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.

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.

### Regina Meyer

**Possessions**
- Cloak of Elvenkind
- Cloak of Resistance +1
- Amulet of Natural Armor +1
- Holy Symbol of the Unspeakable One
- Spell Component Pouch
- Spellbook

**Languages**
- Common, Orc, Valossan

**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
- Skill Focus (Bluff)
- Skill Focus (Conjuration)

**Special Actions**
- Fortified Mind, Rebuke Undead 6/day (+5, 2d6+9, 6th)
- Finesse

**Cleric Spells Prepared (CL 7th):**
- 3rd—Cure Serious Wounds, Dispel Magic, Rage (CL 7th)†
- 2nd—Bez elder (CL 7th, DC 16), darkness, enthrall (CL 7th, DC 16), hold person (DC 16), sound burst (DC 16)
- 1st—Bane (CL 7th, DC 15), Cure Light Wounds, Doom (CL 7th, DC 15), Summon Monster I, Unhinge (CL 7th, DC 15)†
- 0—Cure Minor Wounds, Detect Magic, Light, Read Magic, Resistance

**D** Domain spell. Deity: The Unspeakable One. Domains: Destruction, Unearthly

†3rd Era Freeport Companion

### Andwad Foustaff

**Possessions**
- Spell Component Pouch
- Spellbook

**Languages**
- Common, Orc, Valossan

**Abilities**
- Str 10
- Dex 14
- Con 12
- Int 14
- Wis 11/19
- Cha 15

**SQ**
- Strong aura of chaos and evil

**Feats**
- Augment Summoning
- Fortified Mind
- Skill Focus (Bluff)
- Skill Focus (Conjuration)

**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 Rapier
- Cloak of Elvenkind
- Fine clothing
- Estate house
- Cult vestments, icon of the Yellow Sign
- Spell component pouch

†3rd Era Freeport Companion
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.

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

Female degenerate human sorcerer/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 Ark +3; Grp +7
Atk Options fanatic
Special Actions contact other plane
Sorcerer Spells Known (CL 6th):
3rd (3/day)—lightning bolt (DC 16)
2nd (5/day)—detect thoughts (DC 14), scorching ray (ranged touch +5)
1st (6/day)—burning hands (DC 14), force armor†, magic missile, unhinge†
(1d12)
0 (6/day)—dancing lights, detect magic, flare (DC 13), mage hand, read magic,
resistance, touch of fatigue (mlee 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†, Hardy Stock†, Skill Focus (Bluff)†, Spell Focus (evocation), Toughness
†3rd Era Freeport Companion
Skills Bluff +14, 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 amulet of natural armor +1, cloak of resistance +1
Change Shape (Su) U’Rahn can assume the form of any Small or Medium humanoid at will.

U’Rahn

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 Ark +3; Grp +3
Atk Options Combat Expertise
Special Actions bardic music 4/day (countersong, fascinate 1 target, inspire
courage, inspire competence, inspire courage +1), change shape
Combat Gear potion of barkskin +2, potion of mage armor
Bard Spells Known (CL 4th):
2nd (1/day)—cat’s grace, hold person (DC 17)
1st (3/day)—cause fear (DC 15), lesser confusion (DC 16), sleep (DC 16)
0 (3/day)—daze (DC 15), detect magic, lullaby (DC 15), mage band, message,
read magic
Abilities Str 11, Dex 12, Con 9, Int 14, Wis 13, Cha 18
SQ bardic knowledge +6
Feats Combat Expertise, Improved Initiative†, 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, amulet of natural armor +1, cloak of resistance +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

**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 longsword +17/+12/+9 (1d8+6/19–20) or

**Melee** unarmored strike +15/+10/+5 (1d8+3) or

**Melee** unarmored strike +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, ki strike (magic)

**Special Actions** change shape, wholeness of body (14 points/day)

**Combat Gear** potion of blur, potion of cure serious wounds

**Abilities** Str 17, Dex 18, Con 16, Int 10, Wis 16, Cha 12

**Feats** Burst of Activity†, Cleave†, Combat Reflexes†, Dodge, Improved Critical (longsword)‡, Improved Grapple, Improved Initiative, Improved Tripping, Improved Unarmed Strike, Mobility, Power Attack†, Spring Attack, Weapon Focus (longsword), Weapon Specialization (longsword)‡

†3rd Era Freeport Companion

**Skills** Balance +11, Diplomacy +11 (+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 longsword, ring of force shield, ring of protection +2, amulet of natural armor +1, bracers of armor +2, cloak of resistance +1, gloves of Dexterity +4, headband of Wisdom +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

**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†, 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’SHallo’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’Sallo’s peaceful ways thins and many within the cult wonder how long before T’Lother seizes control completely.

### T’Lother

<table>
<thead>
<tr>
<th>Male serpent person cleric 15</th>
</tr>
</thead>
<tbody>
<tr>
<td>Male serpent person cleric 15</td>
</tr>
<tr>
<td>NE Medium monstrous humanoid (reptilian, shapechanger)</td>
</tr>
<tr>
<td>Init +3; Senses darkvision 60 ft.; Listen +6, Spot +6</td>
</tr>
<tr>
<td>Languages Common, Draconic, Undercommon, Valossan</td>
</tr>
<tr>
<td>AC 24, touch 11, flat-footed 24</td>
</tr>
<tr>
<td>(-1 Dex, +7 armor, +5 shield, +2 deflection, +1 natural)</td>
</tr>
<tr>
<td>hp 101 (15 HD)</td>
</tr>
<tr>
<td>Fort +11, Ref +6, Will +15</td>
</tr>
<tr>
<td>Senses darkvision 60 ft.; Listen +6, Spot +6</td>
</tr>
</tbody>
</table>

**Cleric Spells Prepared (CL 15th; overcome SR 1d20+17):**

- 8th—power word stun\(^9\), summon monster VIII
- 7th—control weather, ethereal jaunt, power word blind\(^9\)
- 6th—greater dispel magic, barm (melee touch +14, DC 22), heal, stoneskin\(^9\), word of recall
- 5th—commune, greater command (DC 21), flame strike (DC 21)\(^7\), spell resistance, summon monster V, wall of stone
- 4th—air walk, cure critical wounds, freedom of movement, sending, spell immunity\(^9\), summon monster IV
- 3rd—blindness/deafness (DC 19), cure serious wounds, dispel magic (x2), invisibility purge, magic vestment\(^9\), summon monster III
- 2nd—align weapon, bull’s strength\(^9\), cure moderate wounds, death knell (DC 18), hold person (DC 18), resist energy, summon monster II
- 1st—bane (DC 17), bless, command (DC 17), divine favor, doom (DC 17), magic weapon\(^9\), obscuring mist
- 0—create water, cure minor wounds, detect poison, guidance, mending, resistance

**SQ:** Domain spell. Deity: Yig (Sskethvai Sect). Domains: Strength, War

<table>
<thead>
<tr>
<th>Abilities</th>
<th>Str 16, Dex 8, Con 19, Int 15, Wis 22, Cha 18</th>
</tr>
</thead>
<tbody>
<tr>
<td>Feats</td>
<td>Augment Summoning, Brilliant Tactician(^1), Domain Specialization (War)(^9), Improved Initiative(^9), Lightning Reflexes, Martial Weapon Proficiency (scimitar)(^9), Spell Focus (conjunction), Spell Penetration, Weapon Focus (scimitar)(^9)</td>
</tr>
<tr>
<td>Skills</td>
<td>Concentration +12, Diplomacy +12, Disguise +4 (+14 with change shape), Escape Artist +14, Hide +10, Intimidate +7, Knowledge (religion) +20, Knowledge (religion) +20, Listen +6, Spellcraft +20, Spot +6, Swim +3</td>
</tr>
<tr>
<td>Possessions</td>
<td>combat gear plus +1 mail armor, +3 heavy steel shield, rod of the python, ring of protection +2, cloak of Charmisma +2, periapt of Wisdom +4, silver holy symbol of Yig</td>
</tr>
</tbody>
</table>

### Change Shape (Su) A serpent person can assume the form of any Small or Medium humanoid.

## K’San, Seneschal of the Temple

K’SHallo’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

<table>
<thead>
<tr>
<th>Male serpent person cultist 8</th>
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</thead>
<tbody>
<tr>
<td>Male serpent person cultist 8</td>
</tr>
<tr>
<td>NE Medium monstrous humanoid (reptilian, shapechanger)</td>
</tr>
<tr>
<td>Init +3; Senses darkvision 60 ft.; Listen +2, Spot +2</td>
</tr>
<tr>
<td>Languages Common, Draconic, Valossan</td>
</tr>
<tr>
<td>AC 17, touch 10, flat-footed 17</td>
</tr>
<tr>
<td>(-1 Dex, +5 armor, +1 deflection, +2 natural)</td>
</tr>
<tr>
<td>hp 38 (8 HD)</td>
</tr>
<tr>
<td>IP 2</td>
</tr>
<tr>
<td>Fort +4, Ref +2, Will +9</td>
</tr>
<tr>
<td>Senses darkvision 60 ft.; Listen +2, Spot +2</td>
</tr>
</tbody>
</table>

**Cultist Spells Prepared (CL 4th):**

- 3rd—cure serious wounds, magic circle against good\(^1\)
- 2nd—destroy (CL 5th)\(^9\), divine favor, suggestion (DC 16)
- 1st—bane (DC 15), cause fear (DC 15), protection from good (CL 5th)\(^9\), shield of faith

**D:** Domain spell. Deity: Yig (Sskethvai Sect). Domain: Evil

<table>
<thead>
<tr>
<th>Abilities</th>
<th>Str 16, Dex 8, Con 12, Int 12, Wis 14/18, Cha 16</th>
</tr>
</thead>
<tbody>
<tr>
<td>SQ</td>
<td>strong aura of evil</td>
</tr>
<tr>
<td>Feats</td>
<td>Improved Initiative(^9), Persuasive, Skill Focus (Bluff)(^9), Stealthy, Weapon Focus (dagger)</td>
</tr>
<tr>
<td>Skills</td>
<td>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)</td>
</tr>
<tr>
<td>Possessions</td>
<td>combat gear plus +1 chain shirt, +1 dagger, ring of protection +1, amulet of natural armor +1, cloak of resistance +1, holy symbol of Yig</td>
</tr>
</tbody>
</table>

### 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’Lother 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.

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

**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.

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<table>
<thead>
<tr>
<th><strong>The Dragon</strong></th>
<th><strong>GR 8</strong></th>
</tr>
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<tbody>
<tr>
<td>Male half-red dragon half-orc barbarian 6</td>
<td></td>
</tr>
<tr>
<td>CE Medium dragon (orc)</td>
<td></td>
</tr>
<tr>
<td>Init +2; Senses darkvision 60 ft., low-light vision; Listen +1, Spot +1</td>
<td></td>
</tr>
<tr>
<td>Languages Common, Orc</td>
<td></td>
</tr>
<tr>
<td>AC 23, touch 12, flat-footed 23; improved uncanny dodge (+2 Dex, +7 armor, +4 natural)</td>
<td></td>
</tr>
<tr>
<td>hp 62 (6 HD)</td>
<td></td>
</tr>
<tr>
<td>Immune fire, paralysis, sleep</td>
<td></td>
</tr>
<tr>
<td>Resist trap sense +2</td>
<td></td>
</tr>
<tr>
<td>Fort +9, Ref +5, Will +4</td>
<td></td>
</tr>
<tr>
<td>Spd 30 ft. in breastplate (6 squares); base speed 40 ft.</td>
<td></td>
</tr>
<tr>
<td>Melee +1 greataxe +14/+9 (1d12+11/x3) and bite +8 (1d6+3)</td>
<td></td>
</tr>
<tr>
<td>Melee 2 claws +13 (1d4+7) and bite +8 (1d6+3) or</td>
<td></td>
</tr>
<tr>
<td>Base Atk +6; Grp +13</td>
<td></td>
</tr>
<tr>
<td>Atk Options Cleave, Power Attack, rage 2/day</td>
<td></td>
</tr>
<tr>
<td>Special Actions breath weapon</td>
<td></td>
</tr>
<tr>
<td>Combat Gear feather token (whip), potion of barkskin +3, potion of shield of faith +4</td>
<td></td>
</tr>
<tr>
<td>Abilities Str 25, Dex 14, Con 16, Int 10, Wis 12, Cha 8</td>
<td></td>
</tr>
<tr>
<td>Feats Ability Focus (breath weapon), Cleave, Power Attack</td>
<td></td>
</tr>
<tr>
<td>Skills Climb +13, Intimidate +8, Survival +10, Swim +10</td>
<td></td>
</tr>
<tr>
<td>Possessions combat gear plus +2 breastplate, +1 greataxe, cloak of resistance +1</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Rage (Ex)</strong></th>
<th>Once per day, the Dragon can enter a rage lasting for 8 rounds. While raging, he uses the following statistics.</th>
</tr>
</thead>
<tbody>
<tr>
<td>AC 21, touch 10, flat-footed 21</td>
<td></td>
</tr>
<tr>
<td>hp increase by 12</td>
<td></td>
</tr>
<tr>
<td>Fort +11, Will +6</td>
<td></td>
</tr>
<tr>
<td>Melee +1 greataxe +16/+11 (1d12+13/x3) and bite +10 (1d6+4) or</td>
<td></td>
</tr>
<tr>
<td>Melee 2 claws +15 (1d4+9) and bite +10 (1d6+4)</td>
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<tr>
<td>Grp +15</td>
<td></td>
</tr>
<tr>
<td>Abilities Str 29, Con 20</td>
<td></td>
</tr>
<tr>
<td>Skills Climb +15, Swim +12</td>
<td></td>
</tr>
<tr>
<td>Breath Weapon (Su) 30-ft. cone, 6d8 fire damage, 1/day, Reflex DC 15 half. While raging, the save DC increases to 17.</td>
<td></td>
</tr>
</tbody>
</table>

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<table>
<thead>
<tr>
<th><strong>Felder Michaelmas</strong></th>
<th><strong>GR 3</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Male human rogue 1/fighter 1/barbarian 1</td>
<td></td>
</tr>
<tr>
<td>CE Medium humanoid</td>
<td></td>
</tr>
<tr>
<td>Init +1; Senses Listen +6, Spot +5</td>
<td></td>
</tr>
<tr>
<td>Languages Common</td>
<td></td>
</tr>
<tr>
<td>AC 17, touch 11, flat-footed 16</td>
<td></td>
</tr>
<tr>
<td>(+1 Dex, +6 armor)</td>
<td></td>
</tr>
<tr>
<td>hp 27 (3 HD)</td>
<td></td>
</tr>
<tr>
<td>Fort +6, Ref +3, Will +1</td>
<td></td>
</tr>
<tr>
<td>Spd 30 ft. in breastplate (6 squares); base speed 40 ft.</td>
<td></td>
</tr>
<tr>
<td>Melee mwk battleaxe +6 (1d8+3/x3)</td>
<td></td>
</tr>
<tr>
<td>Base Atk +2; Grp +4</td>
<td></td>
</tr>
<tr>
<td>Atk Options Cleave, Power Attack, rage 1/day, sneak attack +1d6</td>
<td></td>
</tr>
<tr>
<td>Combat Gear potion of bear’s endurance, potion of bull’s strength, potion of cat’s grace</td>
<td></td>
</tr>
<tr>
<td>Abilities Str 15, Dex 13, Con 14, Int 8, Wis 12, Cha 10</td>
<td></td>
</tr>
<tr>
<td>SQ trapfinding</td>
<td></td>
</tr>
<tr>
<td>Feats Cleave, Power Attack, Toughness, Weapon Focus (battleaxe)</td>
<td></td>
</tr>
<tr>
<td>Skills Climb +4, Hide +2, Intimidate +6, Jump +4, Listen +6, Move Silently +2, Spot +5, Swim +2, Tumble +4</td>
<td></td>
</tr>
<tr>
<td>Possessions combat gear plus +1 breastplate, masterwork battleaxe</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Rage (Ex)</strong></th>
<th>Once per day, Felder can enter a rage lasting for 7 rounds. While raging, he uses the following statistics.</th>
</tr>
</thead>
<tbody>
<tr>
<td>AC 15, touch 9, flat-footed 14</td>
<td></td>
</tr>
<tr>
<td>hp increase by 6</td>
<td></td>
</tr>
<tr>
<td>Fort +8, Will +3</td>
<td></td>
</tr>
<tr>
<td>Melee mwk battleaxe +8 (1d8+6/x3)</td>
<td></td>
</tr>
<tr>
<td>Grp +6</td>
<td></td>
</tr>
<tr>
<td>Abilities Str 19, Con 18</td>
<td></td>
</tr>
<tr>
<td>Skills Climb +6, Jump +6, Swim +0</td>
<td></td>
</tr>
</tbody>
</table>
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

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 keen cutlass +16/+11/+6 (1d6+5/15–20)
Ranged +1 seeking light crossbow +15 (1d8/19–20)
Base Atk +12; Cmb +16

Atk Options Combat Reflexes, Harrowing Surge, rage 2/day, smite 1/day (+4 attack, +5 damage), sneak attack +1d6

Special Abilities Insane Casting, inspire 6/day (+23 modifier; fear, fury), organize +2

Combat Gear cape of the mountebank, potion of cat’s grace, potion of cure moderate wounds

Cultist Spells Prepared (CL 2nd):
1st—bane (DC 16), cause fear (DC 16), inflict light wounds (melee touch +14, DC 16), shield of faith
D: Domain spell. Deity: Yarash. Domain: Destruction

Spell-like Abilities (CL 3rd):
1/day—detect magic, read magic

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*, Harrowing Surge*, Insane Casting*, Leadership (23)*, Mobility, Skill Focus (Bluff)*, Spring Attack, Weapon Focus (cutlass)

†3rd Era Freepost Companion

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 mithral shirt, +2 keen cutlass, +1 seeking light crossbow with 10 bolts, ring of protection +2, amulet of health +2, boots of striding and springing, 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 keen cutlass +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 rage spell.

Chapter III: The Lost Souls of Yarash

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 Scuvrtown. A bloodthirsty bastard, he has a mean temper, but he hides it well when he’s bringing folks into the fold.

GUMMER GHURTZ

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 longsword +10/+5 (1d8+4/19–20)
Ranged mwk light crossbow +11 (1d8/19–20)

Gloves of Dexterity +2, silver flask (50 gp)

†3rd Era Freepost Companion

Skills Bardic music, charm person +23, fascinate 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), feather token (fog), potion of bull’s strength, potion of cure moderate wounds, potion of undetectable alignment

Blackguard Spells Prepared (CL 1st):
1st—cure light wounds

Spell-like Abilities (CL 1st):
At will—detect good

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 chain shirt, +1 longsword, masterwork light crossbow with 10 bolts, ring of protection +1, circlet of persuasion, gloves of Dexterity +2, silver flask (50 gp)
Chapter III: The Lost Souls of Yarash

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.

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### Silas Gantry

| 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 cutlass +11/+6 (1d6+3/18–20) |
| Ranged +1 Privateer FP +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 potions of cure light wounds, potion of sanctuary, potion of shield of faith +2

**Abilities** Str 14, Dex 14, Con 12, Int 10, Wis 8, Cha 16

**SQ** favored ship (*The Last Breath*)

**Feats** Athletic†, Firearms Proficiency†, Point Blank Shot, Power Attack†, Sea Legs†, 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 studded leather armor, +1 cutlass, +1 Privateer FP with powder and bullets for 10 shots, amulet of natural armor +1, shirt of resistance +1, 5 gp

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**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 cutlass +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**

Male gnome illusionist 5/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** randomized legendembrand 1/day
**Combat Gear** elixir of fire breath, 2 potions of cure light wounds, potion of sanctuary, wand of invisibility (5 charges), wand of magic missile (CL 7th, 20 charges)

**Illusionist Spells Prepared (CL 7th):**
- 4th—confusion (DC 18), polymorph, shadow conjuration (DC 21)
- 3rd—displacement, major image (DC 20), slow (DC 17), suggestion (DC 17)
- 2nd—allergic, haze monster (DC 16), minor image (DC 19), mirror image, rope trick
- 1st—charm person (DC 15), color spray (DC 18), expeditious retreat, hypnotism (DC 15), silent image (DC 18) (+2)
- 0—acid splash (ranged touch +8), ghost sound (DC 17), message, open/close, prestidigitation

**Barred Schools:** abjuration, necromancy

**Spell-like Abilities (CL 1st):**
- 1/day—dancing lights, ghost sound (DC 12), prestidigitation, speak with animals (burrowing only, 1 minute)

**Abilities** Str 8, Dex 14, Con 14, Int 18, Wis 8, Cha 14

**SQs** 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 +6, 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, ring of protection +1, bracers of armor +3, but of disguise, headband of intellect +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.

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**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.

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**Kenneth Regrant**

Male human diviner 3/seer 3/cerebremancer 10
CN 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—fate of one
- 6th—false touch (melee touch +6, DC 23)†, greater precognition, mass cloud mind (DC 23)
- 5th—psionic plane shift, psychic crush (DC 22)†, second chance, tower of iron will†
- 4th—corral, empathic feedback†, psionic divination, trace teleport
- 3rd—energy redirect (DC 20)†, psionic blast (DC 20), time stop (DC 20)†, ubiquitous vision
- 2nd—id insinuation (DC 19)†, mass missive†, object reading†, sensitivity to psychic impressions
- 1st—call to mind, conceit thoughts, dematerialize (DC 18)†, destiny divination (melee touch +6), mind thrust (DC 18)†

A: Augmentable Discipline: Clairsecent

**Wizard Spells Prepared (CL 13th; overcome SR 1d20+15):**

- 7th—greater searing (DC 26), greater teleport, spell turning
- 6th—analyze dweomer, chain lightning (DC 23), greater dispel magic, legend lore
- 5th—cone of cold (DC 22), contact other plane, dismissal, private sanctum, telepathic bond
- 4th—confusion (DC 21), crushing despair (DC 21), dimension door, greater invisibility, lesser globe of invulnerability, locate creature, mnemonic enhancer
- 3rd—clairaudience/clairvoyance, dispel magic, displacement, hold person (DC 20), lightning bolt (DC 20), nondetection, suggestion (DC 20)
- 2nd—alter self, detect thoughts (DC 21), locate object, resist energy, searching ray (ranged touch +9), see invisibility, touch of idiocy (melee touch +6)
- 1st—color spray (DC 18), comprehend languages, magic missile, obscuring mist, shield, silent image (DC 18), true strike
- 0—detect magic (×2), mage hand (×2), read magic

**Barred School:** necromancy

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**Abilities** Str 8, Dex 14, Con 14, Int 24, Wis 13, Cha 10

**SQs** enhanced awareness

**Feats** Inquisitor†, Overchannel, Power Penetration, Psionic Endowment, Psionic Meditation, Scribe Scroll†, Spell Focus (divination)†, 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, Picklock +19, Spellcraft +25, Spot +4

**Possessions** masterwork quarterstaff, ring of protection +2, bracers of armor +5, cloak of resistance +2, crystal mask of knowledge (history), headband of intellect +6, robes, spell component pouch, tiny ruby lens set in gold hoop (worth 1,500 gp for analyze dweomer), incense (worth 250 gp for legend lore), four strips of ivory (worth 50 gp for legend lore), diamond dust (50 gp for nondetection)

**Spellbook** Kenneth has access to the full magical knowledge of Freeport’s Wizards’ Guild.

**Enhanced Awareness (Ex)** When casting the identify spell, Kenneth needs to study the item for 10 minutes only. When casting arcane eye, 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 Wanderer 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** mkw longsword +7/+2 (1d8–1/19–20)

**Combat**

- **Base Atk** +7; **Grp** +6
- **Combat Gear** potion of cure serious wounds, smokestick, tanglefoot bag, thunderstone, wand of eagle’s splendor (10 charges), wand of invisibility (10 charges)

**Wizard Spells Prepared (CL 14th):**

- 7th—insanity (DC 25), power word blind, project image (DC 23)
- 6th—acid fog, disintegrate (ranged touch +9, DC 22), greater dispel magic, greater heroism, mass suggestion (DC 24)
- 5th—dominate person (DC 23), feel other minds (DC 23), arcane tests take –4), mind fog (DC 23), shadow evocation (DC 21), teleport
- 4th—charm monster (DC 22), confusion (DC 22), crushing despair (DC 22), dimension door, greater invisibility, phantasmal killer (DC 20)
- 3rd—blind, deep slumber (DC 21), hold person (DC 21), suggestion (DC 21)
- 2nd—acid arrow (ranged touch +9), daze monster (DC 20), detect thoughts (DC 18), hideous laughter (DC 20), mirror image, see invisibility, touch of idiocy (melee touch +6)
- 1st—charm person (DC 19), color spray (DC 17), disguise self, expeditious retreat, hypnotism (DC 19), magic weapon, shield
- 0—daze (DC 18), detect magic, prestidigitation, read magic, resistance

**Abilities** Str 8, Dex 18, 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 +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 cloak of resistance +1, headband of intellect +2

**Spells**

- 3 doses of bloodroot (DC 13, initial damage 0/secondary damage 1d4 Con and 1d3 Wis), potion of blur

**Spell-like Abilities (CL 6th):**

- At will—detect good, detect magic, invisibility (self only)
- 1/day—cause fear (30-ft. burst, DC 11)
- 1/week—commune (6 questions, CL 12th)

**Abilities**

- Srr 8, Dex 18, Con 10, Int 12, Wis 12, Cha 10
- **SQ** contract
- **Feats** Alertness, Improved Initiative, Weapon Finesse
- **Skills**

**Possessions**

- Amulet of natural armor +1, bracers of armor +4, headband of intellect +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).

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**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

**Base Atk** +7; **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), potion of blur

**Spell-like Abilities (CL 6th):**

- At will—detect good, detect magic, invisibility (self only)
- 1/day—cause fear (30-ft. burst, DC 11)
- 1/week—commune (6 questions, CL 12th)

**Abilities**

- Srr 8, Dex 18, Con 10, Int 12, Wis 12, Cha 10
- **SQ**合同
- **Feats** Alertness, Improved Initiative, Weapon Finesse
- **Skills**

**Possessions**

- Amulet of natural armor +1, bracers of armor +4, headband of intellect +4, spell component pouch, courtier’s outfit

**Spells**

- 3 doses of bloodroot (DC 13, initial damage 0/secondary damage 1d4 Con and 1d3 Wis), potion of blur

**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 cat 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 experiments with the meteorological conditions of the Serpent’s Teeth.

### Orrin Feeney

<table>
<thead>
<tr>
<th>Male human transmuter 13</th>
<th>LE Medium humanoid</th>
</tr>
</thead>
<tbody>
<tr>
<td>Init +2; Senses Listen +1, Spot +1</td>
<td>Languages Common, Celestial, Draconic, Infernal, Undercommon</td>
</tr>
</tbody>
</table>

**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** staff +7/+2 (1d6)  
**Base Atk** +7; **Grp** +7

**Special Actions** enhance attribute 3/day  
**Combat Gear** staff of transmutation (10 charges)

**Wizard Spells Prepared (CL 14th; overcome SR 1d20+16):**  
- 7th—control weather, quicken dispel magic, quickened lightning bolt (DC 20)  
- 6th—control water, disintegrate (ranged touch +9, DC 23), globe of invulnerability, maximized lightning bolt (DC 20)  
- 5th—baleful polymorph (DC 22), cloudkill (DC 20), cone of cold (DC 22), overland flight, wall of force  
- 4th—dimension door, dimensional anchor (ranged touch +9), ice storm, maximized magic missile, mnemonic enhancer, solid fog  
- 3rd—dispel magic, gaseous form, lightning bolt (DC 20), protection from energy, sleet storm, water breathing  
- 2nd—bear’s endurance, levitate, protection from arrows, searching ray (ranged touch +9) (+2), whispering wind  
- 1st—burning hands (DC 18), expeditious retreat, feather fall, jump, magic missile, shield, shocking grasp ( melee touch +7)  
- 0—detect magic, mage hand, open/close, prestidigitation, read magic

**Barred Schools:** conjuration, evocation  
**Abilities**  
- **Str** 10, **Dex** 14, **Con** 14, **Int** 16, **Wis** 14, **Cha** 8  
- **Feats** Combat Casting\(^a\), 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\(^b\)  
- **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 ring of protection +2, amulet of natural armor +1, bracers of armor +5, dusty rose leon stave, gloves of Dexterity +2, headband of intellect +2, robes, spell component pouch  
- **Spellbook** Orrin has access to the full library of the Wizards’ Guild of Freeport.

**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

<table>
<thead>
<tr>
<th>Female human abjurer 7</th>
<th>LE Medium humanoid</th>
</tr>
</thead>
<tbody>
<tr>
<td>Init +1; Senses Listen +2, Spot +2</td>
<td>Languages Common, Draconic, Infernal</td>
</tr>
</tbody>
</table>

**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** potion of blur, potion of cure moderate wounds, wand of lightning bolt (CL 10th, 10 charges)

**Wizard Spells Prepared (CL 7th; overcome SR 1d20+11):**  
- 4th—lesser globe of invulnerability, phantasmal killer (DC 17)  
- 3rd—dispel magic (+2), hold person (DC 16), major image (DC 16)  
- 2nd—invisibility, knock, obscura object, resist energy, scare (DC 15)  
- 1st—comprehend languages, hold portal, ray of enfeeblement (ranged touch +4), silent image (DC 14), shield, sleep (DC 14)  
- 0—arcane mark, detect magic, read magic, resistance (+2)

**Barred Schools:** conjuration, evocation  
**Abilities**  
- **Str** 13, **Dex** 12, **Con** 14, **Int** 16, **Wis** 14, **Cha** 8  
- **Feats** Diligent\(^a\), Greater Spell Penetration, Magical Aptitude, Spell Penetration  
- **Skills** Appraise +5, Concentration +12, Decipher Script +15, Knowledge (arcana) +13, Knowledge (history) +7, Lisen +2, Spellcraft +17 (+19 deciper scrolls), Spot +2, Use Magic Device +6 (+10 scrolls)  
- **Possessions** combat gear plus masterwork dagger, ring of protection +1, bracers of armor +1, cloak of resistance +1, robs, 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 V:

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 that 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 Cadiccen

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.

Soot, Fiendish Servant

Soot

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

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

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 longsword +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 potion of cure moderate wounds, potion of heroism (x2)

Turk Silverskin

Male human 15 Ex 15, Int 13, Wis 8/12, Cha 15
SQ faint aura of chaos and evil
Possessions combat gear plus full plate +1, +1 longsword, elixir of love, ring of swimming

†3rd Era Freeport Companion

Skills Balance +5, Bluff +6/+4, Climb +1, Diplomacy +0/+4; 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 full plate +1, +1 longsword, elixir of love, ring of swimming
**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**

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 longsword +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 potion of cure serious wounds, potion of remove fear, potion of shield of faith +2

Unholy Warrior Spells Prepared (CL 4th):  
2nd—undetectable alignment  
1st—bane (DC 13), divine favor

Spell-like Abilities (CL 9th):  
1/day—dark ally  
2/week—deeper darkness

**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, Cleave, Diehard, Great Cleave, Improved Sunder, Power Attack, Weapon Focus (longsword)  
Skills Handle Animal +11, Intimidate +11, Knowledge (religion) +9, Listen +2, Ride +8, Spot +2

Possessions combat gear plus +2 full plate armor, +1 heavy steel shield, +1 longsword

**Indomitable, Dark Ally**

**Indomitable**

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)8  
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.

**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.
**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**

<table>
<thead>
<tr>
<th>Male orc survivor 2/barbarian 7</th>
</tr>
</thead>
<tbody>
<tr>
<td>CE Medium humanoid (orc)</td>
</tr>
<tr>
<td>Init +1; Senses darkvision 60 ft.; Listen -2, Spot -2</td>
</tr>
<tr>
<td>Languages Common, Orcish</td>
</tr>
<tr>
<td>AC 15, touch 11, flat-footed 5; improved uncanny dodge (+1 Dex, +4 armor)</td>
</tr>
<tr>
<td>hp 97 (9 HD); Diehard; DR 1/—</td>
</tr>
<tr>
<td>Resist greenblood oil, trap sense +2</td>
</tr>
<tr>
<td>Fort +12, Ref +3, Will +2</td>
</tr>
<tr>
<td>Weakness dazzled in bright sunlight</td>
</tr>
<tr>
<td>Spd 40 ft. (8 squares)</td>
</tr>
<tr>
<td>Melee +1 falchion +16/+11 (2d4+7/18-20) or</td>
</tr>
<tr>
<td>Melee unarmed strike +15/+10 (1d6+6)</td>
</tr>
<tr>
<td>Base Atk +9, Grp +15</td>
</tr>
<tr>
<td>Atk Options Cleave, Power Attack, pitched weapons, rage 2/day</td>
</tr>
<tr>
<td>Special Actions shattering strike 1</td>
</tr>
<tr>
<td>Combat Gear elixir of hiding, elixir of sneaking, potion of protection from arrows 10/magic, 6 doses of pitch (Injury, DC 11, 1d6 hp/1 Con), tanglefoot bag</td>
</tr>
<tr>
<td>Abilities Str 22, Dex 13, Con 18, Int 6, Wis 6, Cha 10</td>
</tr>
<tr>
<td>SQ faint aura of chaos and evil</td>
</tr>
<tr>
<td>Feats Athletic, Cleave, Diehard, Improved Unarmed Strike, Iron Will, Power Attack</td>
</tr>
<tr>
<td>Skills Intimidate +12, Jump +9, Listen -2, Spot -2</td>
</tr>
<tr>
<td>Possessions combat gear plus studded leather armor +2, +1 falchion, gauntlets of ogre power</td>
</tr>
</tbody>
</table>

**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 falchion +18/+113 (2d4+9/18-20) or
  - 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**

<table>
<thead>
<tr>
<th>Male human sorcerer 1/rogue 2</th>
</tr>
</thead>
<tbody>
<tr>
<td>CN Medium humanoid</td>
</tr>
<tr>
<td>Init -3; Senses Listen +1, Spot +1</td>
</tr>
<tr>
<td>Languages Common</td>
</tr>
<tr>
<td>AC 13, touch 13, flat-footed 10</td>
</tr>
<tr>
<td>hp 15 (3 HD)</td>
</tr>
<tr>
<td>IP 0; Madness addiction to alcohol, compulsive fire-starting (pyromania)</td>
</tr>
<tr>
<td>Resist evasion</td>
</tr>
<tr>
<td>Fort +1 (+5 against disease and poison), Ref +6, Will -1</td>
</tr>
<tr>
<td>Spd 30 ft. (6 squares)</td>
</tr>
<tr>
<td>Melee dagger +2 (1d4+1/19-20)</td>
</tr>
<tr>
<td>Base Atk +1, Grp +2</td>
</tr>
<tr>
<td>Atk Options Point Blank Shot, sneak attack +1d6</td>
</tr>
<tr>
<td>Combat Gear potion of expeditious retreat, potion of resist fire 10, elixir of fire breath, 5 flasks of fire-breathing draught</td>
</tr>
<tr>
<td>Sorcerer Spells Known (Cl. 1st):</td>
</tr>
<tr>
<td>1st (3/day)—burning hands, true strike</td>
</tr>
<tr>
<td>0 (5/day)—dancing lights, flare, light, resistance</td>
</tr>
<tr>
<td>Abilities Str 12, Dex 16, Con 12, Int 8, Wis 5, Cha 11</td>
</tr>
<tr>
<td>SQ faint aura of chaos, trapfinding</td>
</tr>
<tr>
<td>Feats Exotic Weapon Proficiency (fire-breathing), Filthy†, Point Blank Shot</td>
</tr>
<tr>
<td>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</td>
</tr>
<tr>
<td>Possessions combat gear plus dagger, hand of the mage, thieves’ tools, tindertwigs (x20)</td>
</tr>
</tbody>
</table>

**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.
Chapter V: Scions of the Destroyer

Monstrous Locusts

Clerics of Abaddon who gain access to the giant vermin spell often prefer to cast the spell upon one of their master’s favorite pests, 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.

**LoCust, Medium Monstrous**

<table>
<thead>
<tr>
<th>Init +4; <strong>Senses</strong> darkvision 60 ft.; Listen +4, Spot +4</th>
</tr>
</thead>
<tbody>
<tr>
<td>AC 15, touch 14, flat-footed 11</td>
</tr>
<tr>
<td>(+4 Dex, +1 natural)</td>
</tr>
<tr>
<td>hp 3 (1 HD)</td>
</tr>
<tr>
<td><strong>Immune</strong> mind-affecting effects</td>
</tr>
<tr>
<td><strong>Fort</strong> +1, <strong>Ref</strong> +4, <strong>Will</strong> +0</td>
</tr>
<tr>
<td><strong>Spd</strong> 20 ft. (4 squares), fly 40 ft. (poor)</td>
</tr>
<tr>
<td><strong>Melee</strong> bite +4 (1d6)</td>
</tr>
<tr>
<td><strong>Base Atk</strong> +0; <strong>Grp</strong> +0</td>
</tr>
<tr>
<td><strong>Abilities</strong> Str 11, Dex 19, Con 8, Int —, Wis 10, Cha 2</td>
</tr>
<tr>
<td><strong>Feats</strong> —</td>
</tr>
<tr>
<td><strong>Skills</strong> Listen +4*, Spot +4*</td>
</tr>
<tr>
<td>* Monstrous locusts have a +4 racial bonus to Listen and Spot checks.</td>
</tr>
</tbody>
</table>

**LoCust, Large Monstrous**

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

**LoCust, Huge Monstrous**

<table>
<thead>
<tr>
<th>Init +4; <strong>Senses</strong> darkvision 60 ft.; Listen +4, Spot +4</th>
</tr>
</thead>
<tbody>
<tr>
<td>AC 17, touch 12, flat-footed 13</td>
</tr>
<tr>
<td>(-2 size, +4 Dex, +5 natural)</td>
</tr>
<tr>
<td>hp 27 (6 HD)</td>
</tr>
<tr>
<td><strong>Immune</strong> mind-affecting effects</td>
</tr>
<tr>
<td><strong>Fort</strong> +5, <strong>Ref</strong> +6, <strong>Will</strong> +2</td>
</tr>
<tr>
<td><strong>Spd</strong> 20 ft. (4 squares), fly 60 ft. (poor)</td>
</tr>
<tr>
<td><strong>Melee</strong> bite +6 (1d8+4)</td>
</tr>
<tr>
<td><strong>Space</strong> 15 ft.; <strong>Reach</strong> 10 ft.</td>
</tr>
<tr>
<td><strong>Base Atk</strong> +4; <strong>Grp</strong> +16</td>
</tr>
<tr>
<td><strong>Abilities</strong> Str 19, Dex 19, Con 10, Int —, Wis 10, Cha 2</td>
</tr>
<tr>
<td><strong>Feats</strong> —</td>
</tr>
<tr>
<td><strong>Skills</strong> Listen +4*, Spot +4*</td>
</tr>
<tr>
<td>* Monstrous locusts have a +4 racial bonus to Listen and Spot checks.</td>
</tr>
</tbody>
</table>

**LoCust, gargantuan Monstrous**

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

**LoCust, Colossal Monstrous**

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

<table>
<thead>
<tr>
<th>Size</th>
<th>Bite Damage</th>
<th>Claw Damage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fine</td>
<td>1</td>
<td>1</td>
</tr>
<tr>
<td>Diminutive</td>
<td>1d2</td>
<td>1</td>
</tr>
<tr>
<td>Tiny</td>
<td>1d3</td>
<td>1d2</td>
</tr>
<tr>
<td>Small</td>
<td>1d4</td>
<td>1d3</td>
</tr>
<tr>
<td>Medium</td>
<td>1d6</td>
<td>1d4</td>
</tr>
<tr>
<td>Large</td>
<td>1d8</td>
<td>1d6</td>
</tr>
<tr>
<td>Huge</td>
<td>2d6</td>
<td>1d8</td>
</tr>
<tr>
<td>Gargantuan</td>
<td>2d8</td>
<td>2d6</td>
</tr>
<tr>
<td>Colossal</td>
<td>4d6</td>
<td>2d8</td>
</tr>
</tbody>
</table>

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 Artrifact**

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-too-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 may substitute the book's full Knowledge (forbidden) ranks in place of his own for the purposes of casting one ritual.

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

Euglenus Cleaves

*Freeport Companion* 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 Euglenus Cleaves experiments upon the children in his care, seeking to perfect the means to a depraved sort of immortality.

**Euglenus Cleaves**

<table>
<thead>
<tr>
<th>Male human expert 6/cultist 3</th>
<th>GR II</th>
</tr>
</thead>
<tbody>
<tr>
<td>CE Medium humanoid</td>
<td></td>
</tr>
<tr>
<td>Init +1; Senses Listen +15, Spot +20</td>
<td></td>
</tr>
<tr>
<td>Languages Abyssal, Aquan, Azharian, Common, Draconic, Elvish, Gnomish</td>
<td></td>
</tr>
<tr>
<td>AC 12, touch 12, flat-footed 11</td>
<td></td>
</tr>
<tr>
<td>(+1 Dex, +1 deflection)</td>
<td></td>
</tr>
<tr>
<td>hp 43 (9 HD)</td>
<td></td>
</tr>
<tr>
<td>Resist Unhinged</td>
<td></td>
</tr>
<tr>
<td>IP 2; Madness addiction to Cannibal Ritual</td>
<td></td>
</tr>
<tr>
<td>Fort +6, Ref +4, Will +11</td>
<td></td>
</tr>
</tbody>
</table>

**Abilities**

Str 11, Dex 13, Con 13, Int 16, Wis 16/20, Cha 9

**SQ**

- Moderate aura of chaos and evil
- Endurance, Great Fortitude, Leadership (12), Skill Focus (Bluff) 9, Skill Focus (Heal) 9, Unhinged 1

**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, ring of protection +1, eyes of the eagle, periapt of Wisdom +2, unguent of timelessness, healer's kit, The Ghoul Manuscript

†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 immune 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.

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

Skills Bluff +6, Climb +5, Intimidate +6, Listen -1, Spot -1
Feats Combat Casting, Improved Initiative, Persuasive, Scribe Scroll, Spell Mastery (command undead, dispel magic, gentle repose, vampiric touch (melee touch +5, DC 19)

Necromancer Spells Prepared (CL 8th):
4th—animate dead, charm monster (x2) (DC 18), fear (DC 20)
3rd—clairaudience/clairvoyance, deep slumber (DC 17), dispel magic, gentle repose, vampiric touch (melee touch +5, DC 19)
2nd—command undead (DC 18), false life, ghost touch (melee touch +5, DC 18), invisibility, touch of idiocy (melee touch +15, DC 16)
1st—charm person (x2), chill touch (DC 17), ray of enfeeblement (ranged touch +5, DC 15), shield
0—detect magic, prestidigitation, read magic, touch of fatigue (x2) (melee touch +5, DC 16)

Barred Skills: Constitution and Connering, evocation.

Abilities Str 13, Dex 12, Con 14, Int 18, Wis 8/14, Cha 14
SQ Channel Child, moderate aura of chaos and evil, summon familiar (currently none)

Skills Bluff +3/+11*, Concentration +13, Craft (drawing) +8, Gather Information +2/+10*, Intimidation +4/+12*, Knowledge (arcana) +16, Knowledge (forbidden) +7, 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 immune 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.

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 fanatie

Abilities Str 13, Dex 12, Con 14, Int 7, Wis 8, Cha 9
SQ Channel Child, faint aura of chaos and evil

Feats Improved Unarmed Strike, Skill Focus (Bluff)*, Skill Focus (Intimidate)*

Skills Bluff +6, Climb +5, Intimdate +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 +3, Ref +3, Will +3

Melee bite +2 (1d6+2 plus paralysis) and 2 claws -3 (1d3+1 plus paralysis)

Grp +2

Abilities Str 13, Dex 12, Con —, Int 9, Wis 12, Cha 11

Skills Bluff +7, Climb +6, Intimdate +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 immune 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**

<table>
<thead>
<tr>
<th>Name</th>
<th>CR 1</th>
</tr>
</thead>
<tbody>
<tr>
<td>Male half-elf cultist 2</td>
<td></td>
</tr>
<tr>
<td>CE Medium humanoid (elf)</td>
<td></td>
</tr>
<tr>
<td>Init +2; Senses low-light vision; Listen +5, Spot +5</td>
<td></td>
</tr>
<tr>
<td>Languages Common</td>
<td></td>
</tr>
<tr>
<td>AC 12, touch 12, flat-footed 10 (+2 Dex)</td>
<td></td>
</tr>
<tr>
<td>hp 13 (2 HD)</td>
<td></td>
</tr>
<tr>
<td>Madness addiction to Cannibal Ritual</td>
<td></td>
</tr>
<tr>
<td>Fort +2, Ref +2, Will +2</td>
<td></td>
</tr>
<tr>
<td>Spd 30 ft. (6 squares)</td>
<td></td>
</tr>
<tr>
<td>Melee carving knife +3 (1d4+2/19-20) or Melee unarmed strike +5 (1d3+2 nonlethal)</td>
<td></td>
</tr>
<tr>
<td>Base Atk +1; Grp +3</td>
<td></td>
</tr>
<tr>
<td>Abilities Str 14, Dex 15, Con 15, Int 11, Wis 9, Cha 13</td>
<td></td>
</tr>
<tr>
<td>SQ Charnel Child, faint aura of chaos and evil</td>
<td></td>
</tr>
<tr>
<td>Feats Skill Focus (Bluff)8, Stealthy</td>
<td></td>
</tr>
<tr>
<td>Skills Bluff +9, Diplomacy +5, Gather Information +3, Hide +9, Listen +5, Move Silently +9, Search +2, Spot +5</td>
<td></td>
</tr>
<tr>
<td>Possessions carving knife</td>
<td></td>
</tr>
</tbody>
</table>

**Charnel Child (Sp)** When Simon is under the influence of the Cannibal Ritual, he uses the following statistics:

<table>
<thead>
<tr>
<th>Name</th>
<th>CR 1</th>
</tr>
</thead>
<tbody>
<tr>
<td>Male ritual ghoul cultist 2</td>
<td></td>
</tr>
<tr>
<td>CE Medium undead (augmented humanoid)</td>
<td></td>
</tr>
<tr>
<td>Init +4; Senses darkvision 60 ft.; Listen +7, Spot +7</td>
<td></td>
</tr>
<tr>
<td>AC 16, touch 14, flat-footed 12 (+4 Dex, +2 natural)</td>
<td></td>
</tr>
<tr>
<td>hp increase by 2</td>
<td></td>
</tr>
<tr>
<td>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</td>
<td></td>
</tr>
<tr>
<td>Resist turn resistance +2</td>
<td></td>
</tr>
<tr>
<td>Fort +0, Ref +4, Will +4</td>
<td></td>
</tr>
<tr>
<td>Melee bite +4 (1d6+3 plus paralysis) and 2 claws -1 (1d3+1 plus paralysis)</td>
<td></td>
</tr>
<tr>
<td>Grp +4</td>
<td></td>
</tr>
<tr>
<td>Abilities Str 16, Dex 19, Con —, Int 13, Wis 13, Cha 15</td>
<td></td>
</tr>
<tr>
<td>Skills Bluff +10, Diplomacy +6, Gather Information+4, Hide +11, Listen +7, Move Silently +11, Search +3, Spot +7</td>
<td></td>
</tr>
<tr>
<td>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 immune to this paralysis. The save DC is Charisma-based.</td>
<td></td>
</tr>
</tbody>
</table>

"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**

<table>
<thead>
<tr>
<th>Name</th>
<th>CR 1/2</th>
</tr>
</thead>
<tbody>
<tr>
<td>Female human cultist 1</td>
<td></td>
</tr>
<tr>
<td>CE Medium humanoid</td>
<td></td>
</tr>
<tr>
<td>Init +1; Senses Listen -1, Spot -1</td>
<td></td>
</tr>
<tr>
<td>Languages Common</td>
<td></td>
</tr>
<tr>
<td>AC 11, touch 11, flat-footed 10 (+1 Dex)</td>
<td></td>
</tr>
<tr>
<td>hp 8 (1 HD)</td>
<td></td>
</tr>
<tr>
<td>Madness addiction to Cannibal Ritual</td>
<td></td>
</tr>
<tr>
<td>Fort +2, Ref +1, Will +1</td>
<td></td>
</tr>
<tr>
<td>Spd 30 ft. (6 squares)</td>
<td></td>
</tr>
<tr>
<td>Melee unarmed strike +1 (1d3+1)</td>
<td></td>
</tr>
<tr>
<td>Base Atk +0; Grp +1</td>
<td></td>
</tr>
<tr>
<td>Atk Options fanatic</td>
<td></td>
</tr>
<tr>
<td>Abilities Str 13, Dex 12, Con 14, Int 7, Wis 8, Cha 9</td>
<td></td>
</tr>
<tr>
<td>SQ Charnel Child, faint aura of chaos and evil</td>
<td></td>
</tr>
<tr>
<td>Feats Improved Unarmed Strike, Skill Focus (Bluff)8, Skill Focus (Intimidate)8</td>
<td></td>
</tr>
<tr>
<td>Skills Bluff +6, Climb +5, Intimidate +6, Listen -1, Spot -1</td>
<td></td>
</tr>
</tbody>
</table>

**Charnel Child (Sp)** When Lucinda is under the influence of the Cannibal Ritual, she uses the following statistics:

<table>
<thead>
<tr>
<th>Name</th>
<th>CR 1/2</th>
</tr>
</thead>
<tbody>
<tr>
<td>Female ritual ghoul cultist 1</td>
<td></td>
</tr>
<tr>
<td>CE Medium undead (augmented humanoid)</td>
<td></td>
</tr>
<tr>
<td>Init +3; Senses darkvision 60 ft.; Listen +1, Spot +1</td>
<td></td>
</tr>
<tr>
<td>AC 15, touch 13, flat-footed 12 (+3 Dex, +2 natural)</td>
<td></td>
</tr>
<tr>
<td>hp increase by 1</td>
<td></td>
</tr>
<tr>
<td>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</td>
<td></td>
</tr>
<tr>
<td>Resist turn resistance +2</td>
<td></td>
</tr>
<tr>
<td>Fort +0, Ref +3, Will +3</td>
<td></td>
</tr>
<tr>
<td>Melee bite +2 (1d6+2 plus paralysis) and 2 claws -3 (1d3+1 plus paralysis)</td>
<td></td>
</tr>
<tr>
<td>Grp +2</td>
<td></td>
</tr>
<tr>
<td>Abilities Str 15, Dex 16, Con —, Int 9, Wis 12, Cha 11</td>
<td></td>
</tr>
<tr>
<td>Skills Bluff +7, Climb +6, Intimidate +7, Listen +1, Spot +1</td>
<td></td>
</tr>
<tr>
<td>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 immune to this paralysis. The save DC is Charisma-based.</td>
<td></td>
</tr>
</tbody>
</table>
"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

<table>
<thead>
<tr>
<th>Male human commoner 1</th>
<th>GR 1/2</th>
</tr>
</thead>
<tbody>
<tr>
<td>CE Small humanoid</td>
<td></td>
</tr>
<tr>
<td>Init +1; Senses Listen +1, Spot +1</td>
<td></td>
</tr>
<tr>
<td>Languages Common</td>
<td></td>
</tr>
</tbody>
</table>

**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

**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 immune 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 Lowyatatar, 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 Lowyatatar, and she began plotting to feel it once again—when she would take her revenge upon Yig.

Lowyatatar 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. Lowyatatar's followers survive as the Society of the Velvet Whip, and one such cell lurks in the darker side of Freeport's high society.

Lowyatatar, The Bringer of Painful Delights

Lowyatatar'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*
8. *Symbol of Pain*
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-Martín

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.

---

Gulimar Do’ana, Dark Elf

Gulimar was an exile and hired sword who ended up as the slave of Alhazred, author of the Felonemonicon. 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.

---

**Leanna St-Martín**

Female human cultist 14  
LE Medium humanoid  
Init +4, Senses Listen +8, Spot +8  
Languages Azharian, Common

AC 18, touch 18, flat-footed 14  
(+4 Dex, +2 armor, +2 deflection)  
hp 93 (14 HD)  
IP 4, Madness psychosocial disorder (sado-masochism)  
Resist Endurance  
Fort +6, Ref +5, Will +11

**Skills**

Feats  
Skills

---

**Gulimar Do’ana**

Male drow fighter 6/cleric 7  
NE Medium humanoid (elf)  
Init +8, Senses darkvision 120 ft.; Listen +2, Spot +2  
Languages Azharian, 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 psychosocial disorder (sado-masochism)  
Immune sleep  
SR 24  
Fort +11, Ref +8, Will +7 (+9 against spells and spell-like effects)  
Weakness light blindness

---

**Abilities**

Str 13, Dex 19, Con 14, Int 12, Wis 10/22, Cha 14  
SQ able to detect secret doors; strong aura of evil  
**Feats**

Combat Casting, Endurance, Exotic Weapon Proficiency (whip), Iron Will, Skill Focus (Bluff), Weapon Finesse  
**Skills**

---

**Abilities**

Str 13, Dex 19, Con 14, Int 12, 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 Finess, Weapon Focus (rapier), Whirlwind Attack  
**Skills**

Bluff +11/+19, Diplomacy +3/+11, Disguise +4/+12, 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 Era Freeport Companion  
**Possessions**

amulet of mighty fists, bracers of armor +2, gloves of Dexterity +4, ring of protection +2, +1 keen rapier, +1 spell storing dagger (cold person), mwk hand crossbow +16 (1d4 + poison/19-20)  
**Spells Prepared (CL 7th):**  
4th—confusion (DC 20), dismissal (DC 20), divine power  
3rd—bestow curse (melee touch +15, DC 19), cure serious wounds, dispel magic, vampiric touch (melee touch +15)  
2nd—eagle’s splendor, invisibility (DC 18), spiritual weapon, sound burst (DC 18), undetectable alignment  
1st—bane (DC 17), chill touch (melee touch +15, DC 17), command (DC 17), cure light wounds (x2), deathwatch, divine favor, sleep  
---

**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, Skill Focus (Bluff), Weapon Finesse  
**Skills**

---

**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, Skill Focus (Bluff), Weapon Finesse  
**Skills**

---

**Possessions**

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**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.

---

**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

Female human noble 11/cultist 1
NE 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 off-hand dagger +7/+2 (1d4-1/19-20) or
Melee +1[+3] off-hand dagger +9/+4 against elves (1d4+1+2d6/19-20)
Base Atk +8; Grp +7

Atk Options organize +4, master diplomat
Special Actions fanatic, inspire 1/day (awe, competence, greatness), student diplomat
Combat Gear potion of protection from arrows 10/magic, 2 potions of sanctuary

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† (+20), Skill Focus (Bluff)†, Skill Focus (Diplomacy)†, 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 off-hand dagger (concealed in ornate cane worth 100 gp), amulet of health +2, cloak of resistance +2, corset of natural armor +1, ring of protection +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 suggestion 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.

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

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†, 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.
Xyraides, Leader of the Obsidian Brotherhood

Xyraides' 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.

**Xyraides**

<table>
<thead>
<tr>
<th>GR 15</th>
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<tbody>
<tr>
<td>Male human wizard 6/loremaster 7/archmage 2</td>
</tr>
<tr>
<td>NE Medium humanoid</td>
</tr>
<tr>
<td>Init +1; Senses Listen +0, Spot +0</td>
</tr>
<tr>
<td>Languages Abyssal, Azharan, Common, Draconic, Dwarven, Elven, Infernal, Valossan</td>
</tr>
<tr>
<td>AC 15, touch 15, flat-footed 13</td>
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<tr>
<td>(+1 Dex, +3 deflection, +1 dodge)</td>
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<tr>
<td>[With mage armor or shield: AC 19, touch 19, flat-footed 17; with both: AC 23, touch 23.]</td>
</tr>
<tr>
<td>hp 54 (15 HD)</td>
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<tr>
<td>IP 4; Madness personality disorder (monomania)</td>
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<tr>
<td>Fort +8, Ref +6, Will +14</td>
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<tr>
<td>Spd 30 ft. (6 squares)</td>
</tr>
<tr>
<td>Melee masterwork dagger +8 (1d4/19-20)</td>
</tr>
<tr>
<td>Base Atk +7; Grp +7</td>
</tr>
<tr>
<td>Special Actions Improved Counterspell, Master of Counterspelling</td>
</tr>
<tr>
<td>Combat Gear arcane scroll of teleport, wand of mage armor, wand of summon monster III, ring of counterspells (baleful polymorph)</td>
</tr>
<tr>
<td>Wizard Spells Prepared (CL 16th; overcome SR 1d20+20):</td>
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<tr>
<td>8th—banishment (DC 24)</td>
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<tr>
<td>7th—control undead, dimensional anchor (ranged touch +8), dimensional lock, greater planar binding, symbol of persuasion (DC 21), permute 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)</td>
</tr>
<tr>
<td>6th—baleful polymorph (DC 21), dismissal (DC 22), dominate person (DC 22), sending</td>
</tr>
<tr>
<td>5th—cat's grace, invisibility, touch of idiocy (x2) (melee touch +7), scorching ray (x2) (ranged touch +8)</td>
</tr>
<tr>
<td>4th—black tentacles (Grp +24), charm monster (x2) (DC 21), dimensional anchor (ranged touch +8), stone shape</td>
</tr>
<tr>
<td>3rd—arcane sight, dispel magic (x2), magic circle against evil, magic circle against good</td>
</tr>
<tr>
<td>2nd—command undead, fox's cunning, locate object, owl's wisdom, see invisibility</td>
</tr>
<tr>
<td>1st—alarm, charm person, comprehend languages, identify, sleep</td>
</tr>
<tr>
<td>0—(all)</td>
</tr>
</tbody>
</table>

**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†, Craft Wondrous Item, Greater Spell Penetration, Improved Counterspell†, Scribe Scroll†, Skill Focus (Knowledge [arcana])†, 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, evil's wisdom, see invisibility
1st—alarm, charm person, comprehend languages, identify, sleep
0—(all)

**Spell-like Abilities**

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

**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—mirror image, misdirection (DC 13), scare (DC 13), summon swarm, shatter (DC 13)

1st—color spray (DC 12), comprehend languages, magic missile, protection from good

0—detect magic, ghost sound (DC 11), mage hand, read magic

**Abilities** Str —, Dex 18, Con —, Int 13, Wis 16, Cha 15

SQ faint aura of chaos, incorporeal (50% miss chance), strong aura of evil, summon familiar (none)

**Feats** Dodge+, Eschew Materials, Magical Aptitude, Scribe Scroll+, Spell Focus (illusion), Still Spell+, Words of Power†

†3rd Era Freeport Companion

**Combination Gear** arcane scrolls of fox’s cunning, wand of color spray

**Combat**

**Gear** arcane scrolls of fox’s cunning, wand of color spray

**Abilities** Str 11, Dex 12, Con 13, Int 17, Wis 7/15, Cha 7

SQ faint aura of law and evil

**Feats** Diligent†, 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, wand of light, bracers of armor +2, goggles of minute seeing, ring of prestidigitation, 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

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 shortsword +11/+6 (1d6+5/19-20) or
Melee mwk dagger +11/+6 (1d4+4/19-20) or
Melee unarmed strike +10/+5 (1d6+4)
Ranged mwk dagger +10 (1d4+4/19-20)

Base Atk +6; Grp +10

Abilities
Str 18, Dex 16, Con 13, Int 13, Wis 9, Cha 12
SQ contract, faint aura of evil, poison use
Feats Athletics, Cleave, Improved Initiative, Improved Unarmed Strike, Point Blank Shot, Power Attack, Weapon Focus (shortsword)
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 shortsword, 2 mwk daggers, +1 shadow studded leather armor, cloak of resistance +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

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 pearl of power (1st level), potion of darkvision
Wizard Spells Prepared (CL 3rd):
2nd—fox’s cunning, invisibility
1st—comprehend languages, sleep (DC 14), unseen servant
0—detect magic, message, read magic (x2)

Abilities Str 8, Dex 9, Con 10, Int 16, Wis 13, Cha 9
SQ summon familiar (none)
Feats Scribe Scroll, Skill Focus (Decipher Script), 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 sepia snake sigil, 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—continual flame, darkvision
1st—alarm, erase, floating disk, identify, mage armor, magic missile
0—(all)
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