

# BUCCANEERS OF FREEPORT

## 3RD ERA

### WEB ENHANCEMENT

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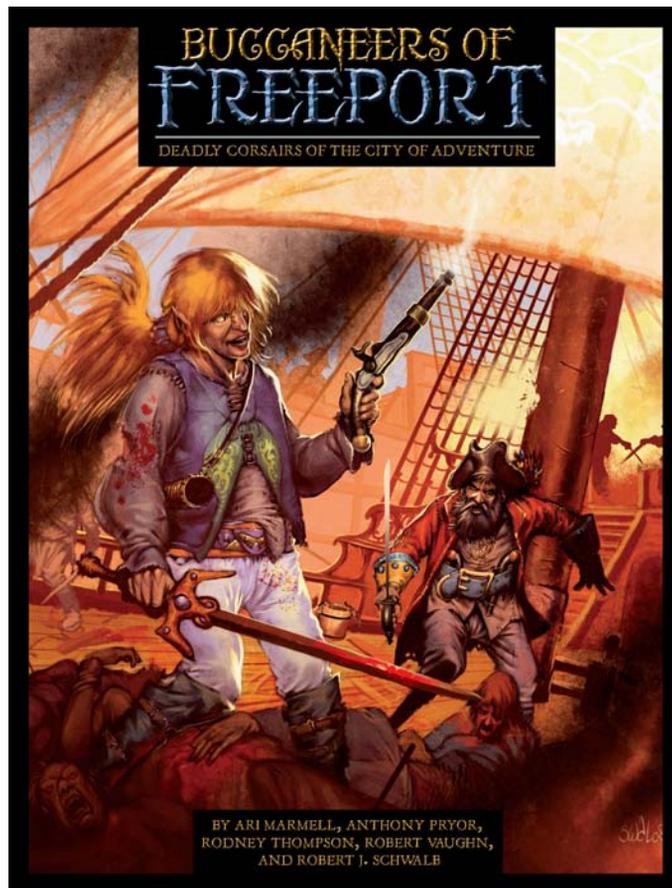
EDITING: ERICA BALSLEY

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

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In 2008 Green Ronin released *Buccaneers of Freeport*, a system-less sourcebook detailing some of the cunning rogues and ruthless cutthroats that ply the waters around Freeport. While you can create your own game stats for the characters presented in the book 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 *Buccaneers of Freeport*.



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

# CHAPTER I: THREE-SHEETS KIMBAL

Three-Sheets Kimbal is a pirate with more legends gathered about him than there are gold coins in his biggest score. The lovable rogue himself spread most of these stories, some of them contradictory, in order to keep his friends and enemies alike guessing at what his next crazy scheme will be—and to make them eager to hear all about the next one. He recruits a new crew whenever he has a new scheme to pursue, and rarely takes on the same crew member twice, so very few know Kimbal well enough to tell fact from fiction.

The one element that unifies Kimbal's adventures is his incredible luck. He's always getting into dangerous situations—through his own actions or blind chance—but always manages to get out in some do-or-die, daredevil maneuver.

Among his numerous enemies is the church of the Pirate God, whose treasury he once looted. Despite that—or perhaps because of it—Harrimast seems to smile on Kimbal, and his vengeful clerics are never quite able to catch the slippery captain.

## "LEFTENANT" DRAKE, FIRST MATE

Drake was a Tagmatan naval officer and decorated war hero. That is, until he met Kimbal and was talked into joining one of his escapades. Now he's an excommunicated traitor to a country that he still loves. Rather than blame Kimbal, though, he loyally serves the one captain who will still have him.

(Note: The artifact mentioned in Drake's background is most likely an *orb of storms* with a requirement curse.)

"LEFTENANT" DRAKE	GR 8
Male human fighter 6/sea dog 2 LN Medium humanoid <b>Init</b> +3; <b>Senses</b> Listen +0, Spot +6 <b>Languages</b> Common, Naval Code	
AC 15, touch 13, flat-footed 12; Combat Expertise (+3 Dex, +2 armor) <b>hp</b> 53 (8 HD) <b>Fort</b> +7, <b>Ref</b> +8, <b>Will</b> +2; Disciplined Warrior, superstitious	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 cutlass +12/+7 (1d6+3/18-20) <i>or</i> <b>Melee</b> mwk cold iron axe-hammer +11/+6 (1d6+2/x3 or 1d4+2) <i>or</i> <b>Melee</b> mwk silver dagger +11/+6 (1d4+1/19-20) <i>or</i> <b>Melee</b> rod of firestarting +11/+6 (1d6+2) <b>Ranged</b> mwk Privateer FP +12 (3d6/x3) <b>Base Atk</b> +8; <b>Grp</b> +10 <b>Atk Options</b> Born Marine, Combat Expertise, Combat Reflexes, Sea Legs, close quarters +1 <b>Special Actions</b> Firearms Drill <b>Combat Gear</b> <i>potion of cure moderate wounds</i> , <i>potion of darkvision</i> , 2 <i>potions of shield of faith</i> +2, thunderstone	
<b>Abilities</b> Str 14, Dex 16, Con 14, Int 12, Wis 10, Cha 14 <b>SQ</b> faint aura of law <b>Feats</b> Born Marine <sup>B†</sup> , Combat Expertise <sup>B</sup> , Combat Reflexes, Disciplined Warrior <sup>†</sup> , Firearms Drill <sup>B†</sup> , Firearms Proficiency <sup>B†</sup> , Sea Legs <sup>B†</sup> , Weapon Focus (cutlass) †3rd Age Freeport Companion <b>Skills</b> Balance +9 (+10 favored ship), Climb +8 (+9 favored ship), Hide +3 (+4 favored ship), Intimidate +5, Knowledge (geography) +3, Listen +0, Move Silently +3 (+4 favored ship), Profession (sailor) +8 (+9 favored ship), Spot +6, Swim +9, Use Rope +6 (+7 favored ship) <b>Possessions</b> combat gear plus +1 captain's coat [padded armor], +1 cutlass <sup>†*</sup> , mwk cold iron axe-hammer* [see Appendix], mwk silver dagger*, mwk Privateer FP <sup>†*</sup> with 11 mwk ammunition* (sealed in wax paper), rod of firestarting* [see Appendix], feather token (flash) <sup>†</sup> , flask of hard whiskey*, pouch of jerky*, signal whistle*, spyglass*, thunderstone, mwk tool belt, traveler's outfit, 10 gp, 7 sp †3rd Age Freeport Companion; * on toolbelt	

## SYNCAPIT, SHIP'S BOSUN

Kimbal's mother saved this former hunter from life as a slave, and his gratitude is unending. He tracked down her son, and persists in returning to Kimbal's ship somehow, even though the captain regularly leaves him behind after every venture. He does, however, make an excellent bosun due to his obsession with detail.

SYNCAPIT	GR 7
Male kobold ranger 3/rogue 2/survivor 2 N Small humanoid (reptilian) <b>Init</b> +2; <b>Senses</b> darkvision 60 ft.; Listen +10, Spot +10 <b>Languages</b> Common, Draconic	
AC 17, touch 14, flat-footed 14 (+1 size, +2 Dex, +1 armor, +1 shield, +1 deflection, +1 natural) <b>hp</b> 35 (7 HD) <b>Fort</b> +6, <b>Ref</b> +8, <b>Will</b> +3; Endurance, evasion <b>Weakness</b> dazzled in bright sunlight	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> club +5/+0 (1d4-2) <i>or</i> <b>Melee</b> unarmed strike +5/+0 (1d4-2) <b>Ranged</b> dart +9/+4 (1d3-2) <b>Base Atk</b> +7; <b>Grp</b> +1 <b>Atk Options</b> Combat Reflexes, Rapid Shot, +2 damage against , shattering strike 1, sneak attack +1d6 <b>Combat Gear</b> 2 <i>potions of cure light wounds</i> , <i>potion of shillelagh</i> , 2 doses stonefish toxin <sup>†</sup> (Fort DC 15, initial damage 1d8 Con, secondary damage 1d4 Dex) †3rd Age Freeport Companion	
<b>Abilities</b> Str 7, Dex 2, Con 10, Int 12, Wis 14, Cha 11 <b>SQ</b> trapfinding, wild empathy +3 <b>Feats</b> Agile <sup>B</sup> , Alertness, Combat Reflexes, Endurance <sup>B</sup> , Improved Unarmed Strike <sup>B</sup> , Rapid Shot <sup>B</sup> , Self-Sufficient, Track <sup>B</sup> <b>Skills</b> Balance +6, Climb +0, Craft (cooking) +3, Craft (shipwright) +3, Craft (trapmaking) +3, Escape Artist +6, Gather Information +2, Heal +4, Hide +10, Knowledge (nature) +5, Listen +10, Move Silently +8, Profession (miner) +4, Profession (sailor) +6, Search +5, Spot +10, Survival +12, Swim +7, Use Rope +4 <b>Possessions</b> combat gear plus Medium belaying pin <sup>†</sup> (serves as Small club), 2 darts, darkwood buckler, ring of protection +1, ring of swimming, bracers of armor +1, 2 feather tokens (bird, swan boat), artisan's outfit †3rd Age Freeport Companion	

# THREE-SHEETS KIMBAL

The statistics below are one possible interpretation of Kimbal's deliberately confused myth. He may have vastly different abilities in other campaigns, depending on how the GM wishes to use him in the game.

THREE-SHEETS KIMBAL	GR 15
Male human corsair 5/cleric 5/sea dog 5 CG Medium humanoid <b>Init</b> +8; <b>Senses</b> Listen +2, Spot +7 <b>Languages</b> Aquan, Azharan, Common, Merfolk Code*, Naval Code, Valossan *See Appendix	
AC 22, touch 20, flat-footed 18 (+4 Dex, +3 deflection, +2 natural, +3 Cha) <b>hp</b> 99 (15 HD) <b>Resist</b> <i>freedom of movement</i> 5 rounds/day <b>Fort</b> +11 (+16 against poison and disease), <b>Ref</b> +13, <b>Will</b> +8; superstitious	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 <i>adroit rummer sea legs cutlass</i> +19/+14/+9 (1d6+3/18-20) <b>Ranged</b> mwk Privateer FP +18/+13 (3d6/x3) <b>Base Atk</b> +13; <b>Grp</b> +14 <b>Atk Options</b> Born Marine, Rallying Cry, Sea Legs, close quarters +2, dirty fighting +2d4 <b>Special Actions</b> corsair's luck 1/day (+2), rebuke water creatures 6/day (+3, 2d6+8, 5th), turn fire creatures 6/day (+3, 2d6+8, 5th), turn undead 6/day (+3, 2d6+8, 5th) <b>Combat Gear</b> <i>potion of cure serious wounds</i> (in rummer cutlass), <i>potion of heroism</i> , <i>potion of mage armor</i> , <i>potion of magic vestment</i> +2, <i>potion of water breathing</i> <b>Cleric Spells Prepared (CL 5):</b> 3rd— <i>locate object</i> , <i>water breathing</i> <sup>D</sup> 2nd— <i>augury</i> , <i>eagle's splendor</i> , <i>fog cloud</i> <sup>D</sup> , <i>status</i> 1st— <i>bless</i> , <i>comprehend languages</i> , <i>endure elements</i> , <i>longstrider</i> <sup>D</sup> , <i>vigilance</i> <sup>†</sup> 0— <i>create water</i> , <i>detect magic</i> , <i>detect poison</i> , <i>mending</i> , <i>purify food and drink</i> <sup>D</sup> Domain spell. Deity: God of Pirates. Domains: Travel and Water. <sup>†</sup> 3rd Age Freeport Companion	
<b>Abilities</b> Str 13, Dex 18, Con 14, Int 12, Wis 14, Cha 17 <b>SQ</b> moderate aura of good, strong aura of chaos <b>Feats</b> Agile <sup>B</sup> , Born Marine <sup>†</sup> , Firearms Proficiency <sup>B†</sup> , Leadership (19), Pearl Diver <sup>B†</sup> , Quick Draw, Rallying Cry <sup>†</sup> , Sea Legs <sup>B†</sup> , Weapon Finesse <sup>B</sup> , Weapon Focus (cutlass) <sup>†</sup> 3rd Age Freeport Companion <b>Skills</b> Balance +17, Bluff +11 (+16 gambling with <i>loaded dice</i> ), Climb +7 (+9 favored ship), Diplomacy +13, Disguise +3 (+5 acting), Escape Artist +10, Gather Information +8, Hide +4 (+6 favored ship), Intimidate +10, Jump +5, Knowledge (arcana) +2, Knowledge (geography) +8, Knowledge (history) +5, Knowledge (religion) +2, Listen +2, Move Silently +4 (+6 favored ship), Profession (sailor) +18 (+20 favored ship), Spellcraft +2, Spot +7, Survival +4, Swim +14, Tumble +7, Use Rope +8 (+10 favored ship) <b>Possessions</b> combat gear plus +1 <i>adroit rummer sea legs cutlass</i> <sup>†</sup> , 2 mwk Privateer FP <sup>†</sup> with 20 ammunition, <i>ring of protection</i> +3, <i>amulet of natural armor</i> +2, <i>boots of ropewalking</i> <sup>†</sup> , <i>gloves of Dexterity</i> +2, <i>loaded dice</i> <sup>†</sup> (enchanted to become tattoos on command, 3000 gp; serve as focus for <i>augury</i> ), belt pouch, bullseye lantern and 2 flasks of oil, signal whistle, spell component pouch, artisan's outfit, gold hoop earring (holy symbol of Harrimast; 50 gp), 5 gp, <i>The Crimson Wind</i> and contents (includes <i>figurehead of wart</i> ) <sup>†</sup> 3rd Age Freeport Companion	

# NASH THE CRAG GNOME, SHIP'S LOOKOUT

Originally an Iovan mercenary fighting deep underground, Nash somehow ended working on *The Crimson Wave* before Kimbal acquired it. A tragic accident cost him his legs, but he continues to be a dependable lookout. In fact, he flatly refuses to come down from his crow's nest.

See the *3rd Age Freeport Companion* for more information about crag gnomes.

NASH	GR 5
Male crag gnome warrior 4/corsair 2 N Small humanoid (gnome) <b>Init</b> -5; <b>Senses</b> darkvision 60 ft.; Listen +5, Spot +17 <b>Languages</b> Common, Dwarven, Gnome, Terran	
AC 10, touch 10, flat-footed 10; +4 AC against giants, prone (-4 against melee attacks, +4 against ranged attacks) (+1 size, -1 Dex) <b>hp</b> 42 (6 HD) <b>Madness</b> phobia (enclosed spaces) <b>Fort</b> +9 (+13 against poison and disease), <b>Ref</b> -1, <b>Will</b> +4 (+6 against illusions)	
<b>Spd</b> 5 ft. (1 square) <b>Melee</b> spear +3/-2 (1d6+1/x3) <b>Ranged</b> mwk heavy crossbow +6 (1d8/19-20) <i>or</i> <b>Ranged</b> mwk heavy crossbow with <i>screaming bolt</i> +7 (1d8+2/19-20) <b>Base Atk</b> +6; <b>Grp</b> +3 <b>Atk Options</b> +1 attack against dwarves, goblins, and kobolds, dirty fighting +1d4 <b>Special Actions</b> corsair's luck 1/day (+1) <b>Combat Gear</b> 2 <i>potions of cure light wounds</i> , <i>potion of protection from arrows</i> 10/magic <b>Spell-like Abilities (CL 1st):</b> 1/day— <i>dancing lights</i> , <i>ghost sound</i> (DC 11), <i>prestidigitation</i> , <i>speak with animals</i> (burrowing animals only)	
<b>Abilities</b> Str 12, Dex 9, Con 14, Int 14, Wis 16, Cha 12 <b>SQ</b> amputated legs <b>Feats</b> Athletic <sup>B</sup> , Filthy <sup>†</sup> , Skill Focus (Spot), Self-Sufficient <sup>†</sup> 3rd Age Freeport Companion <b>Skills</b> Climb +8, Diplomacy -1, Disguise -5, Heal +6, Hide +3, Knowledge (dungeoneering) +3, Listen +5, Perform (oratory) +3, Profession (sailor) +6, Spot +17, Survival +7, Swim +5, Use Rope +1 <b>Possessions</b> combat gear plus mwk heavy crossbow and 30 bolts, <i>screaming bolt</i> (x5), spear, <i>eyes of the eagle</i> , spyglass, tent, peasant's outfit	
<b>Amputated Legs (Ex)</b> Nash has lost both legs, leaving only stumps. He suffers a -4 penalty to Reflex saves and Disguise checks, to Dexterity-based ability checks and skill checks requiring legs, and is always considered prone. (He may use a crossbow and the Hide and Use Rope skills without penalty.) His speed is reduced to 5 ft., and he cannot run or jump, though he may climb and swim as if his base speed was 10 ft.	

# CHAPTER 2: CAPTAIN SCARBELLY

Scarbelly. The very name strikes terror, disgust, or both in the hearts of those who ply the seas around Freeport. This orc captain callously hurls his violent crew at other ships, taking great losses as they slaughter their unfortunate prey, but he never lacks for new recruits when he makes port. Most other pirates won't have a thing to do with him, due to his dangerous temper and vile record. Somewhat surprisingly, Scarbelly's crew hardly ever cause any serious trouble in Freeport itself, so the Captain's Council seems unable or unwilling to put an end his crimes. Meanwhile, the list of people with a grievance against Scarbelly grows longer, while the orc doesn't seem to care one whit what anyone thinks of his deeds—as long as they fear him.

## CAPTAIN SCARBELLY

Scarbelly is listed as “journeyman” in *The Pirate's Guide to Freeport*, and as a 7th-level fighter in the *3rd Age Freeport Companion*. In *Buccaneers*, he is a “master” with several “journeymen” crew, so alternate statistics are presented here.

CAPTAIN SCARBELLY	GR II
Male orc barbarian 2/fighter 2/corsair 4/sea dog 3 CE Medium humanoid (orc) <b>Init</b> +1; <b>Senses</b> darkvision 60 ft.; Listen +4, Spot +3 <b>Languages</b> Common, Dwarven, Orc	
<b>AC</b> 19, touch 13, flat-footed 18; uncanny dodge (+1 Dex, +1 Cha, +6 armor, +1 natural) <b>hp</b> 83 (11 HD) <b>IP</b> 2 <b>Fort</b> +13 (+18 against poison and disease), <b>Ref</b> +9, <b>Will</b> +3; superstitious <b>Weakness</b> light sensitivity	
<b>Spd</b> 40 ft. (8 squares) <b>Melee</b> +1 keen battleaxe +18/+13/+8 (1d8+6/19-20, x3) <i>or</i> <b>Melee</b> mwk cutlass +17/+12/+7 (1d6+5/18-20) <b>Ranged</b> Dragon FP +12 (3d8/x3) <b>Base Atk</b> +11; <b>Grp</b> +16 <b>Atk Options</b> Cleave, Great Cleave, Power Attack, Sea Legs, close quarters +1, corsair's luck 1/day (+2), dirty fighting +1d4, rage 1/day <b>Combat Gear</b> <i>potion of cure serious wounds, potion of water breathing</i>	
<b>Abilities</b> Str 20, Dex 13, Con 14, Int 12, Wis 9/13, Cha 12 <b>SQ</b> moderate aura of chaos and evil <b>Feats</b> Athletic <sup>B</sup> , Cleave <sup>B</sup> , Firearms Proficiency, Great Cleave, Iron Will, Power Attack, Sea Legs <sup>B†</sup> , Weapon Focus (battleaxe) <sup>B</sup> † <i>3rd Age Freeport Companion</i> <b>Skills</b> Balance +8 (+9 favored ship), Climb +13 (+14 favored ship), Intimidate +15, Hide +0 (+1 favored ship), Jump+11, Knowledge (geography) +8, Listen +4, Move Silently +0 (+1 favored ship), Profession (sailor) +6 (+7 favored ship), Spot +3, Survival -1 (+1 to avoid hazards and getting lost), Swim +11, Use Rope +1 (+2 favored ship) <b>Possessions</b> combat gear plus +2 chain shirt, +1 keen battleaxe, mwk cutlass, Dragon FP† and ammunition for 10 shots, <i>amulet of natural armor +1, gauntlets of ogre power</i> , 5 gaudy rings (40 gp each), traveler's outfit (with well-worn captain's coat), 16 gp † <i>3rd Age Freeport Companion</i>	
<b>Light Sensitivity (Ex)</b> Orcs are dazzled in bright sunlight or within the radius of a <i>daylight</i> spell.	

## AGGRO, THE FIRST MATE

Aggro is first mate of the *Bloody Vengeance*, and also the crewman who has known Scarbelly longest—they belonged to the same tribe, before taking to the sea. His love of violence and pain makes him ruthlessly efficient at keeping the crew of line, and his lack of ambition makes him the one member of the crew who Scarbelly remotely trusts. Aggro lives for very little beyond the sadistic pleasures of inflicting pain, and in Scarbelly's company he finds plenty.

AGGRO	GR 9
Male orc fighter 6/sea dog 3 CE Medium humanoid (orc) <b>Init</b> +2; <b>Senses</b> darkvision 60 ft.; Listen -1, Spot -1 <b>Languages</b> Common, Orc	
<b>AC</b> 15, touch 12, flat-footed 13 (+2 Dex, +2 armor, +1 natural) <b>hp</b> 73 (9 HD) <b>IP</b> 1 <b>Fort</b> +9 (+14 against poison and disease), <b>Ref</b> +8, <b>Will</b> +2; superstitious <b>Weakness</b> light sensitivity	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 cutlass +17/+12 (1d6+8/18-20) <i>or</i> <b>Melee</b> mwk adamantite battleaxe +16/+11 (1d8+6/x3) <i>or</i> <b>Melee</b> mwk whip +16/+11 (1d3+6 nonlethal) <b>Ranged</b> throwing axe +11/+6 (1d6+6) <b>Base Atk</b> +9; <b>Grp</b> +15 <b>Atk Options</b> Cleave, Power Attack, Reckless Attack, Sea Legs, close quarters +1 <b>Combat Gear</b> <i>potion of cure light wounds, potion of protection from arrows 10/magic</i>	
<b>Abilities</b> Str 22, Dex 14, Con 13, Int 11, Wis 8/10, Cha 11 <b>SQ</b> faint aura of chaos and evil <b>Feats</b> Cleave <sup>B</sup> , Exotic Weapon Proficiency (whip) <sup>B</sup> , Power Attack, Reckless Attack <sup>B†</sup> , Sea Legs <sup>†</sup> , Skill Focus (Intimidation), Weapon Focus (cutlass), Weapon Specialization (cutlass) <sup>B</sup> † <i>3rd Age Freeport Companion</i> <b>Skills</b> Balance +2 (+3 favored ship), Climb +11 (+12 favored ship), Intimidate +15, Hide +2 (+3 favored ship), Jump+11, Knowledge (geography) +3, Listen -1, Move Silently +2 (+3 favored ship), Profession (sailor) +5 (+6 favored ship), Spot -1, Swim +11, Use Rope +2 (+3 favored ship) <b>Possessions</b> combat gear plus +1 cutlass, mwk adamantite battleaxe, mwk whip, 2 throwing axes, <i>belt of natural armor +1, gauntlets of armor +2, artisan's outfit</i> , 3 gp	
<b>Light Sensitivity (Ex)</b> Orcs are dazzled in bright sunlight or within the radius of a <i>daylight</i> spell.	

# OLD YELLOW-EYE

One of this orc's eyes has been cut out, while the other is yellow, swollen, and continually leaks disgusting fluid, but his powers of observation still exceed those of the rest of the crew. Old Yellow-Eye is a vicious fighter whose bloodlust is all the more dangerous for being carefully controlled. When not in the crew's nest, teaches his unique fighting style to the crew, quickly making them into more dangerous thugs.

OLD YELLOW-EYE	GR 9
Male orc fighter 6/rogue 1/duelist 2 NE Medium humanoid (orc) <b>Init</b> +10; <b>Senses</b> darkvision 60 ft.; Listen +2, Spot +2 <b>Languages</b> Common, Giant, Goblin, Orc	
<b>AC</b> 18, touch 18, flat-footed 12; +4 AC with <i>mage armor</i> ; Dodge, Mobility (+4 Dex, +2 Int, +1 armor, +1 deflection) <b>hp</b> 70 (9 HD) <b>Fort</b> +7, <b>Ref</b> +11, <b>Will</b> +3 <b>Weakness</b> light sensitivity	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 rapier +13/+8 (1d6+4/15-20) <i>or</i> <b>Melee</b> +1 dagger+13/+8 (1d4+4/19-20) <b>Ranged</b> heavy crossbow +12 (1d10/19-20) <i>or</i> <b>Ranged</b> throwing axe +12 (1d6+3) <b>Base Atk</b> +8; <b>Grp</b> +11 <b>Atk Options</b> Combat Expertise, Run 'im Through, Spring Attack, sneak attack +1d6 <b>Combat Gear</b> <i>potion of cure moderate wounds</i>	
<b>Abilities</b> Str 16, Dex 18, Con 14, Int 14, Wis 13, Cha 7 <b>SQ</b> faint aura of evil, trapfinding <b>Feats</b> Combat Expertise <sup>B</sup> , Dodge, Improved Critical (rapier) <sup>B</sup> , Improved Initiative <sup>B</sup> , Mobility, Run 'im Through†, Spring Attack, Weapon Finesse <sup>B</sup> †3rd Age Freeport Companion <b>Skills</b> Balance +13, Bluff +6, Diplomacy +2, Disguise -2 (+0 acting), Intimidate +12, Jump +6, Perform (act) +1, Profession (sailor) +4, Listen +2, Sense Motive +7, Spot +2, Tumble +11 <b>Possessions</b> combat gear plus +1 rapier, +1 dagger, heavy crossbow and 10 bolts, throwing axe, <i>ring of protection</i> +1, <i>bracers of armor</i> +1, <i>gloves of dexterity</i> +2, artisan's outfit, 14 gp	
<b>Light Sensitivity (Ex)</b> Orcs are dazzled in bright sunlight or within the radius of a <i>daylight</i> spell.	

# FASYNDREN

Fasyndren is a mysterious, unsettling fortune-teller who occasionally accompanies Scarbally on his voyages. Many outside the crew see her as merely his consort, but those who live on the *Bloody Vengeance* know better than to ask questions about the true nature of their relationship. Scarbally always heeds the seer's words, even when she is navigating a course without using any traditional instruments, and through waters no sane man would travel. However, the ship always returns with far more plunder than it could acquire through piracy alone.

FASYNDREN	GR 8
Female orc diviner 6/mystic navigator 2 N Medium humanoid (orc) <b>Init</b> +1; <b>Senses</b> darkvision 240 ft., far sight (x4); Listen +7, Spot +7 <b>Languages</b> Common, Dwarven, Gnoll, Orc	
<b>AC</b> 12, touch 12, flat-footed 11 (+1 Dex, +1 deflection) <b>hp</b> 39 (8 HD) <b>Fort</b> +4, <b>Ref</b> +3, <b>Will</b> +10 <b>Weakness</b> light sensitivity	
<b>Spd</b> 30 ft. (6 squares); <b>Melee</b> quarterstaff +6 (1d6+3) <b>Base Atk</b> +4; <b>Grp</b> +6 <b>Special Actions</b> Combat Casting <b>Combat Gear</b> <i>arcane scroll of dispel magic</i> (CL5), <i>potion of cure light wounds</i> <b>Wizard Spells Prepared</b> (CL 7): 4th—enlarged <i>clairaudience/clairvoyance</i> , <i>srying</i> (DC 16) 3rd— <i>body of eyes</i> †, <i>lightning bolt</i> (DC 15), <i>water breathing</i> 2nd— <i>detect thoughts</i> (DC 14), <i>protection from arrows</i> , <i>saltburst</i> †(DC 14), <i>touch of idiocy</i> (melee touch attack +6), <i>whispering wind</i> 1st— <i>charm person</i> (DC 13), <i>comprehend languages</i> , <i>grease</i> (DC 13), <i>mage armor</i> , <i>obscuring mist</i> , <i>unhinge</i> † (DC 13) 0— <i>detect magic</i> , <i>detect poison</i> , <i>disrupt undead</i> (ranged touch attack +5), <i>message</i> †3rd Age Freeport Companion. Barred school: Illusion.	
<b>Abilities</b> Str 14, Dex 12, Con 14, Int 15, Wis 14, Cha 12 <b>SQ</b> summon familiar (none) <b>Feats</b> Alertness, Combat Casting, Enlarge Spell <sup>B</sup> , Scribe Scroll <sup>B</sup> , Skill Focus (Knowledge [geography]) <b>Skills</b> Balance +4, Concentration +12 (+16 casting defensively), Hide +6, Knowledge (arcana) +7, Knowledge (geography) +15, Knowledge (the planes) +7, Listen +7, Profession (sailor) +6, Spellcraft +8, Spot +7, Survival +2 (+4 on other planes or to avoid hazards) <b>Possessions</b> combat gear plus quarterstaff, <i>ring of protection</i> +1, <i>ring of sustenance</i> , <i>mundane robe</i> †, numerous gaudy bracelets (25 gp total) †3rd Age Freeport Companion	
<b>Light Sensitivity (Ex)</b> Orcs are dazzled in bright sunlight or within the radius of a <i>daylight</i> spell.	
<b>Spellbook</b> prepared spells plus 4th— <i>bestow curse</i> 3rd— <i>arcane sight</i> 2nd— <i>locate object</i> 1st— <i>identify</i> 0—(all but <i>ghost sound</i> )	

## DILMAR ROSECCI

Rosecci is an oily sycophant, using his position as a clerk to the Captain's Council to act as a double-agent between Councilors, a career that he has found very lucrative. When Scarbelly arrived in Freeport, he seized his opportunity to profit from the impending crisis. His silver tongue allowed him to convince Scarbelly that he could arrange for Freeport to be a safe haven for the *Bloody Vengeance*. All it would take was regular payments from the orc captain, and some sizable bribes to certain Councilors to look the other way.

DILMAR ROSECCI	GR 5
Male human expert 4/rogue 2 NE Medium humanoid Init +2; Senses Listen +10, Spot +8 Languages Common, Elven	
AC 13, touch 13, flat-footed 11 (+2 Dex, +1 armor) hp 23 (6 HD) Resist evasion Fort +2, Ref +7, Will +6	
Spd 30 ft. (6 squares) Melee dagger +5 (1d4/19-20) Base Atk +4; Grp +4 Atk Options sneak attack +1d6 Special Actions trapfinding Combat Gear potion of cat's grace, potion of cure light wounds (x2), dose of greenblood oil (Injury DC 13, initial damage 1 Con, secondary damage 1d2 Con), dose of oil of taggit (Ingested DC 14, Initial damage 0, secondary damage unconsciousness)	
Abilities Str 10, Dex 14, Con 10, Int 12, Wis 12, Cha 16 SQ faint aura of evil Feats Alertness <sup>B</sup> , Investigator, Negotiator, Stealthy Skills Bluff +8, Diplomacy +18, Disguise +3 (+5 acting), Gather Information +14 (+16 Freeport), Hide +9, Knowledge (local: Freeport) +8, Listen +10, Move Silently +18, Search +3, Sense Motive +10, Sleight of Hand +8, Spot +8 Possessions combat gear plus mwk dagger, bracers of armor +1, boots of elvenkind, cloak of resistance +1, bottle of hair oil (10 gp), courtier's outfit, jewelry (50 gp total), 18 gp	

## TYPICAL PIRATE

For raw recruits, use the 1st-level orc warrior described in the *Monster Manual*, but equip them with boarding axes, cutlasses, and other pirate weapons. The following stats reflect a crew member who has been at sea long enough to learn the bare rudiments of shiphandling and fighting on a rolling deck.

TYPICAL PIRATE	GR 1
Male orc warrior 1/corsair 1 CE Medium humanoid (orc) Init +0; Senses darkvision 60 ft.; Listen +1, Spot +1 Languages Common, Orc	
AC 11, touch 10, flat-footed 11 (+1 armor) hp 16 (2 HD) Fort +5, Ref +2, Will -2 Weakness light sensitivity	
Spd 30 ft. (6 squares) Melee cutlass +5 (1d5+5/18-20) <i>or</i> Melee boarding axe +5 (1d6+5) Ranged throwing axe +2 (1d6+5) Base Atk +2; Grp +5 Atk Options dirty fighting +1d4 Combat Gear <i>potion of cure light wounds</i>	
Abilities Str 17, Dex 11, Con 12, Int 8, Wis 7, Cha 6 SQ faint aura of evil Feats Alertness, Athletic <sup>B</sup> Skills Balance +2, Climb +5, Intimidate -1, Jump +5, Listen +1, Profession (sailor) -1, Spot +1 Possessions combat gear plus leather armor, boarding axe, cutlass, throwing axe, jewelry (various piercings worth 100 gp total), artisan's outfit	
Light Sensitivity (Ex) Orcs are dazzled in bright sunlight or within the radius of a <i>daylight</i> spell.	

# CHAPTER 3: ALFHILD

Alfhild's father, a northern barbarian king, arranged her marriage with Ragnar, heir to a kingdom of his own. The princess found her intended to be a disgusting drunkard and womanizer, so spurned the match and joined the cult of the Shieldmaidens instead. While among their ranks, she gained fame for singlehandedly slaying the chieftain of the ice trolls in those monsters' most recent war with the human tribes. Several witnesses to this deed pledged themselves as her bondsmen, in spite of her sex, and they became the core of a crew of berserking raiders who are now feared throughout seas of all latitudes.

Ragnar, however, was thoroughly smitten and swore to accept no compensation—he would settle for no less than Alfhild's hand in marriage. He abandoned his princely duties in the north to pursue her into the southern waters, and eventually followed her to Freeport. His brother, Glyfmar, swore to hunt down Alfhild himself and force her to wed Ragnar, at any cost. Thus would the Drakkensfyr family honor be restored, and he would be free of the burden of ruling in their ailing father's stead. So far he has had no better luck than his lovesick brother.

Alfhild is fully detailed in the *3rd Age Freeport Companion*. This enhancement describes notable members of her crew—as well as a couple of enemies.

## GUTHRIM OLAFSON

As a particularly blessed member of the Bear Lodge, Guthrim is now a werebear. He is a hulking, hairy man in human form, and wears a bearskin cloak to heighten the resemblance to his totem animal. He shifts into bear form when he goes berserk in battle, which has inspired all sorts of lurid tales about a massive bear fighting alongside Alfhild's raiders. Nearly as many enemies flee at the mere sight of the bloody monster as they do from his captain.

*Note:* Guthrim is an afflicted werebear, so cannot infect others with the curse of lycanthropy.

GUTHRIM OLAFSON	GR 7
Male human werebear barbarian 3 N Medium humanoid (human, shapeshifter) <b>Init</b> +2; <b>Senses</b> low-light vision, scent; Listen +10, Spot +7 <b>Languages</b> Common, Tribal Dialect; illiterate	
<b>AC</b> 16, touch 12, flat-footed 16; uncanny dodge (+2 Dex, +2 armor, +2 natural) <b>hp</b> 85 (9 HD) <b>Resist</b> trap sense +1 <b>Fort</b> +9, <b>Ref</b> +8, <b>Will</b> +6	
<b>Spd</b> 40 ft. (8 squares) <b>Melee</b> mwk greataxe +12/+7 (1d12+6/x3) <i>or</i> <b>Melee</b> 2 mwk greataxes +6/+1 (1d12+4/x3) and +6 (1d12+2) <b>Ranged</b> mwk composite longbow (Str +4) +11/+6 (1d8+4) <b>Base Atk</b> +7; <b>Grp</b> +11 <b>Atk Options</b> Bear's Paw, rage 1/day <b>Combat Gear</b> <i>potion of cure serious wounds, potion of greater magic fang, potion of heroism, potion of magic weapon</i>	
<b>Abilities</b> Str 19, Dex 15, Con 13, Int 13, Wis 13, Cha 13 <b>SQ</b> alternate form, bear empathy <b>Feats</b> Bear's Paw (see Appendix), Endurance, Iron Will, Run, Track, Two Weapon Fighting, Weapon Focus (longbow) <b>Skills</b> Climb +10, Craft (bowyer/fletcher) +7, Hide +2, Jump +7, Listen +10, Profession (sailor) +4, Spot +7, Survival +7, Swim +12 <b>Possessions</b> combat gear plus 2 mwk greataxes, mwk composite longbow (Str +4), <i>cloak of the beast</i> (see Appendix), beartooth necklace (50 gp)	

**Alternate Form (Su)** Guthrim can assume the form of a brown bear or a bear-humanoid hybrid with the following statistics:

N Large humanoid (human, shapeshifter)

**Init** +3

**AC** 21, touch 12, flat-footed 21

(-1 size, +3 Dex, +2 armor, +7 natural)

**DR** 10/silver

**Fort** +13, **Ref** +9

**Spd** (bear) 50 ft. (10 squares); (hybrid) 40 ft. (8 squares)

**Melee** (bear) 2 claws +19 (1d8+12) and bite +14 (2d6+6) *or*

**Melee** (hybrid) claw +19 (1d6+12) and mwk greataxe +15 (1d12+6/x3) *or*

**Melee** (hybrid) 2 claws +19 (1d6+12) and bite +14 (1d8+6) *or*

**Melee** (hybrid) 2 mwk greataxes +14/+9 (1d12+12/x3) and +14 (1d12+6/x3)

**Grp** +23

**Atk Options** (bear adds) improved grab

**Abilities** Str 35, Dex 17, Con 21

**Skills** Climb +18, Hide -1, Jump +15, Swim +19

**Rage (Ex)** When raging, Guthrim uses the following statistics for 6 rounds.

**AC** 14, touch 10, flat-footed 14

**hp** increase by 18

**Fort** +11, **Will** +8

**Melee** mwk greataxe +12/+7 (1d12+6/x3) *or*

**Melee** 2 mwk greataxes +6/+1 (1d12+4/x3) and +6 (1d12+2)

**Grp** +13

**Abilities** Str 23, Con 17

**Skills** Climb +12, Jump +9, Swim +13

**Rage (alternate form)** When raging in bear or hybrid form, make the following additional changes. If he is in alternate form for the entire rage, it lasts 10 rounds.

**AC** 19, touch 10, flat-footed 19

**Fort** +15, **Will** +8

**Melee** (bear) 2 claws +21 (1d8+14) and bite +16 (2d6+7) *or*

**Melee** (hybrid) claw +21 (1d6+14) and mwk greataxe +16 (1d12+7/x3) *or*

**Melee** (hybrid) 2 claws +21 (1d6+14) and bite +16 (1d8+7) *or*

**Melee** (hybrid) 2 mwk greataxes +16/+9 (1d12+14/x3) and +16 (1d12+7/x3)

**Grp** +25

**Abilities** Str 37, Con 25

**Skills** Climb +20, Jump +17, Swim +21

# STELLAN SKALLAGRÍMSON

Stellan is Alfhild's most trusted companion, and commands the *Snow Queen* in her absence. Most of the time, he is a calm, fearless, reliable first mate to whom his men bring their problems and conflicts. However, in the heat of battle, he becomes a bestial, howling berserker reveling in bloodshed. These rages sometimes last for hours after a battle, but Stellan has never attacked a comrade... so far.

STELLAN SKALLAGRÍMSON	GR 8
Male human barbarian 8 CE Medium humanoid Init +1; Senses Listen +6, Spot +6 Languages Common, Tribal Dialect	
<b>AC 18, touch 14, flat-footed 18; improved uncanny dodge</b> (+3 Dex, +1 armor, +3 shield, +1 natural) <b>hp 73 (8 HD); DR 1/—</b> <b>IP 2; Madness berserker's curse</b> <b>Resist trap sense +2</b> <b>Fort +8, Ref +3, Will +5</b>	
<b>Spd 40 ft. (8 squares)</b> <b>Melee +1 cold iron battleaxe +13/+8 (1d8+4/x3) or</b> <b>Melee mwk longsword +12/+7 (1d8+3/19-20)</b> <b>Ranged throwing axe +9/+4 (1d6+3)</b> <b>Base Atk +8; Grp +11</b> <b>Atk Options Instinctive Rage, Power Attack, rage 3/day</b> <b>Combat Gear potion of cure moderate wounds, potion of vigilance†</b> <b>†3rd Age Freeport Companion</b>	
<b>Abilities</b> Str 16, Dex 13, Con 15, Int 10, Wis 12/16, Cha 10 <b>SQ</b> faint aura of chaos and evil <b>Feats</b> Instinctive Rage†, Iron Will <sup>B</sup> , Power Attack, Weapon Focus (battleaxe) <b>†3rd Age Freeport Companion</b> <b>Skills</b> Climb +7, Intimidate +8, Jump +8, Listen +6, Profession (sailor) +6, Spot +6, Survival +6, Swim +7 <b>Possessions</b> combat gear plus +1 <i>heavy steel shield</i> , +1 <i>cold iron battleaxe</i> , mwk longsword, 2 throwing axes, <i>bearskin tunic of natural armor</i> +1, <i>bracers of armor</i> +1, silver- and gold-inlaid drinking horn (200 gp), traveler's outfit, 29 gp	
<b>Berserker's Curse (Ex)</b> Stellan's rage is so great that he cannot fully control it. The duration of his rage is 1d20 x 1d6 minutes. However, if the d20 roll is a natural 1, his rage lasts the normal time (11 rounds); if a natural 20, it is a new 1d20 x 15 minutes. Once all foes have been downed, Stellan must make a DC 15 Will save or attack the closest visible ally or neutral character. If this victim falls, a new save is allowed. If the save is successful, he controls himself until a new attack, insult, etc., provokes a new Will save. After any rage, Stellan is fatigued for a length of time equal to the rage's duration. He must also make a Fort save (DC = duration of rage in minutes) or be exhausted for the first half of that recovery period. Berserker's curse counts as a permanent madness.	
<b>Rage (Ex)</b> When raging, Stellan uses the following statistics: <b>AC 16, touch 12, flat-footed 16</b> <b>hp increase by 16</b> <b>Fort +10, Will +7</b> <b>Melee +1 cold iron battleaxe +15/+10 (1d8+6/x3)</b> <b>Melee mwk longsword +14/+9 (1d8+5/19-20)</b> <b>Ranged throwing axe +9/+4 (1d6+5)</b> <b>Grp +13</b> <b>Abilities</b> Str 20, Con 19 <b>Skills</b> Climb +10, Jump +10, Swim +10	

# HROTHWULF EIGURMORGI

"Moose-Killer" is a master huntsman who has a reputation for taking down large beasts by himself—even the fearsome snow bears of the remote north. When the ice trolls threatened his homeland, he joined the barbarian armies, and was one of the first warriors to pledge himself as Alfhild's bondsman.

HROTHWULF EIGURMORGI	GR 8
Male human ranger 8 NE Medium humanoid <b>Init +4; Senses</b> Listen +13, Spot +13 <b>Languages</b> Common, Tribal Dialect	
<b>AC 18, touch 14, flat-footed 14</b> (+4 Dex, +4 armor) <b>hp 53 (8 HD)</b> <b>Fort +8, Ref +10, Will +4</b>	
<b>Spd 30 ft. (6 squares)</b> <b>Melee</b> longsword +10/+5 (1d8+2/19-20) <i>or</i> <b>Melee</b> dagger +10/+5 (1d4+2/19-20) <b>Ranged +1 composite longbow (Str +2) +14/+9 (1d8+2/x3) or</b> <b>Ranged +1 composite longbow (Str +2) +12/+12/+7 (1d8+2/x3) with Rapid Shot or</b> <b>Ranged +1 composite longbow (Str +2) +10 (1d8+2/x3, x2 arrows) with Manyshot or</b> <b>Ranged +1 composite longbow (Str +2) +18 (1d8+2/x3) with Dead-Eye Shot or</b> <b>Ranged +1 composite longbow (Str +2) and +1 giant bane arrows +14/+9 (1d8+3/x3) or</b> <b>Ranged +1 composite longbow (Str +2) and +1 giant bane arrows +16/+11 (1d8+7*/x3 plus 2d6) against giants or</b> <b>Ranged +1 composite longbow (Str +2) and +1 flaming arrows +14/+9 (1d8+3/x3 plus 1d6 fire)</b> <i>* Includes favored enemy</i>	
<b>Base Atk +8; Grp +10</b> <b>Atk Options</b> Dead-Eye Shot, Far Shot, Manyshot, Point Blank Shot, Rapid Shot, favored enemy (animals +4, giants +2) <b>Special Actions</b> wild empathy +10 <b>Combat Gear</b> +1 <i>animal bane arrow</i> (x2), +1 <i>flaming arrow</i> (x2), <i>potion of cure moderate wounds</i> <b>Ranger Spells Prepared (CL 4):</b> 2nd— <i>cat's grace</i> 1st— <i>endure elements, longstrider</i>	
<b>Abilities</b> Str 14, Dex 18, Con 14, Int 12, Wis 14, Cha 10 <b>SQ</b> animal companion (none), faint aura of evil, swift tracker, woodland stride <b>Feats</b> Dead-Eye Shot†, Endurance <sup>B</sup> , Far Shot, Manyshot <sup>B</sup> , Point Blank Shot, Rapid Shot <sup>B</sup> , Track <sup>B</sup> , Weapon Focus (longbow) <b>†3rd Age Freeport Companion</b> <b>Skills</b> Bluff +0*, Climb +6, Concentration +6, Handle Animal +5, Heal +5, Hide +20, Jump +6, Knowledge (nature) +8, Listen +13*, Move Silently +20, Profession (sailor) +6, Ride +6, Sense Motive +2*, Spot +13*, Survival +13* (+15* aboveground natural), Swim +6 <i>* Add +4 against animals, +2 against giants</i> <b>Possessions</b> combat gear plus +1 <i>shadow studded leather armor</i> , +1 <i>composite longbow (Str +2)</i> and 10 arrows, longsword, dagger, <i>boots of elvenkind</i> , <i>bearskin cloak of the winterlands</i> , gold and brass inlaid goggle helm (100 gp), spell component pouch, explorer's outfit, 14 gp	

# GLYFMAR DRÄKKENSFYR

Prince Glyfmar is the reluctant ruler of Volderholm because his father is dying and the proper heir, his brother Ragnar, refuses to return home until he wins the beautiful Shieldmaiden Alfild. As a result, Glyfmar has become obsessed with forcing the corsair captain to bow to tradition and wed her intended, at all costs. This will finally allow him to return to his own extremely dissolute life, free of all duty and ambition.

*Note:* Glyfmar's CR includes a +1 modifier for superior gear for his level.

GLYFMAR DRÄKKENSFYR	GR 10*
Male human noble 1/barbarian 5/corsair 3 CE Medium humanoid <b>Init</b> +5; <b>Senses</b> Listen +3, Spot +6 <b>Languages</b> Aquan, Common, Giant, Tribal Dialect	
<b>AC</b> 21, touch 12, flat-footed 21; improved uncanny dodge (+1 Dex, +6 armor, +3 shield, +1 deflection) <b>hp</b> 72 (9 HD) <b>Resist</b> trap sense +1 <b>Fort</b> +9, <b>Ref</b> +7, <b>Will</b> +5	
<b>Spd</b> 30 ft. in chainmail (6 squares); base speed 40 ft. <b>Melee</b> <i>Dragonbiter</i> +13/+8 (1d8+4/17-20) <i>or</i> <b>Melee</b> <i>Dragonbiter</i> +15/+10 (1d8+6/17-20 plus 2d6) against dragons <b>Base Atk</b> +8; <b>Grp</b> +11 <b>Atk Options</b> Sea Legs, corsair's luck 1/day (+1), dirty fighting +1d4, inspire (fear), rage 2/day	
<b>Abilities</b> Str 17, Dex 12, Con 14, Int 11, Wis 9, Cha 16 <b>SQ</b> faint aura of chaos and evil, material aid <b>Feats</b> Athletic <sup>B</sup> , Improved Critical (longsword), Improved Initiative, Iron Will, Leadership <sup>B</sup> , Persuasive <sup>B</sup> , Sea Legs <sup>B†</sup> , Weapon Focus (longsword) † <i>3rd Age Freeport Companion</i> <b>Skills</b> Balance +1, Bluff +10, Climb +1, Diplomacy +5, Disguise +3 (+5 acting), Gather Information +7, Intimidate +19, Knowledge (geography) +6, Listen +3, Profession (sailor) +7, Spot +6, Swim +4 <b>Possessions</b> +1 <i>chainmail</i> (with gold and silver decorated helm, 1,600 gp total), +1 <i>light fortification heavy steel shield</i> , <i>Dragonbiter</i> (+1 <i>dragon bane longsword</i> ), <i>ring of protection</i> +1, courtier's outfit, various jewelry (85 gp), the <i>Northwind</i> and all its contents	
<b>Rage (Ex)</b> When raging, Glyfmar uses the following statistics for 7 rounds: <b>AC</b> 19, touch 10, flat-footed 19 <b>hp</b> increase by 18 <b>Fort</b> +11, <b>Will</b> +7 <b>Melee</b> <i>Dragonbiter</i> +15/+10 (1d8+6/17-20) <i>or</i> <b>Melee</b> <i>Dragonbiter</i> +17/+12 (1d8+8/17-20 plus 2d6) against dragons <b>Grp</b> +13 <b>Abilities</b> Str 21, Con 18 <b>Skills</b> Climb +3, Swim +4	

# IVAR EGILSSON

Ivar is typical of Alfild's crew: a veteran northman warrior and sailor who idolizes his legendary captain, and who joined her service for the sheer adventure of a raider's life.

IVAR EGILSSON	GR 6
Male human barbarian 6 CE Medium humanoid <b>Init</b> +1; <b>Senses</b> Listen +4, Spot +1 <b>Languages</b> Common, Tribal Dialect; illiterate	
<b>AC</b> 18, touch 11, flat-footed 18; improved uncanny dodge (+1 Dex, +5 armor, +2 shield) <b>hp</b> 56 (6 HD) <b>Resist</b> trap sense +2 <b>Fort</b> +7, <b>Ref</b> +3, <b>Will</b> +1	
<b>Spd</b> 40 ft. (8 squares) <b>Melee</b> +1 <i>handaxe</i> +10/+5 (1d6+3/x3) <b>Ranged</b> throwing axe +7/+2 (1d6+3) <b>Base Atk</b> +6; <b>Grp</b> +8 <b>Atk Options</b> Point Blank Shot, Power Attack, rage 2/day	
<b>Abilities</b> Str 15, Dex 13, Con 14, Int 11, Wis 9, Cha 10 <b>SQ</b> faint aura of chaos and evil <b>Feats</b> Endurance <sup>B</sup> , Point Blank Shot, Power Attack, Weapon Focus (handaxe) <b>Skills</b> Climb +5, Intimidate +5, Jump +5, Listen +4, Profession (sailor) +3, Spot +1, Survival +4, Swim +3 <b>Possessions</b> +1 <i>chain shirt</i> , mwk heavy steel shield, +1 <i>handaxe</i> , 2 throwing axes	
<b>Rage (Ex)</b> When raging, Ivar uses the following statistics for 7 rounds: <b>AC</b> 16, touch 9, flat-footed 16 <b>hp</b> increase by 12 <b>Fort</b> +9, <b>Will</b> +3 <b>Melee</b> +1 <i>handaxe</i> +12/+7 (1d6+5/x3) <b>Ranged</b> throwing axe +9/+4 (1d6+5) <b>Grp</b> +10 <b>Abilities</b> Str 19, Con 18 <b>Skills</b> Climb +7, Jump +7, Swim +5	

# BONUS BARBARISM: RAGNAR DRÄKKENSFYR

While Ragnar waits for his next opportunity to try to win Alfild, willing or not, he makes a living for himself as a prize fighter in the One Ring.

Ragnar has armor and weapons appropriate for a warrior of his mettle, but fights unarmed and naked in the ‘Ring, due to the rules against magic there. Stats for this gear is listed in [brackets] below.

RAGNAR DRÄKKENSFYR	GR 10
Male human barbarian 10 CE Medium humanoid <b>Init</b> +3; <b>Senses</b> Listen +5, Spot +3 <b>Languages</b> Common, Tribal Dialect; illiterate	
<b>AC</b> 13 [19], touch 13, flat-footed 13 [19]; improved uncanny dodge (+3 Dex, [+6 armor]) <b>hp</b> 100 (10 HD); <b>DR</b> 2/— <b>Resist</b> trap sense +3 <b>Fort</b> +10, <b>Ref</b> +6, <b>Will</b> +2	
<b>Spd</b> 40 ft. (8 squares) <b>Melee</b> unarmed strike +15/+10 [+16/+11] (1d3+4 [+5], +2 nonlethal) <i>or</i> <b>Melee</b> [+1 <i>battleaxe of mighty cleaving</i> +15/+10 (1d8+8/x3)] <b>Base Atk</b> +10; <b>Grp</b> +14 [+15] <b>Atk Options</b> Bloody Fists, Cleave, Improved Unarmed Strike, Power Attack, rage 3/day	
<b>Abilities</b> Str 18 [20], Dex 16, Con 16, Int 10, Wis 9, Cha 13 <b>SQ</b> faint aura of chaos and evil <b>Feats</b> Bloody Fists†, Cleave <sup>B</sup> , Improved Unarmed Strike, Power Attack, Weapon Focus (unarmed strike) † <i>3rd Age Freeport Companion</i>	
<b>Skills</b> Climb +9 [+10], Intimidate +14, Jump +9 [+10], Listen +5, Profession (sailor) +5, Spot +3, Survival +5, Swim +8 [+9] <b>Possessions</b> [+2 <i>chain shirt</i> , +1 <i>battleaxe of mighty cleaving</i> , <i>gauntlets of ogre power</i> ], artisan’s outfit	
<b>Rage (Ex)</b> When raging, Ragnar uses the following statistics for 8 rounds: <b>AC</b> 11 [17], touch 11, flat-footed 11 [17] <b>hp</b> increase by 20 <b>Fort</b> +12, <b>Will</b> +4 <b>Melee</b> unarmed strike +17/+12 [+18/+13] (1d3+6 [+7], +2 nonlethal) <i>or</i> <b>Melee</b> [+1 <i>battleaxe of mighty cleaving</i> +17/+12 (1d8+11/x3)] <b>Grp</b> +16 [+17] <b>Abilities</b> Str 22, Con 20 <b>Skills</b> Climb +11 [+12], Jump +11 [+12], Swim +10 [+11]	

# CHAPTER 4: FLYNN THE QUICK

Flynn Delmonico is a privateer backed by a Continental power. His reputation in Freeport is rather divided—honest citizens see him as a hero making the seas safe for commerce, while pirates find him a gadfly that more and more captains yearn to swat.

Flynn is less interested in bringing pirates to justice as he is in giving them a taste of their own medicine. His own painful epiphany leads him to believe that only by making evildoers suffer as their victims have will they see the errors of their ways—and in his extreme arrogance, he thinks he knows best how to punish them. The Captains' Council has unsuccessfully attempted to rein in this loose cannon, but Flynn cares little for the law—it only gets in the way of his personal brand of justice.

Meanwhile, Flynn keeps making enemies and leaving them alive, a policy that will almost certainly stab him in the back someday. So far, though, Delmonico's skill, cunning, and sheer audacity have kept him alive far longer than anyone ever expected.

## FLYNN THE QUICK

Flynn's guilt over a friend's death, and his betrayal of another friend, still haunts him. Some say that anyone struck by his sword will feel remorse for their own crimes. This "curse" was actually caused by a strange magical rapier that Flynn once wielded, but which he stopped using due to the black depressions he suffered while wearing it.

FLYNN "THE QUICK" DELMONICO	GR 9
Male human noble 2/fighter 7 CG Medium humanoid <b>Init</b> +7; <b>Senses</b> Listen -1, Spot +4 <b>Languages</b> Common, Elven, Orc	
<b>AC</b> 15, touch 14, flat-footed 12 (+3 Dex, +1 deflection, +1 natural) <b>hp</b> 85 (9 HD) <b>Fort</b> +6, <b>Ref</b> +8, <b>Will</b> +4	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 rapier +13/+8 (1d6+2/18-20) <b>Ranged</b> Privateer FP +11 (3d6/x3) <b>Base Atk</b> +8; <b>Grp</b> +9 <b>Atk Options</b> Combat Expertise, Improved Feint, Sea Legs <b>Special Actions</b> Rallying Cry, inspire 2/day (+14; courage), organize +2 <b>Combat Gear</b> <i>potion of cure moderate wounds</i>	
<b>Abilities</b> Str 13, Dex 16, Con 13, Int 14, Wis 8, Cha 18 <b>SQ</b> faint aura of chaos and good, lore +5, material aid <b>Feats</b> Combat Expertise, Firearms Proficiency†, Improved Feint <sup>B</sup> , Improved Initiative <sup>B</sup> , Leadership <sup>B</sup> , Merchant's Blood <sup>B†</sup> , Rallying Cry†, Sea Legs†, Weapon Finesse <sup>B</sup> , Weapon Focus (rapier) <sup>B</sup> †3rd Age Freeport Companion	
<b>Skills</b> Balance +8, Bluff +9, Climb +6, Craft (painting) +7, Diplomacy +6, Disguise +4 (+6 acting), Gather Information +6, Intimidate +6, Knowledge (geography) +7, Knowledge (history) +7, Knowledge (local) +7, Listen -1, Perform (oratory) +9, Profession (sailor) +9, Spot +4, Survival -1 (+1 aboveground natural), Swim +6 <b>Possessions</b> combat gear plus +1 rapier, Privateer FP† and ammunition for 10 shots, <i>ring of protection</i> +1, <i>amulet of natural armor</i> +1, <i>doublet of resistance</i> +1, <i>earring of Charisma</i> +2, signal whistle, traveler's outfit, the <i>Retribution</i> and all its contents (see Appendix) †3rd Age Freeport Companion	

## FRAYA KENT

Fraya Kent is an extremely competent sailor who served on fishing and merchant ships until she was captured by pirates. She freed herself and slew her captors, but nearly starved to death by the time Flynn found her ship adrift. This ordeal has left Fraya with a thorough hatred of pirates, and she wholeheartedly embraces her captain's goal of ridding the seas of them.

FRAYA KENT	GR 7
Female human expert 3/rogue 4/corsair 1 N Medium humanoid <b>Init</b> +2; <b>Senses</b> Listen +6, Spot +7 <b>Languages</b> Common	
<b>AC</b> 16, touch 12, flat-footed 16; uncanny dodge (+2 Dex, +4 armor) <b>hp</b> 39 (8 HD) <b>Resist</b> evasion, trap sense +1 <b>Fort</b> +5, <b>Ref</b> +9, <b>Will</b> +6	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 shortsword +7/+2 (1d6+1/19-20) <b>Ranged</b> mwk composite shortbow +9/+4 (1d6/x3) <b>Base Atk</b> +6; <b>Grp</b> +6 <b>Atk Options</b> Sea Legs, dirty fighting +1d4, sneak attack +2d6 <b>Combat Gear</b> 4 <i>potions</i> ( <i>blur</i> , <i>cure moderate wounds</i> , <i>shield of faith</i> +3, <i>vigilance</i> †) †3rd Age Freeport Companion	
<b>Abilities</b> Str 11, Dex 15, Con 12, Int 10, Wis 14, Cha 14 <b>SQ</b> trapfinding <b>Feats</b> Agile <sup>B</sup> , Athletic <sup>B</sup> , Pearl Diver†, Sea Legs†, Skill Focus (Profession [sailor]) †3rd Age Freeport Companion	
<b>Skills</b> Appraise +0 (+2 sails), Balance +12, Climb +8 (+10 ropes), Craft (sailmaking) +8, Escape Artist +4 (+6 ropes), Gather Information +4, Jump +5, Knowledge (geography) +7, Knowledge (local) +5, Listen +6, Profession (fisher) +10, Profession (sailor) +16, Spot +7, Survival +2 (+4 aboveground natural), Swim +12, Use Rope +10 <b>Possessions</b> combat gear plus +1 shortsword, mwk composite short bow and 20 arrows, +2 leather armor, feather token ( <i>flash</i> †), lantern of signaling†, tacky jewelry (bracelets, necklaces, and rings, 800 gp total), signal whistle, artisan's outfit, 14 gp †3rd Age Freeport Companion	

## GERRIC STEELSONG

Cerric is one of the most skillful swordmasters from the elven nations on the Continent. He served as a teacher and bodyguard to numerous lords, but left that life in order to pursue greater personal mastery of the fighting arts. He saved Flynn's life while they served aboard the same riverboat, and swore to train him until the human was the better swordsman. This nigh impossible task keeps him bound to Delmonico, whom he now serves as weaponsmaster.

GERRIC STEELSONG	GR 10
Male elf fighter 10 N Medium humanoid (elf) <b>Init</b> +10; <b>Senses</b> low-light vision; Listen +4, Spot +4 <b>Languages</b> Common, Dwarven, Elven	
<b>AC</b> 18, touch 18, flat-footed 12 (+6 Dex, +2 armor) <b>hp</b> 69 (10 HD) <b>Immune</b> sleep <b>Fort</b> +9, <b>Ref</b> +10, <b>Will</b> +6 (+8 against enchantment)	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 <i>mithral rapier</i> +19/+15 (1d6+4/18-20) <i>or</i> <b>Melee</b> mwk cold iron dagger +17/+12 (1d4+1/19-20) <i>or</i> <b>Melee</b> mwk cold iron dagger +17/+12 (1d4/19-20) <b>Ranged</b> longbow +16/+11 (1d8/x3) <b>Base Atk</b> +10; <b>Grp</b> +11 <b>Atk Options</b> Combat Expertise, Combat Reflexes, Improved Feint, Quick Draw, Run 'im Through <b>Combat Gear</b> <i>potion of cure moderate wounds</i>	
<b>Abilities</b> Str 12, Dex 22, Con 12, Int 12, Wis 15, Cha 10 <b>SQ</b> able to detect secret doors <b>Feats</b> Combat Expertise, Combat Reflexes <sup>B</sup> , Greater Weapon Focus (rapier), Improved Feint <sup>B</sup> , Improved Initiative, Quick Draw, Run 'im Through <sup>B†</sup> , Weapon Finesse <sup>B</sup> , Weapon Focus (rapier) <sup>B</sup> , Weapon Specialization (rapier) <sup>B</sup> † <i>3rd Age Freeport Companion</i> <b>Skills</b> Balance +8, Bluff +6, Diplomacy +2, Disguise +0 (+2 acting), Intimidate +2, Knowledge (geography) +2, Knowledge (nobility) +2, Listen +4, Profession (sailor) +4, Search +3, Sleight of Hand +9, Spot +4, Swim +3, Tumble +13 <b>Possessions</b> combat gear plus two +1 <i>mithral rapiers</i> , mwk cold iron dagger, mwk silver dagger, longbow and 20 arrows, <i>bracers of armor</i> +2, <i>cloak of resistance</i> +1, <i>gloves of Dexterity</i> +2, artisan's outfit	

## DELEN WINDWRIGHT

Delen grew up as a petty thief on the streets of Freeport, and learned enough charm to talk himself out of trouble when caught. The skills he learned while running and tumbling across the city's roofs allowed him to join a troupe of wandering acrobats. This career was cut short by his larcenous streak, and his life would have been as well if not for Flynn. He is now a member of the *Retribution's* crew and spends almost all of his waking hours in the rigging or the crow's nest.

DELEN WINDWRIGHT	GR 7
Male halfling rogue 7 CN Medium humanoid (halfling) <b>Init</b> +4; <b>Senses</b> Listen +5, Spot +9 <b>Languages</b> Common, Gnome, Goblin, Halfling	
<b>AC</b> 18, touch 15, flat-footed 18; uncanny dodge (+1 size, +4 Dex, +3 armor) <b>hp</b> 27 (7 HD) <b>Resist</b> evasion, trap sense +2 <b>Fort</b> +3, <b>Ref</b> +10, <b>Will</b> +2 (+4 against fear)	
<b>Spd</b> 20 ft. (4 squares), climb 20 ft. <b>Melee</b> mwk boarding axe +7 (1d4) <b>Ranged</b> mwk composite shortbow +11 (1d6/x3) <i>or</i> <b>Ranged</b> throwing axe +11 (1d4) <b>Base Atk</b> +5; <b>Grp</b> +1 <b>Atk Options</b> +1 attack with thrown weapons and slings, sneak attack +4d6 <b>Special Actions</b> Rope Monkey <b>Combat Gear</b> <i>potion of cure moderate wounds</i> , <i>potion of jump</i> , alchemist's fire (2 flasks; ranged melee +10), thunderstone (x2; ranged melee +10)	
<b>Abilities</b> Str 10, Dex 19, Con 10, Int 14, Wis 9, Cha 15 <b>SQ</b> faint aura of chaos, trapfinding <b>Feats</b> Acrobatic, Athletics, Rope Monkey† † <i>3rd Age Freeport Companion</i> <b>Skills</b> Balance +16, Bluff +7, Climb +22 (+24 ropes), Diplomacy +4, Disguise +2 (+4 acting), Gather Information +4, Hide +13, Intimidate +4, Jump +10, Listen +5, Perform (comedy) +7, Profession (sailor) +4, Sleight of Hand +11, Spot +9, Swim +7, Tumble +18, Use Rope +9 <b>Possessions</b> combat gear plus mwk boarding axe, throwing axe (x4), mwk composite shortbow and 20 arrows, mwk studded leather armor, <i>ring of the monkey</i> †, <i>feather tokens (anchor x2, fan)</i> , <i>rope of climbing</i> , spyglass, entertainer's outfit, 4 pp, 21 gp † <i>3rd Age Freeport Companion</i>	

## "NIMBLE" JIM THISTLE

On the surface, at least, Nimble Jim seems to be a living testimony to Flynn's mission: a reformed pirate. He was a captain of some notoriety until the *Retribution* ambushed his ship and seized it within minutes. He surrendered, claiming to see the error of his ways, and has served Flynn loyally ever since, acting as a model crewman and volunteering his extensive knowledge of the waters around Freeport. Only time will tell if Jim's repentance is genuine, or a mere sham.

"NIMBLE" JIM THISTLE	GR 9
Male human corsair 7/sea dog 2 NE Medium humanoid <b>Init</b> +2; <b>Senses</b> Listen +0, Spot +5 <b>Languages</b> Common	
<b>AC</b> 15, touch 14, flat-footed 15; uncanny dodge (+2 Dex, +1 deflection, +1 natural, +1 Cha) <b>hp</b> 62 (9 HD) <b>Fort</b> +7, <b>Ref</b> +10, <b>Will</b> +2; superstitious	
<b>Spd</b> 30 ft. (6 squares). <b>Melee</b> +1 <i>ghost touch cutlass</i> +14 (1d6+4/15-20) <b>Ranged</b> Privateer FP +11 (3d6/x3) <b>Base Atk</b> +9; <b>Grp</b> +12 <b>Atk Options</b> Born Marine, Combat Expertise, Sea Legs, close quarters +1, dirty fighting +2d4 <b>Special Actions</b> corsair's luck 2/day (+3), Rope Monkey <b>Combat Gear</b> <i>potion of cure moderate wounds</i> , <i>potion of mage armor</i>	
<b>Abilities</b> Str 16, Dex 14, Con 15, Int 10, Wis 10, Cha 12 <b>SQ</b> faint aura of evil, favored ship <b>Feats</b> Agile <sup>B</sup> , Blood of Pirates <sup>B†</sup> , Born Marine <sup>†</sup> , Combat Expertise, Firearms Proficiency <sup>†</sup> , Improved Critical (cutlass), Rope Monkey <sup>B†</sup> , Sea Legs <sup>B†</sup> , Weapon Focus (cutlass) <sup>†</sup> 3rd Age Freeport Companion	
<b>Skills</b> Balance +21 (+22 favored ship), Bluff +6, Climb +8 (+9 favored ship, +10/+11 ropes), Diplomacy +3, Disguise +1 (+3 acting), Escape Artist +4 (+6 ropes), Hide +2 (+3 favored ship), Intimidate +8, Jump +8, Knowledge (geography) +5, Listen +0, Move Silently +2 (+3 favored ship), Profession (sailor) +11 (+12 favored ship), Spot +5, Survival +0 (+2 aboveground natural), Swim +9, Use Rope +7 (+8 favored ship) <b>Possessions</b> combat gear plus +1 <i>ghost touch cutlass</i> , Privateer FP <sup>†</sup> and ammunition for 10 shots, <i>ring of protection</i> +1, <i>amulet of natural armor</i> +1, <i>boots of ropewalking</i> <sup>†</sup> , gold hoop earring (50 gp), silver ring with pearl (100 gp), 27 gp, artisan's outfit <sup>†</sup> 3rd Age Freeport Companion	

## TYPICAL PRIVATEER

The bulk of Flynn's crew is comprised of experienced sailors from Freeport itself. These men are honest, share their captain's idealism, and see themselves as protectors of their home port. Few, however, have the fighting experience of a blooded pirate, so Cerric and Flynn drill new recruits so that they will (hopefully) survive their first taste of real combat.

TYPICAL PRIVATEER	GR 3
Male human expert 2/warrior 2 NG Medium humanoid <b>Init</b> +1; <b>Senses</b> Listen -1, Spot +4 <b>Languages</b> Common	
<b>AC</b> 13, touch 11, flat-footed 12 (+1 Dex, +2 armor) <b>hp</b> 18 (4 HD) <b>Fort</b> +3, <b>Ref</b> +1, <b>Will</b> +2	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> mwk rapier +5 (1d6+1/18-20) <b>Ranged</b> Gorgon GG +3 (4d6/x3) <i>or</i> <b>Ranged</b> mwk light crossbow +4 (1d8/19-20) <b>Base Atk</b> +2; <b>Grp</b> +3 <b>Combat Gear</b> <i>potion of cure moderate wounds</i>	
<b>Abilities</b> Str 12, Dex 13, Con 11, Int 10, Wis 8, Cha 10 <b>SQ</b> faint aura of good <b>Feats</b> Firearms Proficiency <sup>†</sup> , Skill Focus (Profession [sailor]) <sup>B</sup> , Weapon Focus (rapier) <sup>†</sup> 3rd Age Freeport Companion	
<b>Skills</b> Balance +6, Climb +8 (+10 ropes), Escape Artist +1 (+3 ropes), Jump +8, Listen -1, Profession (sailor) +4, Spot +4, Swim +8, Use Rope +6 <b>Possessions</b> combat gear plus mwk rapier, Gorgon GG <sup>†</sup> and ammunition for 10 shots, mwk light crossbow and 10 bolts, mwk studded leather armor, artisan' outfit <sup>†</sup> 3rd Age Freeport Companion	

# CHAPTER 5: GET O' YARASH

The Get o' Yarash was a name once given to any maritime bogeyman, any senseless murdering monster in the ghost stories sold by sailors and their kin. However, in recent years, the name was applied to one particular beast, and to his ship. The Get's crew are monsters—men of part or full goblinoid or orc ancestry, a trio of ogres, and even more exotic humanoids.

The Get's original warband was gathered to take advantage of the chaos caused by the war between the elves and the northern barbarians. While raiding, the ogre stole a ship and took to the sea as a pirate. It wasn't until his navigator piloted the ship into the Devil's Triangle that the Get took on its current purpose: to kill and spread fear in the name of the crew's new god, Yarash.

## GET O' YARASH

The Get o' Yarash is a fearsomely savage pirate with the blood of giants and demons mixed in his veins. His large hands are clawed, his head is deformed and horned, his teeth are like chisels, his body is covered in tumors and self-inflicted wounds, and his back sports bat-like wings. Unlike most of his crew, however, Get retains a degree of rationality in his madness: he does not slaughter members of his crew on a mere whim, and he can plan ahead to maximize the amount of blood that he will spill in his god's name.

### GET O' YARASH

GR II

Male half-fiend ogre monster hunter 3/blackguard 3  
 CE Large outsider (augmented giant, native)  
**Init** +0; **Senses** darkvision 60 ft.; Listen +8 (+10 humans), Spot +8 (+10 humans)  
**Aura** despair 10 ft.  
**Languages** Common, Giant, Goblin, Orc

**AC** 15, touch 9, flat-footed 15  
 (-1 size, +6 natural)  
**hp** 104 (10 HD); **DR** 5/magic  
**IP** 3; **Madness** sadism, Touched by Yarash (see sidebar)  
**Immune** poison  
**Resist** acid 10, cold 10, electricity 10, fire 10; **SR** 20  
**Fort** +17, **Ref** +5, **Will** +7

**Spd** 40 ft. (8 squares); fly 40 ft. (average)  
**Melee** 2 claws +19 (1d6+10) and bite +14 (1d8+5) *or*  
**Melee** *Large Shatterspike* +19/+14 (2d6+10/19-20) and bite +14 (1d8+5) *or*  
**Melee** *Large Shatterspike* +23/+18 (2d6+14) to sunder objects  
**Ranged** Large composite longbow (+4 Str) +9/+4 (2d6+4/x3)  
**Base Atk** +9; **Grp** +22  
**Atk Options** Cleave, Great Cleave, Improved Sunder, Power Attack, favored enemy (humans +2), smite good 1/day (+2 attack, +3 damage), smite good 1/day (+10 damage)  
**Special Actions** rebuke undead (+2, 2d6+5, 3rd)  
**Combat Gear** *Large human slaying arrow, oil of curse weapon, potion of protection from good, elemental gem (water), 4 flasks alchemist's fire (ranged +9)*  
**Blackguard Spells Prepared (CL 3):**  
 2nd—*bull's strength*  
 1st—*cure light wounds, doom* (DC 14)  
**Spell-like Abilities (CL 10):**  
 3/day—*darkness, poison* (DC 16)  
 1/day—*contagion* (DC 15), *desecrate, unholy blight* (DC 16)  
**Spell-like Abilities (CL 3):**  
 At will—*detect good*

**Abilities** Str 28, Dex 11, Con 21, Int 11, Wis 10/16, Cha 14  
**SQ** monster lore +3, strong aura of chaos and evil  
**Feats** Cleave, Great Cleave, Improved Sunder, Power Attack, Track<sup>B</sup>  
**Skills** Bluff +2 (+4 humans), Climb +16, Hide +1, Intimidate +13, Knowledge (geography) +3, Knowledge (religion) +5, Knowledge (the planes) +2, Listen +8 (+10 humans), Profession (sailor) +5, Search +1, Sense Motive +0 (+2 humans), Survival +1 (+3 humans), Spot +8 (+10 humans), Swim +12  
**Possessions** combat gear plus *Large Shatterspike*, Large composite longbow (+4 Str) and 20 Large arrows, *amulet of mighty fists +1*, artisan's outfit

### TOUCHED BY YARASH

#### (INDEFINITE MADNESS)

Anyone who visits the Devil's Triangle while aboard a ship piloted by a devotee of Yarash suffers the same transformation as the Get's crew. Each victim suffers from sleep terrors (DC 20 Will save or suffer the effects of the *nightmare* spell whenever asleep) every night until they embrace Yarash's nightly teachings. (This also results in gaining 5 IP each night that the save is failed by 5 or more.)

Once a creature has succumbed to worshipping the god, its alignment changes permanently to chaotic evil and can never be cured of this madness.

Such creatures also become sadists, if they were not before. See the Psychosexual entry in the Indefinite Madness table in the *3rd Age Freeport Companion*.

Most characters who would lose class abilities or the ability to advance in a class due to the alignment change suffer the usual penalties. However, there are some exceptions, such as Cuyelr the Flayed, who is no longer neutral but continues to advance as a mystic navigator.

# GUYERL THE FLAYED

Cuyerl was somewhat mad even before he met the Get. When the ogre tricked and murdered the rest of his ship's crew, the hobgoblin took their side and was spared. His talent for navigation is the chief reason that the Get's crew managed to survive their first year of raiding.

Then came the fateful day when Cuyerl took the ship into the Devil's Triangle, which transformed them all. The hobgoblin was the first to embrace Yarash, and did so with his entire being. The Get flayed and nearly killed the pilot for what he had done, but was ultimately taken in by Cuyerl's embrace of pain and the seductive message he preached.

GUYERL THE FLAYED	GR 10
Male hobgoblin bard 7/mystic navigator 3 CE Medium humanoid (goblinoid) <b>Init</b> +2; <b>Senses</b> darkvision 240 ft, far sight (x4); Listen +10, Spot +5 <b>Languages</b> Abyssal, Common, Giant, Goblin	
<b>AC</b> 14, touch 13, flat-footed 12 (+2 Dex, +1 deflection, +1 natural) <b>hp</b> 37 (10 HD); Diehard <b>IP</b> 4; <b>Madness</b> sadism, Touched by Yarash (see sidebar) <b>Fort</b> +5, <b>Ref</b> +8, <b>Will</b> +8	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 <i>shortsword</i> +9/+4 (1d6+3/19-20) <b>Ranged</b> +1 <i>composite shortbow</i> (+2 Str) +9/+4 (1d6+3/x3) <b>Base Atk</b> +6; <b>Grp</b> +8 <b>Special Actions</b> bardic music 7/day (countersong, <i>fascinate</i> , inspire competence, inspire courage +1, <i>suggestion</i> ), master of the winds <b>Combat Gear</b> <i>elixir of sneaking</i> , <i>elixir of vision</i> , <i>potion of eagle's splendor</i> , <i>potion of protection from arrows 10/magic</i> , <i>potion of vigilance</i> † †3rd Age Freeport Companion <b>Bard Spells Known (CL 9):</b> 3rd (3/day)— <i>clairvoyance/clairaudience</i> , <i>confusion</i> (DC 17), <i>crushing despair</i> (DC 17) 2nd (4/day)— <i>enthral</i> (DC 16), <i>rage</i> (DC 16), <i>scare</i> (DC 15), <i>whispering wind</i> 1st (4/day)— <i>animate rope</i> , <i>comprehend languages</i> , <i>cure light wounds</i> , <i>hideous laughter</i> (DC 15) 0 (3/day)— <i>daze</i> (DC 14), <i>detect magic</i> , <i>know direction</i> , <i>lullaby</i> (DC 14), <i>message</i> , <i>read magic</i>	
<b>Abilities</b> Str 14, Dex 14, Con 14, Int 13, Wis 10/18, Cha 16 <b>SQ</b> bardic knowledge +8, faint aura of chaos and evil <b>Feats</b> Diehard, Endurance, Skill Focus (Knowledge [geography]), Spell Focus (enchantment) <b>Skills</b> Balance +7, Climb +7, Concentration +15, Knowledge (geography) +15, Knowledge (the planes) +6, Listen +10, Move Silently +6, Perform (oratory) +13, Perform (singing) +7, Profession (sailor) +13, Spot +5, Swim +12 <b>Possessions</b> combat gear plus +1 <i>shortsword</i> , +1 <i>composite shortbow</i> (+2 Str) and 20 arrows, <i>ring of protection</i> +1, <i>ring of swimming</i> , <i>amulet of natural armor</i> +1, <i>eyes of the eagle</i> , <i>hand of the mage</i> , defiled cleric's vestments, 14 gp	

# GILLSLITTER

Gillslitter is an idiot, even by ogre standards, but his long reach, strong hands, and tenacity make him useful to the Get o' Yarash. He was maimed in battle years ago, but when Whitecoat joined the crew, the albino crafted him a partly mechanical, partly magical prosthetic arm. Gillslitter delights in using "his toy," as he calls it, and is happiest when he finds a new use for it.

GILLSLITTER	GR 7
Male ogre fighter 4 CE Large giant <b>Init</b> +3; <b>Senses</b> darkvision 60 ft.; Listen -1, Spot -1 <b>Languages</b> Giant	
<b>AC</b> 20, touch 12, flat-footed 17 (-1 size, +3 Dex, +3 shield, +5 natural) <b>hp</b> 75 (8 HD) <b>IP</b> 2; <b>Madness</b> sadism, Touched by Yarash (see sidebar) <b>Fort</b> +12, <b>Ref</b> +5, <b>Will</b> +1	
<b>Spd</b> 40 ft. (8 squares) <b>Melee</b> <i>Gillslitter's Toy</i> +15/+10 (1d6+9) <i>or</i> <b>Melee</b> Large heavy mace +14/+9 (2d6+8) <i>or</i> <b>Melee</b> serrated knife +14/+9 (1d6+8) <b>Base Atk</b> +7; <b>Grp</b> +23 <b>Atk Options</b> Cleave, Desperate Lunge, Improved Grapple, Improved Unarmed Strike, Power Attack, Reckless Attack	
<b>Abilities</b> Str 26, Dex 16, Con 19, Int 5, Wis 8/12, Cha 7 <b>SQ</b> faint aura of chaos and evil <b>Feats</b> Cleave, Desperate Lunge†, Improved Grapple, Improved Unarmed Strike, Power Attack, Reckless Attack† †3rd Age Freeport Companion <b>Skills</b> Climb +10, Craft (cooking) -2, Listen -1, Profession (fisher) +2, Spot -1, Swim +10 <b>Possessions</b> <i>Gillslitter's Toy</i> (see Appendix), Large heavy mace	

# WHITECOAT

The only full-blooded human in the Get's crew is an albino wererat, the ship's physician, who is allowed to use both prisoners and crew in his foul experiments. He has studied the frailties of life extensively, and seeks to "improve" upon living creatures with bizarre grafts, transplants, prosthetics, and drugs.

WHITECOAT	GR 9
Male human wererat adept 1/necromancer 7 CE Medium humanoid (human, shapeshifter) <b>Init</b> +1; <b>Senses</b> low-light vision, scent; Listen +2 (+4 familiar), Spot +3 (+5 familiar) <b>Languages</b> Abyssal, Common, Draconic, Giant	
<b>AC</b> 12, touch 11, flat-footed 11; +4 AC with <i>mage armor</i> (+1 Dex, +1 natural) <b>hp</b> 47 (9 HD) <b>IP</b> 4; <b>Madness</b> sadism, Touched by Yarash (see sidebar) <b>Fort</b> +8, <b>Ref</b> +5, <b>Will</b> +11	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> mwk dagger +5 (1d4/19-20) <b>Ranged</b> dagger +4 (1d4/19-20) <b>Base Atk</b> +3; <b>Grp</b> +3 <b>Combat Gear</b> <i>bag of tricks</i> (gray), <i>potion of cure light wounds</i> (x3), <i>potion of cure serious wounds</i> , <i>potion of magic fang</i> <b>Adept Spells Prepared (CL 1):</b> 1st— <i>cause fear</i> (DC 15), <i>protection from good</i> 0— <i>cure minor wounds</i> (x3) <b>Wizard Spells Prepared (CL 7):</b> 4th— <i>enervation</i> (DC), <i>ray of rot</i> † 3rd— <i>fortify mind</i> †, <i>gentle repose</i> , <i>starvation</i> † (DC), <i>vampiric touch</i> (melee touch attack +, DC), 2nd— <i>cat's grace</i> , <i>ghoul touch</i> (DC), <i>saltburst</i> † (DC), <i>spectral hand</i> , <i>summon swarm</i> 1st— <i>chill touch</i> (DC), <i>mage armor</i> , <i>ray of enfeeblement</i> (ranged touch +, DC), <i>reduce person</i> (DC), <i>sleep</i> (DC), <i>unhinge</i> † (DC) 0— <i>detect magic</i> , <i>detect poison</i> , <i>mending</i> , <i>resistance</i> , <i>touch of fatigue</i> (melee touch +, DC) Barred schools: evocation and illusion. †3rd Age Freeport Companion	
<b>Abilities</b> Str 10, Dex 13, Con 15, Int 17, Wis 10/18, Cha 12 <b>SQ</b> alternate form, faint aura of chaos and evil, rat empathy, summon familiar <b>Feats</b> Brew Potion, Craft Construct, Craft Magic Arms and Armor, Craft Wondrous Item, Iron Will <sup>B</sup> , Scribe Scroll <sup>B</sup> , Skill Focus (Heal), Spell Focus (necromancy) <sup>B</sup> , Weapon Finesse <sup>B</sup> <b>Skills</b> Appraise +3 (+5 pharmacy), Climb +0, Concentration +12, Craft (pharmacy) +14, Heal +11, Hide +1, Knowledge (arcana) +13, Knowledge (forbidden) +7, Knowledge (nature) +14, Move Silently +1, Listen +2 (+4 familiar), Perform (wind instruments) +2, Search +3 (+8 goggles), Spellcraft +15, Spot +3 (+5 familiar), Survival +0 (+2 aboveground natural), Swim +8 <b>Possessions</b> combat gear plus mwk dagger, 2 daggers, <i>amulet of health</i> +2, <i>elixir of truth</i> , <i>goggles of minute seeing</i> , <i>pipes of the sewers</i> , <i>doctor's coat [robe] of bones</i> , spell component pouch, scholar's outfit, 39 gp <b>Spellbook</b> prepared spells plus 0—(all but evocation and illusion)	

**Alternate Form (Su)** Whitecoat can assume the form of a dire rat or a bipedal rat-humanoid hybrid with the following statistics:

## Dire Rat Form

CE Small humanoid (human, shapeshifter)  
**Init** +4  
**AC** 17, touch 15, flat-footed 13 (+1 size, +4 Dex, +2 natural)  
**DR** 10/silver  
**Fort** +9, **Ref** +8  
**Spd** 40 ft. (8 squares), climb 20 ft.  
**Melee** bite +8 (1d4 plus disease)  
**Grp** +0  
**Abilities** Dex 19, Con 17  
**Skills** Climb +12, Concentration +13, Hide +8, Swim +12

## Hybrid Form

CE Medium humanoid (human, shapeshifter)  
**Init** +4  
**AC** 16, touch 14, flat-footed 12 (+4 Dex, +2 natural)  
**DR** 10/silver  
**Fort** +9, **Ref** +8  
**Melee** mwk dagger +8 (1d4/19-20) and bite +2 (1d6 plus disease) *or*  
**Ranged** dagger +7 (1d4/19-20)  
**Abilities** Dex 19, Con 17  
**Skills** Climb +12, Concentration +13, Hide +8, Swim +12

**Disease (Ex)** Filth fever; bite, Fortitude DC 17, incubation period 1d3 days, damage 1d3 Dex and 1d3 Con. The save DC is Constitution-based.

**Skills** In dire rat or hybrid form, Whitecoat uses his Dexterity modifier for Climb or Swim checks. He has a +8 racial modifier to Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened. In all forms, a wererat has a +8 racial modifier to Swim checks.

## PESTILENCE (WHITECOAT'S FAMILIAR)

GR -

Male rat  
CE Tiny magical beast  
**Init** +2; **Senses** low-light vision, scent; Listen +3, Spot +4  
**Languages** speak with master, speak with rats

**AC** 18, touch 14, flat-footed 16 (+2 size, +2 Dex, +4 natural)  
**hp** 23 (9 HD)  
**Madness** sadism, Touched by Yarash (see sidebar)  
**Resist** improved evasion  
**Fort** +4, **Ref** +6, **Will** +10

**Spd** 15 ft. (3 squares), climb 15 ft., swim 15 ft.  
**Melee** bite +7 (1d3-4)  
**Base Atk** +3; **Grp** -9  
**Atk Options** deliver touch spells  
**Special Actions** share spells

**Abilities** Str 2, Dex 15, Con 10, Int 9, Wis 12, Cha 2  
**SQ** empathic link, faint aura of chaos and evil  
**Feats** Stealthy, Weapon Finesse<sup>B</sup>  
**Skills** Appraise -1 (+1 pharmacy), Balance +10, Climb +12, Concentration +10, Craft (pharmacy) +10, Heal +9, Hide +16, Knowledge (arcana) +9, Knowledge (forbidden) +3, Knowledge (nature) +10, Move Silently +10, Listen +3, Perform (wind instruments) -3, Spellcraft +11, Spot +4, Survival +1 (+3 aboveground natural), Swim +10

# CHAPTER 6: THE STORMDAUGHTER

Common tales about the elven sorceress Aesha Algosiél paint her as a beautiful but savage marauder, dressed in little but the blood of her prey. She uses her prisoners to sate her lust for gore, violence and sex, and the lucky ones are merely sold as slaves. She hates other members of her own race most of all, and elven sailors who run afoul of her have ample reason to fear the worst at her hands.

The Stormdaughter has few allies, though she does occasionally partner with pirates as ruthless as she is, but only for as long as she gains something by the association. She has also been known to ally herself with evil aquatic races such as the sea devils, but by what means is unknown. Her disregard for pirate custom has earned her many enemies in Freeport, most notably the Admiralty and a number of local privateers. However, the captain of *The Crimson Shark* is quite good at her trade, so remains very much at large.

## SKALLA FISHKILLER

This huge, scarred, one-handed orc is the ship's bo'sun, in charge of discipline. He carries a whip at all times, for both meting out punishments and to goad the crew in battle. Contrary to his appearance, he is a cunning tactician and a natural leader.

SKALLA FISHKILLER	GR 7
Male half-orc survivor 4/corsair 3 NE Medium humanoid (orc) <b>Init</b> +3; <b>Senses</b> darkvision 60 ft.; Listen +3, Spot +6 <b>Languages</b> Common, Orc	
<b>AC</b> 14, touch 13, flat-footed 12 (+2 Dex, +1 shield, +1 deflection) <b>hp</b> 61 (7 HD) <b>Resist</b> evasion <b>Fort</b> +10, <b>Ref</b> +6, <b>Will</b> +3	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 <i>falchion</i> +12/+7 (2d4+7/18-20, or 2d4+5 one-handed) <i>or</i> <b>Melee</b> unarmed strike +11/+6 (1d8+4) <i>or</i> <b>Melee</b> mwk scourge +12/+7 (1d3+4 nonlethal) <b>Base Atk</b> +7; <b>Grp</b> +11 <b>Atk Options</b> Bear's Paw, Combat Reflexes, Sea Legs, dirty fighting +1d4, shattering strike 2 <b>Special Actions</b> Troll Blood, corsair's luck 1/day (+1) <b>Combat Gear</b> <i>potion of cure moderate wounds</i>	
<b>Abilities</b> Str 18, Dex 14, Con 16, Int 10, Wis 12, Cha 9 <b>SQ</b> faint aura of chaos and evil <b>Feats</b> Agile <sup>B</sup> , Athletic <sup>B</sup> , Bear's Paw (see Appendix), Combat Reflexes <sup>B</sup> , Exotic Weapon Proficiency (whip), Improved Unarmed Strike <sup>B</sup> , Sea Legs <sup>B†</sup> , Troll Blood <sup>†</sup> <sup>†</sup> 3rd Age Freeport Companion <b>Skills</b> Balance +11, Climb +8, Escape Artist +4, Intimidate +8, Jump +6, Listen +3, Profession (sailor) +4, Spot +6, Swim +8 <b>Possessions</b> combat gear plus +1 <i>falchion</i> , mwk scourge (treat as whip without reach), mwk buckler, <i>ring of protection</i> +1, <i>boots of ropewalking</i> <sup>†</sup> , artisan's outfit, 9 gp <sup>†</sup> 3rd Age Freeport Companion	

## VALUS

Valus is a quiet, gaunt, intimidating man who acts as the ship's quartermaster, and occasionally as its cook and surgeon. He is also a gifted telepath, but is somewhat obsessed with keeping his own secrets. Therefore, he disguises the true nature of his powers by muting their displays (using the Concentration skill) and making strange gestures with his large collection of holy symbols and charms. Some of his props are genuine psionic items, either crafted himself or acquired from other sources.

VALUS	GR 9
Male human telepath 8/psychic warrior 1 NE Medium humanoid <b>Init</b> +2; <b>Senses</b> Listen +2, Spot +2 <b>Languages</b> Abyssal, Common, Infernal	
<b>AC</b> 12, touch 12, flat-footed 10; +4 AC with <i>force screen</i> ; +4 AC (up to +7 augmented) with <i>inertial armor</i> (+2 Dex) <b>hp</b> 47 (9 HD) <b>Fort</b> +5, <b>Ref</b> +4, <b>Will</b> +8	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 <i>silver rapier</i> +7 (1d6+1/18-20) <b>Base Atk</b> +4; <b>Grp</b> +5 <b>Atk Options</b> Combat Manifestation, Psionic Weapon <b>Special Actions</b> Narrow Mind, Psionic Endowment, Psionic Meditation, Psionic Weapon <b>Combat Gear</b> 2 <i>cognizance crystals</i> (3 PP and 1 PP), 11 <i>power stones</i> ( <i>biofeedback</i> , <i>body adjustment</i> [x2], <i>catapsi</i> , <i>cloud mind</i> , <i>correspond</i> , <i>defensive precognition</i> , <i>float</i> , <i>id insinuation</i> , <i>offensive precognition</i> , <i>sustenance</i> ), <i>sward of Jump</i> +3, <i>sward of Intimidate</i> +5 <b>Power Points/Day</b> : 71 <b>Psion Powers Known (ML 8th)</b> : 4th— <i>death urge</i> <sup>A</sup> (DC 17), <i>psionic freedom of movement</i> , <i>schism</i> 3rd— <i>crisis of breath</i> <sup>A</sup> (DC 16), <i>false sensory input</i> <sup>A</sup> (DC 16), <i>psionic keen edge</i> 2nd— <i>aversion</i> <sup>A</sup> (DC 15), <i>brain lock</i> <sup>A</sup> (DC 15), <i>ego whip</i> <sup>A</sup> (DC 15), <i>inflict pain</i> <sup>A</sup> (DC 15), <i>mental disruption</i> <sup>A</sup> (DC 15), <i>read thoughts</i> (DC 15) 1st— <i>demoralize</i> <sup>A</sup> (DC 14), <i>disable</i> <sup>A</sup> (DC 14), <i>inertial armor</i> <sup>A</sup> , <i>mind thrust</i> <sup>A</sup> (DC 14), <i>psionic daze</i> <sup>A</sup> (DC 14) A: Augmentable. Discipline: Telepathy. <b>Psionic Warrior Powers Known (ML 1st)</b> : 1st— <i>force screen</i> <sup>A</sup>	
<b>Abilities</b> Str 13, Dex 14, Con 12, Int 16, Wis 14, Cha 9 <b>SQ</b> faint aura of evil <b>Feats</b> Combat Manifestation <sup>B</sup> , Craft Cognizance Crystal, Narrow Mind <sup>B</sup> , Psionic Body, Psionic Endowment <sup>B</sup> , Psionic Meditation, Psionic Weapon, Weapon Focus (rapier) <sup>B</sup> <b>Skills</b> Appraise +3 (+5 gems), Autohypnosis +15, Concentration +12 (+17 casting defensively), Craft (gemcutting) +9, Heal +4, Knowledge (geography) +6, Knowledge (psionics) +16, Knowledge (religion) +6, Profession (sailor) +7, Psicraft +16, Listen +2, Spot +2, Survival +2 (+4 aboveground natural) <b>Possessions</b> combat gear plus +1 <i>silver rapier</i> , <i>boots of landing</i> , gemcutter's tools, necklace with holy symbols (2 wooden, 2 silver), traveler's outfit	

# THE STORMDAUGHTER

Behind Aesha's violent and vengeful behavior lies a shame that consumes her. She hates the world for all that she has suffered and lost, and intends to inflict the same pain upon all who cross her path—particularly the elves who cast her out to begin with.

Much of the Stormdaughter's magical power comes from her study of the Brotherhood of the Yellow Sign. The more she uses the black arts, and the more she works with the Unspeakable One's cultists, the closer she comes to truly worshipping that dread god.

AESHA ALGOSI'L, DAUGHTER OF STORMS	GR 10
Female elf noble 1/wizard 5/elritch knight 4 CE Medium humanoid (elf) <b>Init</b> +8; <b>Senses</b> low-light vision; Listen +5, Spot +5 <b>Languages</b> Aquan, Common, Draconic, Elven, Orc, Sahaugin, Sylvan, Valossan	
<b>AC</b> 17, touch 13, flat-footed 13; +4 AC with <i>mage armor</i> (+4 Dex, +2 shield, +1 deflection) <b>hp</b> 42 (10 HD) <b>IP</b> 3 <b>Immune</b> sleep <b>Fort</b> +5, <b>Ref</b> +8, <b>Will</b> +6 (+8 against enchantment)	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 cutlass +8/+3 (1d6+1/18-20) <i>or</i> <b>Melee</b> mwk silver dagger +8/+3 (1d4/19-20) <b>Ranged</b> Privateer FP +10 (3d6/x3) <b>Base Atk</b> +6; <b>Grp</b> +7 <b>Atk Options</b> Combat Casting, Combat Reflexes, inspire 1/day (fear; +12) <b>Combat Gear</b> <i>potion of cure serious wounds</i> , <i>arcane scroll (tongues, water breathing; CL 5th)</i> , 250 gp diamond dust (component for <i>stoneskin</i> ) <b>Wizard Spells Prepared (CL 8th; ASF 5%):</b> 4th— <i>black tentacles</i> , <i>enlarged fireball</i> (DC 18), <i>stoneskin</i> 3rd— <i>dispel magic</i> , <i>flame arrow</i> (x2) (ranged touch +11), <i>tongues</i> 2nd— <i>bull's strength</i> , <i>glitterdust</i> (DC 16), <i>scorching ray</i> (ranged touch +11), <i>stunning bolt</i> † (ranged touch +11) 1st— <i>jump</i> , <i>mage armor</i> , <i>magic missile</i> , <i>shocking grasp</i> (melee touch +7), <i>true strike</i> 0— <i>arcane mark</i> , <i>flare</i> (DC 15), <i>message</i> , <i>ray of frost</i> (ranged touch +11) †3rd Age Freeport Companion	
<b>Abilities</b> Str 12, Dex 18, Con 12, Int 18, Wis 8/14, Cha 15 <b>SQ</b> able to detect secret doors, faint aura of chaos and evil, material aid, summon familiar (none) <b>Feats</b> Combat Casting, Combat Reflexes, Enlarge Spell <sup>B</sup> , Firearms Proficiency <sup>B†</sup> , Improved Initiative, Leadership <sup>B</sup> , Scribe Scroll <sup>B</sup> , Weapon Focus (ray) †3rd Age Freeport Companion <b>Skills</b> Balance +6, Bluff +6, Concentration +14 (+18 casting defensively), Decipher Script +8, Diplomacy +4, Gather Information +6, Intimidate +6, Knowledge (arcana) +14, Knowledge (forbidden)† +8, Knowledge (geography) +13, Knowledge (nobility) +8, Listen +5, Profession (sailor) +4, Search +6, Spellcraft +15, Spot +5, Swim +5 †3rd Age Freeport Companion <b>Possessions</b> combat gear plus +1 <i>vambrace</i> (arm guard; treat as buckler), +1 <i>cutlass</i> , mwk silver dagger, Privateer FP† and ammunition for 10 shots, <i>earrings of protection</i> +1 (as ring; must be worn together to grant AC bonus), <i>amulet of health</i> +2, <i>headband of intellect</i> +2, spell component pouch, entertainer's outfit, <i>Crimson Shark</i> and contents †3rd Age Freeport Companion <b>Spellbook</b> prepared spells plus: 4th— <i>charm monster</i> , <i>diver</i> † 0—(all)	

# MELINDRA MAKADIN

Melindra is the oldest and most ruthless member of the crew after the Stormdaughter herself. This half-elf is also Aesha's second in beauty, though she hides a disfiguring scar under the visage of a demonic half-mask. She is a talented weather-witch and sailor, and perhaps Aesha's only true friend.

MELINDRA MAKADIN	GR 9
Female half-elf wizard 7/corsair 2 NE Medium humanoid (elf) <b>Init</b> +2; <b>Senses</b> low-light vision; Listen +1, Spot +1 <b>Languages</b> Aquan, Common, Draconic, Elven	
<b>AC</b> 12, touch 12, flat-footed 10; +4 AC with <i>mage armor</i> , +4 AC with <i>shield</i> (+2 Dex) <b>hp</b> 37 (9 HD) <b>IP</b> 1 <b>Immune</b> sleep <b>Resist</b> <b>Fort</b> +6, <b>Ref</b> +7, <b>Will</b> +5 (+7 against enchantment)	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 cutlass +8/+3 (1d6+1/18-20) <i>or</i> <b>Melee</b> unarmed strike +6/+1 (1d3 cold) while <i>chill touch</i> prepared <b>Ranged</b> composite longbow +8/+3 (1d8/19-20) <b>Base Atk</b> +6; <b>Grp</b> +6 <b>Atk Options</b> dirty fighting +1d4 <b>Special Actions</b> corsair's luck 1/day (+1) <b>Combat Gear</b> <i>arcane scroll (protection from good, shield, true strike; CL 1st)</i> , <i>staff of tempests</i> † (10 charges), <i>wand of cat's grace</i> (20 charges), <i>wand of chill touch</i> (25 charges) †3rd Age Freeport Companion <b>Wizard Spells Prepared (CL 7th):</b> 4th— <i>ice storm</i> * (DC 17) 3rd— <i>lightning bolt</i> (DC 16), <i>sleet storm</i> * (DC 16), <i>wind wall</i> (DC 16) 2nd— <i>gust of wind</i> (DC 15), <i>protection from arrows</i> , <i>scare</i> ** (x2) (DC 15) 1st— <i>cause fear</i> ** (DC 14), <i>chill touch</i> (melee touch +6, DC 14), <i>mage armor</i> , <i>magic missile</i> , <i>shield</i> 0— <i>dancing lights</i> , <i>mage hand</i> , <i>ray of frost</i> * (x2) (ranged touch +8) *+1 CL while <i>chill touch</i> prepared. **+1 CL and +1 DC while <i>scare</i> prepared.	
<b>Abilities</b> Str 11, Dex 14, Con 12, Int 16, Wis 10/12, Cha 14 <b>SQ</b> faint aura of evil, summon familiar (none) <b>Feats</b> Agile <sup>B</sup> , Chill Hand†, Combat Casting, Craft Wand <sup>B</sup> , Fearsome Glare†, Scribe Scroll <sup>B</sup> , Weapon Focus (cutlass) †3rd Age Freeport Companion <b>Skills</b> Balance +6, Bluff +6, Concentration +11 (+15 casting defensively), Escape Artist +4, Intimidate +6 (+9 while <i>scare</i> prepared), Knowledge (arcana) +8, Knowledge (geography) +8, Listen +1, Profession (sailor) +10, Search +4, Spellcraft +15, Spot +1, Survival +0 (+2 aboveground natural) Swim +2 <b>Possessions</b> combat gear plus +1 <i>cutlass</i> , composite longbow and 20 arrows, <i>amulet of health</i> +2, embroidered mask (100 gp), spell component pouch, artisan's outfit, 24 gp <b>Spellbook</b> prepared spells plus: 4th— <i>lesser globe of invulnerability</i> 3rd— <i>water breathing</i> 1st— <i>floating disk</i> , <i>identify</i> , <i>whispering wind</i> 0—(all)	

# RETAI TEMUJAL

Retai is a small but deadly fighter from a distant land in the east. A former monk, he grew restless, left his temple, and took to adventuring. His lack of scruples made him a good fit with the *Crimson Shark's* crew, and he was recently promoted to armorer. He has started to teach the crew some of his fighting skills, which has already improved their ability in battle.

RETAI TEMUJAL	GR 6
Male human ex-monk 4/corsair 2 LE Medium humanoid <b>Init</b> +2; <b>Senses</b> Listen +7, Spot +7 <b>Languages</b> Common, Eastern Dialect	
<b>AC</b> 15, touch 14, flat-footed 13 (+2 Dex, +2 Wis, +1 natural) <b>hp</b> 36 (6 HD) <b>Resist</b> evasion, slow fall 20 ft. <b>Fort</b> +8, <b>Ref</b> +9, <b>Will</b> +6 (+8 against enchantment)	
<b>Spd</b> 40 ft. (8 squares) <b>Melee</b> +1 <i>tulwar</i> +9 (1d6+3/18-20) <i>or</i> <b>Melee</b> unarmed strike +7 (1d8+2) <i>or</i> <b>Melee</b> unarmed strike +5/+5 (1d8+2) with flurry of blows <b>Ranged</b> Privateer FP +7 (3d6/x3) <i>or</i> <b>Ranged</b> mwk dagger +8 (1d4+2/19-20) <i>or</i> <b>Base Atk</b> +5; <b>Grp</b> +7 <b>Atk Options</b> Blind-Fight, Improved Disarm, Stunning Fist, ki strike (magic) <b>Special Actions</b> <b>Combat Gear</b> <i>potion of cure moderate wounds</i>	
<b>Abilities</b> Str 14, Dex 14, Con 13, Int 11, Wis 14, Cha 11 <b>SQ</b> faint aura of evil and law <b>Feats</b> Acrobatic <sup>B</sup> , Alertness <sup>B</sup> , Blind-Fight, Firearms Proficiency†, Improved Disarm <sup>B</sup> , Improved Unarmed Strike <sup>B</sup> , Stunning Fist <sup>B</sup> , Weapon Focus (tulwar) †3rd Age Freeport Companion <b>Skills</b> Balance +11, Climb +9, Intimidate +6, Jump +13, Knowledge (religion) +1, Listen +7, Profession (sailor) +4, Spot +7, Tumble +13 <b>Possessions</b> combat gear plus +1 <i>tulwar</i> , Privateer FP† and ammunition for 10 shots, 2 mwk daggers, <i>belt of natural armor</i> +1, artisan's outfit †3rd Age Freeport Companion	

# NIÖBE DRASKELL

Nearly half of the *Shark's* ragtag crew of fugitives and outcasts are female. Niobe Draskell is one of these, a former barmaid and prostitute who took to sea to escape a murder charge. She, like most of the crew, has problems with authority, but is fiercely loyal to Aesha and Melindra, who have found the worthless dregs of society to be of value on this ship.

NIÖBE DRASKELL	GR 3
Female human commoner 3/corsair 1 CN Medium humanoid <b>Init</b> +2; <b>Senses</b> Listen +3, Spot +3 <b>Languages</b> Common	
<b>AC</b> 13, touch 12, flat-footed 11; Dodge (+2 Dex, +1 shield) <b>hp</b> 17 (4 HD) <b>Fort</b> +4, <b>Ref</b> +5, <b>Will</b> +1	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> mwk cutlass +4 (1d6+1/18-20) <i>or</i> <b>Melee</b> mwk dagger +4 (1d4+1/19-20) <i>or</i> <b>Ranged</b> mwk dagger +5 (1d4+1/19-20) <b>Base Atk</b> +2; <b>Grp</b> +3 <b>Atk Options</b> dirty fighting +1d4	
<b>Abilities</b> Str 12, Dex 14, Con 13, Int 10, Wis 11, Cha 15 <b>SQ</b> faint aura of chaos <b>Feats</b> Agile <sup>B</sup> , Dodge <sup>B</sup> , Endurance, Weapon Focus (dagger) <b>Skills</b> Balance +5, Bluff +4 (+9 seduction), Escape Artist +5, Listen +3, Profession (barmaid) +6, Profession (prostitute) +6, Profession (sailor) +2, Spot +3 <b>Possessions</b> mwk cutlass, mwk dagger (x4), buckler, <i>corset of seduction</i> (see Appendix), <i>prophylactic amulet</i> (see Appendix), artisan's outfit, 7 gp	

# CHAPTER 7: XIAN-LEI

In the Far East lies an empire long plagued by constant war between its own families, temples, and bureaucrats. One of the most powerful monasteries there was the Brotherhood of the Golden Dragon, or Jin-Lung, until its enemies united eight years ago to obliterate the order. However, a single monk, named Xian-Lei, miraculously survived certain death, and was washed downstream to the sea. Waking aboard a ship, he heard the officers arguing over whether to sell him as a slave or turn him in for a reward. Despite broken limbs, Xian-Lei slew all but one officer with his bare hands, and declared the ship his. The *Hai-Lung* now became the last Golden Dragon's instrument of revenge upon the Imperial government who destroyed his order. The scope of Xian-Lei's vendetta has since expanded to include merchants of his homeland, whose wealth supports the government.

One year ago, many families of the empire once again joined forces to take action against the Golden Dragon. A curse was laid on Xian-Lei and his ship so that whenever they approach the coastal waters of his homeland, the *Hai-Lung's* crew becomes disoriented and lost. Xian-Lei continues to hunt in the waters near Freeport in order to acquire the means to have this curse broken, so that he can strike more directly at his enemies. Meanwhile, his frustration and rage continue to grow, making him even more unpredictable and violent than ever.

## XIAN-LEI

The last Jin-Lung is a slightly built man who refuses any title besides "Brother." However, he burns with an unquenchable rage against those who slew his fellow monks, and this obsession rules his every action. He is ruthless and cruel, caring nothing for the innocent lives he takes while pursuing his revenge.

XIAN-LEI	GR 16
Male human monk 16 LE Medium humanoid <b>Init</b> +7; <b>Senses</b> Listen +13, Spot +13 <b>Languages</b> Common, Eastern Dialect	
AC 20, touch 20, flat-footed 17; Dodge; +0 to +2 AC with <i>defending ki strike quarterstaff</i> (+3 Dex, +3 Wis, +4 class) <b>hp</b> 77 (16 HD) <b>Immune</b> disease, poison <b>Resist</b> improved evasion, slow fall 80 ft.; <b>SR</b> 26 <b>Fort</b> +12, <b>Ref</b> +13, <b>Will</b> +13 (+15 against enchantment)	
<b>Spd</b> 80 ft. (16 squares) <b>Melee</b> unarmed strike +15/+15/+15/+10/+5 (2d10+3) <i>or</i> <b>Melee</b> +2 <i>defending ki strike quarterstaff</i> +16/+16/+16/+11/+6 (1d6+4) <i>or</i> <b>Melee</b> +1 <i>defending ki strike quarterstaff</i> +15/+15/+15/+10/+5 (1d6+3) <i>or</i> <b>Melee</b> +0 <i>defending ki strike quarterstaff</i> +14/+14/+14/+11/+6 (1d6+2) <b>Base Atk</b> +12; <b>Grp</b> +14 <b>Atk Options</b> Combat Reflexes, Counterstrike, Deflect Arrows, Improved Trip, Improved Unarmed Strike, Insightful Strike, Stunning Fist (17/day, DC 21), ki strike (adamantine, lawful, magic), quivering palm 1/week (DC 21) <b>Special Actions</b> Disciplined Warrior, Persistent Threat, wholeness of body (32 hp/day), <i>dimension door</i> 1/day (CL 8th)	
<b>Abilities</b> Str 14, Dex 16, Con 14, Int 12, Wis 16, Cha 11 <b>SQ</b> moderate aura of evil and law <b>Feats</b> Combat Reflexes <sup>B</sup> , Counterstrike <sup>†</sup> , Deflect Arrows, Disciplined Warrior <sup>B†</sup> , Dodge, Improved Initiative, Improved Trip <sup>B</sup> , Improved Unarmed Strike, Insightful Strike <sup>B†</sup> , Persistent Threat <sup>†</sup> , Stunning Fist <sup>B</sup> <sup>†</sup> 3rd Age Freeport Companion <b>Skills</b> Balance +15, Climb +7, Concentration +14, Diplomacy +2, Escape Artist +8, Hide +8, Jump +14, Knowledge (religion) +6, Listen +13, Move Silently +8, Profession (sailor) +8, Sense Motive +13, Spot +13, Swim +7, Tumble +24, Use Rope +3 (+5 bindings) <b>Possessions</b> +2 <i>defending ki strike quarterstaff</i> , <i>amulet of mighty fists</i> +2, <i>bottle of air</i> , <i>monk's belt</i> , silver armband with Eastern dragon inlaid in gold (150 gp), monk's outfit, <i>Hai-Lung</i> and all its contents	

## JIANTAO

When Xian-Lei slew the previous captain and his officers and took command of the ship, he spared only Jiantao because he needed someone who knew the ship and her crew. The only time Jiantao is able to escape his shame is in battle, when taking others' lives allows him to feel strong, brave and whole. He is a brutally effective first mate, but the crew fear and despise him as a bully and a coward.

JIANTAO	GR 6
Male human expert 5/fighter 2 LN Medium humanoid <b>Init</b> +1; <b>Senses</b> Listen -2, Spot +7 <b>Languages</b> Aquan, Common, Eastern Dialect	
AC 16, touch 11, flat-footed 15 (+1 Dex, +5 armor) <b>hp</b> 38 (7 HD) <b>Fort</b> +5, <b>Ref</b> +2, <b>Will</b> +2	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 <i>cutlass</i> +8 (1d6+3) <i>or</i> <b>Melee</b> unarmed strike +7 (1d3+2) <b>Base Atk</b> +5; <b>Grp</b> +7 <b>Atk Options</b> Improved Unarmed Strike, Sea Legs <b>Combat Gear</b> <i>potion of cure moderate wounds</i> (x2)	
<b>Abilities</b> Str 15, Dex 13, Con 12, Int 14, Wis 7, Cha 10 <b>SQ</b> faint aura of law <b>Feats</b> Athletic <sup>B</sup> , Endurance <sup>B</sup> , Improved Unarmed Strike <sup>B</sup> , Sea Legs <sup>†</sup> , Skill Focus (Profession [sailor]), Weapon Focus (cutlass) <sup>B</sup> <sup>†</sup> 3rd Age Freeport Companion <b>Skills</b> Appraise +2 (+4 rope), Balance +9, Bluff +5, Climb +5 (+7 ropes), Craft (ropemaking) +11, Diplomacy +2, Disguise +0 (+2 acting), Escape Artist +0 (+2 ropes), Intimidate +13, Jump +3, Knowledge (geography) +7, Listen -2, Perform (wind instruments) +7, Profession (sailor) +10, Spot +7, Survival -2 (+0 aboveground natural), Swim +9, Use Rope +10 <b>Possessions</b> combat gear plus +1 <i>cutlass</i> , +1 <i>chain shirt</i> , <i>bosun's whistle of piping</i> <sup>†</sup> , gold earring (25 gp), artisan's outfit, 5 gp <sup>†</sup> 3rd Age Freeport Companion	

# THE EMPRESS

The Empress's official role on board is Jiantao's concubine, but this is a mere convenience to calm the crew's superstitions. (The first mate is actually her cohort.) This highly capable woman hides behind a façade of meek, feminine submission, but she is secretly Xian-Lei's most trusted advisor. She is a master of politics, strategy, and negotiation, and is nearly as ruthless as the last Golden Dragon himself.

THE EMPRESS	GR 9
Female human noble 9 LE Medium humanoid <b>Init</b> +2; <b>Senses</b> Listen +7, Spot +7 <b>Languages</b> Aquan, Auran, Celestial, Common, Eastern Dialect, Infernal	
<b>AC</b> 16, touch 12, flat-footed 14 (+2 Dex, +4 armor) <b>hp</b> 53 (9 HD) <b>Fort</b> +3, <b>Ref</b> +8, <b>Will</b> +8	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 <i>shortsword</i> +9/+4 (1d6+1/19-20) <b>Ranged</b> Gorgon GG +8 (4d6/x3) <b>Base Atk</b> +6; <b>Grp</b> +6 <b>Atk Options</b> Combat Expertise, inspire 9/day (competence, complacency, courage; +17), military novice <b>Special Actions</b> diplomatic student, organize +4	
<b>Abilities</b> Str 10, Dex 14, Con 12, Int 15, Wis 15, Cha 19 <b>SQ</b> faint aura of evil and law, material aid <b>Feats</b> Combat Expertise, Firearms Proficiency†, Leadership <sup>B</sup> , Negotiator <sup>B</sup> , Persuasive, Weapon Finesse †3rd Age Freeport Companion	
<b>Skills</b> Appraise +7, Balance +5, Bluff +14, Diplomacy +19, Disguise +4 (+6 acting), Gather Information +16, Intimidate +8, Knowledge (geography) +8, Knowledge (history) +7, Knowledge (nobility) +14, Knowledge (religion) +7, Listen +7, Perform (string instruments) +9, Profession (concubine) +7, Profession (pilot) +7, Profession (sailor) +7, Sense Motive +16, Sleight of Hand +7, Spot +7, Survival +2 (+4 natural aboveground) <b>Possessions</b> +1 <i>shortsword</i> , Gorgon GG† and ammunition for 10 shots, mithral shirt, <i>amulet of health</i> +2, <i>robe of Charisma</i> +2, courtier's outfit, various jewelry (157 gp) †3rd Age Freeport Companion	
<b>Diplomatic Student (Ex)</b> If the Empress makes a DC 25 Sense Motive check as a swift action, she may add a +2 (Int) insight bonus to a Bluff, Diplomacy, or Intimidate against the target of her Sense Motive check. This ability only affects humanoids. <b>Military Novice (Ex)</b> The Empress can use the aid another action to assist any ally within 30 feet that can clearly see and hear her.	

# RANDOS "BAI WU" RAST

The "White Crow" is the only non-easterner aboard the *Hai-Lung*. Rast grew up on the docks of Freeport, determined to make a name for himself before his career as a pirate meets its inevitable brutal end. When the *Hai-Lung* arrived in Freeport's waters, Rast promptly seized the opportunity to barter his knowledge of the city into a berth.

RANDOS "BAI WU" RAST	GR 5
Male human rogue 2/corsair 3 NE Medium humanoid <b>Init</b> +4; <b>Senses</b> Listen +1, Spot +9 <b>Languages</b> Common, Eastern Dialect	
<b>AC</b> 15, touch 14, flat-footed 11 (+4 Dex, +1 armor) <b>hp</b> 30 (5 HD) <b>Resist</b> evasion <b>Fort</b> +5, <b>Ref</b> +10, <b>Will</b> +0	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 <i>cutlass</i> +6 (1d6+2/18-20) <b>Ranged</b> mwk composite shortbow (Str +1) +9 (1d6+1/x3) <b>Base Atk</b> +4; <b>Grp</b> +5 <b>Atk Options</b> Sea Legs, dirty fighting +1d4, sneak attack +1d6 <b>Special Actions</b> corsair's luck 1/day (+1) <b>Combat Gear</b> <i>potion of cure light wounds</i> (x2), <i>potion of mage armor</i> , <i>potion of shield of faith</i> +2, <i>dust of tracelessness</i> , tanglefoot bag (ranged touch +8), thunderstone (ranged touch +8)	
<b>Abilities</b> Str 13, Dex 18, Con 15, Int 12, Wis 8, Cha 9 <b>SQ</b> faint aura of evil, trapfinding <b>Feats</b> Acrobatic <sup>B</sup> , Alertness <sup>B</sup> , Sea Legs <sup>B</sup> †, Skill Focus (Gather Information), Skill Focus (Sleight of Hand) †3rd Age Freeport Companion	
<b>Skills</b> Appraise +4, Balance +11, Bluff +4, Climb +4, Diplomacy +1, Disguise -1 (+1 acting), Gather Information +9, Intimidate +1, Jump +6, Knowledge (local) +6, Listen +1, Move Silently +9, Profession (sailor) +7, Sleight of Hand +14, Spot +9, Tumble +13 <b>Possessions</b> combat gear plus +1 <i>cutlass</i> , mwk composite shortbow (Str +1) and 20 arrows, <i>bracers of armor</i> +1, traveler's outfit	

# YAO TZU YI

Yao Tzu Ti is one of the most powerful magicians sailing the seas today. He has served on other pirate and merchant ships, but none as renowned as the *Hai-Lung*. Yao Tzu Yi is an alchemist and a master of transfiguration magic, but is also quite fond of fire spells, which are devastating to wooden ships.

YAO TZU YI	GR 10
Male human transmuter 10 LN Medium humanoid <b>Init</b> +1; <b>Senses</b> Listen +2 (+4 familiar), Spot +7 (+9 familiar) <b>Languages</b> Aquan, Common, Draconic, Eastern Dialect, Ignan	
<b>AC</b> 14, touch 14, flat-footed 13; +4 AC with <i>shield</i> (+1 Dex, +2 armor, +1 deflection) <b>hp</b> 26 (10 HD) <b>Fort</b> +4, <b>Ref</b> +5, <b>Will</b> +10	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> +1 <i>club</i> +5 (1d6) <b>Base Atk</b> +5; <b>Grp</b> +4 <b>Special Actions</b> Combat Casting <b>Combat Gear</b> <i>lesser metamagic rod of extend</i> , <i>arcane scroll (endure elements, identify)</i> , CL 1st, <i>arcane scroll of haste</i> (CL 5th) <b>Wizard Spells Prepared (CL 10th):</b> 5th— <i>baleful polymorph</i> (DC 21), <i>cone of cold</i> (DC 20), <i>wall of force</i> 4th— <i>fire shield</i> , <i>greater invisibility</i> , <i>mass reduce person</i> (DC 20), <i>polymorph, shout</i> (DC 19) 3rd— <i>blink</i> , <i>deep slumber</i> (DC 18), <i>dispel magic</i> , <i>flame arrow</i> , <i>fly</i> 2nd— <i>alter self</i> , <i>flaming sphere</i> (DC 17), <i>fox's cunning</i> , <i>protection from arrows</i> , <i>pyrotechnics</i> (DC 18), <i>shatter</i> (DC 17) 1st— <i>animate rope</i> , <i>charm person</i> (DC 16), <i>feather fall</i> , <i>jump</i> , <i>magic missile</i> (x2), <i>shield</i> 0— <i>arcane mark</i> , <i>mage hand</i> , <i>mending</i> , <i>message</i> , <i>prestidigitation</i> Barred schools: conjuration and necromancy <b>Spell-like Abilities (CL 9th):</b> At will— <i>comprehend languages</i> , <i>detect magic</i> , <i>read magic</i> , <i>resistance</i>	
<b>Abilities</b> Str 9, Dex 12, Con 11, Int 20, Wis 14, Cha 10 <b>SQ</b> faint aura of law, summon familiar (Small water elemental) <b>Feats</b> [Alertness <sup>B</sup> ], Combat Casting, Craft Rod <sup>B</sup> , Craft Wondrous Item <sup>B</sup> , Extend Spell, Improved Familiar, Scribe Scroll <sup>B</sup> , Skill Focus (Spellcraft) <sup>B</sup> , Spell Focus (transmutation) <b>Skills</b> Appraise +5 (+7 alchemical), Concentration +13 (+17 casting defensively), Craft (alchemy) +18, Decipher Script +18, Knowledge (arcana) +18, Knowledge (geography) +9, Knowledge (history) +9, Listen +2 (+4 familiar), Spellcraft +23, Spot +7 (+9 familiar) <b>Possessions</b> combat gear plus +1 <i>club</i> , <i>ring of protection</i> +1, <i>bracers of armor</i> +2, <i>headband of intellect</i> +2, everburning torch, small steel mirror, spell component pouch, scholar's outfit <b>Spellbook</b> prepared spells plus: 5th— <i>permanency</i> 1st— <i>comprehend languages</i> , <i>identify</i> , <i>magic weapon</i> 0—(all except conjuration and necromancy)	

BLUE JADE (YAO TZU YI'S FAMILIAR)	GR -
Water elemental LN Small elemental (water, extraplanar) <b>Init</b> +0; <b>Senses</b> darkvision 60 ft.; Listen +4, Spot +7 <b>Languages</b> Aquan, speak with master	
<b>AC</b> 22, touch 11, flat-footed 21 (+1 size, +11 natural) <b>hp</b> 13 (10 HD) <b>Immune</b> poison, sleep effects, paralysis, stunning, not subject to critical hits or flanking <b>Resist</b> improved evasion <b>Fort</b> +4, <b>Ref</b> +3, <b>Will</b> +7	
<b>Spd</b> 20 ft. (4 squares), swim 90 ft. <b>Melee</b> slam +7 (1d6+3) <b>Base Atk</b> +5; <b>Grp</b> +7 <b>Atk Options</b> deliver touch spells, drench, vortex, water mastery <b>Special Actions</b> share spells	
<b>Abilities</b> Str 14, Dex 10, Con 13, Int 10, Wis 11, Cha 11 <b>SQ</b> empathic link <b>Feats</b> Power Attack <b>Skills</b> Appraise +0 (+2 alchemical), Concentration +14, Craft (alchemy) +13, Decipher Script +13, Knowledge (arcana) +13, Knowledge (geography) +4, Knowledge (history) +4, Listen +4, Spellcraft +15, Spot +7 <b>Possessions</b> none	
<b>Drench (Ex)</b> The elemental's touch puts out torches, campfires, exposed lanterns, and other open, nonmagical flames of Large size or smaller. It can dispel magical fire it touches as <i>dispel magic</i> (CL 2nd).	
<b>Vortex (Su)</b> When underwater, the elemental can transform itself into a whirlpool once every 10 minutes and remain in that form for 1 round. The vortex is 5 ft. wide at the base, up to 30 ft. at the top, and 10-20 ft. high. Movement in vortex form never provokes attacks of opportunity. Another creature may be caught in the vortex if it touches or enters the vortex, or if the elemental moves into or through the creature's space. Tiny and smaller creatures take 1d4 damage when in contact with the vortex (Reflex DC 13 negates). A second save is required to avoid being caught and suspended within the vortex, automatically taking damage every round. Trapped creatures are allowed a Reflex save each round to escape. The save DC is Strength-based. Those caught in the vortex can act normally, but take a -4 penalty to Dexterity and a -2 penalty to attack rolls, and spellcasting requires a Concentration check (DC 10 + spell level). The elemental can eject any creatures whenever it wishes, depositing them wherever the vortex happens to be. If the vortex's base touches the bottom, it creates a swirling cloud of debris, centered on the elemental and with a diameter equal to half the vortex's height. The cloud obscures all vision, including darkvision, beyond 5 ft. Creatures 5 ft. away have concealment, while those further away have total concealment. Those caught in the cloud must make a Concentration check (DC 15 + spell level) to cast a spell.	
<b>Water Mastery (Ex)</b> A water elemental gains a +1 bonus to attack and damage if both it and its opponent are touching water. If the opponent or elemental is touching the ground, the elemental takes a -4 penalty to attack and damage. (These modifiers are not included in the statistics block.)	

# "PRESS GANG" PENG

A petty thief turned pirate, but with a level of discipline unusual in his profession, Peng is typical of the crew of the *Hai-Lung*. He gained his nickname from his work collecting drunken sailors to man the oars, but Xian-Lei distrusts slave labor too much for Peng to continue that specific duty.

"PRESS GANG" PENG	GR 4
Male human corsair 4 LE Medium humanoid <b>Init</b> +2; <b>Senses</b> Listen -1, Spot +4 <b>Languages</b> Common, Eastern Dialect	
<b>AC</b> 18, touch 13, flat-footed 15 (+2 Dex, +1 Cha, +3 armor, +2 shield) <b>hp</b> 2 (4 HD) <b>Fort</b> +5, <b>Ref</b> +6, <b>Will</b> +0	
<b>Spd</b> 30 ft. (6 squares) <b>Melee</b> mwk cutlass +7 (1d6+2/18-20) <i>or</i> <b>Melee</b> sap +6 (1d6+2 nonlethal) <b>Ranged</b> mwk composite shortbow (Str +2) +7 (1d8+2/x3) <b>Base Atk</b> +4; <b>Grp</b> +6 <b>Atk Options</b> Press Ganger, Sea Legs, Shanghai, dirty fighting +1d4 <b>Special Actions</b> corsair's luck 1/day (+2) <b>Combat Gear</b> <i>potion of cure moderate wounds, potion of vigilance</i> † †3rd Age Freeport Companion	
<b>Abilities</b> Str 14, Dex 15, Con 12, Int 12, Wis 8, Cha 12 <b>SQ</b> faint aura of evil and law <b>Feats</b> Athletic <sup>B</sup> , Press Ganger <sup>B†</sup> , Sea Legs <sup>B†</sup> , Shanghai†, Weapon Focus (sap) †3rd Age Freeport Companion <b>Skills</b> Balance +7, Climb +9, Escape Artist +2 (+4 ropes), Intimidate +8, Jump +7, Listen -1, Profession (sailor) +6, Spot +4, Swim +9, Use Rope +7 <b>Possessions</b> combat gear plus mwk cutlass, sap, mwk composite shortbow (Str +2) and 20 arrows, +1 <i>studded leather armor</i> , +1 <i>buckler</i> , artisan's outfit, 13 gp	

# CHAPTER 8: SCEVOLA HEST

During the last years of the Golden Age of Piracy, the first mate of a pirate-hunting ship led a mutiny and turned corsair himself. So began the long and bloody career of Scevola Hest, who would become one of the most feared buccaneers ever to sail this world's seas. One unlucky day a few years later, the *Black Contessa* took a ship with no treasure, only religious pilgrims. When the angry captain ordered the deaths of every man, woman, and child aboard, the congregation's high priest told Hest that the gods would witness this deed and deny him the light of Heaven. The captain mocked his words, and continued plying the sea lanes until the pilgrims' homeland sent an entire fleet to hunt down and sink the *Contessa*. This they did, though at great cost.

However, this was not the final end of Scevola Hest. The *Black Contessa* appeared once again, a ghost ship crewed by the damned spirits of her crew, and all answering to its captain's powerful will. Hest still preys on other ships, much as he did in life, but now that he and his crew are undead, these raids are motivated by sheer spite against the living rather than any desire for booty. Hest revels in the suffering of his victims, but he prefers to maximize the suffering he causes by choosing targets who will be missed: those with loved ones, or who hold key positions in temples or governments. Many of those so affected by his attacks, as well as fools hoping to make their own name by defeating the legendary captain, have attempted to rid the world of this abominable ship and crew. All have failed—and many have become trapped in the same curse, bound as unwilling minions of their intended quarry.

## HESTIAN SPECTRE

A Hestian spectre appears much as it did in life, except that its entire form is tinged greenish-white and it appears to be either decomposing or skeletal, depending in the angle at which the light catches it.

The Hestian Spectre template below is based on the “Creating a Normal Spectre” sidebar to the Dread Spectre template in Green Ronin's *Advanced Bestiary*. Traits have been added or modified to account for this crew's ability to handle corporeal objects.

## CREATING A HESTIAN SPECTRE

“Hestian Spectre” is an acquired template that can be added to any living, intelligent creature slain by a Hestian spectre and whose body was on board the *Black Contessa* when it vanished in daylight (referred to hereafter as the base creature).

A Hestian spectre uses all the base creature's statistics and special abilities except as noted here.

**Size and Type:** The creature's type changes to undead with the appropriate augmented subtype, plus the incorporeal subtype if the base creature did not already have it. Do not recalculate base attack bonuses, saves, or skill points.

**Hit Dice:** Increase all current and future Hit Dice to d12s.

**Speed:** A Hestian spectre loses all the base creature's speeds and gains a flying speed equal to double the base creature's highest speed, with perfect maneuverability.

**Armor Class:** The base creature's armor, shield, and natural armor bonuses no longer apply, but the Hestian spectre gains a deflection bonus equal to its Charisma bonus or +1, whichever is higher. Hestian spectres can carry and use equipment (see **Ghost Touch**, below), but never wear armor unless it has the *ghost touch* enchantment.

**Attack:** The Hestian spectre retains all of the base creature's natural attacks, and its weapon and armor proficiencies. However, all of its attacks (other than weapon attacks using Ghost Touch) become incorporeal touch attacks, retaining the same primary or secondary status they had for the base creature. The Hestian spectre gains a primary incorporeal touch attack if it has no other natural attacks.

A Hestian spectre uses either a weapon or its primary touch attack when making an attack action. Because an incorporeal creature has no Strength score, its Dexterity modifier rather than its Strength modifier applies to all its attack rolls.

**Full Attack:** During a full attack, an unarmed Hestian spectre uses all its incorporeal touch attacks. If it carries a weapon, it may make its full iterative attacks; if desired, it may also make a single offhand weapon attack or secondary incorporeal touch attack.

**Damage:** The Hestian spectre's incorporeal touch attacks and Ghost Touch weapon attacks deal normal damage unmodified by Strength and energy drain (see **Energy Drain**, below). If the Hestian spectre gained an incorporeal touch attack from the application of this template, its damage is as given on the following table.

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

**Special Attacks:** The Hestian spectre retains all special attacks of the base creature and gains those described here.

**Create Spawn (Su):** Any creature slain by a Hestian spectre, and whose body is present aboard the *Black Contessa* when it vanishes in daylight, rises again as a Hestian spectre when the ship next reappears.

**Energy Drain (Su):** Any creature struck by a Hestian spectre's incorporeal touch attack gains 2 negative levels. The Fortitude save to remove a negative level has a DC of 10 +1/2 Hestian spectre's character level + Hestian spectre's Cha modifier. For each such negative level bestowed the Hestian spectre gains 5 temporary hit points.

**Ghost Touch (Su):** A Hestian spectre is only as incorporeal as it wants to be. At will, it may carry and use equipment as if corporeal. If the Hestian spectre wishes, these items may become incorporeal while carried, but they become corporeal again if dropped or given away. A Hestian spectre uses its Charisma in place of Strength when making Strength checks or calculating carrying capacity.

**Unnatural Aura (Su):** Any creature of the animal type within 30 feet of a Hestian spectre automatically becomes panicked and

remains so until the distance between it and the Hestian spectre is at least 30 feet.

**Special Qualities:** The Hestian spectre retains all special qualities of the base creature and gains those described here.

**Denied the Light of Heaven (Su):** The *Black Contessa* and all aboard her (as well as any Hestian spectres separated from the ship at the time) utterly cease to exist at the touch of sunlight. The ship and its crew reappear again at sundown, or when heavy storm clouds blot out the sun, though not always in the exact same location (at the GM's discretion).

**Turn Resistance (Ex):** A Hestian spectre has turn resistance +2.

**Abilities:** Increase from the base creature as follows: Dex +6, Int +4, Wis +4, Cha +4. As an incorporeal creature, a Hestian spectre lacks a Strength score, and as an undead creature, it has no Constitution score.

**Environment:** Any aquatic (aboard the *Black Contessa*)

**Organization:** Crew (50-100).

**Challenge Rating:** Same as the base creature +3.

**Treasure:** Standard.

**Alignment:** Any evil (usually lawful evil).

**Level Adjustment:** Same as the base creature +7 (+8 or +9 if primarily a spellcaster).

## HESTIAN SPECTRE CHARACTERS

A Hestian spectre favors whichever class the base creature does. Note that Hestian spectres are bound to Captain Hest and the *Black Contessa*, so are unsuitable as player characters unless future adventures focus on attempting to release the character from the ship and its curse.

# SCEVOLA HEST

Hest remains a skilled strategist who plans his attacks as if he and his crew were still vulnerable and as if seizing booty were their main goal. However, he is fully aware of the advantages of his incorporeal state, and uses them to frightening good advantage, especially in single combat.

SCEVOLA HEST	CR 18
Male Hestian spectre corsair 7/sea dog 8 LE Medium undead (augmented humanoid, incorporeal) <b>Init</b> +5; <b>Senses</b> darkvision 60 ft.; Listen +4, Spot +22 <b>Aura</b> unnatural aura 30 ft. <b>Languages</b> Common, Naval Code	
<b>AC</b> 25, touch 25, flat-footed 25; uncanny dodge (+5 Dex, +5 Cha, +5 deflection) <b>hp</b> 103 (15 HD) <b>Immune</b> 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 <b>Resist</b> incorporeal (50% miss chance), turn resistance +2 <b>Fort</b> +7, <b>Ref</b> +16, <b>Will</b> +8; superstitious <b>Weakness</b> denied the light of heaven	
<b>Spd</b> fly 60 ft. (12 squares) (perfect) <b>Melee</b> incorporeal touch +20/+15/+10 (1d8 plus energy drain) <i>or</i> <b>Melee</b> +1 <i>unholy cutlass</i> +22/+17/+12 (1d6+1/15-20) <i>or</i> <b>Melee</b> +1 <i>unholy cutlass</i> +22/+17/+12 (1d6+1/15-20 plus 2d6) against good <b>Ranged</b> Privateer FP +20 (3d6/x3) <b>Base Atk</b> +15; <b>Grp</b> +15 <b>Atk Options</b> Born Marine, Combat Expertise, Improved Disarm, Inspire Terror, Rope Monkey, Sea Legs, batten down the hatches, close quarters +3, dirty fighting +2d4, ghost touch <b>Special Actions</b> corsair's luck 2/day (+3), create spawn	
<b>Abilities</b> Str —, Dex 21, Con —, Int 17, Wis 18, Cha 20 <b>SQ</b> faint aura of law, strong aura of evil <b>Feats</b> Agile <sup>B</sup> , Born Marine†, Combat Expertise <sup>B</sup> , Firearms Proficiency <sup>B†</sup> , Improved Critical (cutlass), Improved Disarm, Inspire Terror†, Leadership, Rope Monkey <sup>B†</sup> , Sea Legs <sup>B†</sup> , Weapon Focus (cutlass) †3rd Age Freeport Companion <b>Skills</b> Balance +24 (+28 favored ship), Climb +5 (+9 favored ship), Escape Artist +7, Hide +5 (+9 favored ship), Intimidate +23, Jump +7, Knowledge (geography) +21, Listen +4, Move Silently +5 (+9 favored ship), Profession (sailor) +23 (+27 favored ship), Spot +22, Swim +5, Survival +4 (+6 aboveground natural), Tumble +15, Use Rope +5 (+9 favored ship) <b>Possessions</b> +1 <i>unholy cutlass</i> , Privateer FP†, <i>Black Contessa</i> and its contents †3rd Age Freeport Companion	
The Captain's Will (Su) Hest is lord and master of the <i>Black Contessa</i> , and all its crew are bound to him and his curse. As a standard action, he may wrack an undead crew member with excruciating pain (no save), imposing a -4 penalty to attack rolls, skill checks, and ability checks for as long as Hest maintains the effect. As a full round action, he may inflict pain on any number of crewmen within his sight. Finally, if a Hestian spectre truly angers the captain, Hest can incorporate the offender. This is a standard action, and allows no save. Energy Drain (Su) 2 negative levels; Fort DC 22 to remove.	

# ANDRE D'MEDICCI

D'Medicci is an effective second-in-command, but only as long as he speaks with borrowed authority. On his own, he is a tragically incompetent leader. He was content to bask in Hest's reflected glory while alive, but the crew's fear of him has been slowly eroding ever since the *Black Contessa* was cursed. Both shoddy and exceptional work draw the first mate's wrath; he fears being supplanted in the captain's favor.

ANDRE D'MEDICCI	GR 10
Male Hestian spectre aristocrat 8 LE Medium undead (augmented humanoid, incorporeal) <b>Init</b> +4; <b>Senses</b> darkvision 60 ft.; Listen +13, Spot +7 <b>Aura</b> unnatural aura 30 ft. <b>Languages</b> Azharan, Common, Elven, Halfling, Naval Code, Northern Dialect, Semaphore	
<b>AC</b> 15, touch 15, flat-footed 11; Dodge, Mobility (+4 Dex, +1 deflection) <b>hp</b> 57 (8 HD) <b>Immune</b> 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 <b>Resist</b> incorporeal (50% miss chance), turn resistance +2 <b>Fort</b> +2, <b>Ref</b> +6, <b>Will</b> +8 <b>Weakness</b> denied the light of heaven	
<b>Spd</b> fly 60 ft. (12 squares) (perfect) <b>Melee</b> incorporeal touch +10/+5 (1d8 plus energy drain) or <b>Melee</b> mwk rapier +11/+6 (1d6/18-20) <b>Base Atk</b> +6; <b>Grp</b> +6 <b>Atk Options</b> Spring Attack, ghost touch <b>Special Actions</b> create spawn	
<b>Abilities</b> Str —, Dex 18, Con —, Int 18, Wis 15, Cha 11 <b>SQ</b> faint aura of law, moderate aura of evil <b>Feats</b> Dodge, Mobility <sup>B</sup> , Spring Attack, Weapon Focus (rapier) <b>Skills</b> Bluff +11, Diplomacy +9, Disguise +0 (+2 acting), Forgery +9, Gather Information +11, Intimidate +2, Knowledge (geography) +9, Knowledge (nobility) +14, Listen +13, Profession (sailor) +7, Spot +7, Survival +2 (+4 aboveground natural) <b>Possessions</b> mwk rapier, fine gold pocket watch (2,000 gp)	
<b>Energy Drain (Su)</b> 2 negative levels; Fort DC 14 to remove.	

# TAMELIA BRUNE

Tamelia Brune was well on her way to becoming an infamous pirate captain when her ambition blinded her common sense. She vowed to defeat the universally dreaded ghost of Scevola Hest, but instead found only death and servitude aboard the *Black Contessa*.

TAMELIA BRUNE	GR II
Female Hestian spectre corsair 6/sea dog 2 NE Medium undead (augmented humanoid, incorporeal) <b>Init</b> +6; <b>Senses</b> darkvision 60 ft.; Listen +1, Spot +9 <b>Aura</b> unnatural aura 30 ft. <b>Languages</b> Common	
<b>AC</b> 20, touch 20, flat-footed 14 (+6 Dex, +4 deflection) <b>hp</b> 57 (8 HD) <b>Immune</b> 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 <b>Resist</b> incorporeal (50% miss chance), turn resistance +2 <b>Fort</b> +5, <b>Ref</b> +14, <b>Will</b> +3; superstitious <b>Weakness</b> denied the light of heaven	
<b>Spd</b> fly 60 ft. (12 squares) (perfect) <b>Melee</b> incorporeal touch +14/+9 (1d8 plus energy drain) or <b>Melee</b> mwk cutlass +15/+10 (1d6/18-20) or <b>Melee</b> mwk cutlass +13/+8 (1d6/18-20) and mwk dagger +13 (1d4/19-20) <b>Base Atk</b> +8; <b>Grp</b> +8 <b>Atk Options</b> Born Marine, Combat Expertise, Rope Monkey, Sea Legs, Two-Weapon Fighting, Two-Weapon Defense, Weapon Display, close quarters +1, dirty fighting +1d4, ghost touch <b>Special Actions</b> corsair's luck 1/day (+1), create spawn	
<b>Abilities</b> Str —, Dex 23, Con —, Int 15, Wis 12, Cha 19 <b>SQ</b> moderate aura of evil <b>Feats</b> Athletic <sup>B</sup> , Born Marine <sup>†</sup> , Combat Expertise <sup>B</sup> , Rope Monkey <sup>B†</sup> , Sea Legs <sup>B†</sup> , Two-Weapon Fighting, Two-Weapon Defense, Weapon Display <sup>†</sup> <sup>†</sup> 3rd Age Freeport Companion <b>Skills</b> Balance +18 (+19 favored ship), Climb +5 (+6 favored ship), Hide +6 (+7 favored ship), Intimidate +15, Knowledge (geography) +10, Listen +1, Move Silently +6 (+7 favored ship), Profession (sailor) +13 (+14 favored ship), Spot +9, Swim +6, Survival +1 (+3 aboveground natural), Use Rope +6 (+7 favored ship) <b>Possessions</b> mwk cutlass, mwk dagger	
<b>Energy Drain (Su)</b> 2 negative levels; Fort DC 18 to remove.	

# COMMODORE GOSIMO ULISSE

Ulisse commanded the fleet that finally sunk the *Black Contessa*. When the ghost ship returned, the Commodore gathered a new force, equipped with holy men and silver weapons, to attempt to destroy her again. He died in the attempt, as did all he led. Hest craved further revenge, so sent divers to recover Ulisse's corpse and bring it aboard so that his archenemy would join the ranks of his crew the next night.

Ulisse is little more than a ghostly shell of his former self, and looks far more decomposed than the rest of the crew. The cruel irony of his fate has shattered his will; he now is little better than an automaton, following orders mindlessly with no initiative of his own.

COMMODORE GOSIMO ULISSE	GR 11
Male Hestian spectre aristocrat 6/expert 3 LE Medium undead (augmented humanoid, incorporeal) <b>Init</b> +0; <b>Senses</b> darkvision 60 ft.; Listen +0, Spot +9 <b>Aura</b> unnatural aura 30 ft. <b>Languages</b> Common, Naval Code	
AC 15, touch 15, flat-footed 11 (+4 Dex, +1 deflection) <b>hp</b> 64 (9 HD) <b>Madness</b> broken will <b>Immune</b> 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 <b>Resist</b> Disciplined Warrior, incorporeal (50% miss chance), turn resistance +2 <b>Fort</b> +3, <b>Ref</b> +7, <b>Will</b> +8 <b>Weakness</b> denied the light of heaven	
<b>Spd</b> fly 60 ft. (12 squares) (perfect) <b>Melee</b> incorporeal touch +10/+5 (1d8 plus energy drain) <i>or</i> <b>Melee</b> mwk cutlass +11/+5 (1d6/18-20) <b>Ranged</b> Privateer FP +10/+5 (3d6/x3) <b>Base Atk</b> +6; <b>Grp</b> +6 <b>Atk Options</b> Formation Fighting, ghost touch <b>Special Actions</b> create spawn, Firearms Drill	
<b>Abilities</b> Str —, Dex 19, Con —, Int 8, Wis 10, Cha 8 <b>SQ</b> faint aura of law, moderate aura of evil <b>Feats</b> Disciplined Warrior†, Firearms Drill†, Firearms Proficiency†, Formation Fighting <sup>B†</sup> , Leadership † <i>3rd Age Freeport Companion</i> <b>Skills</b> Balance +12, Diplomacy +10, Intimidate +8, Knowledge (geography) +8, Knowledge (nobility) +8, Listen +0, Profession (sailor) +12, Profession (soldier) +8, Spot +9, Survival +0 (+2 aboveground natural) <b>Possessions</b> mwk cutlass, two Privateer FP† and ammunition for 10 shots † <i>3rd Age Freeport Companion</i>	
<b>Broken Will (Ex)</b> Ulisse's death and reanimation under the command of his hated enemy has broken his will to live (or survive, as he's undead). Instead of the usual +4 to Int, Wis and Cha for the Hestian template, he suffers a -4 penalty to those scores as well as a -4 penalty to Initiative. This is an indefinite (and incurable) madness. <b>Energy Drain (Su)</b> 2 negative levels; Fort DC 13 to remove.	

# LIEUTENANT NICOLA SANSADERIO

Sansaverio knew of Hest's sedition, but failed to inform his captain before the mutiny occurred. Now he suffers eternal damnation along with the rest of Hest's crew, and he is the only one aboard who believes he deserves it.

LIEUTENANT NICOLA SANSADERIO	GR 7
Male Hestian spectre aristocrat 3/corsair 2 NE Medium undead (augmented humanoid, incorporeal) <b>Init</b> +5; <b>Senses</b> darkvision 60 ft.; Listen +5, Spot +8 <b>Aura</b> unnatural aura 30 ft. <b>Languages</b> Common, Naval Code	
AC 16, touch 16, flat-footed 11; Dodge, Improved Dodge (+5 Dex, +1 deflection) <b>hp</b> 38 (6 HD) <b>Immune</b> 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 <b>Resist</b> incorporeal (50% miss chance), turn resistance +2 <b>Fort</b> +4, <b>Ref</b> +9, <b>Will</b> +5 <b>Weakness</b> denied the light of heaven	
<b>Spd</b> fly 60 ft. (12 squares) (perfect) <b>Melee</b> incorporeal touch +9 (1d8 plus energy drain) <i>or</i> <b>Melee</b> mwk rapier +11 (1d6/18-20) <b>Base Atk</b> +4; <b>Grp</b> +4 <b>Atk Options</b> dirty fighting +1d4, ghost touch <b>Special Actions</b> corsair's luck 1/day (+1), create spawn	
<b>Abilities</b> Str —, Dex 20, Con —, Int 17, Wis 15, Cha 12 <b>SQ</b> moderate aura of evil <b>Feats</b> Athletic <sup>B</sup> , Dodge, Improved Dodge <sup>B†</sup> , Weapon Focus (rapier) † <i>3rd Age Freeport Companion</i> <b>Skills</b> Balance +8, Bluff +6, Climb +3, Diplomacy +3, Disguise +1 (+3 acting), Gather Information +4, Intimidate +3, Jump +3, Knowledge (nobility) +4, Listen +5, Profession (sailor) +8, Spot +8, Swim +8 <b>Possessions</b> mwk rapier with ornate hilt (500 gp)	
<b>Energy Drain (Su)</b> 2 negative levels; Fort DC 13 to remove.	

# CUOMO DARR

Cuomo Darr joined the navy only because it was a way to get paid for the one thing he did best: fighting. The transitions from military man to pirate and from living to undead hardly changed his behavior at all—Darr has always been a bloodthirsty thug, but now he’s a nearly invulnerable one.

CUOMO DARR	CR 6
Male Hestian spectre warrior 2/corsair 2 LE Medium undead (augmented humanoid, incorporeal) <b>Init</b> +5; <b>Senses</b> darkvision 60 ft.; Listen +2, Spot +3 <b>Aura</b> unnatural aura 30 ft. <b>Languages</b> Common	
<b>AC</b> 18, touch 18, flat-footed 13 (+5 Dex, +3 deflection) <b>hp</b> 31 (4 HD) <b>Immune</b> 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 <b>Resist</b> incorporeal (50% miss chance), turn resistance +2 <b>Fort</b> +6, <b>Ref</b> +8, <b>Will</b> +2 <b>Weakness</b> denied the light of heaven	
<b>Spd</b> fly 60 ft. (12 squares) (perfect) <b>Melee</b> incorporeal touch +9 (1d8 plus energy drain) <i>or</i> <b>Melee</b> cutlass +10 (1d6/18-20) <b>Base Atk</b> +4; <b>Grp</b> +4 <b>Atk Options</b> Born Marine, dirty fighting +1d4, ghost touch <b>Special Actions</b> corsair’s luck 1/day (+1), create spawn	
<b>Abilities</b> Str —, Dex 20, Con —, Int 12, Wis 15, Cha 16 <b>SQ</b> faint aura of law, moderate aura of evil <b>Feats</b> Athletic <sup>B</sup> , Born Marine <sup>†</sup> , Skill Focus (Intimidate) <sup>B</sup> , Weapon Focus (cutlass) <sup>†</sup> <i>3rd Age Freeport Companion</i> <b>Skills</b> Balance +8, Climb +4, Intimidate +11, Jump +2, Listen +2, Profession (sailor) +5, Spot +3, Swim +4 <b>Possessions</b> cutlass	
<b>Energy Drain (Su)</b> 2 negative levels; Fort DC 15 to remove.	

# APPENDIX

This appendix is a compilation of all new skills, feats, and items introduced in the *Buccaneers of Freeport 3rd Age Enhancement*.

## SKILLS

### LANGUAGE: MERFOLK CODE

The merfolk have adapted the original elven Naval Code to Aquan, but use a pattern of knocks on a hard surface rather than flashes of light for each letter. Sound travels well underwater, allowing the code to be used at distances of a few miles under ideal conditions.

## FEATS

### BEAR'S PAW

You are massively muscled for your size, with arms and hands strong enough to allow you to wield large weapons single-handed.

**Prerequisites:** Str 19, proficiency with any two-handed melee weapon, base attack bonus +6

**Benefit:** You may wield a two-handed melee weapon of your size as a one-handed weapon, but at a -2 penalty to attack rolls. You may not wield a double weapon or reach weapon with one hand.

**Special:** You do not add 1.5 x your Strength bonus to damage when wielding a two-handed weapon in one hand.

You may wield two two-handed weapons using the Two Weapon Fighting rules, but the penalties stack with the penalty to attacks for using this feat (for -8 and -12, or -6 each with the Two-Weapon Fighting feat).

### ERRATA: RUN 'IM THROUGH

As written, the Run 'im Through feat (see page 41 of the *3rd Age Freeport Companion*) cannot be used with the rapier, which defeats the point of the feat. Its description should be corrected so that it can also be used with a rapier, spiked chain, or whip, just as the Weapon Finesse feat can.

## EQUIPMENT

### AXE-HAMMER

This martial weapon is a handaxe backed by a light hammer. Proficiency with either weapon allows that side of the axe-hammer to be used without penalty. The wielder may only use one side at a time; it is not a double weapon.

Cost 12 gp

Damage (S) 1d4 (axe) or 1d3 (hammer)

Damage (M) 1d6 (axe) or 1d4 (hammer)

Critical x3 (axe) or x2 (hammer)

Range Increment —

Weight 4 lbs.

Type Slashing (axe) or Bludgeoning (hammer)

## MAGIC ITEMS

### ROD OF FIRESTARTING

On command, this brass rod produces a gout of fire from one end. The flame resembles a torch, and will produce light and ignite flammable materials like one. The rod may also be wielded as a masterwork light mace, doing 1 point of fire damage in addition to normal damage while the flame is activated.

The rod cannot produce flame underwater, and is doused immediately if immersed.

Moderate evocation [fire]; CL 9th; Craft Rod, *produce flame*; Price 2,465 gp; Cost 1080 gp + masterwork light mace (305 gp) + 87 XP.

### THE RAPIER OF REGRET

+1 rapier, AL CE; Int 10, Wis 17, Cha 17; Read all languages, *read magic*, speech (Common and 3 other languages), telepathy, 120 ft. darkvision and hearing; Ego score 15.

*Lesser Powers:* *Deathwatch* (continuous), *detect magic* at will; Item has 10 ranks in Intimidate (total modifier +13).

*Greater Powers:* *Detect thoughts* at will (continuous for the sword).

*Personality:* The *Rapier of Regret* is a subtle, devious, and thoroughly evil weapon that very rarely reveals its intelligence and powers openly. Instead, it uses the wielder's own thoughts and memories to sap that creature's cheer and purpose (represented by the negative level it inflicts on any user of different alignment). It does the same with foes the wielder fights, using *detect thoughts*, telepathy, and Intimidate to demoralize those it strikes by churning up whatever memory causes the foe the most guilt and regret.

In the hands of a chaotic evil creature, however, the *Rapier* reveals its true nature to its master and works as a full partner in spreading agony and despair.

Strong divination and necromancy [evil]; CL 15th; Craft Magic Arms and Armor; Price 32,620 gp.

### GLOAK OF THE BEAST

This enchanted cloak consists of a complete wild animal pelt, with the head fastened to a light helm. To determine the animal used, roll 1d20: 1-5 = bear, 6-7 = bison, 8-12 = boar, 13-14 = lion, 15-16 = tiger, 17-20 = wolf.

The *cloak of the beast* provides the following benefits:

- +2 armor bonus to AC, with no armor check penalty.
- *Endure elements*, as the spell, but only protecting against cold temperatures.
- When worn by a character who can assume the matching animal's form, or its dire version (whether through lycanthropy, wild shape or *polymorph*), the cloak merges with the animal form, without the wearer losing any of its benefits.

Moderate abjuration and transmutation; CL 6th; Craft Wondrous Item, *endure elements*, creator must have the appropriate alternate form or have the ability to use wild shape or *polymorph*; Price 8,000 gp; Weight 4 lbs.

## CORSET OF SEDUCTION

This fine boned corset accentuates a female wearer's natural endowments. It fills the vest/vestment body slot, and functions whether worn under or over regular clothing. While worn it gives the wearer a +5 bonus to Bluff skill checks against humanoids who find her race and gender attractive.

Faint enchantment; CL 3rd; Craft Wondrous Item, *eagle's splendor*; Price 1,250 gp.

## GILLSLITTER'S TOY

Gillslitter's prosthetic arm is a construct that gives him several benefits. First, it gives him a +2 enhancement bonus to Dexterity.

The *Toy* serves as a +1 *Large heavy steel shield*.

Whether attacking unarmed or with a weapon, the *Toy* is considered a reach weapon. Unarmed attacks use the *Toy* as a +1 *Large spiked gauntlet*. When holding a weapon, the *Toy* may act as a locked gauntlet, but removing or attaching a weapon only requires a standard action and does not provoke an attack of opportunity.

Moderate transmutation; CL 8th; Craft Construct, Craft Wondrous Item, *cat's grace*; Price 9,500 gp; Weight 50 lbs.

## MIRROR OF LORE

This ornate silver mirror is about the size of a dinner plate, and decorated with sapphires, making it quite valuable (5,000 gp) even without its enchantment.

AL NG; Int 16, Wis 16, Cha 10; Speech (Common and 3 other languages; reads all four), telepathy, 120 ft. darkvision and hearing; Ego score 10.

*Lesser Powers:* None.

*Greater Powers:* *Legend lore* 1/week (no casting time).

*Personality:* When someone looks into the *Mirror of Lore*, instead of seeing his own reflection he sees the visage of a deceased acquaintance, who speaks in the deceased's voice. (If the character feels strong guilt over someone's death, as Flynn does, he sees that person.) However, this is not the ghost of that person, but merely a guise that the spirit within the mirror adopts. When using its *legend lore* power, the mirror recites the results. At other times, its conversation tends to be rather vague, but it looks for clues in the user's speech and reactions for how to impersonate the deceased more convincingly.

Strong divination; CL 11th; Craft Wondrous Item, *legend lore*; Price 14,400 gp; Cost 9,700 gp + 376 XP.

## PROPHYLACTIC AMULET

The owner of this amulet cannot become pregnant (if female) or sire a child (if male) while wearing it. In addition, he or she receives a +4 bonus to saving throws to resist sexually transmitted diseases (but no other types of illness).

This amulet does not protect against supernatural diseases, nor does it prevent impregnation by any being with significant power over fertility or lust (nature gods, succubi, and the like).

Faint abjuration; CL 1st; Craft Wondrous Item, *resistance*, trained in Heal and Knowledge (nature); Price 500 gp.

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