

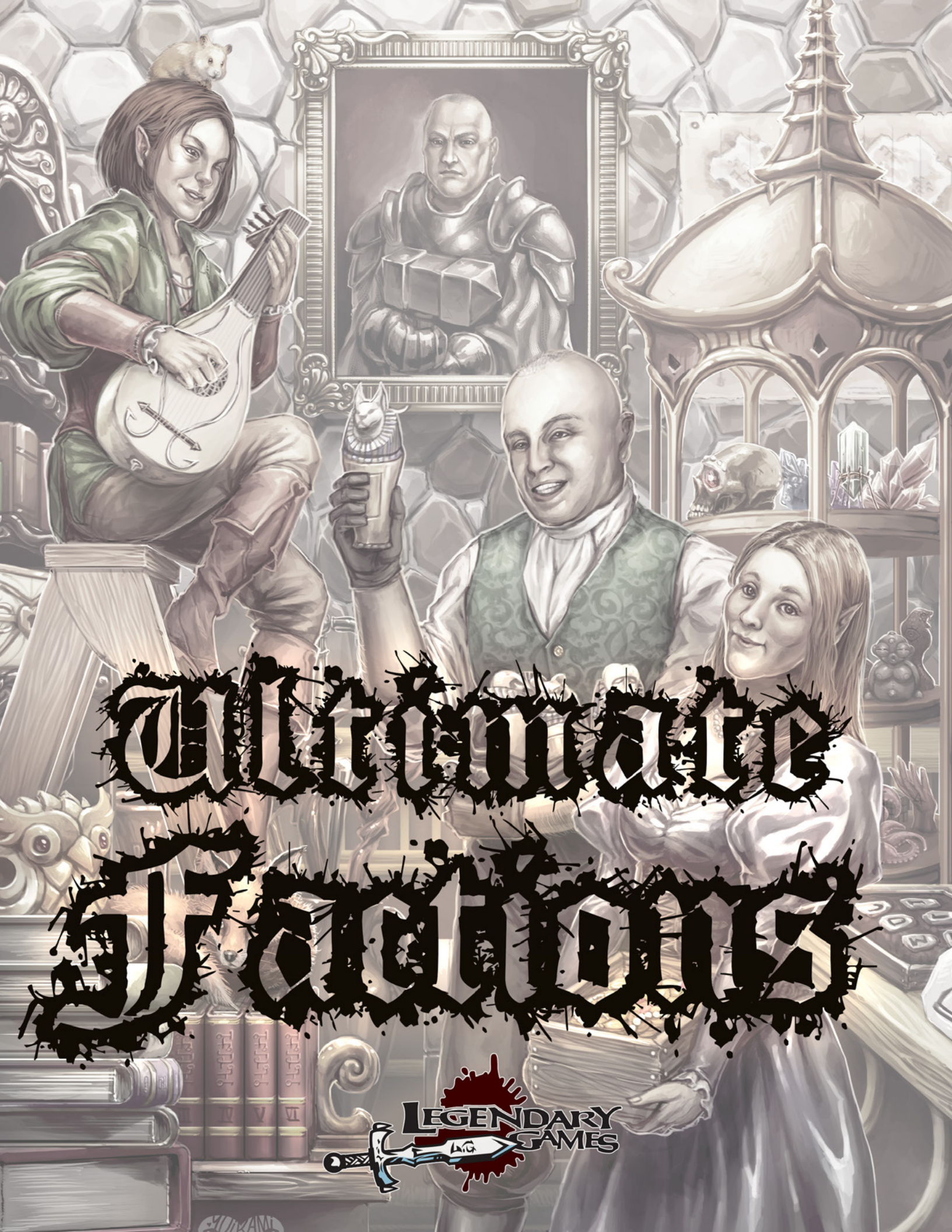


Ultimate Factions

BY BEN WALKLATE



ULTIMATE PLUG-INS



Charmantes Artemises



Ultimate Factions

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SPECIAL ELECTRONIC FEATURES

We've hyperlinked this product internally from the Table of Contents and externally with references to the official System Reference Document (SRD) and [5eSRD](#). If it is in the core 5E rules, we generally didn't link to it unless the rule is an obscure one. The point is not to supersede the game books, but rather to help support you, the player, in accessing the rules, especially those from newer books or that you may not have memorized.

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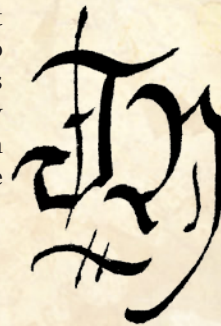


WHAT YOU WILL FIND INSIDE ULTIMATE FACTIONS

THE SULTAN'S GRAND VIZIER IS SECRETLY PLOTTING AGAINST HIM WITH OTHER MEMBERS OF THE court. The guilds are trying to bully small businesses. The neighboring country has spies in the palace. The city guard in the capital are under the pay of the thieves' guild. The local druid circle aren't happy about all the farms being built, or the woodcutting in the forest, and want the kingdom's Councilor to help them persuade the king to put a stop to it.

All of these are themes from fantasy stories, but the core kingdom building rules introduced in *Kingdoms* and expanded in *Ultimate Rulership* from *Legendary Games* focus primarily on your heroes and the decisions they make as the ruling council of their own kingdom. With *Ultimate Factions*, we provide you with detailed rules for different political factions, religious sects, and any number of influential power brokers and wealthy elites devoted to rising up and seizing whatever they can hold. Your heroes may play off their rivals against one another and use their wits to consolidate their own power and secure their throne from threats that can't be defeated by sword or spell. In the great game of houses and thrones, your heroes must triumph!

Legendary Games was founded on the principle of delivering first-class product for your 5th Edition gaming experience, brought to you by the very authors who design and contribute to the adventures, hardbacks, and campaign supplements you are already using. The *Legendary Games* tradition is to combine rich story and background, innovative layout, beautiful aesthetics, and excellence in design that is second to none. This product is the latest in that tradition, and we hope you enjoy using it as much as we enjoyed making it. Game on!



- Jason Nelson

INTRODUCTION

Ultimate Factions is a toolbox for the GM and players to create interesting story ideas that might not otherwise occur during normal kingdom play. It presents a comprehensive set of rules governing any number of factions within a kingdom. They might work together, vie against each other, or even just ignore each other, in parallel with the normal kingdom turn. There is also a simplified set of rules which condense many of the mechanics into a handful of dice rolls to determine how the activity of the various factions affects the kingdom as a whole.

Some GMs are entirely capable of planning out campaigns where different groups interact in complex ways and the player characters see small pieces of those interactions as they progress through their adventures. Other GMs want to have complex interactions happening in the background, but don't feel confident enough in their storytelling to do the idea justice. And other GMs want background interactions to happen, but don't want to plan them, and don't want them to be complex. *Ultimate Factions* is intended to give any GM running a kingdom building campaign the tools they need to have large groups of NPCs affect the kingdom outside the control of the PCs.

In addition, these rules present a bridge between normal campaign play and the kingdom rules for large organizations. Individual PCs can use the Organization Influence rules below to affect factions (or other organizations), and the factions can then affect the whole kingdom at the kingdom scale. In this way it's possible for an individual PC to affect the kingdom as a whole, even outside the scope of the normal kingdom rules.

TABLE 1: TYPICAL DIFFICULTY CLASSES

TASK DIFFICULTY	DC
Very easy	5
Easy	10
Moderate	15
Hard	20
Very hard	25
Nearly impossible	30

ORGANIZATIONAL INFLUENCE

The organizational influence system provides the GM with tools to track the PCs' social cachet within organizations.

Small organizations seeking to make their mark on society may allow the PCs a great deal of clout within them, but are limited in what they can offer. Large organizations, on the other hand, are typically more

difficult to influence, but can bring much more power to bear on an area at large.

INFLUENCE POINTS AND RANKS

The organizational influence system uses influence points to track the opinion of an organization concerning the PCs. When the PCs first interact with an organization, they typically start with 0 influence points, and hold no control over the organization's actions. If the PCs demonstrate their value to the organization, they can gain influence points, representing their growing ability to call in favors. If the PCs repeatedly fail or work against an organization, they lose influence points (see the details of gaining and losing influence points). The PCs' influence point total with an organization can be a negative number—the lower the total, the more resources the organization is willing to commit to actively oppose the PCs.

The PCs' influence points help determine the number of resources an organization is willing to commit to help or hinder them, but it is not the only component of that calculation. If the PCs seek to build a positive relationship with an organization, they may find themselves limited in what benefits they can gain until they perform certain tasks. For example, most organizations limit the number of resources they commit to nonmembers, so PCs may need to officially join to gain access. On the other hand, an organization at odds with the PCs should not provide the same response to minor insults from the PCs as it does to the PCs crippling one of its major operations. The nine influence ranks presented below take into account tasks that the PCs may accomplish to pass to fundamentally alter their relationship with an organization (see Table 3-1 for examples). To reach a new influence rank, the PCs must accumulate (or lose) a certain number of influence points, as decided by the GM, and perform any required tasks that the GM sets. See the sidebar Influence Thresholds for guidelines on setting the required number of influence points for each rank. The possible influence ranks, and their meanings, are presented below.

POSITIVE RANKS

At these ranks, an organization either doesn't care about the PCs or considers them allies.

Unknown (Rank 0): The organization either doesn't know who the PCs are, or does not believe they are relevant.

Known Ally (Rank 1): The PCs' actions have proven that they are aligned with the organization's goals. One or more PCs may be low-ranking members.

Respected (Rank 2): The PCs have performed significant services for the organization. Some low-ranking members of the organization look up to the PCs. One or more PCs are members of the organization in good standing.

Admired (Rank 3): Average organization members admire the PCs. Some low-ranking members may have strong loyalties to the PCs. The PCs have notable positions within the organization.

Revered (Rank 4): While the PCs are not the official leaders of the organization, they are key members. The PCs can direct and shape policy.

NEGATIVE RANKS

At these ranks, an organization actively opposes the PCs.

Known Opponent (Rank -1): The organization's opinion of the PCs is unfavorable. It may act against the PCs if they are interfering in its affairs, but the organization mostly focuses on its own goals.

Disliked (Rank -2): The organization commits some resources to targeting the PCs even when the PCs are not actively interfering with its goals, and retaliates when the PCs acts against it.

Hated (Rank -3): The organization seeks to discredit, humiliate, or kill the PCs, and commits substantial resources to doing so. However, the organization ultimately prioritizes its long-term power and stability over harming the PCs.

Hunted (Rank -4): The organization seeks to discredit, humiliate, or kill the PCs, and is willing to sacrifice enough time, resources, and lives to markedly weaken itself in the pursuit of this goal. Even the organization's leaders may risk their lives in pursuit of the PCs' downfall.

GAINING INFLUENCE POINTS

As the PCs perform tasks that benefit an organization, they gain influence points. Performing favors requested by an organization is the most effective way for the PCs to accrue influence points with that organization. A typical favor earns the PCs from 2 to 5 influence points, depending upon how difficult and dangerous the favor is to complete. See the Favors section for more details. The PCs can also accrue influence points with an organization by taking actions that coincidentally further the organization's interests. Such actions typically earn the PCs 1 or 2 influence points. For example, if the PCs apprehend a notorious jewel thief who has been stealing from their own coffers (as well as those of local nobles), they may gain an influence point with the local nobility. The PCs can also gain influence points by building trust with a member of the organization.

The personal influence system found at the beginning of this section is one good way to create an encounter based around improving this NPC's opinion of the PCs, while the verbal dueling system is another.

The number of organizational influence points that the PCs can earn from gaining the approval of a single NPC within the organization typically ranges from 1 to 5. Backing a rank-and-file member of the organization is worth at most 1 influence point, while the backing of one of an organization's leaders is worth 5 influence points, and may be worth more in extraordinary circumstances, at the GM's discretion.



LOSING INFLUENCE POINTS

The PCs generally won't actively seek to lose influence points with an organization. However, the PCs' actions over the course of a campaign are likely to put them at odds with one or more organizations, and the PCs may inadvertently harm organizations that they do not wish to antagonize. Whenever the PCs actively sabotage an organization's interests, they lose from 2 to 5 influence points with the organization. If the PCs take actions that coincidentally work against the organization's interests, they instead lose 1 or 2 influence points. If the PCs horribly botch an attempt to perform a favor for an organization, they may similarly lose 1 or 2 influence points. If the PCs damage a prominent member's reputation or finances, they lose from 1 to 3 influence points, depending on the extent of the damage and the power that member wields within the organization. The PCs also lose influence points if they harm a prominent member of the organization. Killing members of any organization is a particularly effective way to lose influence. For most organizations, any time the PCs kill one or more members of an organization, they lose at least 5 influence points per incident.

The most crippling blow to the PCs' reputation with organization is betrayal. To be considered traitors to the organization, the PCs must violate the organization's fundamental tenets while using the organization's own resources against it. If an organization that favors the PCs becomes convinced of the PCs' betrayal, the PCs immediately lose a number of influence points equal to twice their current total, essentially reversing their standing with the group. In general, the higher the PCs' influence rank, the more evidence the organization requires before it considers any accusations of treachery credible. If an organization declares the PCs traitors, it is possible (though difficult) for them to redeem their reputation. In general, this process requires the PCs to track down and discredit the source of the slanderous evidence. Doing so restores the PCs' original influence point total, and likely earns them additional rewards from the organization for unmasking the true threat against it. If they only partially exonerate themselves, they may regain some but not all of their influence points.

INFLUENCE THRESHOLDS

The number of influence points required to shift from one influence rank to the next sets the pace for how quickly the PCs' power in organizations can change. The three main factors that play into setting influence thresholds are the length of the campaign, the interest level of the players in exploring their interactions with organizations, and the power and personality of the organization itself.

Short story arcs generally require lower thresholds than long campaigns. Some groups of players would rather slowly earn influence within a difficult organization, while others would rather see how quickly their PCs can become powerful in multiple organizations. Finally, within a

campaign, weaker organizations typically allow the PCs to gain influence ranks more quickly than prominent ones.

With all of these factors in mind, the following ranges provide guidelines for determining the number of total influence points a character must gain to reach positive ranks, or lose to reach negative ranks. These thresholds are for a weak organization. For a moderately prominent organization, multiply the numbers by 2. For a strong organization, multiply by 3, and for a preeminent organization, multiply by 4.

Rank 1 or -1: From 1 to 5 total influence points.

Rank 2 or -2: From 3 to 8 total influence points.

Rank 3 or -3: From 7 to 12 total influence points.

Rank 4 or -4: From 13 to 18 total influence points.

ORGANIZATION INTERACTIONS

The PCs' interactions with organizations are often only a piece of a larger political tapestry. Alliances and rivalries between organizations shape how each organization reacts to the PCs' actions. If two organizations are rivals, they typically require the PCs to choose a side. The PCs may automatically lose influence points with one for supporting the other. For example, if the PCs perform a favor for one faction during a war and gain influence points with that faction, they lose an equal number of influence points with that faction's rivals. In less extreme circumstances, the PCs may lose half as many influence points as they gain.

While rivalries between organizations make holding split loyalties difficult, allegiances between multiple organizations can help the PCs accrue influence faster than they could otherwise, and provide the PCs with access to additional resources. If the PCs help or harm one of two allied organizations, treat them as coincidentally working for or against the second organization's interests for the purposes of the number of influence points the PCs gain or lose.

As the campaign unfolds, the web of alliances and rivalries between organizations may shift. A sudden shift in allegiances does not retroactively adjust the PCs' influence point total.

PROMINENCE

An organization's prominence represents the political and social power of that organization in its home community or area of influence. The categories of prominence are weak, moderate, strong, and preeminent.

In general, a weak organization can provide only simple assistance within its limited area of concern. Most weak organizations are eager to recruit new members to increase their prominence, though some appreciate the lack of attention they draw from outside forces. A gang of pickpockets is an example of a weak organization. In comparison, a moderate organization holds an established place in the power structure of its local area, and has some connections and contacts with other local organizations.

A thieves' guild is likely to be a moderate organization. A strong organization, on the other hand, may be at the top of the power structure for its area of concern, or it may be one of several organizations that hold power on a regional or national scale. The cathedral of a major deity in a state with multiple religious traditions is likely to be a strong organization. Finally, a preeminent organization is the undisputed head of the power structure in its sizable area of concern—the ruling body of a nation is an example of a preeminent organization, as is a merchants' guild that effectively controls trade in a large region.

FAVORS

Favors lie at the heart of the organizational influence system.

When the PCs perform a favor for an organization, they can either gain influence points, or they can earn a favor from the organization in return. The PCs can

spend favors that they have earned to gain benefits from the organization.

The PCs can slowly earn favors over time, after a certain number of sessions or amount of in-game time that is appropriate for the campaign. This rate also provides a guideline for modeling the behavior of organizations.

Typically, this rate is an appropriate benchmark for how often allied organizations approach the PCs with requests, as well as how often opposed organizations act against them. In general, if an organization is willing to grant a benefit to the PCs when they have a positive rank with that organization, it is willing to grant that same benefit to someone acting against the PCs should they attain the corresponding negative rank.

Favors: Sometimes, tasks for the PCs to complete as favors to an organization arise naturally out of the events of the campaign. However, at other times, the PCs may actively seek to assist an organization at a

TABLE 2: FAVORS

Result	Favor
1	<i>Deliver a message to a member of the organization.</i>
2	<i>Perform a disgusting or unpleasant chore for the organization.</i>
3	<i>Assist the organization in gathering information in preparation for an upcoming mission.</i>
4	<i>Purchase and deliver supplies to a member of the organization.</i>
5	<i>Carry out the duties of a specific low-ranking member of the organization for 1 week.</i>
6	<i>Produce verbal or written propaganda in favor of the organization.</i>
7	<i>Mediate a disagreement between members of the organization.</i>
8	<i>Provide spellcasting services or other specialized tasks to the organization for several days.</i>
9	<i>Credit the organization for your own publicly popular actions.</i>
10	<i>Collect money for the organization.</i>
11	<i>Assist in the construction or renovation of a building for the organization's use.</i>
12	<i>Investigate the disappearance of an ally of the organization.</i>
13	<i>Donate a substantial amount of money to the organization.</i>
14	<i>Recruit a new member to the organization.</i>
15	<i>Obtain a significant item for the organization.</i>
16	<i>Defeat a challenging foe of the organization. The foe's CR must be equal to or greater than the party's average level + 2.</i>
17	<i>Help a member of the organization escape a dangerous situation.</i>
18	<i>Collect valuable information for the organization.</i>
19	<i>Mentor a new member of the organization.</i>
20	<i>Convince a powerful individual to cooperate with the organization.</i>
21	<i>Cover up evidence of an indiscretion tied to the organization.</i>
22	<i>Plan and execute a dangerous operation to achieve a difficult goal.</i>
23	<i>Sabotage an organization with opposing goals.</i>
24	<i>Repay the organization's debts by performing a challenging task for another organization.</i>
25	<i>Investigate a possible traitor within the organization.</i>
26	<i>Establish a branch of the organization in a new district or city.</i>
27	<i>Represent the organization in a meeting with extraordinary stakes.</i>
28	<i>Carry out the duties of a key member of the organization for 1 week.</i>

time when such tasks are not so forthcoming. The 28 favors on Table 2: Favors are generic enough to apply to almost any organization. Some of the tasks near the top of the chart are too inconsequential for established members, while the tasks at the bottom of the chart are too significant for initiates. To use this chart, roll a d20, and add twice the PCs' influence rank to the result.

Benefit(s): Each organization provides its own unique set of possible benefits to the PCs based on their influence rank. The PCs can spend a favor that they have earned to gain one of the benefits that they have unlocked. Some benefits become free once the PCs become sufficiently influential in an organization, allowing the PCs to make use of them without expending a favor (see Benefits).

CLANDESTINE OPERATIONS

The base organizational influence system assumes that the PCs act as a unified group and do not take extraordinary effort to conceal their identities and activities. In an intrigue-based campaign, these assumptions are not always accurate. The simplest type of clandestine operation to adjudicate is a single secret favor. If the PCs perform a favor for an organization and conceal their actions, do not decrease the PCs' influence points with that organization's enemies. The PCs can use secret identities to perform more complicated maneuvers, such as playing multiple sides of a conflict, or perhaps even infiltrating an organization as spies. As long as an organization knows that the PCs are infiltrating its rivals, that organization's members continue to believe that they have the PCs' loyalty; they typically overlook minor actions that the PCs take against the organization, so long as the PCs provide a plausible justification for their misdeeds.

If the PCs use secret identities, track their influence under each set of identities separately as long as they maintain the ruse. Maintaining two distinct sets of identities over a long period of time should be challenging, but not impossible if the PCs are careful. Common features between the identities—anything from physical features or mannerisms to equipment, fighting style, or associates—present the threat of exposure. If the PCs rise to high influence ranks in two opposing organizations, their risk of being caught increases significantly. The vigilante class is particularly well suited to the challenge of maintaining multiple identities.

If an organization figures out that the PCs are maintaining two separate identities, the PCs' influence point total for that organization may change drastically.

If both sets of the PCs' identities are aligned with an organization, the PCs' influence point total may go as high as the sum of the points they earned under both identities.

Conversely, if both sets of the PCs' identities are aligned against an organization, the PCs' influence

point total may go as low as a negative number equal to the sum of the two.

Adding the two values sometimes allows a single action to count twice—this reflects that the organization may either respect the PCs' dedication to their cause, or revile the PCs for their dedication to opposing it. In most cases, however, the resulting change in influence should be less extreme than a direct sum, even if the organization has a favorable opinion of both identities. If the PCs are working for two opposed organizations, see the last paragraph of Losing Influence for details on how an organization responds to being betrayed.

NPC ATTITUDES

The PCs' influence rank with an organization determines the typical starting attitude of members who have heard of the PCs. The PCs' rank serves as a modifier on Charisma checks the PC makes to attempt to get an NPC to cooperate with them or do them a favor. If multiple PCs are present and all are at rank 0 or above, use the highest rank among the PCs. If any of the PCs have a negative rank, apply their negative rank as a penalty. Hence, if one PC is respected (rank 2) but another is a known opponent (rank -1), the respected PC would only gain a bonus of +1 on Charisma checks to gain the cooperation of an NPC.

ORGANIZATION STAT BLOCK

An organization's stat block is arranged as follows.

Name: The organization's name.

Alignment and Prominence: An organization's alignment is the alignment that most closely represents its policies and actions. While individual members of an organization may be of any alignment, an organization's key NPCs are typically within one step of the organization's overall alignment. An organization's prominence may be weak, moderate, strong, or preeminent.

Size: An organization's size is an approximation of its number of active members.

Key Members: Key members of an organization are both visible leaders and shadowy schemers who have significant pull.

Values: An organization may value any number of traits in its members, such as creativity, generosity, dependability, skill at particular tasks, or social station.

Public Goals: All but the most clandestine organizations share some of their goals with the general public.

Private Goals: These are the private goals both of the organization as a whole and of key members. Sometimes,

the private goal of a key member might conflict with the private goal of the organization.

Allies and Enemies: Organizations do not exist in a vacuum. An organization's prominent allies and enemies are noted here. PCs can gain or lose influence with an organization based on their interactions with its allied or opposed organizations.

Membership Requirements: Most organizations have a procedure for officially joining them, and expect their members to satisfy ongoing commitments (like paying dues).

Influence Limitations: Often, the PCs need to perform a specific task for an organization before they can raise their influence past a certain threshold. The most common requirement is for the PCs to join an organization, but organizations may require more complicated tasks or favors before counting the PCs among their most trusted allies.

Benefit(s): This section lists favors that the PCs can call in based on their influence rank with the organization. The PCs can always choose benefits on the available list for their current rank or a lower rank within the organization, and, at the GM's discretion, the PCs might be able to access the benefits for lower ranks for a decreased number of favors, or even for free, if the PCs request the benefit a reasonable number of times. To approximate the benefits that the PCs can gain from an organization outside of its base of operations, the GM should decrease the PCs' effective influence rank appropriately, to a minimum of Rank 0 if the PCs are entirely beyond the organization's reach.

New Benefits: This section details the benefits the PCs can earn from the organization beyond those listed in the Common Benefits section.

COMMON BENEFITS

The following benefits appear in many organizations' stat blocks, and are defined below.

Borrow Resources: Many organizations allow members in good standing to borrow money or items for short periods of time. PCs can borrow money or items worth a total amount listed in parentheses. If the PCs do not repay the loan in a timely manner, they risk losing influence points. Typically, the PCs cannot borrow resources from an organization if they have outstanding debts, and some organizations require collateral. Organizations are more likely to have items that are relevant to their own interests—a mercenary group might loan weapons and armor, but not holy symbols or arcane books, for example.

Command Team: When the PCs reach a high influence rank within an organization, the organization typically allows the PCs to lead a team of its members on a mission.

The PCs are expected to protect this team and bring the members back alive. PCs can lead groups of the size and strength listed in each favor's entry.

Gather Information: The PCs can ask several members of the organization to assist them in gathering information about a particular subject, and gain a +2 bonus to all Charisma checks to gather such information.

Put in a Good Word: The organization promotes the PCs' reputation among its allies. The PCs gain a number of influence points equal to their rank with the organization with one of the group's allied organizations.

Reciprocal Benefits: The organization leverages its ties to one of its closest allies for the PCs' gain. The PCs can purchase a benefit from the benefits list of a closely allied organization by expending two favors. Treat the PCs' influence rank with the allied organization as 1 lower than their rank with the initial organization.

SAMPLE ORGANIZATIONS

The sample organizations in this section span all possible levels of influence. The organizations that are relevant to each GM depend upon the campaign.

Other ideas for organizations that are not detailed below include an assassin's guild, a bardic college, a merchant's guild, a museum, a secret society, and a university.

SMALL-TIME GANG

CN weak organization

Key members

Greedy Jenna (LE female human sorcerer 1)

Luven Quickfingers (CN male halfling rogue 2)

Size: 15 members

Values: This small-time gang of petty crooks is always willing to accept new members who prove their skills.

Public Goals: When caught, these criminals claim that they only steal enough to survive.

Private Goals: Luven would like to recruit other down-on-their-luck individuals to join the growing organization, while Jenna cares only about her own profits.

Allies: The small-time gang is allied with local beggars, who provide them with information in exchange for small amounts of food and clothing.

Enemies: The town guard has not yet caught wind of these thieves, but it would oppose them if it knew of their activities.

Membership Requirements: The PCs must steal an item worth at least 20 gp, and donate half the value of the item to the small-time gang.

Influence Limitations: A PC must join the thieves formally to rise above Rank 1. If a PC rises to Rank 3, Luven sees that PC as a threat and tries to eliminate her. Defeating Luven makes that PC the leader of the organization, and increases her rank to 4.

BENEFITS

These petty thieves band together to help each other survive and profit.

Rank 1: borrow resources (10 gp), case (+4), lookout (1 way, +4)

Rank 2: borrow resources (50 gp), diversion (+4), gather information, pickpocket (+6), put in a good word

Rank 3: borrow resources (250 gp), reciprocal benefits

Rank 4: borrow resources (500 gp), command team (1d4 1st-level rogues)

NEW BENEFITS

The petty thieves grant the following unusual benefits.

Case: A group of thieves cases an area, searching for guards, hiding places, and entrances. The thieves' total **Intelligence (Investigation)** bonus is +4.

Diversion: A group of thieves creates a diversion to allow the PCs to sneak past guards or other watchful eyes. The thieves' total **Charisma (Persuasion)** skill bonus is +4.

Lookout: A thief acts as a lookout, monitoring one direction for oncoming guards or witnesses. The thief's total **Wisdom (Perception)** skill bonus is +4.

Pickpocket: A thief attempts to take a specific item from a specific person. The thief's total **Dexterity (Sleight of Hand)** skill bonus is +6. If the thief believes the situation is too dangerous, she informs the PCs and refuses to attempt the task—in this case, the favor is not expended.

THIEVES' GUILD

LE moderate organization

Key members

Chief (LE male half-orc ranger 7)

Kalgeen (LE female human wererat)

Size: 200 members

Values: This thieves' guild has a strict code of conduct for its members, who must look out for each other at all times and may never steal from each other's friends or relatives. The guild values loyalty and resourcefulness.

Public Goals: The guild has no publicly stated goals.

Private Goals: The guild seeks to expand its reach into additional settlements.

Allies: The guild is allied with a local group of merchants.

Enemies: The thieves' guild has made enemies



among the organizations that it regularly targets and local law enforcement officials.

Membership Requirements: The PCs must steal an item worth at least 250 gp, and donate half the value of the item to the thieves' guild.

Influence Limitations: A PC must formally join the thieves' guild to rise to Rank 2. To rise to Rank 4, the PCs must execute a complex heist.

BENEFITS

While this thieves' guild cannot operate openly, it helps its members scope out potential jobs.

Rank 1: borrow resources (100 gp), case (+7), lookout (2 ways, +7)

Rank 2: borrow resources (500 gp), diversion (+7), gather information, pickpocket (+9), put in a good word

Rank 3: borrow resources (2,500 gp), reciprocal benefits, remove evidence, rob, search black market

Rank 4: borrow resources (5,000 gp), command team (1d4 3rd-level rogues or 3d4 1st-level rogues)

NEW BENEFITS

The thieves' guild grants the following unusual benefits.

Case: Per the benefit under small-time gang above, except the thieves' total **Intelligence (Investigation)** skill bonus is +7.

Diversion: Per the benefit under small-time gang above, except the thieves' total **Charisma (Persuasion)** skill bonus is +7.

Lookout: A pair of thieves act as lookouts, monitoring up to two directions for oncoming guards or witnesses. The thieves' total **Wisdom (Perception)** skill bonuses are +7.

Pickpocket: Per the benefit under small-time gang above, except the thief's total **Dexterity (Sleight of Hand)** skill bonus is +8.

Remove Evidence: A group of thieves carefully enters a scene where the PCs committed a crime and removes evidence. This eliminates any obvious clues, such as the body of a victim or notes the PCs left at the scene, and increases the **Wisdom (Perception)** DC to find more subtle clues by 3.

Rob: The thieves' guild sends an agent to steal a specific item from a secured location. The agent has a +7 total skill bonus on **Dexterity (Stealth)** checks and a +9 total bonus on checks made with thieves' tools. This benefit costs from 1 to 3 favors, depending upon the danger involved. The thief expects the PCs to pay half the value of the stolen item.

Search Black Market: The thieves' guild locates any type of item whose value is up to the base value of the settlement, even if the item is illegal in that settlement, and arranges for the PCs to purchase it.

MAGES' GUILD

N strong organization

Key members

Archmage Theona Tethril (N female human wizard 9 (school of divination))

Master of Wards Falariel (NG male elf wizard 7 (school of abjuration))

Size: 520 members

Values: The mages' guild values curiosity, creativity, and magical aptitude.

Public Goals: To regulate the use of magic for the public good.

Private Goals: The mages' guild seeks out arcane knowledge that it deems too dangerous and stores such information in its heavily secured secret library. The master of wards protects the books from public access, while the archmage uses them to learn more about the people who would abuse the dangerous knowledge contained within the tomes.

Allies: The mages' guild is on good terms with several nearby universities and the alchemists' union.

Enemies: The mages' guild has made several enemies among evil cults and other organizations that make use of profane knowledge.

Membership Requirements: To join the mages' guild, a PC must spend one week teaching spells to guild members, or bring a spell or bit of arcane knowledge to the guild that it does not already possess in its libraries.

Influence Limitations: The PCs must all join the mages' guild before they can reach Rank 2.

BENEFITS

This guild of mages provides training to its members, and casts spells for them.

Rank 1: borrow resources (100 gp), spell library

Rank 2: arcane library, borrow resources (750 gp), gather information, item crafting, put in a good word, spell library spellcasting (1st- and 2nd-level spells)

Rank 3: borrow resources (1,500 gp), reciprocal benefits, spellcasting (3rd- and 4th-level spells)

Rank 4: borrow resources (4,000 gp), spellcasting (5th-level spells)

NEW BENEFITS

The mages' guild grants the following unusual benefits.

Arcane Library: The PCs gain access to the guild's library, allowing them to potentially learn secrets relevant to their current adventures. This may grant them advantage on Intelligence checks made to investigate information relevant to magic.

Item Crafting: The mages' guild crafts a

custom-ordered collection of scrolls, potions, or wondrous items for the PCs.

The items cost their usual market value in gold pieces, as determined by the GM, plus 1 favor for every 2 days of crafting required.

Spell Library: The mages' guild provides the PCs with access to its extensive library of spells. The PCs can learn a spell in the library. Spells cost 1 favor, and all other spells that are available cost 2 favors.

Spellcasting: The PCs can expend favors instead of paying the typical cost for spellcasting services. A 1st- or 2nd-level spell costs 1 favor, a 3rd- or 4th-level spell costs 2 favors, and a 5th-level spell costs 3 favors. The cost and availability of spellcasting is based upon the levels of the guild's members (in this guild, a 5th-level spell always comes from the archmage herself, and consequently is quite expensive).

CRIME SYNDICATE

NE preeminent organization

Key members

Lady Alixis Drosain/Lyra (N/NE female human fighter 12 (eldritch knight))

Nikolas Trivoy (N male human rogue 7 (thief))

Whisper (NE female human monk 10 (way of shadow))

Zadreni (N male human bard 9)

Size: 15,000 members

Values: The syndicate values skill and ambition, but also discretion and loyalty.

Public Goals: The crime syndicate's public goals are to manage and regulate crime, to deliver valuable goods and services, and to invigorate the local economy.

Private Goals: Overall, the syndicate's members seek wealth, power, and prestige. While Lyra has emerged as the undisputed leader of the syndicate, the vigilante will not be satisfied until she controls the open market as well, under her social identity of Lady Drosain. Nikolas is growing increasingly suspicious of Lyra, and he painstakingly seeks material he could leverage against her.

Allies: While few organizations would publicly admit to an alliance with the crime syndicate, many groups benefit from under-the-table dealings.

Enemies: The crime syndicate has made enemies of several prominent organizations in nearby nations, including the royal house of a neighboring kingdom.

Membership Requirements: Steal a unique and iconic item, such as the prize painting in a museum's collection. Alternatively, establish a legal business whose illegal side dealings

provide the PCs with a net profit of at least 100 gp per month.

Influence Limitations: Each time the PCs wish to reach a new rank, they must prove their worth to the organization, with a task more spectacular than their last demonstration. The syndicate has plenty of members, and does not spare time for those who are unwilling to prove their worth. PCs must declare their allegiance to reach Rank 1, and they must become full members before they can reach Rank 2.

BENEFITS

This crime syndicate can protect its members from the consequences of all but the most heinous crimes.

Rank 1: borrow resources (100 gp), case (+11), diversion (+11), gather information, lookout (4 ways, +11)

Rank 2: borrow resources (1,000 gp), put in a good word, remove evidence, rob, search black market

Rank 3: borrow resources (5,000 gp), command team (1d4 NPCs of 3rd level, or 3d4 NPCs of 1st level), destroy evidence, market manipulation, reciprocal benefits

Rank 4: black market mastery, borrow resources (15,000 gp), command team (1d4 NPCs of 6th level, or 5d4 NPCs of 3rd level)

NEW BENEFITS

The crime syndicate grants the following unusual benefits.

Black Market Mastery: The crime syndicate explores the full extent of its black-market contacts to find an item for the PCs.

The PCs can use black market mastery to search for one of the settlement's available magic items per favor they expend. They can find other items (of equal or lesser rarity) at the cost of 2 favors, or items of greater rarity (but not very rare or rarer items except at the GM's discretion) at the cost of 3 favors. There is a 50% chance each month that the syndicate locates the requested item. If the PCs seek a unique item, the syndicate may be able to provide the PCs with the location of that item for the cost of 2 favors.

Case: Per the benefit under small-time gang, except the thieves' total **Intelligence (Investigation)** skill bonus is +11.

Destroy Evidence: The crime syndicate makes evidence of a crime that the PCs committed disappear. This ability functions as remove evidence, except that the **Intelligence (Investigation)** DC to find any evidence at the crime scene increases to 30 (or by 10, whichever is higher). The syndicate also discourages witnesses from testifying against the PCs, using a

combination of intimidation, bribery, and even memory-altering magic. This benefit costs 3 favors.

Diversion: Per the benefit under small-time gang (page 10), except the thieves' total **Charisma (Persuasion)** skill bonus is +11.

Lookout: A group of thieves act as a lookouts, monitoring up to four directions for oncoming guards or witnesses. The thieves' total **Wisdom (Perception)** skill bonuses are +11. This ability costs 2 favors. Alternatively, the PCs can purchase the lookout ability as listed under the thieves' guild for 1 favor.

Market Manipulation: The crime syndicate can manipulate market forces to drive business away from the PCs' rivals and toward any businesses the PCs own. This ability produces an amount of additional money for the PCs that depends upon the extent of the manipulation. This windfall comes in the form of increased results using whichever rules you are using to determine the success of the PCs' businesses (such as the downtime rules). For each favor spent, the PCs can earn at most 1,000 gp (to a maximum of 5,000 gp).

Remove Evidence: Per the benefit under thieves' guild.

Rob: Per the benefit under thieves' guild.

Search Black Market: Per the benefit under thieves' guild.

NATIONAL MILITARY

LN preeminent organization

Key members

General Agnar (LG female dwarf paladin 10 (oath of devotion))

General Rortian (LN male human fighter 12 (battle master))

Size: 18,000 members

Values: The military values order, discipline, loyalty, and service.

Public Goals: The military's goal is to protect the people of its nation and to fight against its enemies.

Private Goals: General Rortian seeks to enhance his personal glory by embarking on a campaign to expand his home nation's territory.

Allies: The military of this nation is on good terms with most political organizations within the nation. It is formally allied with the militaries of allied nations.

Enemies: The enemies of this military are the political and military organizations within enemy nations.

Membership Requirements: Joining the military as a recruit requires the PCs to undergo training and prove their ability to follow orders.

Influence Limitations: Most militaries

maintain a strict hierarchy of command. The PCs must be promoted to a higher military rank before they can increase their influence rank within the military.

BENEFITS

This military force takes pride in its highly trained and well-equipped soldiers.

Rank 1: acquire arms (350 gp), borrow resources (100 gp)

Rank 2: acquire arms (750 gp), borrow resources (750 gp), command team (1d4 1st-level fighters), gather information, put in a good word, retrain

Rank 3: acquire arms (magic), borrow resources (2,500 gp), command team (5d4 3rd-level fighters), reciprocal benefits

Rank 4: borrow resources (18,500 gp), command legion, command team (70 HD worth of NPCs, none of which can be more than 7th level)

NEW BENEFITS

The national military grants the following uncommon benefits.

Acquire Arms: The national military gathers a collection of mundane weapons and gear from its armory for the PCs. The PCs can purchase this collection for 1 favor or its standard market price. At Rank 1, the combined value is 350 gp or less. At Rank 2, the value of this collection increases to 750 gp. At Rank 3, the PCs can purchase magic weapons and armor from the military at a 10% discount by spending 2 favors. For the purposes of item availability, the military counts as a metropolis.

Command Legion: The national military grants the PCs command of a medium army for 1 week per favor expended. This force comprises 100 2nd-level fighters who follow the PCs loyally. If the PCs do not clearly use this force to further the military's goals or the PCs are reckless with the soldiers' lives, the PCs' influence rank is reduced to 3. Bringing the soldiers into a dungeon that is level-appropriate for the PCs counts as reckless endangerment. More likely, this unit can serve as a military unit in mass combat situations, as described in *Kingdoms*, *Ultimate Rulership*, *Ultimate Battle*, and *Ultimate War*.

Retrain: Military trainers work together with the PCs, allowing them to retrain archetypes, class features, feats, or skill ranks, as per the retraining rules. At Rank 2, each week of retraining costs 1 favor and the standard cost in gold pieces. At Rank 3, the military covers the gold piece cost. At Rank 4, the PCs can retrain without expending favors or money.

FACTIONS

A faction is an organization or group within a kingdom which is attempting to assert political, economic, or social control over the entire kingdom, or some part of it. *Ultimate Factions* uses the following terms in specific ways to define factions in play and how they interact with each other, with individual characters, and with the kingdom as a whole. The rules in this section are designed to work with the kingdom-building rules in *Kingdoms* and *Ultimate Rulership* and refer to the statistics and mechanics in those products.

ALIGNMENT

All factions have an alignment, similar to a character's, which represents the faction's attitude towards its members, non-members, and the kingdom. Lawful factions gain a +2 bonus to resources, Chaotic factions gain a +2 bonus to power. Good factions gain a +2 bonus to reputation, Evil factions gain a +2

bonus to power. Neutral factions gain a +1 bonus to resources and reputation. Factions which are neutral with respect to both Good-Evil and Law-Chaos apply the bonus twice.

FACTION LIMITS

A kingdom may have any number of factions of each type, however if the combined size of all factions in the kingdom exceeds 10 times the kingdom size, then the kingdom gains +1 Unrest during Step 4 of the Upkeep phase of the kingdom turn. Not every type of faction will be represented within a kingdom, but all kingdoms should start with at least one Civil faction representing the citizens, and one Judicial faction representing the kingdom's rulers.

GOAL

A goal is something that the faction is attempting to achieve through use of its resources and manpower. See Goals on p. 17.



OPERATION

An operation is a task that the faction chooses to attempt during the faction turn. The number of operations that a faction can perform is determined by the faction's size.

POWER

Power represents the faction's ability to make things happen as they wish, through persuasion, guile, threats, or other means.

REPUTATION

How the faction is viewed by people outside it. This attribute is commonly used when the perception of the faction matters.

RESOURCES

This attribute represents the productivity of the faction's members when they are working towards the faction's agenda. It measures the faction's ability to obtain goods and property, as well as use its wealth effectively when working towards the faction's agenda.

SIZE

A faction's size is an indicator of how many members the faction has, as well as the breadth of its impact. Faction size may change during play. Each point of size represents

TABLE 3: BUILDING EFFECTS ON STARTING FACTION SIZE

	ACADEMIC	CIVIL	FOREIGN	JUDICIAL	LEGAL	MILITARY	RELIGIOUS	SOCIAL	TRADE
Academy	+2	-	-	+2	-	-	-	-	-
Aerie	-	-	+1	-	-	-	-	+1	-
Alchemist	+1	-	-	-	-	-	-	-	+1
Arena	-	+4	-	-	-	-	-	+4	-
Assembly	+2	+2	+2	+2	+2	+2	+2	+2	+2
Bank	-	-	-	-	-	-	-	-	+2
Bardic College	-	+2	-	-	-	-	-	+2	-
Barracks	-	-	-	-	+1	+1	-	-	-
Baths	-	-	-	-	-	-	-	+1	+1
Black Market	-	-	-	-	+2	-	-	-	-
Brewery	-	+1	-	-	-	-	-	+1	-
Bordello	-	-	-	-	+1	-	-	+1	-
Bureau	-	-	-	+2	+2	-	-	-	-
Caster's Tower	+1	-	-	-	-	-	-	-	+1
Castle	-	-	-	+4	-	+4	-	-	-
Cathedral	-	-	-	-	-	-	+4	+4	-
Courthouse	-	-	-	+1	+1	-	-	-	-
Dance Hall	-	-	-	-	-	-	-	+2	-
Exotic Artisan	-	-	-	-	-	-	-	-	+2
Foreign Quarter	-	-	+4	-	-	-	-	+4	-
Gambling Den	-	-	-	-	+1	-	-	-	+1
Garrison	-	-	-	-	+2	+2	-	-	-
Guild Hall	-	-	-	-	-	-	-	+2	+2
Graveyard	-	-	-	-	-	-	+1	+1	-
Hanging Gardens	+4	-	-	-	-	-	-	+4	-
Herbalist	-	+1	-	-	-	-	-	-	+1
Hospital	-	+2	-	-	-	-	-	+2	-
Inn	-	-	-	-	-	-	-	+1	+1
Jail	-	-	-	+1	+1	-	-	-	-
Library	+1	+1	-	-	-	-	-	-	-
Lighthouse	-	-	+1	-	-	-	-	-	+1
Luxury Store	-	-	-	-	-	-	-	-	+2
Magic Shop	-	-	-	-	-	-	-	-	+2
Magical Academy	+2	-	-	-	-	-	-	-	+2
Market	-	+2	-	-	-	-	-	-	+2
Military Academy	+2	-	-	-	-	+2	-	-	-
Mint	-	-	-	-	-	-	-	-	+2
Monastery	+2	-	-	-	-	-	+2	-	-
Museum	+2	+2	-	-	-	-	-	-	-
Observatory	+1	-	-	-	-	-	-	-	+1
Orphanage	-	+1	-	-	-	-	-	+1	-
Palace	-	-	+4	+4	-	-	-	-	-
Pier	-	-	+1	-	-	-	-	-	+1
Sacred Grove	-	-	-	-	-	-	+1	+1	-
Sewer System	-	-	-	-	+2	-	-	-	-
Shop	-	+1	-	-	-	-	-	-	+1
Shrine	-	-	-	-	-	-	+1	+1	-
Smithy	-	-	-	-	-	-	-	-	+1
Tavern	-	+1	-	-	-	-	-	+1	-
Temple	-	-	-	-	-	-	+2	+2	-
Theatre	+2	-	-	-	-	-	-	+2	-
Town Hall	-	-	-	+2	+2	-	-	-	-
Trade Shop	-	-	-	-	-	-	-	-	+2
Tunnels	-	-	-	-	+2	-	-	-	-
University	+4	-	-	-	-	-	-	-	+4
Warehouse	-	-	-	-	-	-	-	-	+4
Watchtower	-	-	-	+1	+1	-	-	-	-
Waterfront	-	-	+4	-	-	-	-	-	+4

roughly 25 members of the faction (a group with 15 or fewer members should not normally use the faction rules, but may do so at the GM's discretion, and should be treated as having a size of zero). This number is purely to give an idea of the number of members of a particular faction – since people can be members of more than one faction, it's possible for the total membership of all factions to exceed the population of the kingdom. A faction receives a size modifier to faction checks equal to the 1/10 of the faction's size, rounded down.

FACTION SIZE AND ULTIMATE RULERSHIP

If using the settlement size and population rules from *Ultimate Rulership*, the faction membership should be calculated at 10 members per point of size.

TENSION

Tension measures the level of dissatisfaction the members of the faction have with the direction and leadership of the faction. Tension applies a penalty to all faction checks equal to -1 for every 10 points of tension the faction has. Certain operations and events can raise and lower the amount of tension the faction has. If the amount of tension reduces any faction check modifier below zero, the faction splinters.

TYPE

A faction's type describes the members of the faction and may give a broad idea of the aspects of the kingdom which are of greatest interest to the faction. See Types on p. 16.

WEALTH POINTS

A faction's treasury is measured in Wealth Points (WP). Each WP is worth approximately 400 gp, making 10 WP equal to 1 BP in the Kingdom rules. WP may be purchased by members for 400 gp each, during the Income Phase of the Faction Turn.

CREATING A FACTION

A new faction may be created by any like-minded group of individuals within a kingdom. Factions do not start with any WP, and the members must find a way to pay for one month's worth of WP as part of the faction creation process. If a faction is created composed entirely of NPCs with no PC influence to start with, it begins with 10 WP.



CALCULATING INITIAL SIZE

Factions begin with a size of zero (which indicates that they do not exist, or are too small to have any impact on the kingdom). Certain buildings within the kingdom can increase the maximum initial size of the faction. The Building Effect on Maximum Starting Faction Size table shows how buildings from *Kingdoms* and *Ultimate Rulership* can affect the size of each faction type. A faction of at least size 1 it can launch Operations, earn income, and increase its size. Factions may not wish to start at the maximum possible size, and are not required to do so. If a faction starts a faction turn with size 0, the only operation it may perform that turn is a recruitment operation.

CALCULATING FACTION ATTRIBUTES

The individual faction attributes receive bonuses based upon the type of the faction (see Types), the alignment of the faction (see Alignment), the size of the faction (+1 bonus per 10 faction size, rounded down)

FACTION CHECK

Factions have three attributes: Power; Resources; and Reputation. Many actions a faction performs require a faction check using one of these attributes. It is not possible to take 10 or take 20 on a faction check. Unless otherwise noted, the base DC of a faction check is 15. A faction check automatically fails on a natural 1, and automatically succeeds on a natural 20.

Faction Checks are made by rolling 1d20 and adding the faction attribute, plus the faction's size modifier.

TYPES OF FACTIONS

There are numerous types of faction.

Academic: Academic factions are generally college or university boards, in control of the education of the general populace. Academic factions gain a +1 bonus on Reputation checks and a +1 bonus on Resources checks.

Civil: Civil factions are typically public bodies made up of common citizens of the Kingdom. They usually represent groups of citizens who work towards a common goal. Civil factions gain a +2 bonus on Reputation checks.

Foreign: Foreign factions represent organizations from other kingdoms. These are usually foreign diplomatic entities, but can represent almost any other type of faction (trade, religious, and military are the most common). Foreign factions gain a +2 bonus on Power checks.

Judicial: Judicial factions represent groups who are working to affect the overall legal structure of the kingdom. Examples include the current rulers, the judges, as well as groups trying to overthrow the current rulers, or trying to create new laws. Judicial factions gain a +1 bonus on Power checks and Reputation checks.

Legal: Legal factions are groups with an interest in maintaining or breaking the law. This includes police forces, city watchmen, border patrols, and thieves' guilds. Legal factions gain a +1 bonus on Power checks and a +1 bonus on Resources checks.

Military: Military factions are directly involved in the application of power through armies. They are typically the high command of the military (Kingdoms with multiple branches of armed forces may have more than one Military faction). Military factions gain a +2 bonus on Power checks.

Religious: Religious factions are concerned with the spiritual wellbeing of the citizens of the Kingdom. They typically represent a specific faith worshipped in the Kingdom. Heretical groups within a faith are separate factions. Religious factions gain a +1 bonus on Power checks and Resources checks.

Social: Social factions are typically groups of citizens who have joined together because of a shared culture, economic standing, or recreational activity. Generally these groups are formed so that the members can feel as though they are part of something special and unique. Social Factions get a +2 bonus to one type of faction check, a +1 bonus to a second, but a -1 penalty to the third.



Trade: Trade factions are business or trade organizations involved in the manufacture, buying and selling of goods. Examples include guilds, coalitions of shopkeepers, and merchant companies. Trade factions gain a +2 bonus on Resources checks.

Other faction types: The GM is free to create any other type of faction, if they have one that does not fit within the above types. The bonuses to checks for new faction types should not exceed a total of +2.

SECRECY

A faction can have one of three Secrecy states: Open, Covert, or Disguised.

Open: An Open faction is one that is publicly known. Any citizen may have heard of them, and it is easy to locate the faction. The DC of ability checks to learn things about open factions is decreased by 2.

Covert: A Covert faction is hidden from the public eye. People might be aware of the existence of a Covert faction (such as a thieves guild or secret police), but won't know anything about its members, structure, or base of operations. The DC of ability checks to gather information about Covert factions is increased by 4.

Disguised: A disguised faction is a group or organization which publicly claims to be one thing, while in secret is something else entirely. A network of black market merchants appears to be a Trade faction, but is actually a Legal faction. A disguised faction gains bonuses on checks based on its actual faction type, not the public one. The DC of ability checks to learn information about the public faction type is decreased by 4 (since the faction is putting effort into making that information available), while the DC to learn information about the actual faction type is increased by 8.

GOALS

All factions have one or more goals (which may change over time). When a faction is first created, it must set one goal which is known as the Major Goal. This is the primary outcome the faction is striving to achieve. For example, the merchant's guild looking to control all trade in the kingdom, a rebellious group of bandits hoping to overthrow the king, or the thieves' guild looking to control all theft in a city. Other, less important goals, known as Minor Goals, represent the day-to-day goings on for the faction, and can be almost anything, from the merchant's guild reducing the effectiveness of a settlement's tax collectors, the group of bandits trying to make a bribed official more liked by other citizens, or the thieves' guild trying to make the city watch ineffective. Minor goals can be short- or long-term, depending on the faction's needs at the time.

A new goal is set for the faction with an Operation. Goals may be public or secret, and each goal consists of an Aim, a Scale, and a Subject.

AIM

Control: The faction is exerting control over the subject of the goal. This may be simply using the faction's power of persuasion to get the subject to do what it wants, but also extends to direct threats and intimidation, or even the use of money to buy the subject.

Boost: The faction is increasing the subject's impact on the kingdom. For example, a Trade faction may be trying to promote a particular business. When a successful Advance Goal Operation is completed for a Boost goal, the subject gains a +2 bonus to any kingdom or faction checks made before the end of the next kingdom turn.

Reduce: The faction is reducing the subject's impact on the kingdom. A common example would be a Legal faction (representing the local police force) trying to reduce crime. When a successful Advance Goal Operation is completed for a Reduce goal, the subject suffers a permanent -1 penalty on a single type of kingdom or faction checks.

Eliminate: The faction is removing the subject completely from having any impact on the kingdom. It does not necessarily mean that the subject is destroyed or killed. Eliminate aims are extremely powerful, but also very difficult to achieve.

SCALE

The scale of a goal represents the amount of impact caused by influencing the goal's subject. The ultimate decision about the scale of a particular goal is up to the GM. For goals whose subject is a place, the size of the area affected by the place determines the scale. For goals with a subject that is a person, or group of people, the scale depends on the size of the group. However, if a subject has a higher level of influence within the kingdom than the scale would normally indicate, the GM should increase the scale of the goal. For example, a kingdom's leaders should always be considered to be Kingdom Scale, as a group and individually. Likewise, the head of a guild might qualify as a district in scale (or even a faction), rather than an individual. When unsure, use the highest suitable Scale.

TABLE 4: FACTION SCALE

SCALE	EXAMPLES
<i>Individual</i>	<i>A single merchant; a temple</i>
<i>District</i>	<i>All merchants in a settlement district; all churches in a settlement district; a respected elder</i>
<i>Faction</i>	<i>Merchants' Guild; A church hierarchy for a single religion within a settlement; a city councilor</i>
<i>Settlement</i>	<i>All traders in a city; all religious institutions in a city; the town mayor</i>
<i>Kingdom</i>	<i>All trade in the kingdom; all religious institutions in the kingdom; a kingdom leader</i>

SUBJECT

The subject of a goal is whatever person, place, or item at which the goal is targeted. This can be almost anything the faction wants, except for abstract concepts (which may be allowed at the GM's discretion). So, a faction could set a goal to "Control the Kingdom Treasury", but could not set a goal to "Control the King's Honor". The subject may not be the faction itself, but can be another faction.

PRIVACY

A goal may be set as either Public or Secret when it is created by the faction. A public goal is something that the faction has made available to all faction members. If the faction is Open, then public goals can also be determined by an appropriate Knowledge check. If the faction is Covert, then public goals are not typically known outside the faction. Secret goals are things that the faction is trying to achieve, generally known only to the faction's senior members.

GOAL DC

Goals have a Difficulty Class (DC) indicating the difficulty to achieve that goal. Unless otherwise

noted, the base DC to accomplish any goal is 15. Use the following table to calculate modifiers to that DC.

TABLE 5: FACTION GOAL DC

AIM	DC MODIFIER
<i>Control</i>	+2
<i>Boost</i>	+0
<i>Reduce</i>	+0
<i>Eliminate</i>	+5
<i>Scale</i>	DC Modifier
<i>Individual</i>	+0
<i>Faction</i>	+1
<i>District</i>	+2
<i>Settlement</i>	+3
<i>Kingdom</i>	+5
<i>Privacy</i>	DC Modifier
<i>Public Goal</i>	-1
<i>Secret Goal</i>	+3



THE FACTION TURN

Faction turns take place during the kingdom turn sequence. They should be inserted after the Edict phase of the Kingdom turn, and any alterations which occur as a result of the faction turn should take effect before the Income phase of the Kingdom turn begins. All factions in a kingdom should perform each phase of the faction turn before moving on to the next phase. The order in which the factions act in each phase should be determined by each faction making a Power check (this check has no DC), and they act in reverse order of the checks. In the event of a tie, the faction with the smaller size goes first. If factions are still tied, roll Power checks again until the tie is broken.

UPKEEP PHASE

The faction must pay its upkeep and maintain control and stability of itself before it does anything else.

Step 1: Check tension. If the tension of the faction has reduced any of the faction's attributes below 0, then the faction has a chance of splintering. Make a Special Tension Check, which is a 1d20 roll +1 for every 10 points of tension (rounded down). The DC for this roll is 10 plus the faction's size modifier (+1 per 10 points of size, rounded down). If the tension check exceeds the DC, the faction splinters. See Splintering Factions on p. 22.

Step 2: Pay costs. A faction costs WP equal to its Size each turn. If it is unable to pay (due to insufficient WP), it loses all remaining WP, and gains tension equal to the amount not paid. This penalty may be reduced or removed in future faction turns by use of the Reduce Tension operation.

OPERATIONS PHASE

The faction may undertake a number of Operations based on the Faction's size, as detailed in Table 4: Faction Operations by Size. For each Operation launched, the Faction pays the cost of the Operation, and makes any checks required. The faction may launch Operations in any order. All effects for a single Operation are resolved before the next Operation is launched.

INCOME PHASE

Based on its activities, size, and patronage by PCs or NPCs that support it, a faction brings in money and other resources each faction turn.

Step 1: Add Wealth. Any character may choose to add wealth to a faction. Every 400 gp added to the faction's treasury adds 1 WP.

Step 2: Determine Income. The Faction makes a Resources check. This check has no DC, add the result as WP to the faction's treasury.

OPERATIONS

Each faction may undertake a number of Operations in a given faction turn. These operations either boost their own power, or limit the power of other factions within the kingdom. The number of operations a faction may perform per turn is determined by faction size and set at the beginning of the Operations Phase. Size increases occurring during that turn do not affect the number of operations a faction may perform.

There are two types of operation, Maintenance and Active. Maintenance operations are activities that the faction performs where the result is a change to the faction itself, while Active operations alter the kingdom or other factions. Maintenance operations may be performed more than once per faction turn, but only one of each type of Active operation may be performed in a given turn.

Several operations apply modifiers to kingdom and faction attributes, with larger modifiers costing more WP. A faction can always choose to use a modifier lower than the maximum result generated by their faction check.

TABLE 6: FACTION OPERATIONS BY SIZE

FACTION SIZE	OPERATIONS PER TURN
0	1*
1-10	1
11-25	2
26-50	3
51-100	4
101-200	5
201+	7

*: Factions with size 0 may only make Recruitment operations.

Sometimes an attribute from the kingdom (or a modifier to a kingdom attribute) is used for faction checks. Unless otherwise stated, this is in addition to the existing faction bonus. Use the following table to determine which faction attribute is modified by bonuses and penalties to which kingdom attribute.

TABLE 7: FACTION AND KINGDOM ATTRIBUTE EQUIVALENCIES

FACTION ATTRIBUTE	KINGDOM ATTRIBUTE
Power	Stability
Reputation	Loyalty
Resources	Economy

ABANDON GOAL (ACTIVE)

The faction no longer wishes to pursue this goal. The faction makes a Reputation check against the Goal DC + 10. If successful, the goal is abandoned and may be removed from the faction's goals.

ADVANCE GOAL (ACTIVE)

The faction works to advance one of its existing goals. Choose one existing goal for the faction and make a Resources check against the Goal DC. If successful for a boost or reduce goal, the faction may do one of the following, depending on the subject of the goal:

TABLE 8: ADVANCING BOOST AND REDUCE GOALS

SCALE	EXAMPLE IMPACTS	COST (WP)
Individual	Give the subject gold, or prevent the subject receiving an income for a single kingdom turn	1 per 400 gp given or prevented
District	Alter a single building's settlement and kingdom attributes by 50% (up or down) for one turn	1 per 2 BP cost of the building
Faction	Alter one of the faction's attributes permanently by +/-1	5
Settlement	Alter one of the settlement attributes permanently by +/-1	15
Kingdom	Alter one kingdom attribute permanently by +/-1	20

A successful check for a control goal allows the faction to immediately affect the goal's subject. The effect of advancing a control goal lasts until the next faction turn, unless otherwise noted. Because of the nature of controlling the subject, it isn't possible to provide a comprehensive list of effects and costs. This will vary depending on the subject, the goal, and the controlling faction's intentions. It is left to the GM's discretion to determine reasonable costs and impact for advancing these goals.

Some examples might include an order of paladins controlling a single merchant's shop for a time, to help him avoid going out of business, costing them 2 WP.

The merchant's guild controlling the kingdom's Treasurer and setting the tax edict to suit their needs. This could cost 15-20 WP per change in edict level.

The thieves' guild controlling the city watch's recruitment practices so that the watchmen are a little less competent, costing 8 WP.

AID, FACTION (ACTIVE)

The faction attempts to support the work of another faction. Make a Power check. If successful, you may choose to either remove a point of tension from the target faction, or apply a +1 modifier to one of the target faction's attributes. For every 5 points by which the check succeeds, you may remove

another point of tension or add another +1. The benefit of this operation does not have to apply to the same attribute from a single operation. Each point of tension removed or attribute bonus applied costs 3 WP. Bonuses to attributes last until the start of the next faction turn.

AID, KINGDOM (ACTIVE)

The faction tries to help one of the leaders of the kingdom. The faction chooses one of the kingdom's leaders and makes a Reputation check. If successful, the faction applies a +1 bonus to the target leader's kingdom attribute modifier, increasing by +1 for every 5 points by which the check exceeds the DC. Multiple Aid operations do not stack – only the highest modifier applies. Each point of bonus costs 5 WP, unless the leader affected is the Ruler, in which case it costs 7 WP. The cost must be paid at the time the bonus is applied. This bonus applies until the start of the next faction turn.

ALLIANCE (ACTIVE)

The faction joins forces with another faction. The two factions must have a Goal subject in common (though the Aim and Scale of the Goal do not have to be the same) and agree to the alliance. Each Faction makes a Reputation check. The Faction which gets



the highest result is the dominant partner, and can choose whether the alliance is balanced or unbalanced. If the alliance is balanced, both Factions gain a bonus to all Faction attributes equal to 50% of the bonus the other faction has. If the alliance is unbalanced, the dominant partner gains a bonus equal to 75% of the bonus the other Faction has, while the other partner gains 25%. These bonuses are lost if the alliance dissolves. At any time two Factions are in an alliance with each other, either of them can attempt to absorb the other Faction. This requires another Alliance Operation. The allied Factions make opposed Power checks. The winning faction permanently gains Power, Resources and Reputation equal to half the losing Faction's attributes. Add together the Size of the two Factions to determine the new Faction's size. The winning Faction may make a Reputation check to remove any of the losing Faction's Goals (one check may be made per Goal). Success means that the goal is removed entirely. Failing the check by less than 5 means that the Faction may reduce the Scale of the Goal by 1 step (for example from Kingdom to Settlement). Failure by 5 or more means that the Goal is added to the winning Faction's Goals in full. Since a faction cannot have itself as the subject of a goal, all goals from either faction with the other faction as a subject are automatically removed. An alliance costs each faction 10 WP, plus 2 WP per turn thereafter. Merging factions which are already allied costs 10 WP.

EARN WEALTH (MAINTENANCE)

The faction's members work to obtain money for the faction's coffers. The faction makes a Power check. If successful, the faction gains +2 on the determine income roll during the income phase. For every 5 points by which the check succeeds, the faction gains an additional +1 to the determine income roll.

FACTION CONFLICT (ACTIVE)

The faction mobilizes its members to compete with an opposing faction. This is not necessarily a violent altercation, but can be resolved either using a modified version of the mass combat rules, or the normal combat rules (GM's choice).

The number of members of each faction involved in the contest is equal to the size of the faction. If using the mass combat rules, create an army of 1st-level fighters based on that size (rounded down to the nearest army size). Damage done is solely used to determine the success or failure of the faction in the contest, though a faction can choose to deal lethal damage during



a contest if it wishes. The winning faction gains +2 Reputation until the start of the next edict phase, and the losing faction suffers a permanent -1 Reputation. If the faction has an organized militant force (created using the downtime system Organization rules, see optional rules), then the army may be created using the appropriate levels presented in those rules. This costs WP equal to the army's recruitment cost.

LOBBYING (MAINTENANCE)

The Faction chooses one leadership role (except Ruler) in the Kingdom, and makes a Reputation check. If successful, they may apply a bonus to one single appropriate faction check equal to the bonus the leader in that leadership role is providing, as described in Table 7: Faction and Kingdom Attribute Equivalencies. Each point of bonus costs 1 WP.

NEW GOAL (ACTIVE)

The faction creates a new goal for itself. Make a Reputation check against the Goal DC. If the check is successful, then the new Goal is added to the Faction's list of Goals.

PUBLICITY (MAINTENANCE)

The members of the faction spend their time making speeches and kissing babies. Make a Reputation check. If successful, the Faction may apply the Ruler's kingdom attribute bonus to one of their Faction attributes until the start of the next Edict phase. Publicity costs the faction 2 WP per point of bonus applied.

REDUCE UPKEEP (MAINTENANCE)

The faction invest funds in a variety of properties and businesses within the kingdom, for the benefit of their members. This results in them being able to maintain the faction at a lower cost than normal. The upkeep cost for the faction is permanently reduced by 1. The upkeep cost may never be reduced below zero. This operation costs 10 WP.

RECRUITMENT (MAINTENANCE)

The Faction works to recruit new members and increase its Size. Make a Resources check. If successful, the Size of the Faction increases by 1, and may be increased an additional 1 for every 5 points by which the check beat the DC. Recruitment operations cost 2 WP per point of size increased.

RELIEVE TENSION (MAINTENANCE)

The faction takes some time to demonstrate to the members that they are progressing towards their goals, and makes its members feel valued and useful. The faction makes a Reputation check. If successful, the faction may reduce its current tension by 1. For every 5 points by which the check beats the DC, an additional 1 tension may be removed. Each point of tension removed costs 1 WP.

SPYING (ACTIVE)

The faction attempts to learn information about a known target faction. Make a Resources check. If successful, the faction learns information about one Goal of the target faction. Choose one of Aim, Scale, or Subject. For every 5 points by which the check beats the DC, the faction may learn one more piece of information about the goal, or may learn one piece of information about another goal of the same faction. Alternatively, the faction may choose to learn the Power or Resources attribute of the target Faction. Each piece of information obtained costs 3 WP.

Spying can also be used to learn of the existence of covert factions. Make an opposed Power check, if successful, your faction learns of the existence of a single covert faction operating in the kingdom, but learning any further information requires another Spying operation. This use of Spying costs 3 WP.

SUBVERSION, FACTION (ACTIVE)

The faction attempts to undermine the work of another faction. Make an opposed Power check. If successful, add 1 point of tension to the target faction. For every 5 points by which the check beat the target faction's

check, add an additional point of tension. Each point of tension caused costs 2 WP.

If the opposed check fails, add 1 point of tension to the initiating faction. For every 5 points by which the check failed to beat the target faction's check, add another point of tension.

SUBVERSION, KINGDOM (ACTIVE)

The faction works to undermine one of the leaders of the Kingdom. The faction chooses one of the kingdom's leaders, and makes a Reputation check. If successful, the faction applies a -1 penalty to the target leader's kingdom attribute modifier, increasing by -1 for every 5 points by which the check exceeded the DC. Multiple Subversions do not stack – only the worst penalty applies. Each point of penalty costs 5 WP, unless the leader affected is the Ruler, in which case it costs 7 WP. The cost must be paid at the time the penalty is applied. This penalty lasts until the start of the next faction turn.

FACTIONS AND CHARACTERS

Individual PCs interact with factions using the Organization Influence rules presented above. The faction's stat block should be converted to an Organization stat block using the Factions and Intrigue rules on p. 24.

SPLINTERING FACTIONS

Sometimes the tension within a faction causes the faction to fall apart from internal pressures. If splintering occurs, immediately increase the kingdom's unrest by 1. Then make one faction check of each type against DC 10. If all three succeed, the faction splits into two equal size factions. Share the original faction's current goals and tension evenly between the two, and recalculate all other faction attributes. If one check fails, one of the resulting factions is $\frac{3}{4}$ the size of the original, and the other is the remaining $\frac{1}{4}$, and the goals should be shared in those proportions (if the original faction didn't have enough goals to share in these proportions, the smaller faction must take at least one goal of the original faction). If two checks fail, the faction splits into three equal parts (with goals and tension shared evenly). If all three checks fail, the faction dissolves entirely, adding a further point of unrest to the kingdom.

CREATING FACTIONS FOR EXISTING KINGDOMS

The GM may find that they want to create factions for existing kingdoms. The following rules allow for a

number of factions to be created which can be assumed to “have always existed” within a kingdom.

NUMBER OF FACTIONS

A kingdom will typically have a number of factions – the larger the kingdom, the more factions there will be. Take the kingdom size and divide by 10 (rounding down), then add the result to 2d6. This is the maximum number of factions the kingdom should have. There is no requirement to create this number, and it is only for guidance – roughly 1/3 of the maximum number will be Major factions, the rest will be Minor factions.

SIZE

Major factions will have a size equal to the kingdom’s size, while minor factions will each be between 10% and 60% of the kingdom’s size (roll 1d6 and multiply by the kingdom’s size, then divide by 10, rounding down). If you wish to vary these numbers from this base figure, roll 2d6 and add the result to the base size, then roll another 2d6 and subtract from the result.

TREASURY

Roll percentile dice. On a result of 1-25, the faction is Poor, and has WP equal to 3 times the faction’s size. On a result of 26-75 the faction is average, and has WP equal to 5 times the faction’s size. On a result of 76-100 the faction is wealthy, and has WP equal to 10 times the faction’s size.

At this stage, you may reduce the factions upkeep cost by 1 per 10 WP spent. All factions should leave at least their upkeep in the treasury before play starts, to pay the first turn’s upkeep.

TYPE

Ideally the GM should choose the type of each faction being introduced, but if that isn’t possible, you may randomly determine the type by rolling on the Random Faction Type table.

TABLE 9: FACTION TYPE

D20 ROLL	FACTION TYPE
1-2	Academic
3-5	Civil
6-7	Foreign
8-9	Judicial
10-12	Legal
13-14	Military
15-16	Religious
17-18	Social
19-20	Trade

SECRECY

Roll on the following table for the secrecy of the faction

TABLE 10: FACTION SECRECY

D20 ROLL	SECRECY
1-11	Open
12-17	Covert
18-20	Disguised*

*Roll again on the faction type table for the type this faction is disguised as.

GOALS

All factions have one or more goals that they are currently pursuing. Use the following charts as a prompt to help determine some goals – as a rule of thumb, create 1 goal for every 10 size that the faction has.

TABLE 11-1: FACTION GOAL AIM

D20 ROLL	AIM
1-4	Control
5-10	Boost
11-17	Reduce
18-20	Eliminate

TABLE 11-2: FACTION GOAL SCALE

D20 ROLL	SCALE
1-6	Individual
7-11	Faction
12-15	District
16-18	Settlement
19-20	Kingdom

Subject is probably the most complex thing to determine about a goal, since the subject can be almost anything. Below is a list of possible subjects, though this list is by no means complete, and GMs and players are encouraged to come up with their own: Trade, an individual, a guild, a business, a bank, a university, a ruler, a street, a district, a settlement, the kingdom, guards, the secret service, a church, a religion, a family, a clan, a mayor, a sergeant, an army, a general, a school.

FACTIONS AND SKILLS

It sometimes becomes necessary for PCs to learn information about factions. This is most commonly achieved by making Charisma checks to gather news, rumors, and gossip, as well as Charisma (Intimidation) or Charisma (Persuasion) checks to get people to reveal their secrets (and possibly Wisdom (Insight) checks to see through attempts to deceive you). This can be supplemented with Intelligence (Investigation) checks to learn about current events and activities or those from the recent past, or Intelligence (History) to learn about events and activities farther in the past. Intelligence (Religion) checks maybe appropriate to learn about temples, cults, and other religious organizations, or Intelligence (Arcana) for mage’s guilds and the like.

To determine the DC of a check, subtract the size modifier of the faction from 15, and modify this result based on the secrecy of the faction (see Faction Secrecy DC table).

TABLE 12: FACTION SECRECY DC

SECRECY	DC MODIFIER
Open	-2
Covert	+4
Disguised*	-4/+8

* The number before the slash is for checks based on the apparent faction type, the number after the slash is for checks about the actual faction type.

Generally speaking a successful check should result in one piece of information about the faction being learned by the character, with additional information being revealed for every 5 points by which the character beat the check, in the same fashion as the Spying operation. Additional information a character could learn includes size, alignment, and type, with other details at the GM's discretion.

One special situation that needs careful adjudication is disguised factions. The character should make a single appropriate ability check, and the result of that check is compared to the DC for the apparent faction and also for the disguised faction. The character learns information about each independently.

SIMPLE FACTION RULES

There are many circumstances where it isn't appropriate to use the complete faction rules, but as the GM you wish to still use factions to affect the kingdom. Some examples are where the players aren't interested in taking on the roles of factions; you're using factions secretly; or you have a number of important factions and you believe that the faction turn will take too long.

Below is a shorthand method of running factions which condenses the full rules into a single die roll per faction, and results in a single effect on the kingdom or another faction.

For each faction that you are using, create a simplified faction stat-block, containing the name of the faction, the size of the faction, and a goal that the faction is attempting to achieve.

During the faction turn, each faction should make a check modified only by the size modifier of the faction. Whichever faction gets the highest result may permanently modify any kingdom stat by +/- 1, increase or decrease the kingdom's unrest by 1, adjust any one edict (holiday, promotion, or taxation edicts from *Kingdoms*, and expansion or recruitment edicts from *Ultimate Rulership*) by one step, or alter the size modifier for another faction by +/-1. After this modification is made, the kingdom's Ruler selects a single faction and rolls a Loyalty check against the

kingdom's Control DC. Success allows the Ruler to modify the size modifier of the selected faction by +/- 1. Failure causes +1 Unrest.

OPTIONAL FACTION RULES

The following rules allow you to tailor the way you use factions in your campaigns at the party level or the kingdom level, especially when integrating the two systems.

NEW EDICT: SUPPORT OR SUPPRESS FACTION

The rulers of a kingdom may choose to issue an edict to support or suppress particular factions during the Edict Phase of their kingdom turn. Make a Loyalty check against the Control DC. If successful, the kingdom may choose to support or suppress. For every BP spent, the kingdom increases (if supporting) or decreases (if suppressing) a single faction's checks during the Operation phase. For every 5 points by which the kingdom beats the DC, an additional faction may be supported or suppressed. Every faction beyond the first affected this way causes a -1 penalty to Loyalty checks until the start of the next edict phase.

FACTIONS AND INTRIGUE

The factions generated in *Ultimate Factions* are tailor-made to be organizations which the PCs may choose to interact with. The following rules allow you to take a faction and generate Organization stat block for use with the Organization Influence rules.

STEP 1 - DETERMINE PROMINENCE

Add together the faction's total Power and Reputation modifiers, see the Faction Prominence table, below.

TABLE 13: FACTION PROMINENCE

POWER + REPUTATION	PROMINENCE	PROMINENCE MODIFIER
Less than +5	Weak	-5*
+6 - +10	Moderate	+0
+11 - +20	Strong	+2
+21 or higher	Preeminent	+5

* May not reduce the level of a key member below 1.

STEP 2 - KEY MEMBERS

If the faction's most important members have already been created as part of the roleplaying experience, then use those, however should the key members need to be determined, do the following: To find the highest-level key member, roll 2d6 and add the Prominence modifier. The next-highest level key member will generally be 2 levels lower than the highest level. Further key members will be 1-2 levels lower than the previously created one.

Any number of key members may be created, but 2–5 is usually sufficient.

STEP 3 - VALUES

The values of a faction should be determined by consideration of what the faction looks for in a member. This is not easily quantifiable, but virtues (such as loyalty, honesty, or obedience) and ability (skillfulness, demonstrable power) are probably the most common, since they are things that almost any group will appreciate in its members and affiliates. The specific values should ideally be tailored to the group by the GM.

STEP 4 - PUBLIC AND PRIVATE GOALS

The faction's goals should be its public and private goals (secret goals under *Ultimate Factions* become private goals for the Organization Influence system).

STEP 5 - ALLIES

Any alliances that the faction has are automatically considered allies, but other factions may be considered allies at the GM's discretion.

STEP 6 - ENEMIES

Choose 1 or more factions which oppose the main goal of this one. Those factions are the enemies.

STEP 7 - MEMBERSHIP REQUIREMENTS

Every organization's membership requirements will be unique, but the more prominent the organization the more valuable or restrictive the membership requirements will be. For weak organization, an activity with a small value (less than 100 gp), or an occasional commitment of time (a short meeting once per month for six months) is suitable. For a moderate organization, a more valuable activity (between 100 and 500 gp) or a greater commitment of time (a weekly meeting for three months) would be acceptable. Strong organizations need a much greater level of dedication, so a value of up to 2,000 gp or several days of dedicated time to the organization, even at the expense of the character's other activity. Preeminent organizations demand much greater sacrifice, which should rarely be quantified in monetary terms (unless the organization is particularly interested in money), but instead be a demonstrated willingness to take risks on behalf of the faction, even at the possible expense of the character's life.

STEP 8 - INFLUENCE LIMITATIONS

Most organizations require a formal acknowledgement of membership before they will allow a character to increase their influence rank to 2, and further influence rank increases may require more elaborate



demonstrations of allegiance to the organization, with more prominent organizations having more elaborate and frequent requirements (a preeminent organization is likely to have a requirement to increase each influence rank, while a moderate organization may only need something extra to get to rank 4).

STEP 9 - BENEFITS

An organization's benefits are unique to that organization, and GMs are advised to consider unique benefits where possible, but the common benefits can be easily used where necessary.

Use the following table to determine appropriate common benefits for a faction.

STEP 10 - NEW BENEFITS

New benefits should be chosen to match the theme of the organization, and should be roughly equivalent in worth to the benefits in the table above. The benefits can be as much as one rank better, if they are something the organization is particularly focused on, for example a wizard's guild might allow its members access to the guild library of spells.

FACTIONS IN PLAY

These rules primarily present a way for GMs to add some extra effects to kingdom turns, which would normally suggest that they should be used outside normal play sessions as part of preparation or post-game reconciliation. The GM may, however, wish to include their players in the use of these rules. One of the most effective ways to do this is to give each player a faction to control. This can be a faction related to their character's kingdom leadership role (if any), a faction directly opposed to that leadership role, or just any faction within the kingdom. The key point to drive home is that the factions are largely independent of their characters, and the things factions choose to do should generally be in the faction's best interests, even at the expense of the kingdom and rulers.

For example, David (the GM) has given his players a faction each to manage. Carla, whose PC is the kingdom's Warden has been given the thieves' guild. Carla needs to be careful to make sure that the operations the guild performs are sensible for the thieves' guild, even though it will make her character's

job as Warden harder. This has the advantage of letting Carla make decisions for the guild that can drive plotlines for her character, but can remove some control from the GM.

When allowing player-controlled factions, a word of warning to the players – the faction is a group of people in the kingdom that your character has probably never met. Don't get too attached to the faction, or competitive with the other players, even if your factions are opposed. Your factions go to war? Great! Now it's up to the PCs to stop the bloodshed in the streets. Your faction disintegrates due to tension? Excellent! Now you get to run the group that fills the power gap and deal with the fallout. Everything that factions do should be to drive the kingdom's story in interesting directions, and everyone involved, GM's and players, needs to be on the same page.

It is recommended that if any of the players in the group are not interested in controlling a faction, the Simple Faction Rules should be used instead, to minimize bookkeeping and time.

WHY FACTIONS MATTER

The most important thing to remember when using factions in your game is that they are there as a tool to drive stories, to provide story ideas to players and GMs, and to enhance the gaming experience of running a kingdom. These rules attempt to address the question of what the people in the kingdom are trying to do while the rulers are trying to lead the kingdom to growth and success, in a way that creates opportunities for intrigue, but doesn't make running a kingdom significantly more challenging than the original rules.

Not everyone will agree with the rulers, not everyone will want the rulers to succeed at their edicts, and until now, those people haven't had a voice. It is the nature of people to find like-minded individuals, and frequently those groups end up trying to achieve something that is far bigger than any of the individual members. When groups like this start being able to affect segments of society, whether it be the town council's rulings on littering, the king's latest tax brainwave, or guild membership fees, then they become factions. A big and powerful enough faction can be likened to a political party in a modern democratic society – able to influence the entire nation.

TABLE 14: FACTION BENEFITS

	RANK 1	RANK 2	RANK 3	RANK 4
<i>Borrow Resources</i>	<i>Resources x20 gp</i>	<i>Resources x100 gp</i>	<i>Resources x500 gp</i>	<i>Resources x1000 gp</i>
<i>Command Team†</i>	-	1-4 HD	3-12 HD	6-30 HD
<i>Gather Information</i>	<i>Reputation +3</i>	<i>Reputation +3</i>	<i>Reputation +3</i>	<i>Reputation +3</i>
<i>Put in a Good Word</i>	<i>Never</i>	<i>Yes</i>	<i>Yes</i>	<i>Yes</i>
<i>Reciprocal Benefits</i>	<i>No</i>	<i>No</i>	<i>Yes</i>	<i>Yes</i>

†: These are for strong or preeminent organizations. For every level of prominence below strong, increase the rank required for a particular team by 1. Military factions may reduce the rank by 1, and add an army of 100 1st level fighters to the available teams at rank 4.

SAMPLE FACTIONS

Factions are described in the following format.

Faction Name: This is the name of the faction, usually descriptive of the faction's place in the social structure of the kingdom.

Alignment: The alignment of the faction

Secrecy and Type: Whether the faction is open, covert, or disguised (the actual type is listed in parentheses), and the type of the faction.

Size: The faction's size. An approximate number of members is listed in parentheses.

Size Modifier: This is the size modifier of a faction of this size. It is already factored into the faction's attributes.

Faction Attributes: The bonus to Power, Resources, and Reputation checks that the faction has. This does not account for any penalty due to tension.

Wealth: The amount of wealth the faction has when it is first used. The operations performed by the faction will drastically alter this figure through play.

Tension: The amount of tension the faction has when it is first introduced. Any penalty associated with this level of tension is listed in parentheses and has not been included in the faction attribute bonuses.

Goals: The faction's major goal, and at least one minor goal are listed, including information regarding the aim, scale, subject, and secrecy. The DC for the goal is also included.

Common Operations: These are the most likely operations this faction will perform if left to its own devices. These are suggestions only, and any operation can be undertaken throughout play.

THIEVES' GUILD

LE Covert Legal Faction

Size 8 (200 members)

Size Modifier +0

Power +3

Resources +3

Reputation +0

Wealth 40 WP

Tension 0

Major Goal Control criminal activity in other settlements within the kingdom. DC 25

Minor Goal Control all criminal activity in home settlement. DC 19; Reduce effectiveness of town guards in home settlement. DC 17

Common Operations Earn Wealth; Advance Minor Goal (success used to increase Crime in settlement); Recruitment; Advance Minor Goal (Reduce Town Guards Power)



MAGE'S GUILD

N Open Academic Faction

Size 21 (520 members)

Size Modifier +2

Power +2

Resources +5

Reputation +5

Wealth 200 WP

Tension 12 (-1 to checks)

Major Goal Control the use of magic within the kingdom, to protect the people. DC 21

Minor Goal Control the distribution of arcane knowledge within the kingdom. DC 25

Minor Goal Eliminate magic users dangerous to the people of the kingdom. DC 28

Common Operations Advance Major Goal (used to either increase kingdom stability, or remove a number of magic items available within settlements. One item per district may be removed.); Advance Minor Goal (One magic using character or creature is unable to affect the kingdom until the start of the next Edict phase, or one magic using faction loses their next Operation); Recruitment; Advance Minor Goal (increase Magister's leadership bonus).

CRIME SYNDICATE

NE Covert Legal Faction

Size 600 (15,000 members)

Size Modifier +60

Power +63

Resources +62

Reputation +61

Wealth 2,800

Tension 485 (-48 penalty to checks)

Major Goal Control criminal activity (from petty theft to assassinations) across the kingdom. DC 21

Minor Goal Boost kingdom trade. DC 19

Minor Goal Secretly control all trade (legal and illegal) across the kingdom. DC 25

Minor Goal Secretly boost all members' personal wealth. DC 19

Common Operations Recruitment; Advance Minor Goal (increase Economy from trade); Subversion, kingdom (Warden or Royal Enforcer); Earn Wealth;

NATIONAL MILITARY

LN Open Military Faction

Size 720 (18,000 members)

Size Modifier +72

Power +74

Resources +75

Reputation +73

Wealth 1500

Tension 200 (-20 to checks)

Major Goal Eliminate external threats to the kingdom's people. DC 24

Common Operations Recruitment; Aid, kingdom (General); Advance Goal (maintain status quo)

MERRY OUTLAWS

CN Open Civil Faction

Size 5 (125 members)

Size Modifier +0

Power +2

Resources +1

Reputation +3

Wealth 15 WP

Tension 6

Major Goal Secretly desire to eliminate kingdom aristocracy. DC 28

Minor Goal Boost wealth of poor in the kingdom. DC 19

Minor Goal Reduce wealth of rich in the kingdom. DC 19

Common Operations Recruitment; Earn Wealth; Subversion, kingdom (Warden); Subversion, faction (Secret Society); Advance Goal (rob from the rich or give to the poor)

SECRET SOCIETY

NE Disguised Social (Civil) Faction

Size 13 (325 members)

Size Modifier +1

Power +3

Resources +2

Reputation +4

Wealth 150 WP

Tension 0

Major Goal Secretly Control the Kingdom's leaders. DC 25

Minor Goal Secretly Reduce Education in slum districts. DC 20

Minor Goal Secretly place members in positions of power. DC variable

Minor Goal Increase culture within capital with high-class entertainment. DC 17

Common Operations Recruitment; Aid kingdom (Ruler, Councilor, or High Priest); Earn Wealth

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