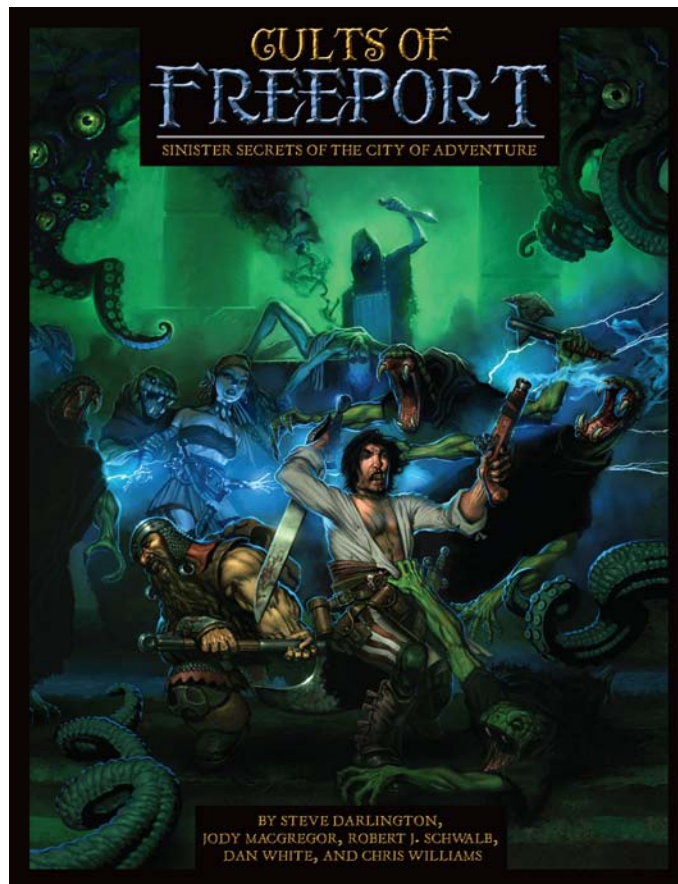
DESIGN: ROBERT J. SCHWALB AND TIM EMRICK

EDITING: TIM EMRICK AND ERICA BALSLEY

Special Thanks: Erika Emrick, for her patience and a few evil suggestions

Copyright 2010 Green Ronin Publishing, LLC. Green Ronin, Freeport: The City of Adventure, 3rd Era, and their associated logos are Trademarks of Green Ronin Publishing. The game stats in this enhancement are Open Game Content.

In late 2007, Green Ronin released *Cults of Freeport*, a system-less sourcebook that explores some of the most nefarious organizations lurking in City of Adventure. Covering eight cults, ranging from the familiar to the inexplicable, *Cults of Freeport* offers a glimpse into the madness that grips some of Freeport's worst citizens. While you can create your own game stats for the characters presented in these books using the information provided, this enhancement aims to give you a hand by doing all the heavy lifting for you. Here you'll find complete 3rd Era stats for the characters in *Cults of Freeport*.



Note: This PDF has been laid out so that no character wraps at the column or page, so you can easily print the complete stat blocks you need for a given game session.

CHAPTER I: THE BROTHERHOOD OF THE YELLOW SIGN

The Brotherhood of the Yellow Sign is an ancient and treacherous cult that has long worked its malevolence from behind the scenes, acting as a subversive agency designed to disrupt the societies they infiltrate. All of their work goes to divert attention from their true purpose, which is to unleash their dark god into the mortal world once again. Milton Drac's fall and the exposure of the cult's wicked plans proved to be an almost fatal setback for this vile group, but one should never underestimate the insidious nature of the King in Yellow. Despite all that's arrayed against them, this cult continues its dark deeds in this pirate haven to this very day.

REGINA MEYER

There are numerous cells devoted to the Unspeakable One, but Regina Meyer commands the largest and best organized. Self-proclaimed high priestess of the Brotherhood, Regina commands a sizeable following of cultists, recruited from the decadent nobles and brilliant students lured away from the Freeport Institute. Possessed of an intoxicating personality many find infectious, she's a dangerous force in the city and if not stopped, she could well find more success than Milton Drac ever dreamed possible.

REGINA MEYER	GR 8
Female human expert 1/cultist 2/cleric 6 CE Medium humanoid Init +1; Senses Listen +2, Spot +2 Languages Common, Valossan	
AC 18, touch 12, flat-footed 17 (+1 Dex, +5 armor, +1 deflection, +1 natural) hp 40 (9 HD) IP 4 Fort +6, Ref +4, Will +11	
Spd 30 ft. (6 squares) Melee +1 <i>punching dagger</i> +5 (1d4/x3) Base Atk +5; Grp +4 Atk Options fanatic, smite 1/day (+4 attack, +6 damage) Special Actions Fortified Mind, rebuke undead 6/day (+5, 2d6+9, 6th) Cleric Spells Prepared (CL 6th): 3rd— <i>cure serious wounds, dispel magic, rage</i> (CL 7th) ^P , <i>summon monster III</i> 2nd— <i>bewilder</i> [†] (CL 7th, DC 16) ^P , <i>darkness, enthrall</i> (CL 7th, DC 16), <i>hold person</i> (DC 16), <i>sound burst</i> (DC 16) 1st— <i>bane</i> (CL 7th, DC 15), <i>cure light wounds, doom</i> (CL 7th, DC 15), <i>summon monster I, unbinge</i> [†] (CL 7th, DC 15) ^P 0— <i>cure minor wounds, detect magic, light, read magic, resistance</i> D: Domain spell. Deity: The Unspeakable One. Domains: Destruction, Unspeakable † 3rd Era Freeport Companion	
Abilities Str 8, Dex 12, Con 10, Int 13, Wis 11/19, Cha 16 SQ strong aura of chaos and evil Feats Augment Summoning, Fortified Mind [†] , Investigator ^B , Persuasive, Skill Focus (Bluff) ^B , Spell Focus (conjunction) † 3rd Era Freeport Companion Skills Appraise +5, Bluff +10, Concentration +4, Decipher Script +5, Diplomacy +7, Forgery +3, Gather Information +9, Hide +3, Intimidate +5, Knowledge (arcana) +9, Knowledge (history) +5, Knowledge (local) +5, Knowledge (religion) +11, Listen +2, Move Silently +3, Search +7, Sense Motive +2, Spellcraft +5, Spot +2 Possessions combat gear plus +1 <i>mithral shirt</i> , +1 <i>punching dagger</i> , <i>ring of protection</i> +1, <i>amulet of natural armor</i> +1, <i>cloak of resistance</i> +1, holy symbol of the Unspeakable One, cult vestments, disguise kit	

ANDWAD FOUSTAFF, DEACON

Regina's right-hand man, Andwad is a rake and scoundrel. A despicable man, he brings to the Brotherhood vast wealth and an incredible network of contacts.

ANDWAD FOUSTAFF	GR 6
Male human cleric 1/bard 1/cultist 5 CE Medium humanoid Init +2; Senses Listen +5, Spot +0 Languages Common, Orc, Valossan	
AC 15, touch 12, flat-footed 13; Dodge, Mobility (+2 Dex, +3 armor) hp 36 (7 HD) IP 2 Fort +4, Ref +5, Will +8	
Spd 30 ft. (6 squares) Melee +1 <i>rapier</i> +6 (1d6+1/18–20) Base Atk +3; Grp +3 Atk Options Combat Expertise, death touch 1/day (melee touch +5, 1d6), fanatic, sneak attack +1d6 Special Actions bardic music 1/day (countersong, fascinate 1 target, inspire courage +1), rebuke undead 5/day (+2, 2d6+3, 1st) Combat Gear dose of insanity mist, <i>potion of cure moderate wounds</i> Bard Spells Known (CL 1st): 0 (2/day)— <i>daze</i> (DC 12), <i>ghost sound</i> (DC 12), <i>lullaby</i> (DC 12), <i>mage hand</i> Cleric Spells Prepared (CL 1st): 1st— <i>cause fear</i> (DC 13) ^P , <i>cure light wounds, entropic shield</i> 0— <i>detect magic, guidance, read magic</i> D: Domain spell. Deity: The Unspeakable One. Domains: Chaos, Death Cultist Spells Prepared (CL 2nd): 1st— <i>disguise self, doom</i> (DC 13), <i>unbinge</i> [†] (DC 13)D † 3rd Era Freeport Companion	
Abilities Str 10, Dex 14, Con 12, Int 14, Wis 10/14, Cha 15 SQ bardic knowledge +3, strong aura of chaos and evil Feats Combat Expertise, Dodge ^B , Mobility, Skill Focus (Bluff) ^B , Weapon Finesse Skills Bluff +12, Concentration +5, Craft (poison) +6, Diplomacy +11, Disguise +2 (+4 acting), Escape Artist +8, Gather Information +11, Hide +7, Intimidate +4, Knowledge (religion) +6, Listen +5, Move Silently +7, Search +7, Sense Motive +5, Sleight of Hand +3, Spellcraft +6, Survival +0 (+2 follow tracks), Use Rope +2 (+4 bindings) Possessions combat gear plus masterwork studded leather armor, +1 <i>rapier</i> , <i>cloak of elvenkind</i> , fine clothing, estate house, cult vestments, icon of the Yellow Sign, spell component pouch	

SEMPHI TIERSON

Bloated with corruption, Semphi Tierson suffers the touch of her dread master, her body swollen with fluids and her mind consumed by an insatiable hunger for carnal pleasures. Periodically, she receives flashes of inspiration, moments when the will of the Yellow King is made known to her.

SEMPHI TIERSON	GR 7
Female degenerate human sorcerer 6/cultist 1 CE Large humanoid Init +3; Senses Listen -1, Spot +0 Aura stench (30 ft., DC 17) Languages Common	
AC 20, touch 12, flat-footed 17 (-1 size, +3 Dex, +8 natural) hp 60 (7 HD) IP 6 Fort +6, Ref +5, Will +9	
Spd 5 ft. (1 square) Melee 2 claws +3 (1d6) and bite -2 (1d8 plus poison) Space 10 ft.; Reach 5 ft. Base Atk +3; Grp +7 Atk Options fanatic Special Actions <i>contact other plane</i> Sorcerer Spells Known (CL 6th): 3rd (3/day)— <i>lightning bolt</i> (DC 16) 2nd (5/day)— <i>detect thoughts</i> (DC 14), <i>scorching ray</i> (ranged touch +5) 1st (6/day)— <i>burning hands</i> (DC 14), <i>force armor</i> [†] , <i>magic missile</i> , <i>unhinge</i> [‡] (DC 13) 0 (6/day)— <i>dancing lights</i> , <i>detect magic</i> , <i>flare</i> (DC 13), <i>mage hand</i> , <i>read magic</i> , <i>resistance</i> , <i>touch of fatigue</i> (melee touch +2, DC 13) [†] 3rd Era Freeport Companion	
Abilities Str 10, Dex 16, Con 18, Int 8, Wis 8/20, Cha 15 SQ familiar (none), faint aura of chaos and evil Feats Combat Casting ^B , Hardy Stock [†] , Skill Focus (Bluff) ^B , Spell Focus (evocation), Toughness [†] 3rd Era Freeport Companion Skills Bluff +14, Concentration +4 (+8 casting on defensive), Intimidate +3, Knowledge (arcana) +8, Knowledge (forbidden) [†] +5, Knowledge (religion) +0, Sense Motive +0, Spot +0 [†] 3rd Era Freeport Companion Possessions filthy tarp, spell component pouch Stench (Ex) At the start of each of Semphi's turns, all living creatures within 30 feet must succeed on a DC 17 Fortitude save or become nauseated for as long as they remain in the area. Those creatures who fail by 5 or more become enamored instead for 1d4 hours. Enamored creatures shift their attitude to helpful toward her and are overcome with amorous feelings. A creature that succeeds or fails cannot again be affected by Semphi's stench for 24 hours. The save DC is Constitution-based. Poison (Ex) Injury—bite, Fort DC 17, initial and secondary damage 1d6 Wisdom. Contact other Plane (Sp) As the <i>contact other plane</i> spell, 1/day, caster level 13th. This ability functions as the spell, but only contacts a greater deity on an outer plane. 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.	

U'RAHN

A cruel and nihilistic serpent person, U'Rahn has severed his ties with Yig and his servants to advance the agenda of the Unspeakable One. Tasked with recruiting other serpent people to the Brotherhood, U'Rahn prowls the Underside in search of degenerates and cast-offs, bringing them into the fold.

U'RAHN	GR 5
Male serpent person bard 4 CE Medium monstrous humanoid (reptilian, shapechanger) Init +5; Senses darkvision 60 ft.; Listen +8, Spot +1 Languages Common, Draconic, Undercommon, Valossan	
AC 13, touch 11, flat-footed 12 (+1 Dex, +2 natural) hp 12 (4 HD) Fort +1, Ref +6, Will +6	
Spd 30 ft. (6 squares), swim 20 ft. Melee mwk rapier +4 (1d6/18-20) Ranged mwk light crossbow +5 (1d8/19-20) Base Atk +3; Grp +3 Atk Options Combat Expertise Special Actions bardic music 4/day (countersong, fascinate 1 target, inspire competence, inspire courage +1), change shape Combat Gear <i>potion of barkskin</i> +2, <i>potion of mage armor</i> Bard Spells Known (CL 4th): 2nd (1/day)— <i>cat's grace</i> , <i>hold person</i> (DC 17) 1st (3/day)— <i>cause fear</i> (DC 15), <i>lesser confusion</i> (DC 16), <i>sleep</i> (DC 16) 0 (3/day)— <i>daze</i> (DC 15), <i>detect magic</i> , <i>lullaby</i> (DC 15), <i>mage hand</i> , <i>message</i> , <i>read magic</i>	
Abilities Str 11, Dex 12, Con 9, Int 14, Wis 13, Cha 18 SQ bardic knowledge +6 Feats Combat Expertise, Improved Initiative ^B , Persuasive Skills Bluff +11, Concentration +3, Diplomacy +13, Disguise +11 (+13 acting, +21 with change shape), Escape Artist +5, Gather Information +13, Hide +5, Intimidate +6, Knowledge (local) +9, Listen +8, Move Silently +8, Sleight of Hand +9, Swim +8 Possessions combat gear plus masterwork rapier, masterwork light crossbow with 10 bolts, <i>amulet of natural armor</i> +1, <i>cloak of resistance</i> +1	
Change Shape (Su) U'Rahn can assume the form of any Small or Medium humanoid at will.	

CHAPTER II: THE PRIESTHOOD OF YIG

Older than the oldest civilization, the Priesthood of Yig has endured since the first serpent people hatched from their leathery eggs. In antiquity, their power and influence were unmatched. When cultists of the Unspeakable One conjured forth their foul god, however, their vast empire sank and imprisoned the Serpent God beneath the wreckage of their civilization. For generations, the priests have striven to awaken Yig and restore their power, but isolation and time have proved constant adversaries, confusing their dogma and leading many astray to serve other and often darker gods. Still, the effort continues and in recent years, the Priesthood has made great strides in restoring their faith when the ancient temple of Yig was uncovered beneath Freeport. Now, serpent people come to the City of Adventure to learn the lost mysteries of their elder god and restore their power and influence to the world.

The hierophant of Yig is K'Stallo, who is fully detailed in the *3rd Era Freeport Companion*. This enhancement describes those supporting characters that make up the cult's leadership.

K'T'KAH, THE FIRST REBORN

Believed to be prophecy in the flesh, the priesthood of Yig hold up this young serpent person as the fulfillment of all their work, the promise of their empire restored.

K'T'KAH	GR 15
Male serpent person ex-monk 7/fighter 7 LE Medium monstrous humanoid (reptilian, shapechanger) Init +8; Senses darkvision 60 ft.; Listen +3, Spot +3 Languages Common, Valossan	
AC 26, touch 20, flat-footed 22; Dodge, Mobility (+4 Dex, +4 class, +2 armor, +2 shield, +2 deflection, +2 natural) hp 115 (14 HD) Immune natural disease Resist evasion, slow fall 30 ft. Fort +14, Ref +12, Will +11; +2 against enchantment effects	
Spd 50 ft. (10 squares), swim 20 ft.; Spring Attack Melee +1 <i>longsword</i> +17/+12/+9 (1d8+6/19–20) or Melee unarmed strike +15/+10/+5 (1d8+3) or Melee unarmed strike +14/+14/+9/+4 (1d8+3) with flurry of blows Base Atk +12; Grp +19 Atk Options Burst of Activity, Cleave, Combat Reflexes, Improved Trip, Power Attack, <i>ki</i> strike (magic) Special Actions change shape, wholeness of body (14 points/day) Combat Gear <i>potion of blur</i> , <i>potion of cure serious wounds</i>	
Abilities Str 17, Dex 18, Con 16, Int 10, Wis 16, Cha 12 Feats Burst of Activity [†] , Cleave ^B , Combat Reflexes ^B , Dodge, Improved Critical (longsword) ^B , Improved Grapple ^B , Improved Initiative ^B , Improved Trip ^B , Improved Unarmed Strike ^B , Mobility, Power Attack ^B , Spring Attack, Weapon Focus (longsword), Weapon Specialization (longsword) ^B [†] <i>3rd Era Freeport Companion</i> Skills Balance +11, Disguise +1 (+11 with change shape), Escape Artist +13, Hide +18, Intimidate +8, Jump +12, Listen +3, Move Silently +14, Spot +3, Swim +11, Tumble +16, Use Rope +4 (+6 bindings) Possessions combat gear plus +1 <i>longsword</i> , <i>ring of force shield</i> , <i>ring of protection</i> +2, <i>amulet of natural armor</i> +1, <i>bracers of armor</i> +2, <i>cloak of resistance</i> +1, <i>gloves of Dexterity</i> +4, <i>headband of Wisdom</i> +4	
Change Shape (Su) A serpent person can assume the form of any Small or Medium humanoid.	

J'NESS

J'ness represents one of the many serpent people that serve the priesthood. As a female, she's barred from entering the clergy, so she aids the cult in other ways, infiltrating the city and wearing the skin of a simple woodcrafter. She uses her cover to serve as a spy and occasional assassin. Deeply loyal, she ever works to prove her worth to her masters.

J'NESS	GR 2
Female serpent person rogue 1 AL Medium monstrous humanoid (reptilian, shapechanger) Init +6; Senses darkvision 60 ft.; Listen +4, Spot +4 Languages Common, Valossan	
AC 16, touch 12, flat-footed 14 (+2 Dex, +3 armor, +1 natural) hp 1 (6 HD) Fort +0, Ref +4, Will +2	
Spd 30 ft. (6 squares), swim 20 ft. Melee mwk short sword +0 (1d6–1/19–20) Ranged mwk light crossbow +3 (1d8/19–20) Base Atk +0; Grp –1 Atk Options sneak attack +1d6 Special Actions change shape Combat Gear dose of greenblood oil (Fort DC 13, initial 1 Con/secondary 1d2 Con)	
Abilities Str 8, Dex 14, Con 11, Int 17, Wis 10, Cha 14 SQ trapfinding Feats Improved Initiative ^B , Iron Will Skills Bluff +6, Craft (woodcarving) +7, Diplomacy +6, Disguise +6 (+16 with change shape), Escape Artist +6, Gather Information +6, Hide +9, Knowledge (local) +7, Listen +4, Move Silently +4, Search +7, Sense Motive +4, Spot +4, Swim +7 Possessions combat gear plus masterwork studded leather armor, masterwork short sword, masterwork light crossbow with 10 bolts, woodcarving shop and tools	
Change Shape (Su) A serpent person can assume the form of any Small or Medium humanoid.	

T'LOTHER, HIGH PRIEST

K'Stallo's greatest rival and a powerful force for change within the priesthood, T'Lother jockeys to advance his own agenda within the cult, which is to see the degenerates utterly destroyed and Freeport conquered, its people enslaved to transform the city into a new bastion of serpent people power, the heart of the old empire reborn. Deeply religious and filled with the certainty of a fanatic, his tolerance for K'Stallo's peaceful ways thins and many within the cult wonder how long before T'Lother seizes control completely.

T'LOTHER	GR 16
Male serpent person cleric 15 NE Medium monstrous humanoid (reptilian, shapechanger) Init +3; Senses darkvision 60 ft.; Listen +6, Spot +6 Languages Common, Draconic, Undercommon, Valossan	
AC 24, touch 11, flat-footed 24 (-1 Dex, +7 armor, +5 shield, +2 deflection, +1 natural) hp 101 (15 HD) Fort +11, Ref +6, Will +15	
Spd 30 ft. (6 squares), swim 20 ft. Melee <i>rod of the python</i> +15/+10/+5 (1d6+5) <i>or</i> Melee <i>mwk scimitar</i> +16/+11/+6 (1d6+3/18-20) Base Atk +11; Grp +14 Special Actions Brilliant Tactician, change shape, feat of strength 1/day (+15 Strength), rebuke undead 7/day (+6, 2d6+19, 15th) Combat Gear <i>elixir of sneaking</i> , 2 <i>potions of cure moderate wounds</i> , <i>wand of dispel magic</i> (20 charges), <i>water elemental gem</i> Cleric Spells Prepared (CL 15th; overcome SR 1d20+17): 8th— <i>power word stun</i> ^D , <i>summon monster VIII</i> 7th— <i>control weather</i> , <i>ethereal jaunt</i> , <i>power word blind</i> ^D 6th— <i>greater dispel magic</i> , <i>harm</i> (melee touch +14, DC 22), <i>heal</i> , <i>stoneskin</i> ^D , <i>word of recall</i> 5th— <i>commune</i> , <i>greater command</i> (DC 21), <i>flame strike</i> (DC 21) ^D , <i>spell resistance</i> , <i>summon monster V</i> , <i>wall of stone</i> 4th— <i>air walk</i> , <i>cure critical wounds</i> , <i>freedom of movement</i> , <i>sending</i> , <i>spell immunity</i> ^P , <i>summon monster IV</i> 3rd— <i>blindness/deafness</i> (DC 19), <i>cure serious wounds</i> , <i>dispel magic</i> (×2), <i>invisibility purge</i> , <i>magic vestment</i> ^D , <i>summon monster III</i> 2nd— <i>align weapon</i> , <i>bull's strength</i> ^D , <i>cure moderate wounds</i> , <i>death knell</i> (DC 18), <i>hold person</i> (DC 18), <i>resist energy</i> , <i>summon monster II</i> 1st— <i>bane</i> (DC 17), <i>bless</i> , <i>command</i> (DC 17), <i>divine favor</i> , <i>doom</i> (DC 17), <i>magic weapon</i> ^D , <i>obscuring mist</i> 0— <i>create water</i> , <i>cure minor wounds</i> , <i>detect poison</i> , <i>guidance</i> , <i>mending</i> , <i>resistance</i> D: Domain spell. Deity: Yig (Sskethvai Sect). Domains: Strength, War	
Abilities Str 16, Dex 8, Con 14, Int 15, Wis 22, Cha 18 SQ overwhelming aura of evil Feats Augment Summoning, Brilliant Tactician [†] , Domain Specialization (War) [†] , Improved Initiative ^B , Lightning Reflexes, Martial Weapon Proficiency (scimitar) ^B , Spell Focus (conjuration), Spell Penetration, Weapon Focus (scimitar) ^B [†] 3rd Era Freeport Companion Skills Concentration +12, Diplomacy +12, Disguise +4 (+14 with change shape), Escape Artist -1, Hide -1, Knowledge (history) +20, Knowledge (religion) +20, Listen +6, Spellcraft +20, Spot +6, Swim +3 Possessions combat gear plus +3 <i>scale mail armor</i> , +3 <i>heavy steel shield</i> , <i>rod of the python</i> , <i>ring of protection</i> +2, <i>cloak of Charisma</i> +2, <i>periapt of Wisdom</i> +4, silver holy symbol of Yig, pouch of diamond dust (250 gp for <i>stoneskin</i>) Change Shape (Su) A serpent person can assume the form of any Small or Medium humanoid.	

K'SAN, SENESCHAL OF THE TEMPLE

T'Lother's malformed assistant, K'San is a loyal servant, but harbors his own agenda. Seeking the annihilation of Freeport and all who live there, he whispers to his master, pushing him whenever he falters.

K'SAN	GR 8
Male serpent person cultist 8 NE Medium monstrous humanoid (reptilian, shapechanger) Init +3; Senses darkvision 60 ft.; Listen +2, Spot +2 Languages Common, Draconic, Valossan	
AC 17, touch 10, flat-footed 17 (-1 Dex, +5 armor, +1 deflection, +2 natural) hp 38 (8 HD) IP 2 Fort +4, Ref +2, Will +9	
Spd 30 ft. (6 squares), swim 20 ft. Melee +1 <i>dagger</i> +9/+4 (1d4+2/19-20) Base Atk +6; Grp +7 Atk Options fanatic, sneak attack +2d6 Special Actions change shape Combat Gear <i>potion of invisibility</i> , <i>potion of shield of faith</i> +3, <i>scroll of cure moderate wounds</i> Cultist Spells Prepared (CL 4th): 3rd— <i>cure serious wounds</i> , <i>magic circle against good</i> ^D 2nd— <i>desecrate</i> (CL 5th) ^D , <i>divine favor</i> , <i>suggestion</i> (DC 16) 1st— <i>bane</i> (DC 15), <i>cause fear</i> (DC 15), <i>protection from good</i> (CL 5th) ^D , <i>shield of faith</i> D: Domain spell. Deity: Yig (Sskethvai Sect). Domain: Evil	
Abilities Str 12, Dex 8, Con 12, Int 12, Wis 14/18, Cha 16 SQ strong aura of evil Feats Improved Initiative ^B , Persuasive, Skill Focus (Bluff) ^B , Stealthy, Weapon Focus (dagger) Skills Bluff +19, Diplomacy +7, Disguise +4 (+6 acting, +14 with change shape), Escape Artist +14, Hide +10, Intimidate +7, Knowledge (religion) +12, Listen +2, Move Silently +6, Sense Motive +13, Spot +2, Swim +9, Use Rope -1 (+1 bindings) Possessions combat gear plus +1 <i>chain shirt</i> , +1 <i>dagger</i> , <i>ring of protection</i> +1, <i>amulet of natural armor</i> +1, <i>cloak of resistance</i> +1, holy symbol of Yig Change Shape (Su) A serpent person can assume the form of any Small or Medium humanoid.	

NYSSAL, KEEPER OF THE ARCHIVES

Masquerading as a professor at the Freeport Institute, Nyssal monitors the city and reports to T'Loth feeding him information about the happenings in the human community. His position in the Institute also grants him access to the collected knowledge of Valossa and the world. A notorious liar, not even his fellows put much stake in what he says.

NYSSAL	CR 8
Male serpent person bard 7 NE Medium monstrous humanoid (reptilian, shapechanger) Init +6; Senses darkvision 60 ft.; Listen +11, Spot +1 Languages Common, Draconic, Elven, Valossan	
AC 18, touch 12, flat-footed 16 (+2 Dex, +4 armor, +2 natural) hp 30 (8 HD) Fort +2, Ref +7, Will +6	
Spd 30 ft. (6 squares), swim 20 ft. Melee mwk rapier +8 (1d6–1/18–20) Base Atk +5; Grp +4 Atk Options Combat Reflexes Special Actions bardic music 7/day (countersong, fascinate 2 targets, suggestion DC 18, inspire competence, inspire courage +1), change shape Bard Spells Known (CL 7th): 3rd (1/day)— <i>fear</i> (DC 18), <i>glibness</i> 2nd (3/day)— <i>animal messenger</i> , <i>blur</i> , <i>daze monster</i> (DC 17), <i>invisibility</i> 1st (5/day)— <i>charm person</i> (DC 16), <i>cure light wounds</i> , <i>expeditious retreat</i> , <i>lesser confusion</i> (DC 16) 0 (3/day)— <i>daze</i> (DC 15), <i>detect magic</i> , <i>message</i> , <i>open/close</i> , <i>read magic</i> , <i>resistance</i>	
Abilities Str 8, Dex 14, Con 11, Int 14, Wis 12, Cha 21 SQ bardic knowledge +11 Feats Combat Reflexes, Improved Initiative ^B , Negotiator, Weapon Finesse Skills Bluff +15, Concentration +5, Diplomacy +14, Disguise +15 (+17 acting, +25 with change shape), Escape Artist +6, Gather Information +15, Hide +6, Knowledge (history) +12, Listen +11, Perform (oratory) +15, Sense Motive +12, Spellcraft +12, Spot +1, Swim +7 Possessions mithral shirt, +1 rapier, amulet of natural armor +1, cloak of Charisma +2	
Change Shape (Su) A serpent person can assume the form of any Small or Medium humanoid.	

CHAPTER III: THE LOST SOULS OF YARASH

The Lost Souls of Yarash are the curse of the seas. They live only for slaughter, to amass ever higher the pile of corpses they have made, to harvest ever more souls with their blood-soaked blades. They know no mercy and give no quarter. They know no joy but the joy of killing, no sweetness like the agonized screams of their prey and have mastered no skill so much as combat, no art so well as torture. They follow no code, recognize no power, and fear no god—except their own.

Yarash's clerics and cultists may select their domains from the Chaos, Destruction, and Evil domains. Yarash's favored weapon is the cutlass.

THE DRAGON

A devout worshipper of Yarash, everything the Dragon does, he does for the glory of his horrid god. Massive and imposing, this half-orc brute is the terror of the seas and when he comes to Freeport, the wise flee his approach.

THE DRAGON	CR 8
Male half-red dragon half-orc barbarian 6 CE Medium dragon (orc) Init +2; Senses darkvision 60 ft., low-light vision; Listen +1, Spot +1 Languages Common, Orc	
AC 23, touch 12, flat-footed 23; improved uncanny dodge (+2 Dex, +7 armor, +4 natural) hp 62 (6 HD) Immune fire, paralysis, sleep Resist trap sense +2 Fort +9, Ref +5, Will +4	
Spd 30 ft. in breastplate (6 squares); base speed 40 ft. Melee +1 <i>greataxe</i> +14/+9 (1d12+11/×3) and bite +8 (1d6+3) Melee 2 claws +13 (1d4+7) and bite +8 (1d6+3) or Base Atk +6; Grp +13 Atk Options Cleave, Power Attack, rage 2/day Special Actions breath weapon Combat Gear <i>feather token</i> (whip), <i>potion of barkskin</i> +3, <i>potion of shield of faith</i> +4	
Abilities Str 25, Dex 14, Con 16, Int 10, Wis 12, Cha 8 Feats Ability Focus (breath weapon), Cleave, Power Attack Skills Climb +13, Intimidate +8, Survival +10, Swim +10 Possessions combat gear plus +2 <i>breastplate</i> , +1 <i>greataxe</i> , <i>cloak of resistance</i> +1	
Rage (Ex) Once per day, the Dragon can enter a rage lasting for 8 rounds. While raging, he uses the following statistics. AC 21, touch 10, flat-footed 21 hp increase by 12 Fort +11, Will +6 Melee +1 <i>greataxe</i> +16/+11 (1d12+13/×3) and bite +10 (1d6+4) or Melee 2 claws +15 (1d4+9) and bite +10 (1d6+4) Grp +15 Abilities Str 29, Con 20 Skills Climb +15, Swim +12 Breath Weapon (Su) 30-ft. cone, 6d8 fire damage, 1/day, Reflex DC 15 half. While raging, the save DC increases to 17.	

FELDER MICHAELMAS

A typical example of a cultist of the Bloody One, Felder Michaelmas has been murdering folks since he was a boy. A vicious killer, he enjoys his bloody work and sees his allegiance to the Cult of Yarash as the fulfillment of his destiny.

FELDER MICHAELMAS	CR 3
Male human rogue 1/fighter 1/barbarian 1 CE Medium humanoid Init +1; Senses Listen +6, Spot +5 Languages Common	
AC 17, touch 11, flat-footed 16 (+1 Dex, +6 armor) hp 27 (3 HD) Fort +6, Ref +3, Will +1	
Spd 30 ft. in breastplate (6 squares); base speed 40 ft. Melee mwk battleaxe +6 (1d8+3/×3) Base Atk +2; Grp +4 Atk Options Cleave, Power Attack, rage 1/day, sneak attack +1d6 Combat Gear <i>potion of bear's endurance</i> , <i>potion of bull's strength</i> , <i>potion of cat's grace</i>	
Abilities Str 15, Dex 13, Con 14, Int 8, Wis 12, Cha 10 SQ <i>trapfinding</i> Feats Cleave ^B , Power Attack, Toughness ^B , Weapon Focus (battleaxe) Skills Climb +4, Hide +2, Intimidate +6, Jump +4, Listen +6, Move Silently +2, Spot +5, Swim -2, Tumble +4 Possessions combat gear plus +1 <i>breastplate</i> , masterwork battleaxe	
Rage (Ex) Once per day, Felder can enter a rage lasting for 7 rounds. While raging, he uses the following statistics. AC 15, touch 9, flat-footed 14 hp increase by 6 Fort +8, Will +3 Melee mwk battleaxe +8 (1d8+6/×3) Grp +6 Abilities Str 19, Con 18 Skills Climb +6, Jump +6, Swim +0	

LEXINGTON FILLORY

The leader of the Lost Souls, Lexington Fillory hides his filthy allegiance behind the façade of a respected merchant. Filled with the fiery passion of a true believer, he uses his considerable fortunes and natural charisma to bend the highly-placed to his way of thinking as well as to recruit meat for this cult and their disturbing agenda.

LEXINGTON FILLORY	GR 15
Male human noble 6/cultist 5/barbarian 5 CE Medium humanoid Init +2; Senses Listen +13, Spot +8 Languages Abyssal, Common	
AC 20, touch 13, flat-footed 20; Dodge, Mobility, improved uncanny dodge (+2 Dex, +7 armor, +1 deflection) hp 112 (16 HD) IP 6 Resist trap sense +1 Fort +9, Ref +9, Will +9	
Spd 50 ft. (10 squares); Spring Attack Melee +2 <i>keen cutlass</i> +16/+11/+6 (1d6+5/15–20) Ranged +1 <i>seeking light crossbow</i> +15 (1d8+1/19–20) Base Atk +12; Grp +14 Atk Options Combat Reflexes, Harrowing Surge, rage 2/day, smite 1/day (+4 attack, +5 damage), sneak attack +1d6 Special Actions Insane Casting, inspire 6/day (+23 modifier; fear, fury), organize +2 Combat Gear <i>cape of the mountebank</i> , <i>potion of cat's grace</i> , <i>potion of cure moderate wounds</i> Cultist Spells Prepared (CL 2nd): 1st— <i>bane</i> (DC 16), <i>cause fear</i> (DC 16), <i>inflict light wounds</i> (melee touch +14, DC 16)D, <i>shield of faith</i> D: Domain spell. Deity: Yarash. Domain: Destruction Spell-like Abilities (CL 3rd): 1/day— <i>detect magic</i> , <i>read magic</i>	
Abilities Str 14, Dex 14, Con 14, Int 12, Wis 8/20, Cha 18 SQ material aid, strong aura of chaos and evil Feats Combat Reflexes, Dodge ^B , Harrowing Surge [†] , Insane Casting [†] , Leadership (23) ^B , Mobility, Skill Focus (Bluff) ^B , Spring Attack, Weapon Focus (cutlass) [†] 3rd Era <i>Freeport Companion</i> Skills Appraise +10, Bluff +22, Climb +7, Concentration +9, Diplomacy +18, Disguise +4 (+6 acting), Forgery +6, Gather Information +18, Intimidate +18, Jump +20, Knowledge (religion) +11, Listen +13, Profession (merchant) +4, Sense Motive +8, Spot +8, Survival +4, Swim +7 Possessions combat gear plus +3 <i>mithral shirt</i> , +2 <i>keen cutlass</i> , +1 <i>seeking light crossbow</i> with 10 bolts, <i>ring of protection</i> +2, <i>amulet of health</i> +2, <i>boots of striding and springing</i> , signet ring, noble's outfit	
Rage (Ex) Twice per day, Lexington can enter a rage that lasts for 7 rounds. While raging, he uses the following statistics: AC 18, touch 11, flat-footed 18 hp increase by 32 Fort +11, Will +11 Melee +2 <i>keen cutlass</i> +18/+13/+8 (1d6+8/15–20) Grp +16 Abilities Str 18, Con 18 Skills Climb +9, Jump +22, Swim +9 Inspire (Ex) 6/day, standard action or swift (increase Leadership DC by 10), Leadership +23. Fear: Make Leadership check against modified level check (1d20 + its level + its Wisdom modifier + any bonuses against fear). Against multiple targets, just roll once. If his check succeeds, the target is shaken. If he beats his target's check by 5 or more, his target is cowering instead. Fury: When used on a willing target, Lexington must succeed on a DC 20 Leadership check. Against an unwilling target, he makes a Leadership check opposed by his target's modified level check (1d20 + its level + its Wisdom modifier + any bonuses against mind-affecting effects). Against multiple targets, just roll once. A successful check indicates the target enters a screaming rage, as if under the effects of the <i>rage</i> spell.	

GUMMER GHURTZ

The Lost Souls principal recruiter, Gummer Ghurtz is a known scoundrel and skilled storyteller, haunting winesinks and rumjoints all over the Docks and Scurvytown. A bloodthirsty bastard, he has a mean temper, but he hides it well when he's bringing folks into the fold.

GUMMER GHURTZ	GR 10
Male dwarf bard 5/rogue 4/blackguard 1 CE Medium humanoid Init +3; Senses darkvision 60 ft.; Listen +5, Spot +5 Languages Common, Dwarven	
AC 19, touch 14, flat-footed 19; Dodge, +4 AC against giants, uncanny dodge (+3 Dex, +5 armor, +1 deflection) hp 59 (10 HD) Resist evasion, stability (+4 against bull rush and trip), trap sense +1 Fort +6 (+8 against poison), Ref +11, Will +6; +2 against spells and spell-like	
Spd 20 ft. (4 squares) Melee +1 <i>longsword</i> +10/+5 (1d8+4/19–20) Ranged mwk light crossbow +11 (1d8/19–20) Base Atk +7; Grp +9 Atk Options Cleave, Power Attack, Improved Sunder, +1 on attack rolls against orcs and goblinoids, sneak attack +2d6 Special Actions bardic music 5/day (inspire competence, inspire courage +1, <i>fascinate</i> 2 targets, countersong) Combat Gear 2 doses of brain juice (Contact, DC 13, paralysis/0), dose of cobra venom (Injury; DC 14; 2d4 Str/1d4 Str), dose of salamander toxin (Contact; DC 10; 1d6 Str/1d3 Str), <i>feather token</i> (fog) ^J , <i>potion of bull's strength</i> , <i>potion of cure moderate wounds</i> , <i>potion of undetectable alignment</i> [†] 3rd Era <i>Freeport Companion</i> Bard Spells Known (CL 5th): 2nd (2/day)— <i>blur</i> , <i>enthrall</i> (DC 14), <i>rage</i> 1st (4/day)— <i>charm person</i> (DC 13), <i>expeditious retreat</i> , <i>lesser confusion</i> (DC 13), <i>silent image</i> (DC 13) 0 (3/day)— <i>daze</i> (DC 12), <i>ghost sound</i> (DC 12), <i>lullaby</i> (DC 12), <i>mage hand</i> , <i>mending</i> , <i>message</i> Blackguard Spells Prepared (CL 1st): 1st— <i>cure light wounds</i> Spell-like Abilities (CL 1st): At will— <i>detect good</i>	
Abilities Str 14, Dex 16, Con 14, Int 10, Wis 13, Cha 14 SQ +2 on Appraise and Craft checks related to metal or stone, bardic knowledge +5, faint aura of chaos and evil, poison use, stonecunning, trapfinding Feats Cleave, Dodge, Improved Sunder, Power Attack Skills Bluff +17, Concentration +4, Diplomacy +9, Disguise +9 (+11 acting), Gather Information +11, Hide +10, Intimidate +7, Jump –1, Knowledge (local) +4, Knowledge (religion) +2, Listen +5, Move Silently +10, Perform (oratory) +13, Sense Motive +13, Spot +5, Tumble +6 Possessions combat gear plus +1 <i>chain shirt</i> , +1 <i>longsword</i> , masterwork light crossbow with 10 bolts, <i>ring of protection</i> +1, <i>circlet of persuasion</i> , <i>gloves of Dexterity</i> +2, silver flask (50 gp)	

SILAS GANTRY

An old crusty sailor, Captain Silas Gantry retired to Freeport to instruct young men in the trade of sailing. He uses this innocent cover to mask his darker ambitions, to lure more fools to the service of his wicked god.

SILAS GANTRY	GR 8
Male human corsair 3/barbarian 3/sea dog 2 NE Medium humanoid Init +2; Senses Listen +2, Spot +4 Languages Common	
AC 17, touch 12, flat-footed 17; uncanny dodge (+2 Dex, +4 armor, +1 natural) hp 53 (8 HD) Resist trap sense +1 Fort +7, Ref +9, Will +1; superstitious	
Spd 40 ft. (8 squares) Melee +1 <i>cutlass</i> +11/+6 (1d6+3/18–20) Ranged +1 <i>Privateer FP</i> +12 (3d6+1×3) Base Atk +8; Grp +10 Atk Options Point Blank Shot, Power Attack, Sea Legs, close quarters +1, dirty fighting +1d4, corsair's luck 1/day (+1), rage 1/day Combat Gear 2 <i>potions of cure light wounds</i> , <i>potion of sanctuary</i> , <i>potion of shield of faith</i> +2	
Abilities Str 14, Dex 14, Con 12, Int 10, Wis 8, Cha 16 SQ favored ship (<i>The Last Breath</i>) Feats Athletic ^B , Firearms Proficiency [†] , Point Blank Shot, Power Attack ^B , Sea Legs ^{B†} , Weapon Focus (Privateer FP) [†] 3rd Era Freeport Companion Skills Balance +7, Bluff +9, Climb +10, Diplomacy +5, Disguise +3 (+5 acting), Intimidate +11, Knowledge (geography) +8, Listen +2, Profession (sailor) +5, Spot +4, Survival +0 (+2 avoid hazards and getting lost), Swim +10, Use Rope +5 Possessions combat gear plus +1 <i>studded leather armor</i> , +1 <i>cutlass</i> , +1 <i>Privateer FP</i> with powder and bullets for 10 shots, <i>amulet of natural armor</i> +1, <i>shirt of resistance</i> +1, 5 gp	
Superstitious (Ex) As an immediate action, Silas can gain a +2 insight bonus on a single saving throw. Until the end of his next turn, he takes a –2 insight penalty to all attack rolls.	
Close Quarters (Ex) Whenever adjacent to at least two other creatures or when squeezed, Silas gains a +1 competence bonus on all attack and weapon damage rolls.	
Corsair's Luck (Ex) Once per day, Silas Gantry can add a +1 bonus to any attack roll, ability check, skill check, or saving throw. He needn't declare a use of this ability before rolling.	
Dirty Fighting (Ex) As sneak attack, but +1d4 points of extra damage.	
Rage (Ex) Once per day, Silas Gantry can enter a rage that lasts for 6 rounds. While raging, he uses the following statistics. AC 15, touch 10, flat-footed 13 hp increase by 16 Fort +9, Will +3 Melee +1 <i>cutlass</i> +13/+8 (1d6+5/18–20) Grp +12 Abilities Str 18, Con 16	

CHAPTER IV: THE ESOTERIC ORDER OF STARRY WISDOM

Behind the façade of Freeport's Wizards' Guild lays a secret cabal of magicians dedicated to an insane force for madness and evil known only as the Crawling Chaos. The Order once dominated the Guild, infesting it with their mad ambitions to acquire an ancient relic lost since antiquity, but in the centuries since coming to Freeport, the Order shrunk to a small core of dedicated cultists. Even though their devotion may waver, ever are they bound to the sinister power of their dark master.

High Wizard Tarmon is detailed in the *3rd Era Freeport Companion*.

LORD ENTERTAINER UPJOHN DROWNE

A former arcane duelist and wizard of no small power, Upjohn Drowne fled the Continent after accidentally killing an opponent in a friendly duel. Winding up in Freeport, a place far enough away from his past that he could move without recognition, he serves as the Order's spymaster. In this role, he wears a variety of masks to make him the greatest infiltrator in the city.

UPJOHN DROWNE	GR II
Male gnome illusionist 5/rogue 4/arcane trickster 2 CN Small humanoid Init +2; Senses low-light vision; Listen +5, Spot +3 Languages Common, Draconic, Gnome, Orc	
AC 17, touch 14, flat-footed 17; +4 AC against giants, uncanny dodge (+1 size, +2 Dex, +3 armor, +1 deflection) hp 55 (11 HD) Resist evasion, trap sense +1 Fort +4, Ref +10, Will +9; +2 against illusions	
Spd 20 ft. (4 squares) Melee mwk short sword +6/+1 (1d4-1/19-20) Base Atk +6; Grp +1 Atk Options Combat Expertise, +1 on attacks against kobolds and goblinoids, sneak attack +3d6 Special Actions ranged legerdemain 1/day Combat Gear <i>elixir of fire breath</i> , 2 <i>potions of cure light wounds</i> , <i>potion of sanctuary</i> , <i>wand of invisibility</i> (5 charges), <i>wand of magic missile</i> (CL 7th, 20 charges) Illusionist Spells Prepared (CL 7th): 4th— <i>confusion</i> (DC 18), <i>polymorph</i> , <i>shadow conjuration</i> (DC 21) 3rd— <i>displacement</i> , <i>major image</i> (DC 20), <i>slow</i> (DC 17), <i>suggestion</i> (DC 17) 2nd— <i>alter self</i> , <i>daze monster</i> (DC 16), <i>minor image</i> (DC 19), <i>mirror image</i> , <i>rope trick</i> 1st— <i>charm person</i> (DC 15), <i>color spray</i> (DC 18), <i>expeditious retreat</i> , <i>hypnotism</i> (DC 15), <i>silent image</i> (DC 18) (×2) 0— <i>acid splash</i> (ranged touch +8), <i>ghost sound</i> (DC 17), <i>message</i> , <i>open/close</i> , <i>prestidigitation</i> Barred Schools: abjuration, necromancy 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)	
Abilities Str 8, Dex 14, Con 14, Int 18, Wis 8, Cha 14 SQ chains of disbelief, shadow shaper, trapfinding Feats Combat Expertise, Greater Spell Focus (illusion), Iron Will, Spell Focus (illusion) Skills Balance +4, Bluff +7, Concentration +7, Craft (alchemy) +8, Decipher Script +11, Diplomacy +8, Disable Device +12, Disguise +9 (+11 acting), Escape Artist +10, Gather Information +6, Hide +15, Intimidate +4, Jump +0, Knowledge (arcana) +11, Listen +5, Move Silently +7, Sleight of Hand +8, Spellcraft +8, Spot +3, Tumble +9, Use Rope +2 (+4 bindings) Possessions combat gear plus masterwork short sword, <i>ring of protection</i> +1, <i>bracers of armor</i> +3, <i>hat of disguise</i> , <i>headband of intellect</i> +2, disguise kit, spellbook, spell component pouch, thieves' tools, pouch with 5 gp Spellbook Upjohn has access to the full magical knowledge of Freeport's Wizards' Guild.	
Chains of Disbelief (Ex) When a subject disbelieves one of Upjohn's illusions, imparting the fact that the effect is an illusion to its allies does not grant the normal +4 bonus on saving throws made to disbelieve the illusion. Even when presented with incontrovertible proof that an illusion is an illusion, the subject must still succeed on a Will save to see objects and creatures the illusion obscures, although they gain a +10 bonus on the saving throw. This ability replaces Upjohn's familiar. Shadow Shaper (Ex) Upjohn gains Hide as a class skill and may add his Intelligence modifier to all Hide checks. These benefits replace his wizard bonus feats.	

LORD RECORDER KENNETH REGRANT

One of the preeminent psychics and diviners found in Freeport's Wizards' Guild, Kenneth Regrant is plagued with visions, his mind awash with future possibilities, present happenings, and the dim recollections of the past. Kenneth came from Freeport's streets, adopted by the Guild out of charity, but was found to possess great talent and swiftly earned his place among the powerful wizards inside the Esoteric Order.

KENNETH REGRANT	GR 16
Male human diviner 3/seer 3/cerebremancer 10 N Medium humanoid Init +2; Senses Listen +4, Spot +4 Languages Common, Draconic, Elven, Infernal, Orc	
AC 19, touch 14, flat-footed 17 (+2 Dex, +5 armor, +2 deflection) hp 73 (16 HD) Fort +7, Ref +7, Will +15	
Spd 30 ft. (6 squares) Melee mwk quarterstaff +7 (1d6-1) Base Atk +7; Grp +6 Atk Options Uncanny Instincts Special Actions Inquisitor, Overchannel, Psionic Endowment, Psionic Meditation Power Points/Day: 192; Powers Known (ML 13th): 7th— <i>fate of one</i> 6th— <i>fuse flesh</i> (melee touch +6, DC 23) ^A , <i>greater precognition</i> , <i>mass cloud mind</i> (DC 23) 5th— <i>psionic plane shift</i> , <i>psychic crush</i> (DC 22) ^A , <i>second chance</i> , <i>tower of iron will</i> ^A 4th— <i>correspond</i> , <i>empathic feedback</i> ^A , <i>psionic divination</i> , <i>trace teleport</i> ^A 3rd— <i>energy retort</i> (DC 20) ^A , <i>psionic blast</i> (DC 20), <i>time hop</i> (DC 20) ^A , <i>ubiquitous vision</i> 2nd— <i>id insinuation</i> (DC 19) ^A , <i>mass missile</i> ^A , <i>object reading</i> ^A , <i>sensitivity to psychic impressions</i> 1st— <i>call to mind</i> , <i>conceal thoughts</i> , <i>demoralize</i> (DC 18) ^A , <i>destiny dissonance</i> (melee touch +6), <i>mind thrust</i> (DC 18) ^A A: Augmentable Discipline: Clairsentience Wizard Spells Prepared (CL 13th; overcome SR 1d20+15): 7th— <i>greater scrying</i> (DC 26), <i>greater teleport</i> , <i>spell turning</i> 6th— <i>analyze dweomer</i> , <i>chain lightning</i> (DC 23), <i>greater dispel magic</i> , <i>legend lore</i> 5th— <i>cone of cold</i> (DC 22), <i>contact other plane</i> , <i>dismissal</i> , <i>private sanctum</i> , <i>telepathic bond</i> 4th— <i>confusion</i> (DC 21), <i>crushing despair</i> (DC 21), <i>dimension door</i> , <i>greater invisibility</i> , <i>lesser globe of invulnerability</i> , <i>locate creature</i> , <i>mnemonic enhancer</i> 3rd— <i>clairaudience/clairvoyance</i> , <i>dispel magic</i> , <i>displacement</i> , <i>bold person</i> (DC 20), <i>lightning bolt</i> (DC 20), <i>nondetection</i> , <i>suggestion</i> (DC 20) 2nd— <i>alter self</i> , <i>detect thoughts</i> (DC 21), <i>locate object</i> , <i>resist energy</i> , <i>scorching ray</i> (ranged touch +9), <i>see invisibility</i> , <i>touch of idiocy</i> (melee touch +6) 1st— <i>color spray</i> (DC 18), <i>comprehend languages</i> , <i>magic missile</i> , <i>obscuring mist</i> , <i>shield</i> , <i>silent image</i> (DC 18), <i>true strike</i> 0— <i>detect magic</i> (×2), <i>mage hand</i> (×2), <i>read magic</i> Barred School: necromancy	
Abilities Str 8, Dex 14, Con 14, Int 24, Wis 13, Cha 10 SQ enhanced awareness Feats Inquisitor ^B , Overchannel, Power Penetration, Psionic Endowment, Psionic Meditation, Scribe Scroll ^B , Spell Focus (divination) ^B , Spell Penetration, Uncanny Instincts [†] [†] 3rd Era Freeport Companion Skills Concentration +21, Decipher Script +17, Gather Information +3, Knowledge (arcana) +25, Knowledge (history) +18, Knowledge (local) +10, Knowledge (psionics) +25, Listen +4, Psicraft +19, Spellcraft +25, Spot +4 Possessions masterwork quarterstaff, <i>ring of protection</i> +2, <i>bracers of armor</i> +5, <i>cloak of resistance</i> +2, <i>crystal mask of knowledge (history)</i> , <i>headband of intellect</i> +6, robes, spell component pouch, tiny ruby lens set in gold hoop (worth 1,500 gp for <i>analyze dweomer</i>), incense (worth 250 gp for <i>legend lore</i>), four strips of ivory (worth 50 gp for <i>legend lore</i>), diamond dust (50 gp for <i>nondetection</i>) Spellbook Kenneth has access to the full magical knowledge of Freeport's Wizards' Guild.	
Enhanced Awareness (Ex) When casting the <i>identify</i> spell, Kenneth needs to study the item for 10 minutes only. When casting <i>arcane eye</i> , the eye travels at 20 feet per round when studying its surroundings. Finally, he increases the save DC of all divination spells he casts by +1 (included). Kenneth does not gain the ability to summon a familiar.	

LORD WANPERER ENOCHIA BOWSTRING

Enochia Bowstring serves as the Wizards' Guild's diplomat and envoy, and she spends much of each year in transit to one location or other. She's given to apathy and disinterest in her work, but hides it behind a neutral façade.

ENOCHIA BOWSTRING	GR 14
Female gray elf enchanter 14 CN Medium humanoid Init +6; Senses low-light vision; Listen +2, Spot +2 Languages Common, Draconic, Elven, Gnome, Sylvan	
AC 19, touch 14, flat-footed 17; Dodge (+2 Dex, +4 armor, +2 deflection, +1 natural) hp 36 (14 HD) Immune sleep Fort +4, Ref +6, Will +9	
Spd 30 ft. (6 squares) Melee mwk longsword +7/+2 (1d8–1/19–20) Base Atk +7; Grp +6 Combat Gear <i>potion of cure serious wounds</i> , smokestick, tanglefoot bag, thunderstone, <i>wand of eagle's splendor</i> (10 charges), <i>wand of invisibility</i> (10 charges) Wizard Spells Prepared (CL 14th): 7th— <i>insanity</i> (DC 25), <i>power word blind</i> , <i>project image</i> (DC 23) 6th— <i>acid fog</i> , <i>disintegrate</i> (ranged touch +9, DC 22), <i>greater dispel magic</i> , <i>greater heroism</i> , <i>mass suggestion</i> (DC 24) 5th— <i>dominate person</i> (DC 23), <i>feeblemind</i> (DC 23, arcanists take –4), <i>mind fog</i> (DC 23), <i>shadow evocation</i> (DC 21), <i>teleport</i> 4th— <i>charm monster</i> (DC 22), <i>confusion</i> (DC 22), <i>crushing despair</i> (DC 22), <i>dimension door</i> , <i>greater invisibility</i> , <i>phantasmal killer</i> (DC 20) 3rd— <i>blink</i> , <i>deep slumber</i> (DC 21), <i>hold person</i> (DC 21), <i>suggestion</i> (DC 21) (×3) 2nd— <i>acid arrow</i> (ranged touch +9), <i>daze monster</i> (DC 20), <i>detect thoughts</i> (DC 18), <i>hideous laughter</i> (DC 20), <i>mirror image</i> , <i>see invisibility</i> , <i>touch of idiocy</i> (melee touch +6) 1st— <i>charm person</i> (DC 19), <i>color spray</i> (DC 17), <i>disguise self</i> , <i>expeditious retreat</i> , <i>hypnotism</i> (DC 19), <i>magic weapon</i> , <i>shield</i> 0— <i>daze</i> (DC 18), <i>detect magic</i> , <i>prestidigitation</i> , <i>read magic</i> , <i>resistance</i> Barred schools: evocation, necromancy	
Abilities Str 8, Dex 14, Con 10, Int 22, Wis 11, Cha 14 SQ able to notice secret doors, cohort, social proficiency Feats Combat Casting, Dodge, Greater Spell Focus (enchantment), Improved Initiative, Spell Focus (enchantment) Skills Bluff +21, Concentration +17 (+21 casting on the defensive), Diplomacy +25, Disguise +2 (+4 acting), Intimidate +4, Knowledge (arcana) +15, Listen +2, Search +2, Sense Motive +19, Spellcraft +23, Spot +2 Possessions combat gear plus masterwork longsword, <i>ring of protection</i> +2, <i>amulet of natural armor</i> +1, <i>bracers of armor</i> +4, <i>headband of intellect</i> +4, spell component pouch, courtier's outfit Spellbook As a member of the Wizards' Guild, Enochia has full access to the Esoteric Order's vast library	
Cohort In lieu of gaining a familiar, Enochia has the service of a quasit cohort named Sanat. Social Proficiency (Ex) In lieu of gaining bonus wizard feats, Enochia counts Bluff, Diplomacy, Gather Information, Intimidate, and Sense Motive as class skills. In addition, she has a +2 competence bonus on Bluff, Diplomacy, and Sense Motive checks (included).	

SANAT, QUASIT COHORT

SANAT	GR ~
Quasit assassin 3 CE Tiny outsider (chaotic, evil, extraplanar) Init +8; Senses darkvision 60 ft.; Listen +12, Spot +12 Languages Abyssal, Common	
AC 19, touch 16, flat-footed 15 (+2 size, +4 Dex, +3 natural) hp 27 (6 HD); fast healing 2; DR 5/cold iron or good Immune poison Resist fire 10 Fort +7, Ref +11, Will +6	
Spd 20 ft. (4 squares), fly 50 ft. (perfect) Melee 2 claws +11 (1d3–1 and poison) and bite +6 (1d4–1) Space 2–1/2 ft.; Reach 0 ft. Base Atk +5; Grp –4 Atk Options ambush +1, backstab +1d6, poison, poison focus (injury) Special Actions alternate form Combat Gear 3 doses of bloodroot (DC 13, initial damage 0/secondary damage 1d4 Con and 1d3 Wis), <i>potion of blur</i> Spell-like Abilities (CL 6th): At will— <i>detect good</i> , <i>detect magic</i> , <i>invisibility</i> (self only) 1/day— <i>cause fear</i> (30-ft. burst, DC 11) 1/week— <i>commune</i> (6 questions, CL 12th)	
Abilities Str 8, Dex 18, Con 10, Int 12, Wis 12, Cha 10 SQ contract Feats Alertness, Improved Initiative, Weapon Finesse Skills Bluff +6, Diplomacy +4, Disguise +0 (+2 acting), Gather Information +6, Hide +24, Intimidate +8, Knowledge (nobility) +7, Listen +12, Move Silently +16, Search +7, Spellcraft +7, Spot +12 Possessions combat gear plus <i>cloak of resistance</i> +1, <i>headband of intellect</i> +2	
Ambush (Ex) Sanat gains a +1 bonus on attack and damage rolls against flat-footed opponents. Poison (Ex) Injury, Fortitude DC 14, initial damage 1d4 damage, secondary damage 2d4 Dex. The save DC is Constitution-based and includes a +2 racial bonus. Alternate Form (Su) Sanat can assume the form of a bat or wolf as a standard action.	

LORD TEACHER ORRIN FEENEY

Having made a name for himself with his unmatched mastery of weather and the elements, he serves the Guild as an instructor and educator. Thoroughly insane, he tempers the rigorous schedule to which he must cleave with his dark experimentations with the meteorological conditions of the Serpent's Teeth.

ORRIN FEENEY	GR 13
Male human transmuter 13 LE Medium humanoid Init +2; Senses Listen +1, Spot +1 Languages Common, Celestial, Draconic, Infernal, Undercommon	
AC 19, touch 15, flat-footed 17 (+2 Dex, +3 armor, +2 deflection, +1 insight, +1 natural) hp 64 (14 HD) Fort +6, Ref +6, Will +9	
Spd 30 ft. (6 squares) Melee <i>staff</i> +7/+2 (1d6) Base Atk +7; Grp +7 Special Actions enhance attribute 3/day Combat Gear <i>staff of transmutation</i> (10 charges) Wizard Spells Prepared (CL 14th; overcome SR 1d20+16): 7th— <i>control weather</i> , quickened <i>dispel magic</i> , quickened <i>lightning bolt</i> (DC 20) 6th— <i>control water</i> , <i>disintegrate</i> (ranged touch +9, DC 23), <i>globe of invulnerability</i> , maximized <i>lightning bolt</i> (DC 20) 5th— <i>baleful polymorph</i> (DC 22), <i>cloudkill</i> (DC 20), <i>cone of cold</i> (DC 22), <i>overland flight</i> , <i>wall of force</i> 4th— <i>dimension door</i> , <i>dimensional anchor</i> (ranged touch +9), <i>ice storm</i> , maximized <i>magic missile</i> , <i>mnemonic enhancer</i> , <i>solid fog</i> 3rd— <i>dispel magic</i> , <i>gaseous form</i> , <i>lightning bolt</i> (DC 20), <i>protection from energy</i> , <i>sleet storm</i> , <i>water breathing</i> 2nd— <i>bear's endurance</i> , <i>levitate</i> , <i>protection from arrows</i> , <i>scorching ray</i> (ranged touch +9) (×2), <i>whispering wind</i> 1st— <i>burning hands</i> (DC 18), <i>expeditious retreat</i> , <i>feather fall</i> , <i>jump</i> , <i>magic missile</i> , <i>shield</i> , <i>shocking grasp</i> (melee touch +7) 0— <i>detect magic</i> , <i>mage hand</i> , <i>open/close</i> , <i>prestidigitation</i> , <i>read magic</i> Barred Schools: illusion, necromancy	
Abilities Str 10, Dex 14, Con 14, Int 20, Wis 13, Cha 8 Feats Combat Casting ^B , Enlarge Spell ^B , Greater Spell Focus (evocation), Greater Spell Focus (transmutation), Maximize Spell ^B , Scribe Scroll ^B , Spell Focus (evocation), Spell Focus (transmutation), Spell Penetration Skills Appraise +5 (+7 Craft), Craft (alchemy) +22, Concentration +19 (+23 casting on the defensive), Decipher Script +16, Knowledge (arcana) +22, Knowledge (nature), +22 Knowledge (the planes) +8, Spellcraft +24, Survival +1 (+3 aboveground natural environments) Possessions combat gear plus <i>ring of protection</i> +2, <i>amulet of natural armor</i> +1, <i>bracers of armor</i> +3, <i>dusty rose loun stone</i> , <i>gloves of Dexterity</i> +2, <i>headband of intellect</i> +2, robes, spell component pouch Spellbook Orrin has access to the full library in Freeport's Wizards' Guild.	
Enhance Attribute (Ex) As a swift action, Orrin gains a +2 enhancement bonus to any one ability score for 14 minutes. By gaining this ability, Orrin loses the ability to acquire a familiar.	

LORD RESEARCHER EDWINA LILYBRIDGE

As Lord Researcher, Edwina maintains the tomes, artifacts, and relics possessed by the Esoteric Order. Ever the ambitious wizard, she makes extensive use of these treasures to advance her own position within the cult.

EDWINA LILYBRIDGE	GR 7
Female human abjurer 7 LE Medium humanoid Init +1; Senses Listen +2, Spot +2 Languages Common, Draconic, Infernal	
AC 13, touch 12, flat-footed 12 (+1 Dex, +1 armor, +1 deflection) hp 33 (7 HD) Resist resistance to energy 1/day Fort +5, Ref +4, Will +8	
Spd 30 ft. (6 squares) Melee mwk dagger +4 (1d4/19–20) Base Atk +3; Grp +3 Special Actions aura of protection 1/day Combat Gear <i>potion of blur</i> , <i>potion of cure moderate wounds</i> , <i>wand of lightning bolt</i> (CL 10th, 10 charges) Wizard Spells Prepared (CL 7th; overcome SR 1d20+11): 4th— <i>lesser globe of invulnerability</i> , <i>phantasmal killer</i> (DC 17) 3rd— <i>dispel magic</i> (×2), <i>hold person</i> (DC 16), <i>major image</i> (DC 16) 2nd— <i>invisibility</i> , <i>knock</i> , <i>obscure object</i> , <i>resist energy</i> , <i>scare</i> (DC 15) 1st— <i>comprehend languages</i> , <i>hold portal</i> , <i>ray of enfeeblement</i> (ranged touch +4), <i>silent image</i> (DC 14), <i>shield</i> , <i>sleep</i> (DC 14) 0— <i>arcane mark</i> , <i>detect magic</i> , <i>read magic</i> , <i>resistance</i> (×2) Barred Schools: conjuration, evocation	
Abilities Str 10, Dex 12, Con 14, Int 16, Wis 14, Cha 8 Feats Diligent ^B , Greater Spell Penetration, Magical Aptitude, Spell Penetration Skills Appraise +5, Concentration +12, Decipher Script +15, Knowledge (arcana) +13, Knowledge (history) +7, Listen +2, Spellcraft +17 (+19 decipher scrolls), Spot +2, Use Magic Device +6 (+10 scrolls) Possessions combat gear plus masterwork dagger, <i>ring of protection</i> +1, <i>bracers of armor</i> +1, <i>cloak of resistance</i> +1, robes, spell component pouch, purse with 43 gp Spellbook Edwina has access to the full library of the Wizards' Guild of Freeport.	
Resistance to Energy (Su) Once per day as a standard action, Edwina can erect a mystic shield that grants energy resistance 8 to herself and any creature she touches for 1 hour. She must select a type of energy from any of the following types: acid, cold, electricity, fire or sonic. By possessing this ability, Edwina gives up the ability to summon a familiar. Aura of Protection (Ex) Once per day as a standard, Edwina can erect a protective aura that grants a +3 bonus to her Armor Class and all saving throws. The benefit lasts for 1 minute or until Edwina is attacked or rolls a saving throw, whichever occurs first. By selecting this ability, Edwina does not gain wizard bonus feats.	

CHAPTER 17: SCIONS OF THE DESTROYER

The Temple District is one of the more bustling communities within Freeport. Home to representatives of nearly every legitimate and illegitimate church, sect, and cult, walking its streets rewards visitors with a dazzling assortment of colors, sounds, and, yes, even smells. Most Freeporters believe all the faiths here are benign, for it is by Sea Lord's decree that no altars of fiends or wicked god should be raised within the city's walls. Yet, cults thrive in the city, each devoted to gods and powers so sinister that to speak their names invites hideous attention. Even within the sacred halls of the various temples found in the most holy district, the cancer of corruption blossoms. Nowhere is this more true than among the fierce priests of the God of War. Darkness has claimed the souls of these priests and their observances to the bellicose deity are mere formalities. Their hearts lay truly with Abaddon the Destroyer, the Bringer of Endings, the Minister of Death and Havoc, who, when his mighty citadel reaches the bottom of the Abyss, will reduce this world to utter ruin.

See *The Book of Fiends* for more details about Abaddon and his clerics and unholy warriors. Priests of Abaddon choose from the Catastrophe*, Chaos, Death, and Evil domains. (*This is a new domain appearing in *The Book of Fiends*. GMs without that book may wish to substitute the Destruction domain.)

FATHER CADICGEN

The high priest of the War God's temple in Freeport, Cadiccen conceals his true devotion behind the serene exterior of a pious servant of the lord of battle. He came to Freeport to breathe new life into Abaddon's cultists who had long infiltrated this church, but his appearance saw the established cultists exposed and destroyed. His efforts to "purge" the church bought him the position of high priest and ever since, he has quietly subverted the clergy, bringing them into the fold of his true master.

FATHER CADICGEN	GR 14
Male human cleric 7/fighter 2/blackguard 5 CE Medium humanoid Init +7; Senses Listen +3, Spot +3 Aura despair (10 ft.) Languages Common	
AC 19, touch 14, flat-footed 16; Deflect Arrows (+3 Dex, +5 armor, +1 deflection) hp 101 (14 HD) Resist evasion (against own spells only) Fort +20, Ref +12, Will +15	
Spd 30 ft. (6 squares) Melee unarmed strike +15/+10/+5 (1d3+3) Base Atk +12; Grp +19 Atk Options Cleave, Improved Sunder, Power Attack, Stunning Fist, smite good 2/day (+4 attack, +5 damage), sneak attack +1d6 Special Actions command undead 7/day (+6, 2d6+14, 12th), death touch 1/day, (melee touch +15, 7d6) Blackguard Spells Prepared (5th): 3rd— <i>contagion</i> (melee touch +15, DC 16) 2nd— <i>eagle's splendor</i> , <i>shatter</i> (DC 15) 1st— <i>cure light wounds</i> , <i>inflict light wounds</i> (melee touch +15, DC 14)D Cleric Spells Prepared (CL 7th): 4th— <i>divine power</i> , <i>giant vermin</i> D 3rd— <i>contagion</i> (melee touch +15, DC 16)D, <i>cure serious wounds</i> , <i>dispel magic</i> , <i>prayer</i> 2nd— <i>aid</i> , <i>bear's endurance</i> , <i>death knell</i> (DC 15)D, <i>enthrall</i> (DC 15), <i>sound burst</i> (DC 15) 1st— <i>bane</i> (DC 14), <i>command</i> (DC 14), <i>cure light wounds</i> , <i>doom</i> (DC 14)D, <i>sanctuary</i> (DC 14), <i>shield of faith</i> 0— <i>detect magic</i> , <i>detect poison</i> (x2), <i>guidance</i> , <i>light</i> , <i>read magic</i> D: Domain spell. Deity: Abaddon. Domains: Catastrophe, Death Spell-like Abilities (CL 5th): At will— <i>detect good</i>	
Abilities Str 16, Dex 16, Con 14, Int 10, Wis 17, Cha 18 SQ moderate aura of chaos, fiendish servant, overwhelming aura of evil, poison use Feats Cleave, Deflect Arrows ^B , Improved Grapple ^B , Improved Initiative, Improved Sunder, Improved Unarmed Strike, Power Attack ^B , Stunning Fist Skills Bluff +9, Climb +5, Concentration +7, Diplomacy +11, Disguise +4 (+6 acting), Hide +8, Intimidate +13, Listen +3, Knowledge (religion) +5, Spellcraft +5, Spot +3, Swim +5 Possessions <i>ring of protection</i> +1, <i>amulet of mighty fists</i> +1, <i>bracers of armor</i> +5, <i>cloak of wisdom</i> +2, <i>gauntlets of ogre power</i> , <i>vestments of resistance</i> +2	
Fiendish Servant Cadiccen has the service of a fiendish raven, Soot, who acts as his most trusted spy and messenger.	

SOOT, FIENDISH SERVANT

SOOT	GR -
Male fiendish raven CE Tiny magical beast (augmented animal, extraplanar) Init +2; Senses darkvision 60 ft., low-light vision; Listen +6, Spot +7 Languages speak with blackguard	
AC 17, touch 14, flat-footed 15 (+2 size, +2 Dex, +3 natural) hp 18 (4 HD); DR 5/magic Resist cold 5, fire 5, improved evasion; SR 9 Fort +12, Ref +6, Will +8	
Spd 10 ft. (2 squares), fly 40 ft. (average) Melee claws +7 (1d2-4) Space 2-1/2 ft; Reach 0 Base Atk +3; Grp -9 Atk Options smite good 1/day (+4 damage) Special Actions share spells	
Abilities Str 3, Dex 15, Con 10, Int 7, Wis 14, Cha 6 SQ faint aura of evil, empathic link Feats Alertness, Stealthy, Weapon Finesse ^B Skills Hide +12, Listen +6, Move Silently +6, Spot +7	
Improved Evasion (Ex) When subjected to an attack that normally allows a Reflex saving throw for half damage, the servant takes no damage if it makes a successful saving throw and half damage if the saving throw fails.	

TURK SILVERSKIN

Turk could have been a hero if he hadn't chosen to selfishly dwell on his own appetites. He is past his youthful prime, during which he traveled the world in search of the next adrenalin-fueled exploit; now he tries to make do with new drugs, sexual perversions, and other highs.

TURK SILVERSKIN	GR 7
Male human corsair 3/fighter 4/cultist 1 CE Medium humanoid Init +2; Senses Listen -1, Spot +5 Languages Aquan, Common, Sahaugin	
AC 20, touch 11, flat-footed 19 (+1 Dex, +9 armor) hp 50 (8 HD) IP 2; Madness addiction to various drugs, psychosexual disorder(s) Fort +8, Ref +8, Will +3	
Spd 20 ft. in full plate (4 squares); base speed 30 ft. Melee +1 <i>longsword</i> +11/+6 (1d8+5/19-20) Base Atk +7; Grp +9 Atk Options Combat Expertise, Combat Reflexes, Last-Ditch Effort, Sea Legs, fanatic Special Actions Weapon Display Combat Gear <i>potion of cure moderate wounds</i> , <i>potion of heroism</i> (x2)	
Abilities Str 15, Dex 15, Con 13, Int 13, Wis 8/12, Cha 15 SQ faint aura of chaos and evil Feats Agile ^B , Combat Expertise ^B , Combat Reflexes, Last-Ditch Effort [†] , Scoundrel's Luck ^{B†} , Sea Legs ^{B†} , Skill Focus (Bluff) ^B , Weapon Display ^{B†} , Weapon Focus (longsword), Weapon Specialization (longsword) ^B [†] 3rd Era Freeport Companion	
Skills Balance +5, Bluff +6/+14*, Climb +1, Diplomacy +0/+8*, Disguise -2/+6* (+0/+8* acting), Escape Artist +0, Gather Information -2/+6*, Knowledge (geography) +7, Knowledge (religion) +2, Listen -1, Perform (all) -2/+6*, Profession (sailor) +5, Spot +3, Survival -1 (+1 to avoid hazards), Swim +5	
*First bonus includes -4 competence penalty to all checks; second bonus includes +4 competence bonus when interacting with others with psychosexual disorders.	
Possessions combat gear plus <i>full plate</i> +1, +1 <i>longsword</i> , <i>elixir of love</i> , <i>ring of swimming</i>	

HANNIBAL, CHIEF REAPER

Hannibal serves as Father Cadiccen's eyes and ears, monitoring developments in the temple and watching for enemies. A troubled man with a sordid past, he discarded the horrors of his youth for the blissful madness offered by Abaddon. He masks his savagery behind the dead eyes of a cold killer.

HANNIBAL	GR 9
Male human unholy warrior 9 CE Medium humanoid Init -1; Senses Listen +2, Spot +2 Languages Common	
AC 22, touch 9, flat-footed 22 (-1 Dex, +10 armor, +3 shield) hp 63 (9 HD) Fort +7, Ref +2, Will +5	
Spd 25 ft. in full plate (5 squares); base speed 35 ft. Melee +1 <i>longsword</i> +14/+9 (1d8+4/19-20) Base Atk +9; Grp +12 Atk Options Cleave, Great Cleave, Improved Sunder, Power Attack, death touch 2/day (melee touch +12, 9d6) Special Actions dismiss light 2/day, rebuke undead 5/day (+2, 2d6+8, 6th) Combat Gear <i>potion of cure serious wounds</i> , <i>potion of remove fear</i> , <i>potion of shield of faith</i> +2 Unholy Warrior Spells Prepared (CL 4th): 2nd— <i>undetectable alignment</i> 1st— <i>bane</i> (DC 13), <i>divine favor</i> Spell-like Abilities (CL 9th): 1/day—dark ally 2/week— <i>deeper darkness</i>	
Abilities Str 16, Dex 8, Con 12, Int 10, Wis 14, Cha 14 SQ faint aura of chaos, shadowhost, strong aura of evil Feats Blind-Fight ^B , Cleave, Diehard ^B , Great Cleave, Improved Sunder, Power Attack ^B , Weapon Focus (<i>longsword</i>) Skills Handle Animal +11, Intimidate +11, Knowledge (religion) +9, Listen +2, Ride +8, Spot +2 Possessions combat gear plus +2 <i>full plate armor</i> , +1 <i>heavy steel shield</i> , +1 <i>longsword</i>	
Dark Ally (Sp) Once per day, as a full-round action Hannibal may summon his fiendish warhorse, which remains for 18 hours. Should the mount die while on this plane, it immediately dissolves into a pool of dung and hair, leaving behind any equipment it carried. Dismiss Light (Sp) Hannibal can quench all light sources within 60 feet. Against magical light sources, he must roll a level check against a DC equal to 11 + caster level. Shadowhost (Su) All light sources within line of sight have their bright and shadowy areas halved.	

INDOMITABLE, DARK ALLY

INDOMITABLE	GR -
Male fiendish warhorse CE Large magical beast (augmented animal, extraplanar) Init +1; Senses darkvision 60 ft., low-light vision, scent; Listen +7, Spot +6 Languages —	
AC 20, touch 10, flat-footed 19 (-1 size, +1 Dex, +10 natural) hp 60 (8 HD); DR 5/magic Resist cold 10, fire 10, improved evasion; SR 13 Fort +9, Ref +7, Will +3	
Spd 60 ft. (12 squares) Melee 2 hooves +11 (1d8+5) Space 10 ft.; Reach 5 ft. Base Atk +6; Grp +15 Atk Options smite good 1/day (+8 damage)	
Abilities Str 20, Dex 13, Con 17, Int 7, Wis 13, Cha 6 SQ faint aura of evil Feats Endurance, Improved Natural Attack (hooves), Run, Weapon Focus (hooves) ^B Skills Listen +7, Spot +6	
Improved Evasion (Ex) When subjected to an attack that normally allows a Reflex saving throw for half damage, the mount takes no damage if it makes a successful saving throw and half damage if the saving throw fails.	

LAMARAK BLACKTUSK

Lamarak is an archetypical bloodthirsty, reckless orc. He grew up in the gutters and gangs of Freeport, but found his true calling when he was recruited as a Reaper. He is now in charge of the Scions' orc and goblin gangs in Bloodsalt.

LAMARAK BLACKTUSK	CR 9
Male orc survivor 2/barbarian 7 CE Medium humanoid (orc) Init +1; Senses darkvision 60 ft.; Listen -2, Spot -2 Languages Common, Orcish	
AC 15, touch 11, flat-footed 5; improved uncanny dodge (+1 Dex, +4 armor) hp 97 (9 HD); Diehard; DR 1/— Resist greenblood oil, trap sense +2 Fort +12, Ref +3, Will +2 Weakness dazzled in bright sunlight	
Spd 40 ft. (8 squares) Melee +1 <i>falchion</i> +16/+11 (2d4+7/18-20) <i>or</i> Melee unarmed strike +15/+10 (1d6+6) Base Atk +9; Grp +15 Atk Options Cleave, Power Attack, pitched weapons, rage 2/day Special Actions shattering strike 1 Combat Gear <i>elixir of hiding</i> , <i>elixir of sneaking</i> , <i>potion of protection from arrows</i> 10/magic, 6 doses of pitch (Injury, DC 11, 1d6 hp/1 Con), tanglefoot bag	
Abilities Str 22, Dex 13, Con 18, Int 6, Wis 6, Cha 10 SQ faint aura of chaos and evil Feats Athletic ^B , Cleave, Diehard, Improved Unarmed Strike ^B , Iron Will, Power Attack Skills Intimidate +12, Jump +9, Listen -2, Spot -2 Possessions combat gear plus <i>studded leather armor</i> +2, +1 <i>falchion</i> , <i>gauntlets of ogre power</i>	
Pitched Weapons (Ex) Lamarak coats his prominent tusks as well as his serrated sword with pitch. This fouls the wounds of those he hits with his bite (treat as an unarmed strike) or sword. Treat this effect as a weak poison (Injury, DC 11, 1d6 hp/1 Con), which lasts for 2 successful hits per dose. Due to his frequent use of this unorthodox tactic, Lamarak never takes damage from his own pitched weapons. Rage (Ex) Twice per day, Lamarak may enter a rage that lasts for 9 rounds. While raging, he uses the following statistics: AC 13, touch 9, flat-footed 13 hp increase by 18 Fort +14, Will +4 Melee +1 <i>falchion</i> +18/+113 (2d4+9/18-20) <i>or</i> Melee unarmed strike +17/+12 (1d6+8) Grp +17 Abilities Str 26, Con 22 Skills Jump +11	

"MATCHES"

Since childhood, "Matches" has been a true pyromaniac, feeling only delight at the sight of destruction and death his obsession causes. Not only incurably mad, he is also an inveterate liar and drunkard.

"MATCHES"	CR 3
Male human sorcerer 1/rogue 2 CN Medium humanoid Init -3; Senses Listen +1, Spot +1 Languages Common	
AC 13, touch 13, flat-footed 10 (+3 Dex) hp 15 (3 HD) IP 0; Madness addiction to alcohol, compulsive fire-starting (pyromania) Resist evasion Fort +1 (+5 against disease and poison), Ref +6, Will -1	
Spd 30 ft. (6 squares) Melee dagger +2 (1d4+1/19-20) Base Atk +1; Grp +2 Atk Options Point Blank Shot, sneak attack +1d6 Combat Gear <i>potion of expeditious retreat</i> , <i>potion of resist fire</i> 10, <i>elixir of fire breath</i> , 5 flasks of fire-breathing draught Sorcerer Spells Known (CL 1st): 1st (3/day)— <i>burning hands</i> , <i>true strike</i> 0 (5/day)— <i>dancing lights</i> , <i>flare</i> , <i>light</i> , <i>resistance</i>	
Abilities Str 12, Dex 16, Con 12, Int 8, Wis 5, Cha 11 SQ faint aura of chaos, trapfinding Feats Exotic Weapon Proficiency (fire-breathing), Filthy ^I , Point Blank Shot † <i>3rd Era Freeport Companion</i> Skills Climb +6, Craft (alchemy) +4, Craft (pyrotechnics) +3, Diplomacy -2, Disguise -2, Hide +8, Knowledge (local) +4, Listen +1, Move Silently +8, Open Lock +8, Spot +1 Possessions combat gear plus dagger, <i>band of the mage</i> , thieves' tools, tindertwigs (x20)	
Fire-breathing draught This bottle of specially mixed alcohols ignites easily when exposed to flame. To use it as an attack, the fire-breather pours the alcohol into his mouth, then spews it out over a flame (such as a torch or tindertwig). The resulting gout of fire does damage as a flask of alchemist's fire, with a maximum range of 10 ft. Unless the user has Exotic Weapon Proficiency (fire-breathing), he takes a -4 nonproficiency penalty to the attack roll, and must make a DC 15 Reflex save or suffer full damage himself. One draught sells for 20 gp and requires a DC 20 Craft (alchemy) check to manufacture.	

MONSTROUS LOCUSTS

Clerics of Abaddon who gain access to the *giant vermin* spell often prefer to cast the spell upon one their master's favorite pest, a locust. Because locusts have few special abilities beyond flight and an insatiable appetite, a priest of the Destroyer may turn *four* normal-sized locusts into larger forms.

LOGUST, MEDIUM MONSTROUS	GR -
N Medium vermin Init +4; Senses darkvision 60 ft.; Listen +4, Spot +4	
AC 15, touch 14, flat-footed 11 (+4 Dex, +1 natural) hp 3 (1 HD) Immune mind-affecting effects Fort +1, Ref +4, Will +0	
Spd 20 ft. (4 squares), fly 40 ft. (poor) Melee bite +4 (1d6) Base Atk +0; Grp +0	
Abilities Str 11, Dex 19, Con 8, Int —, Wis 10, Cha 2 Feats Weapon Finesse ^B Skills Listen +4*, Spot +4* * Monstrous locusts have a +4 racial bonus to Listen and Spot checks.	

LOGUST, LARGE MONSTROUS	GR -
N Large vermin Init +4; Senses darkvision 60 ft.; Listen +4, Spot +4	
AC 15, touch 13, flat-footed 11 (-1 large, +4 Dex, +2 natural) hp 10 (3 HD) Immune mind-affecting effects Fort +2, Ref +5, Will +1	
Spd 20 ft. (4 squares), fly 40 ft. (poor) Melee bite +5 (1d8+2) Space 10 ft.; Reach 5 ft. Base Atk +2; Grp +8	
Abilities Str 15, Dex 19, Con 8, Int —, Wis 10, Cha 2 Feats Weapon Finesse ^B Skills Listen +4*, Spot +4* * Monstrous locusts have a +4 racial bonus to Listen and Spot checks.	

LOGUST, HUGE MONSTROUS	GR -
N Huge vermin Init +4; Senses darkvision 60 ft.; Listen +4, Spot +4	
AC 17, touch 12, flat-footed 13 (-2 size, +4 Dex, +5 natural) hp 27 (6 HD) Immune mind-affecting effects Fort +5, Ref +6, Will +2	
Spd 20 ft. (4 squares), fly 60 ft. (poor) Melee bite +6 (2d6+4) Space 15 ft.; Reach 10 ft. Base Atk +4; Grp +16	
Abilities Str 19, Dex 19, Con 10, Int —, Wis 10, Cha 2 Feats — Skills Listen +4*, Spot +4* * Monstrous locusts have a +4 racial bonus to Listen and Spot checks.	

LOGUST, GARGANTUAN MONSTROUS	GR -
N Gargantuan vermin Init +4; Senses darkvision 60 ft.; Listen +4, Spot +4	
AC 19, touch 10, flat-footed 15 (-4 size, +4 Dex, +9 natural) hp 54 (12 HD) Immune mind-affecting effects Fort +8, Ref +8, Will +4	
Spd 30 ft. (6 squares), fly 60 ft. (poor) Melee bite +12 (3d8+7) Space 20 ft.; Reach 15 ft. Base Atk +9; Grp +28	
Abilities Str 25, Dex 19, Con 10, Int —, Wis 10, Cha 2 Feats — Skills Listen +4*, Spot +4* * Monstrous locusts have a +4 racial bonus to Listen and Spot checks.	

LOGUST, COLOSSAL MONSTROUS	GR -
N Colossal vermin Init +3; Senses darkvision 60 ft.; Listen +4, Spot +4	
AC 20, touch 5, flat-footed 17 (-8 size, +3 Dex, +15 natural) hp 108 (24 HD) Immune mind-affecting effects Fort +14, Ref +11, Will +8	
Spd 30 ft. (6 squares), fly 60 ft. (poor) Melee bite +19 (4d6+9) Space 30 ft.; Reach 20 ft. Base Atk +18; Grp +43	
Abilities Str 29, Dex 17, Con 10, Int —, Wis 10, Cha 2 Feats — Skills Listen +4*, Spot +4* * Monstrous locusts have a +4 racial bonus to Listen and Spot checks.	

CHAPTER VI: THE CHARNEL CHILDREN

Some say that the Charnel God has always been with us, lurking in the wake of the gods of war and pain and destruction, methodically consuming the remains of the dead. His worshippers believe that by consuming the bodies of the dead, they offer their strength and secrets to the Charnel God. His followers also murder and consume the living, in order to gather even more power for their god—and to teach the world to fear him as they properly should.

The cult of the Charnel God once held sway over vast empires ruled by ghouls, but their enemies finally destroyed them. To this day, witch hunters root out the foul art of necromancy wherever it may be found, but the cult continues on in secret. In Freeport, the Charnel God has a home in the most unlikely of places: the seemingly innocent Cleaves Home for Foundlings and Wayward Children.

THE CANNIBAL RITUAL

By ritually consuming the bodies of the dead, the Charnel God's followers come closer to their god. This incantation transforms those partaking in the unholy feast into ghouls for a limited time. If perfected, the incantation could make this transformation permanent, and give the Charnel God's followers a manner of immortality—as undead. The most complete copy of this incantation is found in the dreaded *Ghoul's Manuscript*, long thought destroyed by witch hunters in their crusade against necromancy.

School: Necromancy

Level: 6th

DC: 24 (34 + 4 multiple targets - 6 duration -2 F -1 XP -5 B)

Components: V, S, M, B, XP

Material Component: A fresh humanoid corpse, and tools to butcher and cook it.

Backlash: All subjects of this incantation must make a Will saving throw (DC 16 + caster's Cha modifier) or have their alignment changed to chaotic evil permanently. The caster and any willing participants in the Cannibal Ritual automatically fail this roll. (A caster who is already chaotic evil may take 10 on the Knowledge roll.)

XP Cost: 100 XP

Casting Time: 10 minutes per check; 6 successes required

Range: Close (55 ft.)

Target: One or more creatures

Duration: 12 hours (one night)

Saving Throw: None (or Will negates)

Spell Resistance: No

Success: If the ritualist succeeds on his Knowledge (forbidden) check, every character who ate the specially prepared flesh is transformed into a ghoul for the remainder of the night (no save allowed), gaining the strength and hunger of an undead corpse-eater. Apply the Ritual Ghoul template (see below) to each recipient.

Failure: If the ritualist fails his check, none of the subjects are transformed, but all are afflicted by an unholy craving for human flesh that lasts for 10 minutes times the margin of failure. (For example, if the check failed by 6, then the hunger lasts for 60 minutes.) This compulsion may be resisted for 10 minutes with a successful DC 15 Will save.

RITUAL GHOUL (TEMPLATE)

Size and Type: The creature's type changes to undead (augmented humanoid or monstrous humanoid). Do not recalculate base attack bonus, saves or skill points. Size is unchanged.

Armor Class: The base creature's natural armor bonus improves by +2.

Attack: The ritual ghoul retains all of the attacks of the base creature and also gains a bite and two claw attacks if it didn't already have them.

A ghoul armed with a weapon may use that weapon or one of its natural weapons, as desired.

Full Attack: A ghoul fighting without weapons uses its bite and claw attacks, with the bite being the primary weapon. If armed with a weapon, a ghoul uses its bite as a primary attack and the weapon as a secondary attack.

Damage: A ritual ghoul has bite and claw attacks. If the base creature does not have these attack forms, use the appropriate damage value from the table below according to the ghoul's size. Creatures with natural weapons retain their old damage values or use the appropriate value from the table, whichever is better.

Size	Bite Damage	Claw Damage
Fine	1	1
Diminutive	1d2	1
Tiny	1d3	1d2
Small	1d4	1d3
Medium	1d6	1d4
Large	1d8	1d6
Huge	2d6	1d8
Gargantuan	2d8	2d6
Colossal	4d6	2d8

Special Attacks: A ritual ghoul retains all the special attacks of the base creature and gains the one described here.

Paralysis (Ex): Those hit by a ghoul's bite or claw attack must succeed on a Fortitude save (DC 10 + 1/2 the ghoul's HD + the ghoul's Charisma modifier) or be paralyzed for 1d4+1 rounds. Elves have immunity to this paralysis.

Special Qualities: A ritual ghoul retains all the special qualities of the base creature and gains the one described here.

Turn Resistance (Ex): A ritual ghoul has +2 turn resistance.

Abilities: Increase from the base creature as follows: Str +2, Dex +4, Int +2, Wis +4, Cha +2. As an undead creature, a ritual ghoul has no Constitution.

Challenge Rating: Same as the base creature +3. This increase only applies if the creature can transform without using the Cannibal Ritual.

Alignment: Always chaotic evil.

Advancement: As base creature.

Level Adjustment: Same as the base creature +3. This increase only applies if the creature can transform without using the Cannibal Ritual.

THE CHARNEL GOD

The Charnel God's clerics and cultists may select their domains from the Chaos, Death, and Evil domains. The Charnel God's favored weapon is the dagger.

THE GHOUL MANUSCRIPT (MINOR ARTIFACT)

The spine of this book is always made from a literal human spine, and many copies are bound in human skin as well. The tome relates the history of the Charnel God's cult and the blasphemous acts its members have committed in his name. The most important of these rites is the Cannibal Ritual, an unholy feast that transforms the participants into ghouls for a single night of bringing the dead and living alike closer to the insatiable Charnel God.

Those most receptive to the god's teachings actually hear a voice coming to them through the book; they invariably believe that this mad whisperer is the Charnel God himself, showing them the path to immortality as one of the undead instead of an all-to-fragile living creature.

Studying the book allows the reader to acquire a maximum of up to 10 free ranks in the Knowledge (forbidden) skill. However, each rank requires a month's study and inflicts 1 Insanity Point. The book cannot raise the reader's total skill above 10 ranks, or the character's level +3, whichever is lower.

Whatever the truth behind the source of the book's voice, it is intelligent (CE; Int +2, Wis +4, Cha +7; Ego 19), and can help or hinder the reader as it sees fit. If the reader willingly follows the book's suggestions for committing darker and darker acts, then the book will lend its expertise to exploiting the rites contained within it. Once per day, an attuned reader may substitute the book's full Knowledge (forbidden) ranks in place of his own for the purposes of casting one ritual.

If the reader has no intention of using the book to serve the Charnel God, then the book begins to exert a psychic pressure on the reader's mind. Each day that the book is perused, the book forces a personality conflict (Will save, DC equals Ego). If the book wins, the character gains 1 Insanity Point and follows the book's unsavory suggestions. Any character who acquires *insanity* or permanent madness in this way immediately changes alignment to chaotic evil and becomes a helplessly devoted minion of the Charnel God.

Strong necromancy [evil]; CL 20th; Weight 3 lbs.

EUGENUS CLEAVES

Freeport society sees this former physician as a good man completely devoted to the welfare of the city's orphans, but this couldn't be further from the truth. The real Eugenus Cleaves experiments upon the children in his care, seeking to perfect the means to a depraved sort of immortality.

EUGENUS CLEAVES	GR II
Male human expert 6/cultist 3 CE Medium humanoid Init +1; Senses Listen +15, Spot +20 Languages Abyssal, Aquan, Azharan, Common, Draconic, Elvish, Gnomish	
AC 12, touch 12, flat-footed 11 (+1 Dex, +1 deflection) hp 43 (9 HD) Resist Unhinged IP 2; Madness addiction to Cannibal Ritual Fort +6, Ref +4, Will +11	
Spd 30 ft. (6 squares) Melee adamantine dagger +7 (1d4/19-20) Base Atk +6; Grp +6 Atk Options fanatic, sneak attack +1d6 Special Actions Eldest Child Combat Gear <i>oil of darkness</i>	
Abilities Str 11, Dex 13, Con 13, Int 16, Wis 16/20, Cha 9 SQ moderate aura of chaos and evil Feats Endurance, Great Fortitude, Leadership (12), Skill Focus (Bluff) ^B , Skill Focus (Heal) ^B , Unhinged [†] Skills Balance +10, Bluff +14, Concentration +10, Climb +3, Diplomacy +8, Heal +16, Hide +4, Jump +3, Knowledge (arcana) +13, Knowledge (forbidden) [†] +9 (+11 Cannibal Ritual), Knowledge (geography) +6, Knowledge (local) +13, Knowledge (religion) +6, Listen +15, Move Silently +4, Spellcraft +9, Spot +20 Possessions combat gear plus adamantine dagger, <i>ring of protection</i> +1, <i>eyes of the eagle</i> , <i>periapt of Wisdom</i> +2, <i>unguent of timelessness</i> , healer's kit, <i>The Ghoul Manuscript</i> †3rd Era Freeport Companion	
Eldest Child (Sp) Between his regular performance of the Cannibal Ritual and the voice of the Charnel God in his head, Cleaves gains a +2 competence bonus with that incantation. He may also assume the form of a ritual ghoul at will. While transformed, he uses the following statistics: Male ritual ghoul expert 9/cultist 3 CE Medium undead (augmented humanoid) Init +3; Senses darkvision 60 ft.; Listen +17, Spot +22 AC 16, touch 14, flat-footed 13 (+3 Dex, +1 deflection, +2 natural) hp increase by 9 Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion effects, any effect that requires a Fortitude save (unless affects objects or harmless), death from massive damage Resist turn resistance +2 Fort +5, Ref +6, Will +12 Melee bite +7 (1d6+1 plus paralysis) and 2 claws +2 (1d3 plus paralysis) Grp +7 Abilities Str 13, Dex 17, Con —, Int 18, Wis 18/22, Cha 11 SQ strong aura of evil Skills Balance +15, Bluff +12, Concentration +9, Climb +4, Diplomacy +9, Heal +17, Hide +6, Jump +4, Knowledge (arcana) +14, Knowledge (forbidden) +10 (+12 Cannibal Ritual), Knowledge (geography) +7, Knowledge (local) +14, Knowledge (religion) +7, Listen +17, Move Silently +6, Spellcraft +10, Spot +22 Paralysis (Ex) Those hit by Cleaves's bite or claw attack must succeed on a DC 14 Fortitude save or be paralyzed for 1d4+1 rounds. Elves are immunity to this paralysis. The save DC is Charisma-based.	

"SLIM" WILLIAM THE PLEASER

William was Cleaves's first recruit into the Charnel Children. However, his own obsession is not the Charnel God's worship, but necromancy. He has gleaned as much of this craft as he could from his Psychopomp's sizable arcane library, and now earns money for the Cleaves Home and his own continuing researches by running a brothel secretly staffed by reanimated dead.

"SLIM" WILLIAM THE PLEASER	GR 8
Male human necromancer 8 CE Medium humanoid Init +5; Senses Listen -1, Spot -1 Languages Abyssal, Common, Draconic, Elvish, Infernal	
AC 12, touch 11, flat-footed 11 (+1 Dex, +1 natural) hp 37 (8 HD) IP 3; Madness addiction to Cannibal Ritual Fort +5, Ref +4, Will +6	
Spd 30 ft. (6 squares) Melee darkwood cane +6 (1d6+1) Base Atk +4; Grp +5 Special Actions Combat Casting Combat Gear 3 <i>arcane scrolls</i> (<i>animate rope</i> , <i>expeditious retreat</i> , <i>hold portal</i>), <i>potion of cure moderate wounds</i> Necromancer Spells Prepared (CL 8th): 4th— <i>animate dead</i> , <i>charm monster</i> (x2) (DC 18), <i>fear</i> (DC 20) 3rd— <i>clairaudience/clairvoyance</i> , <i>deep slumber</i> (DC 17), <i>dispel magic</i> , <i>gentle repose</i> , <i>vampiric touch</i> (melee touch +5, DC 19) 2nd— <i>command undead</i> (DC 18), <i>false life</i> , <i>ghoul touch</i> (melee touch +5, DC 18), <i>invisibility</i> , <i>touch of idiocy</i> (melee touch +15, DC 16) 1st— <i>charm person</i> (x2), <i>chill touch</i> (DC 17), <i>ray of enfeeblement</i> (ranged touch +5, DC 15), <i>shield</i> 0— <i>detect magic</i> , <i>prestidigitation</i> , <i>read magic</i> , <i>touch of fatigue</i> (x2) (melee touch +5, DC 16) Barred Schools: conjuration, evocation	
Abilities Str 12, Dex 12, Con 15, Int 18, Wis 8/14, Cha 14 SQ Charnel Child, moderate aura of chaos and evil, summon familiar (currently none) Feats Combat Casting, Improved Initiative, Persuasive, Scribe Scroll, Spell Focus (necromancy), Spell Mastery (<i>command undead</i> , <i>dispel magic</i> , <i>gentle repose</i> , <i>invisibility</i>) Skills Bluff +3/+11*, Concentration +13, Craft (drawing) +8, Gather Information +1/+9*, Intimidation +3/+11*, Knowledge (arcana) +15, Knowledge (forbidden) [†] +7, Knowledge (religion) +15, Listen -1, Profession (pimp) +10, Spellcraft +17, Spot -1 [†] 3rd Era Freeport Companion * Includes -4 competence penalty, except when interacting with others with psychosexual disorders, in which case +4 competence bonus Possessions combat gear plus <i>darkwood club</i> ("pimp stick"), <i>amulet of natural armor</i> +1, <i>coat of resistance</i> +1, <i>hat of Charisma</i> +2, spellbook, spell components pouch, 6 black onyx gems (50 gp each, component for <i>animate dead</i>) Spellbook prepared spells plus: 3rd— <i>halt undead</i> 1st— <i>animate rope</i> , <i>cause fear</i> , <i>detect undead</i> , <i>disguise self</i> , <i>sleep</i> 0—(all but conjuration and evocation)	
Charnel Child (Sp) When William is under the influence of the Cannibal Ritual, he uses the following statistics: Male ritual ghoul necromancer 8 CE Medium undead (augmented humanoid) Init +3; Senses darkvision 60 ft.; Listen +1, Spot +1 AC 16, touch 13, flat-footed 13 (+3 Dex, +3 natural) hp increase by 8	

Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion effects, any effect that requires a Fortitude save (unless affects objects or harmless), death from massive damage

Resist turn resistance +2

Fort +3, **Ref** +6, **Will** +8

Melee bite +6 (1d6+2 plus paralysis) and 2 claws +1 (1d3+1 plus paralysis)

Grp +6

Necromancer Spells Prepared increase all DCs by 1

Abilities Str 14, Dex 16, Con —, Int 18, Wis 12/18, Cha 16

SQ moderate aura of evil

Skills Bluff +4/+12*, Concentration +14, Craft (drawing) +9, Gather Information +2/+10*, Intimidation +4/+12*, Knowledge (arcana) +16, Knowledge (forbidden) +8, Knowledge (religion) +16, Listen +1, Profession (pimp) +12, Spellcraft +18, Spot +1

Paralysis (Ex) Those hit by William's bite or claw attack must succeed on a DC 17 Fortitude save or be paralyzed for 1d4+1 rounds. Elves are immunity to this paralysis. The save DC is Charisma-based.

"HORRIBLE" LUCINDA PENMARK

Lucinda is large and strong for her age, and from her arrival she was able to stand up to the orphanages' bullies, and eventually best them at their own game. This and her insatiable appetite have earned her an honored place among the Charnel Children in spite of being the cult's only girl.

"HORRIBLE" LUCINDA PENMARK	GR 1/2
Female human cultist 1 CE Medium humanoid Init +1; Senses Listen -1, Spot -1 Languages Common	
AC 11, touch 11, flat-footed 10 (+1 Dex) hp 8 (1 HD) Madness addiction to Cannibal Ritual Fort +2, Ref +1, Will +1	
Spd 30 ft. (6 squares) Melee unarmed strike +1 (1d3+1) Base Atk +0; Grp +1 Atk Options fanatic	
Abilities Str 13, Dex 12, Con 14, Int 7, Wis 8, Cha 9 SQ Charnel Child, faint aura of chaos and evil Feats Improved Unarmed Strike, Skill Focus (Bluff) ^B , Skill Focus (Intimidate) ^B Skills Bluff +6, Climb +5, Intimidate +6, Listen -1, Spot -1	
Charnel Child (Sp) When Lucinda is under the influence of the Cannibal Ritual, she uses the following statistics: Female ritual ghoul cultist 1 CE Medium undead (augmented humanoid) Init +3; Senses darkvision 60 ft.; Listen +1, Spot +1 AC 15, touch 13, flat-footed 12 (+3 Dex, +2 natural) hp increase by 1 Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion effects, any effect that requires a Fortitude save (unless affects objects or harmless), death from massive damage Resist turn resistance +2 Fort +0, Ref +3, Will +3 Melee bite +2 (1d6+2 plus paralysis) and 2 claws -3 (1d3+1 plus paralysis) Grp +2 Abilities Str 15, Dex 16, Con —, Int 9, Wis 12, Cha 11 Skills Bluff +7, Climb +6, Intimidate +7, Listen +1, Spot +1 Paralysis (Ex) Those hit by Lucinda's bite or claw attack must succeed on a DC 10 Fortitude save or be paralyzed for 1d4+1 rounds. Elves are immunity to this paralysis. The save DC is Charisma-based.	

"SLY" SIMON MIDWICH

Beneath Simon's angelic face and charming manner lies a brutal bully, a thorough beast who gleefully leads the other child-ghouls on their monthly hunts.

"SLY" SIMON MIDWICH	GR 1
Male half-elf cultist 2 CE Medium humanoid (elf) Init +2; Senses low-light vision; Listen +5, Spot +5 Languages Common	
AC 12, touch 12, flat-footed 10 (+2 Dex) hp 13 (2 HD) Madness addiction to Cannibal Ritual Fort +2, Ref +2, Will +2	
Spd 30 ft. (6 squares) Melee carving knife +3 (1d4+2/19-20) <i>or</i> Melee unarmed strike +3 (1d3+2 nonlethal) Base Atk +1; Grp +3 Atk Options fanatic	
Abilities Str 14, Dex 15, Con 15, Int 11, Wis 9, Cha 13 SQ Charnel Child, faint aura of chaos and evil Feats Skill Focus (Bluff) ^B , Stealthy Skills Bluff +9, Diplomacy +5, Gather Information +3, Hide +9, Listen +5, Move Silently +9, Search +2, Spot +5 Possessions carving knife	
Charnel Child (Sp) When Simon is under the influence of the Cannibal Ritual, he uses the following statistics: Male ritual ghoul cultist 2 CE Medium undead (augmented humanoid) Init +4; Senses darkvision 60 ft.; Listen +7, Spot +7 AC 16, touch 14, flat-footed 12 (+4 Dex, +2 natural) hp increase by 2 Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion effects, any effect that requires a Fortitude save (unless affects objects or harmless), death from massive damage Resist turn resistance +2 Fort +0, Ref +4, Will +4 Melee bite +4 (1d6+3 plus paralysis) and 2 claws -1 (1d3+1 plus paralysis) Grp +4 Abilities Str 16, Dex 19, Con —, Int 13, Wis 13, Cha 15 Skills Bluff +10, Diplomacy +6, Gather Information+4, Hide +11, Listen +7, Move Silently +11, Search +3, Spot +7 Paralysis (Ex) Those hit by Simon's bite or claw attack must succeed on a DC 13 Fortitude save or be paralyzed for 1d4+1 rounds. Elves are immunity to this paralysis. The save DC is Charisma-based.	

"HORRIBLE" LUCINDA PENMARK

Lucinda is large and strong for her age, and from her arrival she was able to stand up to the orphanages' bullies, and eventually best them at their own game. This and her insatiable appetite have earned her an honored place among the Charnel Children in spite of being the cult's only girl.

"HORRIBLE" LUCINDA PENMARK	GR 1/2
Female human cultist 1 CE Medium humanoid Init +1; Senses Listen -1, Spot -1 Languages Common	
AC 11, touch 11, flat-footed 10 (+1 Dex) hp 8 (1 HD) Madness addiction to Cannibal Ritual Fort +2, Ref +1, Will +1	
Spd 30 ft. (6 squares) Melee unarmed strike +1 (1d3+1) Base Atk +0; Grp +1 Atk Options fanatic	
Abilities Str 13, Dex 12, Con 14, Int 7, Wis 8, Cha 9 SQ Charnel Child, faint aura of chaos and evil Feats Improved Unarmed Strike, Skill Focus (Bluff) ^B , Skill Focus (Intimidate) ^B Skills Bluff +6, Climb +5, Intimidate +6, Listen -1, Spot -1	
Charnel Child (Sp) When Lucinda is under the influence of the Cannibal Ritual, she uses the following statistics: Female ritual ghoul cultist 1 CE Medium undead (augmented humanoid) Init +3; Senses darkvision 60 ft.; Listen +1, Spot +1 AC 15, touch 13, flat-footed 12 (+3 Dex, +2 natural) hp increase by 1 Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion effects, any effect that requires a Fortitude save (unless affects objects or harmless), death from massive damage Resist turn resistance +2 Fort +0, Ref +3, Will +3 Melee bite +2 (1d6+2 plus paralysis) and 2 claws -3 (1d3+1 plus paralysis) Grp +2 Abilities Str 15, Dex 16, Con —, Int 9, Wis 12, Cha 11 Skills Bluff +7, Climb +6, Intimidate +7, Listen +1, Spot +1 Paralysis (Ex) Those hit by Lucinda's bite or claw attack must succeed on a DC 10 Fortitude save or be paralyzed for 1d4+1 rounds. Elves are immunity to this paralysis. The save DC is Charisma-based.	

"GROSS" BILLY EGGBERT

Billy is a stunted, disturbing child who has latched onto the idea of eating anything, no matter how disgusting, in a pathetic attempt to get attention and approval. He was, of course, a natural for the Charnel God's cult.

Due to his young age and slight build, Billy is considered a Small creature with a reduced speed. By omitting his cult-related traits, his statistics can be used to represent the majority of the other orphans in the Cleaves Home.

"GROSS" BILLY EGGBERT	GR 1/2
Male human commoner 1 CE Small humanoid Init +1; Senses Listen +1, Spot +1 Languages Common	
AC 12, touch 12, flat-footed 11 (+1 size, +1 Dex) hp 5 (1 HD) Madness addiction to Cannibal Ritual Fort +1 (+5 against poison and disease), Ref +1, Will -1	
Spd 20 ft. (4 squares) Melee unarmed strike +0 (1d2-1 nonlethal)	
Abilities Str 8, Dex 13, Con 12, Int 9, Wis 8, Cha 8 SQ Charnel Child, faint aura of chaos and evil Feats Alertness, Filthy ^{B†} [†] 3rd Era Freeport Companion	
Skills Diplomacy -3, Disguise -3, Hide +9, Listen +1, Move Silently +5, Spot +1	
Charnel Child (Sp) When Billy is under the influence of the Cannibal Ritual, he uses the following statistics: Male ritual ghoul commoner 1 CE Small undead (augmented humanoid) Init +3; Senses darkvision 60 ft.; Listen +3, Spot +3 AC 16, touch 14, flat-footed 13 (+1 size, +3 Dex, +2 natural) hp increase by 1 Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion effects, any effect that requires a Fortitude save (unless affects objects or harmless), death from massive damage Resist turn resistance +2 Fort +0, Ref +3, Will +1 Melee bite +0 (1d4 plus paralysis) and 2 claws -5 (1d3 plus paralysis) Grp -4 Abilities Str 10, Dex 17, Con —, Int 11, Wis 12, Cha 10 Skills Diplomacy -2, Disguise -2, Hide +11, Listen +3, Move Silently +7, Spot +3 Paralysis (Ex) Those hit by a Billy's bite or claw attack must succeed on a DC 10 Fortitude save or be paralyzed for 1d4+1 rounds. Elves are immunity to this paralysis. The save DC is Charisma-based.	

CHAPTER VII: THE SOCIETY OF THE VELVET WHIP

When the Unspeakable One was summoned into the heart of Yig's domains, destroying the civilization of Valossa, the snake god's agony reverberated throughout the worlds into which his coils reached. Some of these worlds were torn apart, and fragments found their way into the World of Freeport. One such world was Midgard, home of Lowyatar, the goddess of pain and suffering. Fittingly, she survived Yig's cosmic thrashing as well the death throes of her parents. The pain of a god was a novel experience for Lowyatar, and she began plotting to feel it once again—when she would take her revenge upon Yig.

Lowyatar teaches that life is a gift, but one defined by suffering that only ends in death. In order to fully appreciate this gift, one must savor the agony it brings. Her followers embrace life's pain and seek to learn new ways to experience it and to share it with others. When the writings of the greatest of the Mistress's prophets were translated into the common tongue, other churches condemned them as vile darkness, and the cult was forced underground. Lowyatar's followers survive as the Society of the Velvet Whip, and one such cell lurks in the darker side of Freeport's high society.

LOWYATAR, THE BRINGER OF PAINFUL DELIGHTS

Lowyatar's clerics and cultists choose their domains from the Evil, Pain*, and Trickery domains. Her favored weapon is the whip.

The Mistress of Pain's unholy warriors choose between the Pain and Treachery domains. See *The Book of Fiends* for details of this class.

*The Pain domain appears in *The Book of Fiends*, and is reprinted here with minor alterations:

PAIN DOMAIN

Granted Powers: Your intimate knowledge of weaponry grants you the extraordinary ability to land especially painful blows on your enemies. You gain a reservoir of extra damage equal to your level in the class granting this power. You may distribute these points as you wish, but only applicable to your melee or ranged attacks. You must declare the use of this ability and the amount of extra damage desired before making the attack roll. You receive a new allotment of extra damage each time you replenish your spells.

PAIN DOMAIN SPELLS

- 1 *Chill Touch*
- 2 *Inflict Moderate Wounds*
- 3 *Vampiric Touch*
- 4 *Poison*
- 5 *Slay Living*
- 6 *Harm*
- 7 *Destruction*^F
- 8 *Symbol of Pain*^M
- 9 *Horrid Wilting*

OTHER CULT MAGIC TRAFFICKING WITH FIENDS

Both Leanna and Gulimar are capable of *casting lesser planar ally*, which they use to summon succubi and other fiends.

More powerful fiends, such as the hellcat or chain devil, would require either a spell scroll of the Summon Demon incantation.

GMs who own *The Book of Fiends* may wish to add new outsiders from that tome to the Society's repertoire. The various minions of Hadriel fit the cult's theme especially well (though Hadriel and her agenda less so).

DRAC'S FALL

The transformation is accomplished by summoning a glabrezu, which fulfills a *wish* by changing the kidnapped victim into a pig. (Apart from the suffering inherent in the Society's little joke, the demon is likely to be paid its annual, indescribable bribe.) This conjuration requires the Summon Demon incantation.

LEANNA ST-MARTIN

The daughter of the cult's previous leader, Leanna embraced Lowyatar's teachings at an early age. When she and Emmanuelle disagreed on a point of dogma, Leanna took matters into her own hands and ruthlessly wrested away control of the cult. She now seeks to extend the Society's teachings through the jaded upper class of Freeport.

LEANNA ST-MARTIN	GR 13
Female human cultist 14 LE Medium humanoid Init +4; Senses Listen +8, Spot +8 Languages Azharan, Common	
AC 18, touch 18, flat-footed 14 (+4 Dex, +2 armor, +2 deflection) hp 93 (14 HD) IP 4; Madness psychosexual disorder (sado-masochism) Resist Endurance Fort +6, Ref +8, Will +11	
Spd 30 ft. (6 squares) Melee +1 <i>vicious whip</i> +14/+9 (1d3+1 nonlethal +2d6; and 1d6 to wielder) <i>or</i> Melee mwk riding crop +14/+9 (1d3 nonlethal) <i>or</i> Melee unarmed strike +14/+9 (1d3+1 nonlethal) Base Atk +9; Grp +9 Atk Options Combat Casting, fanatic, painful blow 14, sneak attack +2d6 Combat Gear <i>brooch of shielding</i> , <i>potion of resist energy (fire)</i> 10 Cultist Spells Prepared (CL 7th): 5th— <i>slay living</i> D, (melee touch +14, DC 20), <i>spell resistance</i> , <i>summon monster</i> V 4th— <i>dimensional anchor</i> (ranged touch +13), <i>dispel magic</i> , <i>lesser planar ally</i> , <i>poison</i> D 3rd— <i>bestow curse</i> (melee touch +14, DC 18), <i>curse serious wounds</i> , <i>inflict serious wounds</i> (melee touch +14, DC 18), <i>vampiric touch</i> D (melee touch +14) 2nd— <i>death knell</i> (DC 17), <i>divine favor</i> , <i>enthrall</i> (DC 17), <i>inflict moderate wounds</i> D (melee touch +14, DC 17), <i>undetected alignment</i> 1st— <i>chill touch</i> D (melee touch +16, DC 16), <i>curse light wounds</i> (x3), <i>disguise self</i> , <i>shield of faith</i> , <i>unhinge</i> [†] D: Domain. Deity: Lowyatar. Domain: Pain*. [†] 3rd <i>Era Freeport Companion</i> ; *New domain (see sidebar).	
Abilities Str 10, Dex 18, Con 14, Int 12, Wis 12/20, Cha 18 SQ moderate aura of law, overwhelming aura of evil Feats Combat Casting, Endurance, Exotic Weapon Proficiency (whip), Iron Will ^B , Skill Focus (Bluff) ^B , Weapon Finesse Skills Bluff +18/+26*, Concentration +10 (+14 casting defensively), Diplomacy +4/+12, Disguise +0/+8* (+2/+10* acting), Escape Artist +12, Gather Information +8/+16*, Intimidate +10/+18*, Knowledge (forbidden) [†] +6, Knowledge (religion) +16, Listen +8, Ride +6, Sense Motive +16, Sleight of Hand +13, Spot +8, Use Rope +4 (+6 bindings) [†] 3rd <i>Era Freeport Companion</i> *First bonus includes -4 competence penalty to all checks; second bonus includes +4 competence bonus when interacting with others with psychosexual disorders. Possessions combat gear plus +1 <i>vicious whip</i> , mwk riding crop [treat as a whip lacking extra reach], <i>amulet of mighty fists</i> , <i>bracers of armor</i> +2, <i>gloves of Dexterity</i> +4, <i>ring of protection</i> +2, silver holy symbol of Lowyatar, spell component pouch, light warhorse (and full riding tackle), fragments of the <i>Felomelicon</i> , 400 gp in miscellaneous jewelry.	
Painful Blow (Ex) Leanna's knowledge of weaponry and torture allows her to add damage to her melee and ranged attacks. She has a reservoir of 14 extra damage points that she may distribute as she wishes between attacks during the day, but must declare the use of this ability before the attack roll is made.	

GULIMAR DO'ANA, DARK ELF

Gulimar was an exile and hired sword who ended up as the slave of Alhazred, author of the *Felomelicon*. Entrusted with the book upon his master's death, the dark elf arranged for its translation, and narrowly escaped the Inquisition that attempted to stamp out Lowyatar's worship. Gulimar is now second in command of the Society in Freeport, where his intimate knowledge of *The Book of Nine Tales* is one of the cult's most valuable resources.

GULIMAR DO'ANA	GR 14
Male drow fighter 6/cleric 7 NE Medium humanoid (elf) Init +8; Senses darkvision 120 ft.; Listen +2, Spot +2 Languages Azharan, Common, Drow Sign Language, Elven, Undercommon	
AC 20, touch 14, flat-footed 16; Dodge, Mobility (+4 Dex, +6 armor) hp 82 (13 HD) IP 6; Madness psychosexual disorder (sado-masochism) Immune sleep SR 24 Fort +11, Ref +8, Will +7 (+9 against spells and spell-likes) Weakness light blindness	
Spd 30 ft. (6 squares) Melee +1 <i>keen rapier</i> +17/+12 (1d6+2/15-20) <i>or</i> Melee +1 <i>keen rapier</i> +15/+10 (1d6+2/15-20) and +1 <i>spell storing dagger</i> +14 (1d4+1/19-20) Ranged mwk hand crossbow +16 (1d4 + poison/19-20) Base Atk +11; Grp +12 Atk Options Combat Expertise, Spring Attack, Two-Weapon Fighting, Whirlwind Attack, painful blow 7 Special Actions rebuke undead (+4, 2d6+9, 7th) Combat Gear <i>potion of pass without trace</i> , divine scroll of <i>lesser planar ally</i> , 4 doses drow poison (Fort DC 13, initial unconsciousness/secondary unconsciousness 2d4 hours) Cleric Spells Prepared (CL 7th): 4th— <i>confusion</i> D (DC 20), <i>dismissal</i> (DC 20), <i>divine power</i> 3rd— <i>bestow curse</i> (melee touch +15, DC 19), <i>curse serious wounds</i> , <i>dispel magic</i> , <i>vampiric touch</i> D (melee touch +15) 2nd— <i>eagle's splendor</i> , <i>invisibility</i> D, <i>silence</i> (DC 18), <i>spiritual weapon</i> , <i>sound burst</i> (DC 18), <i>undetected alignment</i> 1st— <i>bane</i> (DC 17), <i>chill touch</i> D (melee touch +15, DC 17), <i>command</i> (DC 17), <i>curse light wounds</i> (x2), <i>deathwatch</i> , <i>divine favor</i> 0— <i>detect magic</i> (x2), <i>read magic</i> (x2), <i>resistance</i> (x2) D: Domain. Deity: Lowyatar. Domains: Pain*, Trickery. [†] 3rd <i>Era Freeport Companion</i> ; *New domain (see sidebar). Spell-like Abilities (CL 13th): 1/day— <i>dancing lights</i> , <i>darkness</i> , <i>faerie fire</i>	
Abilities Str 13, Dex 19, Con 12, Int 14, Wis 10/22, Cha 14 SQ able to detect secret doors; strong aura of evil Feats Combat Expertise, Dodge, Improved Initiative, Mobility, Spring Attack, Two-Weapon Fighting, Weapon Finesse, Weapon Focus (rapier), Whirlwind Attack Skills Bluff +11/+19*, Diplomacy +3/+11*, Disguise +1/+9* (+3/+11* acting), Gather Information +1/+9*, Hide +7, Intimidate +12/+20*, Jump +4, Knowledge (arcana) +9, Knowledge (dungeoneering) +3, Knowledge (forbidden) [†] +12, Knowledge (geography) +3, Knowledge (history) +5, Knowledge (religion) +9, Knowledge (the planes) +7, Listen +2, Move Silently +8, Search +4, Spellcraft +6, Spot +2, Survival +0 (+2 other planes) Possessions combat gear plus <i>glamered mithral shirt</i> +2, +1 <i>keen rapier</i> , +1 <i>spell storing dagger (hold person)</i> , mwk hand crossbow with 10 bolts, <i>circlet of persuasion</i> , <i>gloves of Dexterity</i> +2, courtier's outfit, silver holy symbol of Lowyatar, spell component pouch [†] 3rd <i>Era Freeport Companion</i> *First bonus includes -4 competence penalty to all checks; second bonus includes +4 competence bonus when interacting with others with psychosexual disorders.	
Painful Blow (Ex) Gulimar's knowledge of weaponry and torture allows him to add damage to his melee and ranged attacks. He has a reservoir of 7 extra damage points that he may distribute as he wishes between attacks during the day, but must declare the use of this ability before the attack roll is made.	

LADY ELISE GROSSETTE

Lady Elise was once one of the prime movers and shakers in Freeport, and was expected by many to become the next Sea Lord. But during the Succession Crisis, a rival arranged for her to be kidnapped during a key vote. Her captor also tortured her, breaking her will. Haunted by this experience, she never returned to office, and lived as a virtual recluse until Leanna taught her to embrace and own her pain.

Note: *Crisis in Freeport* gives stats for Lady Elise, updating her original stats from the *Freeport Trilogy*. She's been rebuilt here as a noble rather than an aristocrat—she's a perfect fit for that class—while keeping her feats and skills as close as possible to her original version. Except for adding a level of cultist, her level has not been increased (as she is more powerful as a noble than an aristocrat).

LADY ELISE GROSSETTE	GR II
Female human noble 11/cultist 1 LE Medium humanoid Init -1; Senses Listen +19, Spot +12 Languages Common, Dwarven, Elven, Gnomish, Halfling	
AC 12, touch 11, flat-footed 12 (-1 Dex, +2 deflection, +1 natural) hp 44 (12 HD) IP 1; Madness personality disorder Fort +6, Ref +8, Will +15	
Spd 30 ft. (6 squares) Melee +1 <i>elf bane dagger</i> +7/+2 (1d4-1; /19-20) <i>or</i> Melee +1[+3] <i>elf bane dagger</i> +9/+4 against elves (1d4+1+2d6/19-20) Base Atk +8; Grp +7 Atk Options organize +4, master diplomat Special Actions fanatic, inspire 11/day (awe, competence, greatness), student diplomat Combat Gear <i>potion of protection from arrows 10/magic</i> , 2 <i>potions of sanctuary</i>	
Abilities Str 7, Dex 9, Con 10, Int 14, Wis 14/16, Cha 17 SQ local lore +7, material aid, moderate aura of law and evil Feats Alertness, Iron Will, Leadership ^B (+20), Skill Focus (Bluff) ^B , Skill Focus (Diplomacy) ^B , Skill Focus (Gather Information), Skill Focus (Sense Motive), Unhinged [†] [†] 3rd Era Freeport Companion Skills Appraise +7, Bluff +21, Diplomacy +29, Disguise +3 (+5 acting), Gather Information +25, Intimidate +5, Knowledge (local) +9, Knowledge (nobility) +9, Knowledge (religion) +4, Listen +19, Sense Motive +21, Spot +12, Swim -1 Possessions combat gear plus +1 <i>elf bane dagger</i> (concealed in ornate cane worth 100 gp), <i>amulet of health</i> +2, <i>cloak of resistance</i> +2, <i>corset of natural armor</i> +1, <i>ring of protection</i> +2, noble's outfit, signet ring, 420 gp in miscellaneous jewelry	
Master Diplomat (Ex) Elise can urge a target to take a particular course of action. She must make a Leadership check (+20) 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 the target as if you targeted it with the <i>suggestion</i> spell. Student Diplomat If Elise makes a DC 25 Sense Motive check as a swift action, she may add her Intelligence bonus as an insight bonus to a Bluff, Diplomacy, or Intimidate check against the target of her Sense Motive check. She may only use this ability when interacting with humanoids.	

BROTHER REMIGIO

Remigio Stonequay was a born thug who served in the Sea Lord's Guard until Commissioner Williams's housecleaning landed him in the Tombs. In order to escape his full sentence, he joined the Church of Penitence. But then he visited the Crimson Weal, turned to armed robbery to fund his new habit, and was eventually recruited into the Society. He now seeks recruits under the guise of a self-flagellating penitent.

BROTHER REMIGIO	GR 6
Male dwarf class warrior 4/cultist3 NE Medium humanoid (dwarf) Init +1; Senses darkvision 60 ft.; Listen +4, Spot +4 Languages Common, Dwarven	
AC 13, touch 12, flat-footed 11; +4 AC against giants (+1 Dex, +1 deflection, +1 natural) hp 41 (7 HD) IP 2; Madness personality disorder Resist stability (+4 against bull rush and trip) Fort +8 (+10 against poison), Ref +3, Will +5; +2 against spells and spell-likes	
Spd 20 ft. (4 squares) Melee +1 <i>quarterstaff</i> +9/+4 (1d6+3) <i>or</i> Melee unarmed strike +8/+3 (1d3+2) <i>or</i> Melee scourge +8/+3 (1d3+2 nonlethal) Base Atk +6; Grp +8 Atk Options Cleave, Power Attack, +1 on attack rolls against orcs and goblinoids, fanatic, sneak attack +1d6 Combat Gear <i>potion of bull's strength</i> , <i>potion of magic fang</i> , <i>potion of sanctuary</i> , 2 thunderstones	
Abilities Str 14, Dex 13, Con 17, Int 10, Wis 12/16, Cha 6 SQ moderate aura of evil Feats Cleave, Improved Unarmed Strike, Power Attack, Skill Focus (Bluff) ^B Skills Appraise +0 (+2 metal or stone), Bluff +4, Craft (any) +0 (+2 metal or stone), Intimidate +8, Knowledge (religion) +3, Listen +4, Search +0 (+2 stonework), Spot +4, Swim +3 Possessions combat gear plus +1 <i>quarterstaff</i> , <i>amulet of natural armor</i> +1, <i>ring of protection</i> +1, scourge [treat as a whip lacking extra reach], wooden holy symbol of the God of Penitence, masterwork manacles with good lock	

TYPICAL CULTIST

Most of the cult is recruited from the jaded, idle youth of Freeport's upper class. These privileged scions are lured slowly into the forbidden excesses of the Weal, and if found suitable, inducted into the Society.

TYPICAL CULTIST	GR 2
Male or female human aristocrat 3 NE Medium humanoid Init +0; Senses Listen -1, Spot -1 Languages Common, any one other	
AC 10, touch 10, flat-footed 10; Dodge hp 17 (3 HD) IP 1 Fort +1, Ref +1, Will +2	
Spd 30 ft. (6 squares) Melee mwk dagger +3 (1d4/19-20) Base Atk +2; Grp +2	
Abilities Str 10, Dex 10, Con 11, Int 13, Wis 8/10, Cha 11 SQ faint aura of evil Feats Dodge, Merchant's Blood ^{B†} , Skill Focus (Appraise) [†] 3rd Era Freeport Companion Skills Appraise +10, Bluff +6, Diplomacy +12, Intimidate +2, Gather Information +8, Knowledge (local) +7, Knowledge (nobility) +7, Listen -1, Spot -1 Possessions mwk dagger, holy symbol of Loviatar (material varies), noble's outfit, 100 gp or more in jewelry	

CHAPTER VIII: THE OBSIDIAN BROTHERHOOD

Very little is known about the being known only as the Wanderer. He traveled the planes and left ruins in his wake. Eventually he arrived in Yig's world, and the God of Serpents fought him rather than allowing his realm to be destroyed. Yig emerged victorious, and left behind the pieces of the defeated Wanderer with the serpent people. Fearing the dead god's power, they through his fragments into a volcano, believing that would destroy the interloper fully. They were wrong.

A few years ago, two ambitious young wizards were digging for lost artifacts on the slopes of Mount A'Val when they stumbled across a cave filled with strange obsidian shards. One of them, Gallus Vickers, was unlucky enough to fall upon an obsidian shard and die of the wound. The other, Xyrades, saw that his companion's blood caused strange runes to appear upon and within the black glass, and the words he translated promised power and knowledge beyond his fondest dreams. As he collected and activated more shards, he came to learn more about the Wanderer and its travels, and descended further into the mad, relentless pursuit of the dead god's secrets. He has gathered together a cabal of amoral wizards, archivists, and hired killers to help him in this endeavor, though none of them guess at his true purpose: To reassemble the Wanderer's body and bend the awakened god to his will—regardless of the certain apocalypse which that feat would bring about.

RITES AND RITUALS

The Obsidian Brotherhood has two primary rituals, described below. However, the brothers also reconstruct and practice other rituals revealed through studying the shards' fiery runes, such as the one used to bring Gallus back as a shadow.

ENSLAVING THE DEAD

This incantation traps the soul of the deceased in a bodiless undead state, under the command of the caster.

School: Necromancy

Level: 9th

DC: 30 (34 - 2 range -1 M - 1 B)

The caster must be trained in the Knowledge (religion) skill. If he is not, the DC of the Knowledge (forbidden) check increases by +4.

Components: V, S, M, B

Material Component: The corpse of the dead creature to be enslaved, and a black onyx gem worth at least 50 gp per HD of the deceased creature.

Backlash: When the shadow is created, everyone present must succeed on a DC 15 Will save or gain 1 Insanity Point. In addition, the caster automatically acquires 1 Insanity Point for the blasphemy of creating and enslaving an undead.

Casting Time: 10 minutes per check; 9 successes required.

Range: Touch

Target: One dead creature

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

Success: If the caster succeeds on his Knowledge (forbidden) check, a shadow is created. This shadow has as many HD as the deceased character did.

(If the GM owns the *Advanced Bestiary*, apply the dread shadow template instead, with the modifications listed in the "Creating a Normal Shadow" sidebar.)

This shadow is compelled to serve its creator (no saving throw). Threatening the shadow does not cancel this effect—the spirit is truly at the mercy of the caster's whims.

Failure: If the caster fails his check, the incantation fails, and the corpse can never again be subject to any form of necromantic spell or effect.

THE RITUAL OF AWAKENING

The Ritual of Awakening is not an incantation, and requires no training in forbidden knowledge. The "ritualist" must simply slay a victim with his own hands, using an obsidian shard. This awakens the shard, making it ready to translate.

THE RITUAL OF JOINING

This incantation uses powerful magics to fuse together pieces of the Wanderer's body. Only Xyrades fully understands this incantation.

School: Necromancy

Level: 9th

DC: 25 (34 - 3 limited targets - 2 SC - 4 B)

The caster must be trained in the Knowledge (arcana) and Knowledge (the planes) skill. The DC of the Knowledge (forbidden) check increases by +2 for each condition he fails to meet.

Components: S, M, B, SC

Material Component: Two pieces of the Wanderer's body which fit together, plus a small amount of blood (1 hp) from each caster.

Backlash: When the shards are joined, everyone present must succeed on a DC 15 Will save or gain 1 Insanity Point. In addition, the caster and assistants automatically 1 Insanity Point each for bringing a dead god one step closer to resurrection. All five casters are also exhausted at the end of the incantation, whether it is successful or not.

Secondary Casters: This incantation requires a caster and four assistants. Increase the DC by +2 for every assistant short of that number.

Casting Time: 10 minutes per check; 9 successes required.

Range: Close (115 ft.)

Target: Two pieces of the Wanderer's body.

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

Success: If the caster succeeds on his Knowledge (forbidden) check, the shards are fused into a larger piece.

Failure: If the caster fails his check, the shards are not fused, and the necromantic power gathered by the incantation rebounds upon the casters. The caster and all assistants each acquire one negative level (DC 25 Fortitude save to avoid permanently losing a level). If the check fails by 5 or more, a second negative level is acquired.

XYRADES, LEADER OF THE OBSIDIAN BROTHERHOOD

Xyrades depraved desires are only exceeded by his thirst for the knowledge locked within the Wanderer's body. This hunger makes him absolutely ruthless about how he gets whatever he desires: He has murdered repeatedly, bound his friend's ghost to his will, and committed vile acts beyond description. He only accepts new brothers who prove they are willing to murder and to traffic with fiends.

XYRADES

GR 15

Male human wizard 6/loremaster 7/archmage 2

NE Medium humanoid

Init +1; **Senses** Listen +0, Spot +0

Languages Abyssal, Azharan, Common, Draconic, Dwarven, Elven, Infernal, Valossan

AC 15, touch 15, flat-footed 13

(+1 Dex, +3 deflection, +1 dodge)

[With *mage armor* or *shield*: AC 19, touch 19, flat-footed 17; with both: AC 23, touch 23.]

hp 54 (15 HD)

IP 4; **Madness** personality disorder (monomania)

Fort +8, **Ref** +6, **Will** +14

Spd 30 ft. (6 squares)

Melee masterwork dagger +8 (1d4/19-20)

Base Atk +7; **Grp** +7

Special Actions Improved Counterspell, Master of Counterspelling

Combat Gear arcane scroll of *teleport*, wand of *mage armor*, wand of *summon monster III*, ring of *counterspells* (*baleful polymorph*)

Wizard Spells Prepared (CL 16th; overcome SR 1d20+20):

8th—*mind blank*

7th—*banishment* (DC 24)

6th—*eyebite* (x2) (DC 22), *legend lore*, *true seeing*

5th—*baleful polymorph* (DC 21), *dismissal* (DC 22), *dominate person* (DC 22), *sending*

4th—*black tentacles* (Grp +24), *charm monster* (x2) (DC 21), *dimensional anchor* (ranged touch +8), *stone shape*

3rd—*arcane sight*, *dispel magic* (x2), *magic circle against evil*, *magic circle against good*

2nd—*cat's grace*, *invisibility*, *touch of idiocy* (x2) (melee touch +7), *scorching ray* (x2) (ranged touch +8)

1st—*chill touch* (melee touch +7, DC 17), *magic missile* (x2), *mage armor*, *ray of enfeeblement* (ranged touch +8), *shield*, *true strike*

0—*arcane mark*, *light*, *message*, *prestidigitation*

Spell-like Abilities (CL 11th):

At will—*comprehend languages*, *detect magic*, *read magic*, *resistance*, *see invisibility*

Abilities Str 11, Dex 12, Con 12, Int 22, Wis 11/18, Cha 14

SQ lore +13, moderate aura of evil, summon familiar (none)

Feats Craft Wand^B, Craft Wondrous Item, Greater Spell Penetration, Improved Counterspell^B, Scribe Scroll^B, Skill Focus (Knowledge [arcana])^B, Skill Focus (Spellcraft), Spell Focus (abjuration), Spell Focus (enchantment), Spell Penetration

Skills Concentration +18, Craft (alchemy) +24, Decipher Script +24, Gather Information +9, Knowledge (arcana) +27, Knowledge (forbidden)[†] +18, Knowledge (religion) +9, Knowledge (the planes) +24, Listen +0, Search +8, Spellcraft +29 (+31 decipher scrolls), Spot +0, Survival +0 (+2 on other planes), Use Magic Device +9 (+13 scrolls)

[†]3rd Era Freeport Companion

Possessions combat gear plus mwk dagger, ring of protection +3, glove of storing (currently holding *dimensional shackles*), headband of intellect +4, periapt of Wisdom +2, four strips of ivory (focus for *legend lore*, 50 gp each), incense (component for *legend lore*, 250 gp), unguent (component for *true seeing*, 250 gp)

Spellbook spells prepared plus

8th—*binding*, *dimensional lock*, *greater planar binding*

7th—*control undead*, *plane shift*, *symbol of stunning*

6th—*symbol of persuasion*

5th—*permanency*

4th—(none)

3rd—*explosive runes*, *shrink item*

2nd—*command undead*, *fox's cunning*, *locate object*, *owl's wisdom*, *see invisibility*

1st—*alarm*, *charm person*, *comprehend languages*, *identify*, *sleep*

0—(all)

GALLUS VICKERS

Gallus Vickers is a shadow of his former self—quite literally. Xyrades used his newfound black magic to bind his dead companion's spirit to his will, and set him to translating shards. The undead wizard's condition has driven him insane, and he wants nothing but the opportunity to break free of, and slay, his onetime friend.

The following stats use the shadow template from the *Advanced Bestiary* (see the sidebar under Dread Shadow). Note that Gallus can no longer cast 3rd–5th level spells due to his reduced Intelligence.

GALLUS VICKERS	GR 10
Male shadow wizard 9 CE Medium undead (augmented humanoid, incorporeal) Init +4; Senses darkvision 60 ft.; Listen +8, Spot +8 Languages Common, Draconic, Terran, Undercommon	
AC 16, touch 16, flat-footed 12; Dodge (+4 Dex, +2 deflection) hp 64 (9 HD) Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion effects, any effect that requires a Fortitude save (unless affects objects or harmless), death from massive damage, all nonmagical attack forms Resist turn resistance +2 Fort +3, Ref +7, Will +9	
Spd fly 30 ft. (perfect) (6 squares) Melee incorporeal touch +8 (1d6 Str) Base Atk +4; Grp — Special Actions create spawn Wizard Spells Prepared (CL 9th): 2nd— <i>mirror image</i> , <i>misdirection</i> (DC 13), <i>scare</i> (DC 13), <i>summon swarm</i> , <i>shatter</i> (DC 13) 1st— <i>color spray</i> (DC 12), <i>comprehend languages</i> , <i>magic missile</i> , <i>protection from good</i> 0— <i>detect magic</i> , <i>ghost sound</i> (DC 11), <i>mage hand</i> , <i>read magic</i>	
Abilities Str —, Dex 18, Con —, Int 12, Wis 16, Cha 15 SQ faint aura of chaos, incorporeal (50% miss chance), strong aura of evil, summon familiar (none) Feats Dodge ^B , Eschew Materials, Magical Aptitude, Scribe Scroll ^B , Spell Focus (illusion), Still Spell ^B , Words of Power [†] [†] 3rd Era Freeport Companion Skills Concentration +14, Decipher Script +13, Hide +4 (+8 in shadow, +0 in bright light) Knowledge (arcana) +13, Knowledge (forbidden) [†] +6, Knowledge (religion) +7, Knowledge (the planes) +7, Listen +8, Search +5, Spellcraft +17, Spot +8, Survival +3 (+5 other planes) [†] 3rd Era Freeport Companion Possessions none	
Strength Damage (Su) The touch of a shadow deals 1d6 points of damage to a living foe. A creature reduced to Strength 0 by a shadow dies. This is a negative energy effect. Create Spawn (Su) Any humanoid reduced to Strength 0 by a shadow becomes a shadow under the control of its killer within 1d4 rounds.	

TORVEY THE FLEA

Torvey's obsessive-compulsive behavior has made the rest of the brothers hate him, but he is tolerated for his undeniably excellent performance as a translator. Torvey murdered his predecessor in order to become head archivist.

TORVEY THE FLEA	GR 7
Male human expert 8 LE Medium humanoid Init +1; Senses Listen +9, Spot +9 Languages Celestial, Common, Draconic, Infernal	
AC 13, touch 13, flat-footed 12; Dodge (+1 Dex, +2 armor) hp 38 (8 HD) IP 4; Madness obsessive-compulsive Fort +3, Ref +3, Will +4	
Spd 30 ft. (6 squares) Melee +1 sickle +7/+2 (1d6+1) Base Atk +6; Grp +6 Atk Options Quick Draw Combat Gear <i>arcane scrolls of fox's cunning</i> , <i>wand of color spray</i>	
Abilities Str 11, Dex 12, Con 13, Int 17, Wis 7/15, Cha 7 SQ faint aura of law and evil Feats Diligent ^B , Dodge, Magical Aptitude, Skill Focus (Knowledge [arcana]) Skills Appraise +12, Concentration +12, Decipher Script +16, Disable Device +14, Knowledge (arcana) +17, Knowledge (forbidden) [†] +9, Knowledge (the planes) +5, Listen +9, Search +19, Spellcraft +18 (+20 to decipher scrolls), Spot +9, Use Magic Device +11 (+15 scrolls) [†] 3rd Era Freeport Companion Possessions combat gear plus +1 sickle, <i>wand of light</i> , <i>bracers of armor</i> +2, <i>goggles of minute seeing</i> , <i>ring of prestidigitation</i> , thieves' tools	

RING OF PRESTIDIGITATION

This silver filigree ring never seems to tarnish, no matter how dirty its surroundings. Three times per day, the wearer may say a command word to use the *prestidigitation* spell.

Faint (no school); CL 1st; Forge Ring, *prestidigitation*; Price 540 gp.

HOBSON, THE SILVER SHRIKE

Life on the mean streets of Freeport's dock forged Hobson in a heartless killer at a young age. He worked as a bully for hire, and then made his reputation as a reliable assassin. With that prestige, he gathered together a band of killers to follow in his footsteps. Xyrades hired him the Shrikes to eliminate anyone who looks too closely at the Brotherhood's activities, as well as to bloody new shards for translation. However, Xyrades seems to be usurping Hobson's authority within his own gang.

HOBSON	GR 8
Male human survivor 3/assassin 5 NE Medium humanoid Init +7; Senses Listen +7, Spot +7 Languages Common, Orc	
AC 17, touch 13, flat-footed 14 (+3 Dex, +4 armor) hp 46 (8 HD) Madness depression Resist evasion, shadowspawn Fort +9 (+11 against poison), Ref +9, Will +2	
Spd 30 ft. (6 squares) Melee +1 <i>shortsword</i> +11/+6 (1d6+5/19-20) <i>or</i> Melee mwk dagger +11/+6 (1d4+4/19-20) <i>or</i> Melee unarmed strike +10/+5 (1d6+4) Ranged mwk dagger +10 (1d4+4/19-20) Base Atk +6; Grp +10 Atk Options Cleave, Point Blank Shot, Power Attack, shattering strike 1, ambush +1, backstab +1d6, death attack (DC 15) Combat Gear <i>potion of cure moderate wounds</i> , <i>potion of invisibility</i> , <i>elixir of hiding</i> , <i>silversbeen</i> , 2 smokesticks, 2 tindertwigs, flask of acid, 2 vials giant wasp poison (Fort DC 18, initial and secondary damage 1d6 Dex)	
Abilities Str 18, Dex 16, Con 13, Int 13, Wis 9, Cha 12 SQ contract, faint aura of evil, poison use Feats Athletic ^B , Cleave, Improved Initiative, Improved Unarmed Strike ^B , Point Blank Shot, Power Attack, Weapon Focus (shortsword) ^B Skills Climb +9, Gather Information +8 (+10 finding work), Hide +13, Intimidate +13, Jump +7, Knowledge (local) +6, Listen +7, Move Silently +8, Sleight of Hand +8, Spot +7, Swim +9, Use Rope +6 Possessions combat gear plus +1 <i>shortsword</i> , 2 mwk daggers, +1 <i>shadow studded leather armor</i> , <i>cloak of resistance</i> +1	

JOSEPH "BLACKJACK" SIMONEN

Joseph was a priest of the God of Knowledge who was greedier for magical lore than his brethren. He found his true calling when he met Xyrades, who learned that he was willing to do anything for the knowledge he desired. He now works as an archivist for the Brotherhood, translating shards and occasionally committing some vile act at the cult's request.

JOSEPH "BLACKJACK" SIMONEN	GR 4
Male human ex-cleric 1/wizard 3 N Medium humanoid Init -1; Senses Listen +1, Spot +1 Languages Common, Draconic, Elven, Valossan	
AC 9, touch 9, flat-footed 9 (-1 Dex) hp 15 (4 HD) Fort +3, Ref +0, Will +6	
Spd 30 ft. (6 squares) Melee mwk dagger +1 (1d4-1/19-20) Base Atk +1; Grp +0 Combat Gear <i>pearl of power (1st level)</i> , <i>potion of darkvision</i> Wizard Spells Prepared (CL 3rd): 2nd— <i>fox's cunning</i> , <i>invisibility</i> 1st— <i>comprehend languages</i> , <i>sleep</i> (DC 14), <i>unseen servant</i> 0— <i>detect magic</i> , <i>message</i> , <i>read magic</i> (x2)	
Abilities Str 8, Dex 9, Con 10, Int 16, Wis 13, Cha 9 SQ summon familiar (none) Feats Scribe Scroll ^B , Skill Focus (Decipher Script) ^B , Skill Focus (Knowledge [arcana]), Skill Focus (Spellcraft) Skills Craft (calligraphy) +10, Decipher Script +13, Knowledge (arcana) +13, Knowledge (forbidden) [†] +4, Knowledge (religion) +8, Knowledge (the planes) +8, Listen +1, Spellcraft +13, Spot +1 †3rd Era Freeport Companion Possessions combat gear plus arcane scroll of <i>sepia snake sigil</i> , masterwork dagger, everburning torch, magnifying glass, mwk calligrapher's tools, silver holy symbol of God of Knowledge, spell component pouch, scholar's outfit Spellbook spells prepared plus 2nd— <i>continual flame</i> , <i>darkvision</i> 1st— <i>alarm</i> , <i>erase</i> , <i>floating disk</i> , <i>identify</i> , <i>mage armor</i> , <i>magic missile</i> 0—(all)	

OPEN GAME LICENSE Version 1.0a

The following text is the property of Wizards of the Coast, Inc. and is Copyright 2000 Wizards of the Coast, Inc (“Wizards”). All Rights Reserved.

- 1. Definitions:** (a) “Contributors” means the copyright and/or trademark owners who have contributed Open Game Content; (b) “Derivative Material” means copyrighted material including derivative works and translations (including into other computer languages), potation, modification, correction, addition, extension, upgrade, improvement, compilation, abridgment or other form in which an existing work may be recast, transformed or adapted; (c) “Distribute” means to reproduce, license, rent, lease, sell, broadcast, publicly display, transmit or otherwise distribute; (d) “Open Game Content” means the game mechanic and includes the methods, procedures, processes and routines to the extent such content does not embody the Product Identity and is an enhancement over the prior art and any additional content clearly identified as Open Game Content by the Contributor, and means any work covered by this License, including translations and derivative works under copyright law, but specifically excludes Product Identity. (e) “Product Identity” means product and product line names, logos and identifying marks including trade dress; artifacts; creatures characters; stories, storylines, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations; names and descriptions of characters, spells, enchantments, personalities, teams, personas, likenesses and special abilities; places, locations, environments, creatures, equipment, magical or supernatural abilities or effects, logos, symbols, or graphic designs; and any other trademark or registered trademark clearly identified as Product identity by the owner of the Product Identity, and which specifically excludes the Open Game Content; (f) “Trademark” means the logos, names, mark, sign, motto, designs that are used by a Contributor to identify itself or its products or the associated products contributed to the Open Game License by the Contributor (g) “Use”, “Used” or “Using” means to use, Distribute, copy, edit, format, modify, translate and otherwise create Derivative Material of Open Game Content. (h) “You” or “Your” means the licensee in terms of this agreement.
- 2. The License:** This License applies to any Open Game Content that contains a notice indicating that the Open Game Content may only be Used under and in terms of this License. You must affix such a notice to any Open Game Content that you Use. No terms may be added to or subtracted from this License except as described by the License itself. No other terms or conditions may be applied to any Open Game Content distributed using this License.
- 3. Offer and Acceptance:** By Using the Open Game Content You indicate Your acceptance of the terms of this License.
- 4. Grant and Consideration:** In consideration for agreeing to use this License, the Contributors grant You a perpetual, worldwide, royalty-free, non-exclusive license with the exact terms of this License to Use, the Open Game Content.
- 5. Representation of Authority to Contribute:** If You are contributing original material as Open Game Content, You represent that Your Contributions are Your original creation and/or You have sufficient rights to grant the rights conveyed by this License.
- 6. Notice of License Copyright:** You must update the COPYRIGHT NOTICE portion of this License to include the exact text of the COPYRIGHT NOTICE of any Open Game Content You are copying, modifying or distributing, and You must add the title, the copyright date, and the copyright holder’s name to the COPYRIGHT NOTICE of any original Open Game Content you Distribute.
- 7. Use of Product Identity:** You agree not to Use any Product Identity, including as an indication as to compatibility, except as expressly licensed in another, independent Agreement with the owner of each element of that Product Identity. You agree not to indicate compatibility or co-adaptability with any Trademark or Registered Trademark in conjunction with a work containing Open Game Content except as expressly licensed in another, independent Agreement with the owner of such Trademark or Registered Trademark. The use of any Product Identity in Open Game Content does not constitute a challenge to the ownership of that Product Identity. The owner of any Product Identity used in Open Game Content shall retain all rights, title and interest in and to that Product Identity.
- 8. Identification:** If you distribute Open Game Content You must clearly indicate which portions of the work that you are distributing are Open Game Content.
- 9. Updating the License:** Wizards or its designated Agents may publish updated versions of this License. You may use any authorized version of this

License to copy, modify and distribute any Open Game Content originally distributed under any version of this License.

- 10. Copy of this License:** You MUST include a copy of this License with every copy of the Open Game Content You Distribute.
- 11. Use of Contributor Credits:** You may not market or advertise the Open Game Content using the name of any Contributor unless You have written permission from the Contributor to do so.
- 12. Inability to Comply:** If it is impossible for You to comply with any of the terms of this License with respect to some or all of the Open Game Content due to statute, judicial order, or governmental regulation then You may not Use any Open Game Material so affected.
- 13. Termination:** This License will terminate automatically if You fail to comply with all terms herein and fail to cure such breach within 30 days of becoming aware of the breach. All sublicenses shall survive the termination of this License.
- 14. Reformation:** If any provision of this License is held to be unenforceable, such provision shall be reformed only to the extent necessary to make it enforceable.

15. COPYRIGHT NOTICE

Open Game License v 1.0 Copyright 2000, Wizards of the Coast, Inc.

System Reference Document Copyright 2000–2003, Wizards of the Coast, Inc.; Authors Jonathan Tweet, Monte Cook, Skip Williams, Rich Baker, Andy Collins, David Noonan, Rich Redman, Bruce R. Cordell, based on original material by E. Gary Gygax and Dave Arneson.

Modern System Reference Document Copyright 2002, Wizards of the Coast, Inc. Authors Bill Slavicsek, Jeff Grubb, Rich Redman, Charles Ryan, based on material by Jonathon Tweet, Monte Cook, Skip Williams, Richard Baker, Peter Adkison, Bruce R. Cordell, John Tynes, Andy Collins, and JD Wiker.

Death in Freeport Revised, Copyright 2000–2004, Green Ronin Publishing, LLC; Author Chris Pramas.

Falthar’s Curios, Copyright 2000, Green Ronin Publishing, LLC; Author Chris Pramas.

Fading Suns: d20 Copyright © 2001 Holistic Design, Inc.

Focus on Freeport #7: The Jade Serpent of Yig, Copyright 2001, Green Ronin Publishing, LLC; Author William Simoni.

Madness in Freeport Revised, Copyright 2001–2004, Green Ronin Publishing, LLC; Author William Simoni.

Rokugan, Copyright 2001 AEG

Terror in Freeport Revised, Copyright 2001–2004, Green Ronin Publishing, LLC; Author Robert J. Toth.

The Assassin’s Handbook, Copyright 2001, Green Ronin Publishing, LLC; Authors Wolfgang Baur and David “Zeb” Cook.

Galactic Races, Copyright 2001, Fantasy Flight Games.

Legions of Hell, Copyright 2001, Green Ronin Publishing; Author Chris Pramas.

Seas of Blood, Copyright 2001 Mongoose Publishing.

OGL Horror, Copyright 2003 Mongoose Publishing

The Quintessential Fighter, Copyright 2001 Mongoose Publishing

Armies of the Abyss, Copyright 2002, Green Ronin Publishing, LLC; Authors Erik Mona and Chris Pramas.

The Assassin’s Handbook, Copyright 2002, Green Ronin Publishing, LLC; Authors Wolfgang Baur and David “Zeb” Cook.

Book of the Righteous, Copyright 2002, Aaron Loeb.

Freeport: The City of Adventure, Copyright 2002, Green Ronin Publishing, LLC.; Authors Chris Pramas, Matt Forbeck, et al.

Monster’s Handbook, Copyright 2002, Fantasy Flight Publishing, Inc.

Mutants & Masterminds Copyright 2002, Green Ronin Publishing, LLC.

Salon du Masque, Copyright 2002, Green Ronin Publishing, LLC; Author Chris Pramas.

Silver Age Sentinels d20, Copyright 2002, Guardians of Order, Inc.; Authors Stephen Kenson, Mark C. Mackinnon, Jeff Mackintosh, Jesse Scoble.

Spycraft Copyright 2002, Alderac Entertainment Group.

Spycraft Espionage Handbook, Copyright 2002, Alderac Entertainment Group, Inc.; Authors Patrick Kapera and Kevin Wilson.

Spycraft Modern Arms Guide, Copyright 2002, Alderac Entertainment Group, Inc.; Authors Chad Brunner, Tim D’Allard, Rob Drake, Michael Fish, Scott Gearin, Owen Hershey, Patrick Kapera, Michael Petrovich, Jim Wardrip, Stephen Wilcoxon.

Tome of Horrors, Copyright 2002, Necromancer Games., Inc.; Author Scott Greene, based on original material by Gary Gygax.

Ultramodern Firearms, Copyright 2002, Green Ronin Publishing; Author Charles McManus Ryan.

Wrath & Rage, Copyright 2002, Green Ronin Publishing; Author Jim Bishop.

Aasimar & Tiefling: A Guidebook to the Planetouched, Copyright 2003, Green Ronin Publishing; Author Robert J. Schwalb.

- The Avatar's Handbook*, Copyright 2003, Green Ronin Publishing; Authors Jesse Decker and Chris Tomasson.
- Bastards & Bloodlines*, Copyright 2003, Green Ronin Publishing, Author Owen K.C. Stephens
- Black Sails Over Freeport*, Copyright 2003, Green Ronin Publishing, LLC; Authors Brian E. Kirby, Robert Lawson, William Simoni, and Robert J. Toth.
- The Book of Fiends*, Copyright 2003, Green Ronin Publishing; Authors Aaron Loeb, Erik Mona, Chris Pramas, and Robert J. Schwalb.
- Challenging Challenge Ratings: Immortal's Handbook*, Copyright 2003, Craig Cochrane.
- Conan The Roleplaying Game*, Copyright 2003 Conan Properties International LCC; Authorized Publisher Mongoose Publishing Ltd; Author Ian Sturrock.
- CORE Explanatory Notice*, Copyright 2003, Benjamin R. Durbin
- Crime and Punishment*, Copyright 2003, Author Keith Baker
- Crooks!*, Copyright 2003, Green Ronin Publishing; Authors Sean Glenn, Kyle Hunter, and Erik Mona.
- Cry Havoc*, Copyright 2003, Skip Williams. All rights reserved.
- Darwin's World 2nd Edition*, Copyright 2003, RPG Objects; Authors Dominic Covey and Chris Davis.
- Grim Tales, Cyberware* game mechanics; Copyright 2003, Benjamin R. Durbin, published by Bad Axe Games, LCC.
- Grim Tales, Firearms* game mechanics; Copyright 2003, Benjamin R. Durbin, published by Bad Axe Games, LCC.
- Grim Tales, Horror* game mechanics; Copyright 2003, Benjamin R. Durbin, published by Bad Axe Games, LCC.
- Grim Tales, Spellcasting* game mechanics; Copyright 2003, Benjamin R. Durbin, published by Bad Axe Games, LCC.
- Grim Tales, Vehicle* game mechanics; Copyright 2003, Benjamin R. Durbin, published by Bad Axe Games, LCC.
- Immortals Handbook*, Copyright 2003, Craig Cochrane.
- Modern Player's Companion*, Copyright 2003, The Game Mechanics, Inc; Author: Stan!
- Monsters of the Mind*, Copyright 2003, Green Ronin Publishing, LLC; Authors Kevin Brennan, James Maliszewski, Morgan Peer, and Tracey Peer.
- Monte Cook's: *Arcana Unearthed*, Copyright 2003, Monte J. Cook. All rights reserved.
- Possessors: *Children of the Outer Gods*, Copyright 2003, Philip Reed and Christopher Shy, www.philipreed.com and www.studioronin.com.
- Skull & Bones © 2003, Green Ronin Publishing, LLC; Authors Ian Sturrock, T.S. Luikart, and Gareth-Michael Skarka.
- Spycraft Faceman/Snoop Class Guide*, Copyright 2003, Alderac Entertainment Group, Inc.; Authors Alexander Flagg, Clayton A. Oliver.
- Spycraft Fixer/Pointman Class Guide*, Copyright 2003, Alderac Entertainment Group, Inc.; Authors Scott Gearin.
- Spycraft Soldier/Wheelman Class Guide*, Copyright 2003, Alderac Entertainment Group, Inc.; Authors Chad Brunner, Shawn Carman, B. D. Flory, Scott Gearin, Patrick Kapera.
- Swords of Our Fathers* Copyright 2003, The Game Mechanics.
- Design Parameters: Immortal's Handbook*, Copyright 2003, Craig Cochrane.
- A Magical Medieval Society: Western Europe*, Copyright 2003, Expeditious Retreat Press; Authors Suzi Yee and Joseph Browning.
- Tales of Freeport*, Copyright 2003, Green Ronin Publishing, LLC; Author Graeme Davis.
- The Unholy Warrior's Handbook*, Copyright 2003, Green Ronin Publishing; Author Robert J. Schwalb.
- Advanced Player's Guide*, Copyright 2004, White Wolf Publishing, Inc.
- Algernon Files*, Copyright 2004, Blackwyrn Games; Authors Aaron Sullivan and Dave Mattingly.
- Creatures of Freeport*, Copyright 2004, Green Ronin Publishing, LLC; Authors Graeme Davis and Keith Baker.
- Grim Tales*, Copyright 2004, Benjamin R. Durbin, published by Bad Axe Games, LCC.
- Mutants & Masterminds Annual #1*, Copyright 2004, Green Ronin Publishing, LLC; Editor Erik Mona.
- Relics and Rituals: Excalibur*, Copyright 2004, White Wolf Publishing, Inc.
- Spycraft Mastermind Guide*, Copyright 2004, Alderac Entertainment Group, Inc.; Steve Crow, Alexander Flagg, B. D. Flory, Clayton A. Oliver.
- Spycraft U.S. Militaries Guide*, Copyright 2004, Alderac Entertainment Group, Inc.; Authors Dave McAlister, Clayton A. Oliver, Patrick Kapera.
- The Psychic's Handbook*, Copyright 2004, Green Ronin Publishing, LLC; Author Steve Kenson.
- Unearthed Arcana* Copyright 2004, Wizards of the Coast, Inc.; Andy Collins, Jesse Decker, David Noonan, Rich Redman
- Advanced Player's Manual*, Copyright 2005, Green Ronin Publishing; Author Skip Williams.
- Blue Rose*, Copyright 2005, Green Ronin Publishing; Authors Jeremy Crawford, Dawn Elliot, Steve Kenson, Alejandro Melchoir, and John Snead.
- Blue Rose Companion*, Copyright 2005, Green Ronin Publishing; Editor Jeremy Crawford.
- Dungeon Crawl Classics #20: Shadows in Freeport* by Robert J. Schwalb, Copyright 2005 Goodman Games (contact info@goodman-games.com, or see www.goodman-games.com)
- The Freeport Trilogy*, Copyright 2005, Green Ronin Publishing, LLC; Authors Chris Pramas, William Simoni, and Robert J. Toth.
- Gimmick's Guide to Gadgets*, Copyright 2005, Green Ronin Publishing; Author Mike Mearls.
- Hot Pursuit*, Copyright 2005, Corey Reid, published by Adamant Entertainment, Inc.
- Monte Cook Presents: Iron Heroes*, Copyright 2005, Monte J. Cook. All rights reserved.
- Mythic Heroes*, Copyright 2005, Benjamin R. Durbin, published by Bad Axe Games, LLC.
- Mutants & Masterminds, Second Edition*, Copyright 2005, Green Ronin Publishing; Author Steve Kenson.
- The Seven Saxons*, by Benjamin R. Durbin and Ryan Smalley, Copyright 2005, Bad Axe Games, LLC.
- Spycraft*, Copyright 2005, Alderac Entertainment Group.
- True20 Adventure Roleplaying*, Copyright 2005, Green Ronin Publishing, LLC; Author Steve Kenson.
- Borrowed Time*, Copyright 2006, Golden Elm Media; Authors Bruce Baugh and David Bolack.
- Caliphate Nights*, Copyright 2006, Paradigm Concepts; Author Aaron Intante-Levy.
- Lux Aeternum*, Copyright 2006, BlackWyrn Games; Author Ryan Wolfe with Dave Mattingly, Aaron Sullivan, and Derrick Thomas.
- The Mastermind's Manual*, Copyright 2006, Green Ronin Publishing; Author Steve Kenson.
- Mecha vs. Kaiju*, Copyright 2006, Big Finger Games; Author Johnathan Wright.
- Tales of the Caliphate Nights*, Copyright 2006, Paradigm Concepts, Inc., Author Aaron Infante-Levy
- True20 Freeport Companion*, Copyright 2007, Green Ronin Publishing, LLC.; Authors Steve Kenson and Robert J. Schwalb.
- Cults of Freeport 3rd Era Web Enhancement*, Copyright 2010, Green Ronin Publishing, LLC; Authors Robert J. Schwalb and Tim Emrick.