

Throughout the civilized nations of Exodus, the Imperial Alliance provides a neutral forum for political negotiations, diplomatic relations, and international trade.

While they have made incredible steps towards keeping peace and unifying the empire, breaking down longstanding racial and political tensions between the varied nations remains a difficult task.

To placate social unrest in its most volatile regions, the Alliance initiated an outreach program based on the construction of protasylums, independent settlements governed by Alliance consulates and mostly occupied by Alliance troops. Protasylums have become crucial in Alliance efforts to bring resolution to the war-torn nations of Abbaddon, Cordel, and Sametia. These three vehemently opposed nations border along a fertile and heavily populated stretch of land divided by the Abbaddon River known as the Axis Region. To help ease hostilities, the Alliance built one of their largest protasylums to date, known as Protasylum-Six. The settlement has grown rapidly and spawned several large ghettos representing the region's vast ethnic diversity.

Recently, resource shortages caused by the repeated caravan strikes of desert clan raiders has caused industry to suffer, and the settlement is wallowing in wake of unemployment and increased criminal activity. Hardest hit were the hundreds of disenfranchised youth who came seeking jobs under the Alliances free-trade edicts. Anti-Alliance gangs solicit many of these youths to serve as frontline terrorists and street soldiers opposed to foreign occupation or participants in century old rivalries between the Armanian Protectorates and Dominion supporters still loyal to the Khagan.

Alliance chancellors are at odds over current proposals to cope with these rising threats. Most of the senior council members remain supportive of House Senator push to further nonviolent, open negotiations, though few support those initiatives that would permit Armanian Clans to join or even represent themselves within the Alliance. In direct opposition, chief military chancellor Vassim Isylar's push for temporary martial law is gaining popularity. Upon his orders, police forces have doubled and dozens of arrests seem to have slowed some of the criminal activities. In truth, his aggressive policing only drove dissenters underground, and if anything, increased the fervor of ethnocentric insurgents who martyr arrest victims.

As a result, political rivalry between the remaining chancellors has weakened the overall authority of the Alliance, spinning Protasylum-Six precariously towards political implosion. Now the shadows quell with Dominion warlords and hungry splinter-cells of Protectorate insurgents, all waiting for the collapse of the Alliance leadership and poised to seize control of the strategically located settlement.

SYNDESIS

The Alliance hires the players to investigate and negotiate with some of the growing street gangs to attempt to quell potential uprisings. In particular, they are concerned with Yvonne Korsiv, a fanatical Armanian insurgent rapidly gaining notoriety as a strong anti-Alliance voice. Players are sent to investigate her group and determine if she might be negotiable.

Under Yvonne's leadership the insurgents build and train troops in the heart of the destitute shipping district, recruiting and funding his supporters by hosting illegal bare-knuckle boxing matches in an abandoned warehouse. Posing as gamblers or as fighters, the players enter the dark world of illegal fighting. After meeting a deep cover Alliance spy they learn that a toad-like Alliance representative named Galvan Rogreth covers all of the bets. By keeping an eye on Galvan, they further observe that after each fight, he peels off a hefty cut of the winnings before meeting with a mysterious dark-skinned elf.

As it happens, Galvan works for Vassim Isylar, and the mysterious woman he meets with is an Exodite (an ancient race of advanced humanoids long driven from the lands of Exodus). She supplies Vassim with sides of beef implanted with the eggs of a virulent humanoid insect species known as locari, which Vassim foolishly plans to breed and release as a part of his plot to scare the public into approval of martial law and seize military control of the protasylum.

Players can attempt to track down and investigate Galvan, but as soon as Vassim suspect they're keeping an eye on him, he orders the man's assassination. Vassim then sets a trap for the unsuspecting players by raising Galvan as a vicious undead killer. Still, Galvan retains a hint of his former self, and even as his undead form is forced to attack the players, he tries to feed them information. Players must avoid defeating the pitiful wretch too soon, or risk losing important information concerning Vassim's devious plots. While, Galvan himself is unaware about the true contents of

the crates, he reveals that his connection has a base of operations just across the river.

Players attempt a midnight crossing of the Abbaddon River to locate a small group of caves in the lower hills of Sametia. There they discover a series of caves tied to ancient locari hives and recent evidence of humanoid activity. As the travel further, they encounter a cadre of Exodites who crudely incubate locari eggs by implanting them in sides of cattle.

After defeating the Exodites, the players finally uncover Vassim's plot to sneak the egg-laden crates into the consulate building a few hours before the senate meets to hold its monthly forum. To prevent an atrocious slaughter, players must race back to the consulate building where swarms of newly hatched locari larvae leave a wake of half devoured victims. Meanwhile, Vassim holds the House Senator hostage glass-domed council forum located at the apex of the consulate building.

If players defeat Vassim and stave off the invasion of locari, the Alliance can attempt to open negotiations with the various power groups and re-establish the settlement.

ADVENTURE HOOKS

Protasylum-Six is located in the heart of Exodus's opulent, heavily populated, and politically volatile Axis Region. The region is rife with intrigue and opportunity for adventures seeking jobs as guards, spies, assassins, couriers, soldiers, and explorers.

Possible adventure hooks include"

- The players volunteered to serve the Alliance and stationed at Protasylum-Six.
- A merchant hires the players to guard shipments being ferried to the settlement.
- Their homeland sent the players to investigate the Alliance's true intentions or to covertly aid the Alliance in eradicating insurgents of an opposed nation.



As newly arrived players enter city gates, Alliance customs officers give them a shakedown. They thoroughly examine their belongings for contraband

before questioning them on the reason for their arrival in Protasylum-Six, grilling them about everything from their homelands to their political affiliations. Eventually, the officers release them with a stern warning not to cause trouble during their visit. Soon after, one of the players finds a strange envelope on his possession, sealed with the signet of a high-ranking Alliance officer. Within, is a formal invitation for the players to conference with Alliance consulate member Cturion Raamor later in the evening. The envelope also contains a fully paid reservation at the Diplomat, an elite waterfront lodging for foreign emissaries.

There's plenty of time before their scheduled meeting for players to check in to the inn, explore the settlement purchase equipment, or gather information about the Alliance and the protasylum's current state of affairs. During this time DMs should reward inquisitive players by providing them with general information from the background.

If players fail to seek the Consulate Raamor on their own accord, an escort of Alliance guards seeks the players out and offers to accompany them to meet with him. Their offer is not a request, as the duplicitous political climate in Protasylum-Six quickly creates an air of misplaced trust concerning the player's true intentions.

THE MEETING

The Alliance Consulate Building rests in the heart of Protasylum-Six, a quadrangle of squat, two-storey compounds enclosed upon a central oval tower. The central tower rises high above the quads, with its apex supporting the great glass atrium in which the Alliance senators hold congress.

After checking in with security, they are lead to the private chambers of Consulate Raamor located in one of the outer towers. There they meet with Raamor, Vassim, and two other consulate members, Matron Durya and Brannosh Tok. The Matron is an elderly woman with brownish, leathery skin and piercing eyes. She wears her thinning gray hair slicked back and knotted into a tail of half a dozen braids. Her partner, Brannosh is slender with a noticeable paunch, a weak chin, and a fleshy neck (his hand shake is equally weak and clammy). Raamor appears to be in his late fifties with strong features and a broad nose, while Vassim is a nondescript middle-aged man whose most notable feature is an expression of disinterest.

After Vassim makes formal introductions, all are seated around a round conference table and Raamor begins.

"I must make this brief for we are in dire times. The Alliance here at Protasylum-Six is weakening. This is no secret. Even if your philosophy doesn't stand with ours, you must know that we are a peacekeeping organization and that the Axis Region has always been one of the most volatile on the face of the continent. We are being torn from three sides, by power hungry nationalists, and if Protasylum-Six fails, the end result will be war. Our only hope is to locate the leaders of nationalist insurgents and appeal to them to participate with the Alliance. We badly need to establish peaceful negotiations to restore prosperity to this region. Unfortunately, insurgent leaders are anti-Alliance, so we desperately need to employ outsiders such as yourselves to represent us in this matter. To Making things more difficult, we still have no idea who the insurgent leaders are or how to contact them for negotiations. We had a deep cover agent in District 19 who was close to identifying one of them, but recently he cut contact with us. We'd like to hire you to try to find him and recover any information he's learned."

Raamor offers the players 900 gp each for their aid, to be paid upon proof of completion of the task. Through diplomatic bargaining, players can get up to 25% of the fee in advance or increase the total fee by 100gp each. However should they push for an even greater fee, the remaining consulate members force Raamor to cease negotiations under the premise that they can hire someone else for the job.

Opposed Sense Motive checks on Raamor reveal he's telling the truth, however a Sense Motive check on Vassim detects his skepticism. Matron Durya and Brannosh Tok possess no strong opinions concerning Raamor's statements, and are there only to monitor the consultation. In truth, Matron Durya and Brannosh Tok represent much high ranking authorities within the Alliance that feel Raamor is growing incompetent and they are prepared to side with Vassim and convert Protasylum-Six into a military compound.

After a brief settling of terms with the consulate members, players are sent to the infamous District 19 to meet with a deep cover agent who has been living among the insurgents. The agent uses the cover name Nusrat and infrequently leaves coded messages for Alliance members at a flophouse located near the water. In his last message, Nusrat stated that he'd gotten himself in too deep with the insurgents and that

further contact would jeopardize both his life and his mission. They've not heard from him since.

PART TWO: THE INSURGENTS

Filled with moldering warehouses, squalid industries, and flophouse bars, District 19 is prized territory for insurgents who deftly blend into the surrounding poverty. Unemployment and overpopulation has forced many citizens to forfeit their homes, turning them to disenfranchised squatters and transient day laborers. Many of the older buildings were abandoned and demolished. The few remaining permanent structures consist of low sprawling compounds piecemealed from salvaged scrap, while the remaining population lives in shacks. Recently, the Alliance purchased the remaining structures for storage and manufacturing. Unfortunately, they lacked the funds to police their investments and most of them have fallen into the covert control of various anti-Alliance gangs.

District 19 provides stark contrast to the successes of Alliance occupation. The slow decline of warehousing and other industries caused massive job shortages creating a sharp rise in poverty and overcrowding. The district is now the dumping ground for what the Alliance considers the underbelly of their society. Beggars and drunks sleep in alleys between warehouses cramped with ramshackle shelters of old shipping crates and ragged dirty tents. Half-starved rats scurry everywhere, boldly darting across the dusty streets and into abandoned buildings.

Once players enter District 19, allow them to make a Spot check to notice that half of the people they see are watching or casing them. They observe the furtive glances of pedestrians as well as others more strategically positioned on the low warehouse rooftops. It should soon become obvious to players that most district residents perceive them as outsiders and as marks.

THE AMBUSH - EL2

This encounter takes place shortly after players enter District 19. While proceeding up a crowded street, a young Cordelian bumps into one of the players in what appears to be an attempt to pickpocket them. Make a check to see if the Cordelian is able to grab a minor item from the character, but the Cordelian deliberately fails any attempt to avoid notice. Instead, he hopes the players are foolish enough to pursue him. If they do, he allows them to chase him for several

blocks before darting into a dead end ally facing the river

Apparently cornered, he turns to face the players in a panic and pleads with them to spare his life. As he carries on, four accomplices manifest from the surrounding shadows and jump the players.

Cordelian Street Thugs (8); use statistics for insurgent candidates in area W11.

Developments: The street thugs only want money and aren't interested in suffering any serious injuries or committing murder. As soon as a thug is dealt more than 4 points of lethal damage, he flees. If more than half their allies flee, the remainder attempt follow suit. If unable to escape, a thug begs and pleads for mercy.

If players can subdue or capture one of the thugs, they can attempt to glean information from them about recent developments in District 19 using either Diplomacy or Intimidation.

The thugs possess the following knowledge:

(DC10) The residents of the district see the Alliance as a failure and most resent their occupancy.

(DC12) Alliance forces are stretched so thin that they can't effectively police District 19.

(DC15) Bare-knuckle fights have become popular recently. They are held several nights a week in abandoned warehouses.

(DC 18) Armanian insurgents have been actively seeking recruits for an unknown cause.

Note: The Alliance deems killing any city resident as an act of murder, and if they kill any of the thugs they risk serious legal repercussions (though players can readily argue for self-defense)

Along the south side of the district stands a dilapidated inn. Dark greenish mold outlines its worn shingles while loosely boarded windows seem a poor solution to keeping out the vermin. The sign over the door is unreadable, its paint long weathered into a few cracked and colorless flakes. Beneath, a single door hangs crookedhinges.

> Once players enter, read or paraphrase the following description.

Beyond the entrance

is a common room sparsely furnished with little more than crates, wooden cable spools, and barrels. A carpet of wet s a w d u s tcovers the The little the room from between

and stale air drenches boarded windows everything with the scent of mold and liquor-tinged sweat. Disheveled patrons of all ages lie on the floor or slump over the makeshift furniture, most blatantly drunk. Sitting behind a stack of crates that serves as a bar is a grubby-faced man with thinning hair. He smiles cheerfully as you enter, exposing the pinkish gums of his mostly toothless upper jaw. The man is obviously

floor

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the flophouse's proprietor and gleefully expects you possess more money than his regular customers.

The proprietor introduces himself as Warun, he is friendly enough and eagerly attempts to get players to buy drinks and rent a room. He becomes gabby with patrons or anyone offering him money, freely exchanging information and answering questions. If asked about Nusrat, he claims to be good friends with the man and loudly brags about him.

"One night, a crew of thugs busted in. Dey tried ta beat me up and rob duh cashbox. Duh bastards eben knocked out my teefff! Dey wus about ta torch duh place when Nusrat showed up. I ain't never seen no one do a beat down like dat. He fights like a wild bear or something. He grabbed duh first guy an put his head right troo duh wall! Den smashed a crate over duh second guy, after dat, everyone split. I ain't had no thug problems since!"

Warun doesn't know that Nusrat works for the Alliance. Instead, he believes Nusrat earns his money bare-knuckle boxing in illegal warehouse fights. He tells the players that Nusrat would place bets for him and a few other folks who he considered friends. Every so often, these friends would drop by and meet with Nusrat in his room privately, presumably to collect their winnings.

Unfortunately, Warun's loud bragging catches the attention of a nearby patron named Insol. Insol is an insurgent mole that reports directly to Yvonne Korsiv. Yvonne still doesn't trust Nusrat and while he is out of the flophouse she's seized the opportunity to have Insol check for any loose ends the fighter may have left behind. Once Warun calms down, Insol approaches the players and tries to slip himself into their conversation by offering to by them a drink. Posing as one of Nusrat's friends, he asks players a slew of probing questions. As soon as he gains the slightest suspicion that they represent the Alliance, he excuses himself and speeds off to inform Yvonne. At this point, Nusrat's life is in grave danger, for as soon as Yvonne suspects him of treachery, she orders the Alliance spy executed. Her method is to have Nusrat shivved during a match, so she can at least make some money off the poor sod.

INSOL-CR3

Male Human Rogue 3

NE Medium Humanoid (human)

Init +2; Senses Listen +6, Spot +4

Languages Common, Exodite

AC 15, touch 12, flat-footed 13;

hp 14 (*3 HD*)

Fort +1 Ref +5 Will +1; Evasion

Spd 30 ft. (*6 squares*)

Melee +1 dagger +4 (*1d4* + *strength bonus/ crit plus additional damage*)

Base Atk +2; Grp +3

Special Action Sneak attack +2d6

Abilities Str 12, Dex 15, Con 11, Int 14, Wis 10, Cha 12

SQ Trap finding, Trap sense +1

Feats Investigator, Negotiator, Persuasive

Skills Appraise +7, Bluff +9, Decipher Script +8, Diplomacy +7, Disguise +3, Escape Artist +5, Forgery +5, Gather Information +9, Intimidate +6, Knowledge (*local*) +8, Listen +6, Open Lock +4, Profession (*Spy*) +6, Search +8, Sense Motive +7, Sleight of Hand +4, Spot +4, Use Magic Device +3

Possessions +1 dagger, masterwork leather armor, a garrote, masterwork thieves tools, 250 gp,

Developments Players using Sense Motive can attempt to determine Insol's intentions.

If they can capture him, he buckles under Intimidation (DC 20) and reveals he works for the Protectorates and that his patron doesn't trust Nusrat. He insinuates that if he fails to report soon, Nusrat will be in grave danger (somewhat of a lie).

Warun aids the players, and offers to hold the spy by binding him and locking him in a backroom. However, unless he is heavily guarded, it only takes the canny insurgent a few days before he is able to escape and report to Yvonne. If players permanently dispose of Insol or hold him longer than three days, Yvonne sends a small band of insurgents to seek him out. Once the insurgent leader learns the truth, she immediately calls for Nusrat's execution.

PART THREE JOINING THE FIGHT

After speaking with Warun, it becomes apparent that Nusrat regularly fights in the illegal warehouse matches run by Yvonne Korsiv. The fights are popular, therefore finding the warehouse poses little problem.

In the destitute and broken alleyways of District 19, it is said that even the shadows whisper the name Yvonne Korsiv in fear and reverence. The charismatic daughter of a barbarian lord, she claims her veins run with the blood of Sorcerer-Kings. In recent months, she has made herself a local hero to the Armans and a deadly adversary to her enemies.

YVONNEKORSIV-CRE

Female human sorcerer 5, rogue 1

LN Medium humanoid (human)

Init +6; Listen +1, Spot +1

Languages Arman, Common

AC 13, touch 12, flat-footed 11

hp 21 (6 HD)

Fort +5 **Ref** +6 **Will** +6

Spd 30 ft. (*6 squares*)

Melee: +1 short sword +2 (1d6/19-20)

Base Atk: +2; Grp +1

Atk Options sneak attack +1d6

Sorcerer Spells Known (CL 5, + 1 melee touch, + 4 ranged touch)

- 2nd (5/dav) detect thoughts, spider climb
- 1st (7/day) expeditious retreat, feather fall, magic missile, shield,
- 0 (6/day) acid splash, light, mage hand, message, read magic, resistance

Abilities Str 9, Dex 14, Con 12, Int 11, Wis 13, Cha 17

SQ Summon familiar (rat familiar named Igvol; AC17, Int 8, improved evasion, share spells, deliver touch spells, speak with master), trapfinding

Feats Negotiator, Persuasive, Improved Initiative **Skills** Bluff +10, Diplomacy +7, Concentration +7, Gather Information +5, Intimidate +5, Knowledge (*arcana*) +6, Knowledge (*local*) +3, Sense Motive +5, Spellcraft +7

Possessions +1 short sword, amulet of natural armor +1, cloak of resistance +1, 290 gp.

Developments: As the head of the rising insurgent movement to remove Alliance control from her tribal

homeland, Yvonne actively recruits young Armanians to her cause, training them in guerilla tactics and espionage. She views the Alliance as a terrorist regime that fails to recognize the Arman people as anything more than savages and vehemently decrees the Unification Treaty as an outsider's attempt to subdue her people and culture. While she doesn't consider herself a criminal, she implements her anti-Alliance campaign with the precision and intelligence of a seasoned crime-lord. Among other things, Yvonne earns excellent profits hosting illegal fighting matches in various warehouses. These nightly events generate a great deal of revenue for the Protectorate insurgents as well as create a training ground for new recruits.

Creatures: Players seeking Yvonne have little trouble finding one of her many contacts. She has eyes and ears throughout the district and quickly sends her henchmen to serve replies to anyone asking too many questions. The insurgents approach players and demand to know why they seek Yvonne. Their initial attitude is Unfriendly and unless players change it within four rounds, the henchmen attempt to capture the players and drag them back to the warehouse to face Yvonne's judgment. If made Friendly, the insurgents offer players the opportunity to discuss the current state of affairs with Yvonne, provided they can offer finances, new spells, or other resources to aid their movement.

Kvar (*Insurgent Veteran*); See Warehouse Section for Stats

Petra and Silke (*Insurgent Recruits*); See Warehouse Section for Stats

Developments: Players offering equipment, wealth or similar during negotiations gain a +2 bonus on their Diplomacy checks for every 50gp worth of materials offered. Likewise, players openly touting the Alliance or the Dominion, or insulting the Protectorate or Arman people are dealt a –2 penalty to Diplomacy check per insult.

THEWAREHOUSE

The insurgents operate out of an old warehouse and its surrounding facilities including a small office complex (where foremen used to take care of billings, receiving, and other types of bookkeeping), and two tall concrete silos. Metal staircases wrap around the exterior of both silos allowing insurgents to place guards atop them. East of the silos, a light wooden and steel catwalk connects the offices to the main warehouse. Twin chain-link fences mark the perim-

eter of the property. Although old and badly rusted, the razor wire covering the top of the outer fence is still sharp. Anyone attempting to scale the outer fence must succeed a DC15 Climb check or the wire cuts them, dealing 1d2 points of damage.

The warehouse and its furnishings have the following statistics:

Rusted Chain Link Fence: hardness 8, hp 5; Break DC 22

Building Walls (*per 10ft section***):** hardness 5, hp 20; Break DC 25

Cargo Doors: hardness 5, hp 20; Break DC 23

Inside Doors: hardness 5, hp 15; Break DC 18

Creatures: The guards posted on the silos keep a vigilant watch at all times. Should they Spot anyone prowling near the perimeter of the complex, one of them dashes down the staircase and notifies compound guards in section W1. Unless Kvar, Petra and Silke accompany the players, the guards immediately confront trespassers demanding their name and purpose. Ultimately, the guards allow players entry and accompany them to meet with Yvonne.

INSURGENT RECRUIT - CRI

Male/Female Human Fighter 1

N Medium humanoid (*human*)

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

Languages Armanian, Common

AC 11, touch 11, flat-footed 10; Dodge

hp 10 (1 HD)

Fort +2 **Ref** +1 **Will** +0

Spd 30 ft. (6 squares)

Melee +2 unarmed strike (1d3) or dagger +1 (1d4/19-20)

Base Atk +1; Grp +1

Abilities Str 11, Dex 13, Con 10, Int 9, Wis 10, Cha 9

Feats Dodge, Improved Unarmed Strike, Weapon Focus (*Improved Unarmed Strike*)

Skills Climb +2, Jump +3

Possessions dagger, belt pouch with 25 gp, commoner's clothes.

Tactics: Trained to fight single opponents, insurgents pick a single target to apply their Dodge bonus against before attacking. In arranged bouts, they use their fists, but do not hesitate to do lethal damage or use a dagger when fighting outside the ring.

END-NASTEV THEBRUZHI

Male/Female Human Fighter 3

N Medium humanoid (*human*)

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

Languages Armanian, Common

AC 11, touch111, flat-footed 10; Dodge

hp 20 (3 HD);

Fort +3 Ref +2 Will +1; Endurance

Spd 30 ft. (*6 squares*)

Melee unarmed strike +5 (1d3+1) or mwk dagger +2 (1d4/19-20)

Base Atk +3; Grp +4

Atk Options Combat Reflexes, Improved Grapple

Abilities Str 12, Dex 13, Con 10, Int 9, Wis 10, Cha 9

Feats Dodge, Endurance, Improved Grapple, Improved Unarmed Strike, Weapon Focus (*Improved Unarmed Strike*)

Skills Climb +3, Jump +4, Intimidate +1, Swim+3

Possessions masterwork dagger, belt pouch with 50 gp, commoner's clothes.

Tactics: Veterans use similar tactics to recruits. They initiate combat by designating an opponent for their Dodge feat, then they attempt to grapple the opponent following up with unarmed strikes

Developments: The treatment players receive at the hands of the guards varies according to previous actions.

If Insol informed Yvonne that the players represent the Alliance, guards expect their arrival. They pretend to assume players are looking to participate in the fights for money and offer them a fat prize to compete (500 gp per match). An opposed Sense Motive check determines that the guards only feign hospitality and possess an unknown ulterior motive. Guards inform players that Yvonne only meets with contestants after their first successful match. Yvonne rigs their matches, pitting the players against opponents secretly armed with poisoned razors. As soon as a player begins to dominate a fight, his opponent draws the razor and attempts to cut and poison him.

Special: In addition to their standard attack, any insurgent in a rigged fight possesses the following additional attack: Melee +3 razor 1d4-3/x3 plus bloodroot poison (*Injury DC12*; 0/1d4 Con +1d4 Wis)

If the players successfully convince the guards that they are interested in entering a bout as a contestant, they offer entrants 200gp per win and permit them to warm up in the pens (*area W9*) before the next fight.

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NEDEXODUS ADVENTURES THREE SIDES OF TRUTH

If players pose as gamblers, the guards inform them that an independent organizer named Galvan oversees the gambling and they can place bets with him before the next match. Gamblers may take seats inside the warehouse or walk the rings prior to fights, but aren't permitted anywhere else on the complex.

If players convince guards they're interested in joining the insurgents, they must first prove themselves in a fight against a veteran insurgent. If the player wins, then they gain an interview with Yvonne. If they can convince her that they support her cause with an opposed Bluff check, she allows them a trial membership. During a trial membership, the candidate must live with the other insurgents in area W10.

WI-CHECK POINT-EL2

Once a small office, the Armanians converted this room into a guard post by carving arrow slits into the east wall, lining up with the main gate. A ladder mounted to the north wall leads to the roof and the old suspension cart tracks that connect to the warehouse roof.

Creatures: Two guards occupy this room at all time. One monitors the gate, the other sits at the desk thumbing through a stack of papers that list stats of various fighters and potential line-ups for future fights. There is also a log-in book by the desk containing aliases of non-Insurgents currently visiting the complex. Whenever someone approaches the main entrance, one of the guards pokes his head from the door and asks them to identify themselves. If they clearly have business within, the first guard exits and escorts them through the gate while the second guard remains inside, marking them with a crossbow.

Insurgent Recruits (2); see Warehouse section for Stats.

WZ. TEMPORÁRY BÁRRÁCKS -EL VÁRIES

Several rows of stacked bunks pack this room, each walled off by thin curtains. Thick planks board up the windows and someone painted the walls black. Stuffed in the space beneath the bunks are a dozen or so small leather chests.

Insurgents use the bunks to catch naps after long shifts, or if they require temporary housing facilities during extended stays. Most of the chests are unlocked and typically contain clothes and other non-valuable personal items.

Creatures: At any given time, there is a 25% chance that 1d4 insurgent recruits sleep in the bunks.

Insurgent Recruits (1d4); See Warehouse Section for Stats

Trap: One of the chests is locked with a simple lock fitted with a poison needle.

Like the others, the chest appears to hold nothing but simple clothing; however a Search check (*DC 20*) uncovers an anchor feather token sewn into the liner of a winter cloak.

Locked Leather Chest: hardness 2, hp 1; Break DC 12, Open Lock DC 15

Poison Needle Lock: CR 1; mechanical; touch trigger; repair reset; Atk ranged +8 (*1 plus greenblood oil poison; Search DC 22; Disable Device DC 20*).

W3.YVONNES OFFICE-EL1

Once a receiving office, a long countertop desk divides this small room. Still tacked to the back wall hang a dozen or so age-yellowed shipping orders for grains and other foodstuffs. There is a broom propped in the far corner and the faded white washed floor planks look recently swept. Another door is set into the adjacent wall.

The second door leads to Yvonne's private room, which she keeps locked at all times (*Open Lock DC20*).

Creatures: Hiding behind the counter is Igvol, Yvonne's rat familiar. Should intruders enter the room, Igvol remains hidden and attempts to learn what he can before relaying the information to his master.

Igvol, Rat Familiar; see Yvonne's stat block for details.

W4.YVONNE S BARRACK

Furnished with a bed, a simple armoire, and a plain chest of drawers, this room appears to be someone's private quarters.

Treasure: Inside the armoire hang a number of hand-tailored formal and semi-formal womens garments and dresses. Each one is worth between 40 and 240 gold pieces (4d6x10 gp). A DC 15 Knowledge (nobility) or similarly appropriate skill check identifies the styles as Armanian nobility.

Treasure: The chest of drawers contains a few simple women's garments. Also hiding in the top drawer is a crumpled piece of paper with an address scribbled on it. A DC 15 Knowledge (*local*) skill check, determines

the address is in the west end of the district, within a section of boathouses. The address is the location of Galvan's covert apartment.

Treasure: Under some loose floorboards beneath the dresser, (*Search DC 25*) Yvonne keeps a locked strongbox with emergency funds. The strongbox has a permanent alarm spell on it and anyone attempting to remove it triggers the spell.

Iron Strongbox: hardness 10, hp 20; Break DC 25, Open Lock DC 23

Treasure: Funds inside the strongbox total 2,000 cp, 1,000 sp, and 500gp.

WS. THE GRAIN SILO = ELI

In the center of the yard stands the larger of two tall cylindrical buildings that overlook the complex. A rusted metal staircase coils up its perimeter.

Creatures: A single insurgent keeps watch from the top of the grain silo. His actions are described in the Warehouse section above.

Insurgent Recruit (1); See Warehouse Section for Stats.

WELTHE WATER SILDEEN

Just to the northeast of the grain silo stands a narrower, but otherwise identical cylindrical tower.

Creatures: A single insurgent keeps watch from the top of the water silo. His actions are described in the Warehouse section above.

Insurgent Recruit (1); See Warehouse Section for Stats.

W7. SUSPENSION RAIL TRACK

15 feet above the ground, a series of tenfoot-tall stone braces, spaced about ten feet apart support a wooden and iron railway track that runs from the roof of the small receiving office to the top of the warehouse. On the main warehouse roof is a small receiving deck with a few boxes. Pushed to one side, an old rail cart lies rusting amidst a pile of scrap metal.

Insurgent guards use this rail to access the ware-house roof. No longer stable, its rotting boards and rusting tracks make the track dangerous to cross. Any great force applied to the structure damages

Individuals caught in a collapse are deal 2d6 points of damage from falling debris. A DC 12 Reflex save negates. Likewise, running along the track is also dangerous and requires a DC 12 Reflex save each round to avoid

it, causing that section to collapse.

falling.

WB. THE MAIN ARENA

This massive storage room covers well over 10,000-square-feet of space. The skeletal frame and timber construction climbs over 20 feet to the ceiling, high enough to accommodate hundreds the of haphazardly stacked crates that divide the central room into smaller

fighting rings. Beneath your feet,

the packed dirt floor feels hard as stone and everywhere wild whooping cheers echo loudly. Iron braziers

provide dim lighting, each accompanied by an emergency water barrel, should a fire break out.

NEOEXODUS ADVENTURES: THREE SIDES OF TRUTH

The insurgents host their fights in main part of the warehouse. Bouts are divided into 2-minute rounds and last until one of the contestants either surrenders or is knocked unconscious. Patrons place and raise bets during fights using tickets collected by guards. At the end of every fight, Galvan comes by to square up the bets, pay out the winners and collect from the losers. If a patron is unable to pay a gambling debt, insurgent guards drag him to the pens and beat him soundly unless he is willing to sign a ridiculously high-interest IOU with Galvan.

Crates or Barrel: hardness 5, hp 1; Break DC 13

All crates bear a small brand in the shape of a bull's skull that once designated them as the property of the former warehouse owner.

Iron Brazier: hardness 10, hp 5; Break DC 26 (Special: if kicked over, a brazier sprays fiery coals in a 10-foot-cone. The coals burn for 1d4+2 rounds and deal1d4 fire damage to anything in the area.)

Developments: At some point during the evening, an ebon-skinned female elf with a long white ponytail arrives, accompanied by a pair of bodyguards of similar appearance.

After a few minutes, Galvan greets her and they all sit down to watch a fight together.

Anyone attempting to observe them can attempt a DC 20 Spot check to see Galvan and the mysterious woman exchange identical leather scrollcases during a particularly exciting maneuver halfway through the fight.

WBX.FIGHT, RINGS = EL 4-6 OR BY OPPONENT

Staggered stacks of shipping crates form makeshift bleachers that partition off a straw covered central ring. Surrounding the perimeter, greasy pole-torches shed a shadowed glow.

Creatures: During a match, fight patrons crowd the ringside bleachers, calling for bets and raising their stakes amid the jeering and cheers. Aside from contestants, 2d4 guards monitor the fights and the crowds to make sure nothing gets out of hand. On average 10 +1d10 patrons attend any given fight, however as soon as trouble breaks out, they immediately flee for the cargo doors.

Insurgent Recruits (2d4); See Warehouse Section for Stats

Developments: Occasionally, and angered opponent rips one of the pole-torches from the ground and attempts to wield it as a weapon. Treat the pole-torch as an improvised weapon (-4 to attack) that does damage as a quarterstaff. Upon the first successful strike, the torch does 1d3 additional fire damage after which, it extinguishes.

W9. THE SPARRING PENSORELY BY OPPONENT

Parallel rows of 20-ft by 20-ft wooden storage bins line the walls of this section of warehouse. Wooden decks provide each bin with a second level accessible by a built in wooden ladder. Rope and pulley systems hang from the rafters at the entrance of each bin allowing workers to lift heavy loads to the second level. All the bins are empty.

Once used for organized storage, the insurgents cleared all the bins and converted them into sparring pens. Sparring matches take place throughout the day, except when the insurgents host competitions in the main room. When in use, 1d4 pairs of insurgent candidates can be found sparring in the pens.

Special: The rope and pulley is only three feet away from the edge of the bins therefore more flamboyant brawlers sometimes jump to it from the upper platforms and use it to make swinging kick attacks.

WID INSURGENT BARRACKS -

15-foot-tall pine cargo doors slide apart, opening into a 70-ft x 120-ft cargo bay lit by small smoldering fire pits carved into the packed dirt floor. Pushed against the walls on either side of the cargo doors rest shipping wagons in various stages of disrepair. Old crates and loose timbers provide the remaining furnishings. Smoke from the fires hovers in the rafters, painting them in a black greasy haze.

Creatures: This room serves as the barracks for insurgent candidates who must live here for several months pending Yvonne's approval of their full membership. Currently nine candidates occupy the barracks, warded over by two recruits.

Insurgent Recruits (2); See Warehouse Section for Stats

INSURGENT CANDIDATE 9 - CR12

Male/Female Human Warrior 1

N Medium humanoid (human)

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

Languages Armanian, Common

AC 11, touch 11, flat-footed 10; Dodge

hp 8 (1 HD)

Fort +2 Ref +1 Will +0

Spd 30 ft. (*6 squares*)

Melee +1 unarmed strike (1d3)

Base Atk +1; Grp +1

Abilities Str 11, Dex 13, Con 10, Int 9, Wis 10, Cha 9

Feats Dodge, Improved Unarmed Strike

Skills Climb +2, Jump +3

Possessions belt pouch with 5 gp, commoner's clothes.

Developments: Nusrat, the s deep cover agent that the players need to contacted, now lives among the insurgent candidates. If approached publically, he vehemently refuses to converse with the players. If players continue to press him, he becomes openly hostile and takes a swing at them. He takes this action to protect both his own and the player's cover, as he is well aware that hidden insurgents carefully monitor the actions of all candidates from the roof. He watches the players carefully and as soon as he determines they work for the Alliance, he bumps into one of them, accuses that individual of slighting him, and then angrily demands a sparring match to settle the matter. During the bout, he tackles the player and attempts to exchange information as they grapple. For each round Nusrat maintains the grapple, he can attempt to deliver one piece of information. The DM makes an opposed Sense Motive check to determine whether insurgents notice Nusrat exchanging information, though the grappling player can aid Nusrat's Bluff checks.

Nusrat attempts to tell players the following information:

- 1. Alliance representative Galvan Rogreth is involved with insurgent's illegal ventures., Still, he is certain Galvan is only a grunt who represents another, yet unidentified, high-ranking Alliance member.
- **2.** Galvan's interest in the insurgents seems to be purely financial, though they're convinced he acts as their insider.
- **3.** Galvan sometimes attends matches with a darkskinned elven woman. On several occasions, he's witnessed Galvan hand her an entire evening's

- winnings. He's also observed the pair leave the warehouse together, in the company of two male dark-skinned elves.
- **4.** In addition to his downtown home, Galvan keeps a private apartment in the west end of District 19 above a boathouse. He's also spotted boats leaving from the boathouse to cross the Abbaddon River in the middle of the night, and return before dawn with crates.

If Nusrat's opposed Bluff check fails, the observing insurgent immediately notifies Yvonne (allow players watching the match a Spot DC 20 to notice an insurgent suddenly move towards Yvonne and whisper something in her ear). The Arman leader then halts the grapple, arms both Nusrat and the player with short swords, and orders them to fight to the death to prove their loyalty. If this happens, Nusrat quickly turns on the insurgents and attacks, screaming for the players to flee while they have the opportunity.

Alternative: If the players sneak into the Insurgent Barracks, Nusrat pretends to attack them, before the other insurgents can do it and tries to slip them what information he can before he feigns being knocked unconscious, releasing the player and allowing them to escape. Determine his success using the rules above, however if an insurgent catches the exchange, he identifies Nusrat as a traitor and attacks him.

Ad Hoc XP: If players locate Nusrat and get information from him without blowing his cover, award them experience for completing a CR 5 encounter. If players blow Nusrat's cover, the agent is as good as dead, and it's only a brief matter of time before insurgents assassinate him.

FART FOUR: GALVANS BOATHOUSE

Along the west end, rests a small cove cut into the riverbank where the current slows enough to create a safe point of entry for smaller boats used by local fishermen and merchants. Fishing shacks, shipyards, and boathouses cramp the shores, precariously spilling down onto crooked and deeply weathered docks. Almost immediately, you spot a quaint little boathouse with a small, single room shack resting on its low-roof. Dried out fishing nets and harbor buoys adorn its graying shingle walls and the bottom section facing the docks opens in a gaping arch. A faded sign over the arch reads, "Boats for Rent." A rickety staircase ascends

along the exterior southern wall, from the street up to the small shack.

Trap: The stairs are rigged to collapse as soon as anyone snaps the trip wire on the second to last step.

Collapsing Stairs: CR 2; mechanical; touch trigger; repair reset; hidden bypass; Atk DC 20 Reflex avoids; 20-foot-fall (2d6); Atk +8 (1d6, broken stair treads); multiple targets (all individuals on the stairwell). Search DC 20; Disable Device DC 24.

BHILDOWNSTAIRS-EL4

Partially suspended on huge timber pylons, half the boathouse juts out over the river. The open entrance faces a dock, which creaks and groans with every step (imposing a –5 penalty to all Move Silently checks). Inside, the building's wooden frame is visible giving the structure the appearance of unfinished attic. Several wooden boat-racks hold a half-dozen small fishing dories. In a nearby closet hang fifteen coils of rope and two open-faced oak barrels stuffed with a sizable collection of heavily lacquered oars.

Knowing that the Alliance has begun an investigation of the insurgents, Vassim fears Galvan will turn on him they moment players apprehend him. To prevent anything from ruining his plans, he's recently arranged Galvan's assassination. As players arrive at the boathouse, the killers are just finishing up their handiwork.

Creatures: Two Exodite assassins hide downstairs, prepared to attack any interfering investigators.

EXODITE ASSASSINS 2-CR3

Male Exodite Monk 2

LE Medium Humanoid (*Exodite, First One*)

Init +2 Senses Darkvision 120 ft.; Listen +2, Spot +2

Languages Exodite, Common.

AC 13, touch 13, flat-footed 11 (+2 Dex, +1 Wis)

hp 8 (3 HD)

Fort +3, Ref +5, Will +4; Evasion

Spd 30 ft. (*6 squares*)

Melee mwk bladestaff +5 (1d6+2/19-20) or mwk bladestaff +2/+2 (1d6+2/19-20) or unarmed strike +3 (1d6+2) or unarmed strike +2/+2 (1d6+2)

Ranged Dart +3 (1d4+2)

Space 5 ft; Reach 5 ft.

Base Atk +1; Grp +3

Special Actions Shadow Jump 20 ft.

Combat Gear Potion of Haste

Abilities Str 14, Dex 15, Con 10, Int 10, Wis 12, Cha 9

SQ Exodite traits.

Feats Combat Expertise, Improved Trip, Improved Unarmed Strike, Weapon Focus (*Exodite bladestaff*)

Skills Balance +5, Climb +4, Jump +4, Hide +5, Listen + 2, Move Silently +5, Sense Motive +2, Spot +2, Swim +4, Tumble +4.

Possessions Combat gear plus masterwork bladestaff, 20 darts, cloak, and 25 gp.

Shadow Jump (Su): Exodites can travel between shadows as if by means of a dimension door spell. The limitation is that the magical transport must begin and end in an area with at least some shadow. An Exodite can jump up to a total of 10 feet per level each day in this way. At higher levels, this amount can be split among many jumps, but each one, no matter how small, counts as a 10-foot increment.

Developments: If players enter the downstairs first, the assassins remain hidden for as long as possible, positioning themselves to sneak attack players that get too close. They fight for 3 to 4 rounds, buying time for the Exodite priestess upstairs. As the assassins attack the players, the priestess attempts to get onto the dock unnoticed and board a small fishing boat kept ready at the end of the pier. Once she boards in the boat, the priestess signals to the assassins who then break off their assault and rush to the docks to escape with her.

If players attempt to go upstairs first, the assassins wait until players trigger the stair trap before striking from behind. They do their best to draw the players attentions away from the apartment in order to buy their ally a little more time. If characters somehow get to the top of the stairs fast enough to corner the Exodite priestess, she turns gaseous and flies out the window leaving them to deal with Galvan.

BH2. ZUMBIE GALVAN -

The single room shack atop the boathouse wallows in destruction. Torn papers, clothing, and broken pottery litter the room, and every bit of furniture is smashed to splinters. Amid the ruin, a rampaging creature of rotting flesh flails wildly.

Creatures: After slaying Galvan, the Exodite priestess animated him as a zombie and commanded him to obliterate everything within his sight. Although the pitiful creature wallows in destruction, his fading will clings tenaciously to life and revenge. Even as he

attacks the players, Galvan spews angry curses upon the priestess, damning her to the "merciless hunger of her own vile hordes". If pressed for more information, the drooling zombie hauntingly insinuates that "she'll bring more of them, many more and when she does the hives will open up and devour the entire city, damning them all in their dark plot!"

Zombie Galvan (1); hp 13, MM 266

Developments: Just before players enter, the priestess escapes by smashing through the front window and dropping to the front to the boathouse, where she meets her companions before fleeing for the boat at the end of the pier. Allow players an opposed Spot check to see the shadowed form of dark-skinned elf with a white ponytail fleeing across the roof. If players quickly try to bypass Zombie Galvan and pursue her, she turns and casts spiritual weapon (*bladestaff*) on the first target she sees before feather falling to the docks below. The priestess isn't interested in fighting the players and does her best to flee to the Exodite encampment across the river.

PART FIVE MIDNIGHT GROSSING

After the Exodites flee, it is clear that the players' path lies across the Abbaddon River.

If players decide to first report back to the Alliance, senator Cturion encourages them to follow the Exodites and arranges for a small merchant barge to give them safe passage to the opposite shore. However, if Vassim overhears the plan, he alerts the Exodites, who begin preparing themselves for visitors.

Players might also decide to borrow a boat from the nearby boathouse and pursue the Exodites on their own. Navagating the rocky Abbaddon is dangerous in such a small craft, especially at night. Jagged rocks threaten their passage at least 1d4+2 times. Allow players a chance to spot the rocks first (*Spot DC* 5 +1d10 during the day; DC 10+ 1d10 during the night) and steer around them (*Profession (sailor) DC 12*). Should the players fail to Spot rocks, they slam into them dealing 2d6 points of damage the boat and must make a Survival check (DC 5 + damage) to avoid capsizing it. Though the waters are calm enough to swim easily (DC 10) the river current moves at 1d4 miles per hour, dragging swimmers slowly downstream.

Once players reach the opposite side of the river, they need to pick up the Exodites' trail.

The Exodites pulled their boat high up onto the shore and then hastily hid it beneath a pile of branches and loose sod (*Search DC 14*), and nearby tracks (*Survival DC 10*) lead into the hills where a large herd of cattle graze.

After players follow the tracks for a bit, read the following:

Between the narrows of the vale runs a well-worn cattle path where herders run cows from the river up into the high hills to graze on heath grass. It climbs in sweeping twists up onto the long plateaus and hillocks that overlook the Abbaddon River and the broad sweeping farmlands below. At the crest, the trail broadens and dissipates into fields of windblown grass.

Exploring the area reveals a low spot between to hills about a mile west of where the cattle path ends. There, a second dirt path breaks through the grasses and wraps gently downwards, around the cleft of the hill and into a chasm. At the foot of the chasm, a looming cave maw yawns like a great dark gullet.

Every so often, Exodites lead a few head of cattle into the cave to be slaughtered.

As characters approach, allow them a Listen check (*DC 12*) to hear trampling sounds behind them. A few minutes later, two Exodites excitedly herd three scrawny cows around they corner and down towards the cave opening. They stop at the mouth where they are swiftly greeted by two more Exodite guards before being allowed to enter.

The Exodite cow herders aren't expecting anyone, and fail to notice characters, provided they make an effort to duck out of sight. The guards at the cave entrance are slightly less trusting and make swift Spot checks up the trail before returning to their posts.

PARTSIX: THESLAUGHTER HOUSE SHILTHE ENTRANCE-EL-2

The entrance to the cave mouth has been carved out to handle the girth of several large herd animals. Hard-packed dirt covers the cavern floor, with the exception of several maw-like iron grates located every hundred paces or so.

Creatures: Two Exodite guards watch the main entrance. The crew here can open and control them using levers along the walls. While too obvious to serve as traps, the grates are excellent for directing the livestock. If the guards spotted the players (as described above), one of them runs deeper into the complex to alert the ranger in area B. The second guard cranks open the floor grates, then ducks out of sight and waits until the players try crossing the grates before attacking.

EXODITE GUARDS 2 - CRI

Male Exodite Warrior 1

LE Medium Humanoid (Exodite, First One)

Init +2 Senses Darkvision 120 ft.; Listen +0, Spot +0.
Languages Exodite, Common.

AC 15, touch 13, flat-footed 12 (+2 Dex, +3 armor) **hp** 5 (1 HD)

Fort +2, Ref +4, Will +0

Spd 30 ft. (*6 squares*)

Melee Exodite bladestaff +4 (1d6+3/19-20)

Melee Exodite bladestaff +2/+2 (1d6+1/19-20)

Ranged Dart +3 (1d4+2)

Space 5 ft; Reach 5 ft.

Base Atk +1; Grp +3

Special Actions Shadow Jump 10 ft.

Abilities Str 14, Dex 15, Con 10, Int 8, Wis 11, Cha 9 **SQ** Exodite traits.

Feats Stealthy.

Skills Jump +4, Hide +4, Move Silently +2, Tumble +3.

Possessions Masterwork Exodite bladestaff, 20 darts, masterwork studded leather armor, cloak and 25 gp.

Shadow Jump (Su): Exodites can travel between shadows as if by means of a dimension door spell. The limitation is that the magical transport must begin and end in an area with at least some shadow. An Exodite can jump up to a total of 10 feet per level each day in this way. At higher levels, this amount can be split among many jumps, but each one, no matter how small, counts as a 10-foot increment.

SH2. KENNELMASTER-EL4

Up ahead the snaking passageway widens into a larger cavern.

Creatures: This guarded by an Exodite ranger and his two, expertly trained cattle driving dogs guard this chamber. When a cattle herd enters the first passage, the dogs double back behind them using the smaller

passage to the west. If the kennelmaster becomes aware of intruders he releases the dogs to perform the same double-back tactic to flank them, otherwise they simple hide in the shadows on opposite sides of the cave, awaiting the commands of their master.

EXODITE RANGER-CR3

Male Exodite Ranger 2

NE Medium Humanoid (Exodite, First One)

Init +3 Senses Darkvision 120 ft.; Listen +4, Spot +2.

Languages Exodite, Common.

AC 15, touch 13, flat-footed 12 (+2 Dex, +3 armor)

hp 15 (3 HD)

Fort +3, Ref +6, Will +1

Spd 30 ft. (*6 squares*)

Melee Exodite bladestaff +4 (1d6+1/19-20) or

Exodite bladestaff +2/+2 (1d6+1/19-20)

Ranged mwk shortbow +3 (1d6/x3)

Space 5 ft; Reach 5 ft.

Base Atk +2; Grp +3

Atk Options favored enemy humans +2

Possessions Combat Gear potion of spiderclimb

Special Actions Shadow Jump 20 ft.

Abilities Str 12, Dex 16, Con 10, Int 9, Wis 13, Cha

SQ Exodite traits, wild empathy +3

Feats Track, Two-Weapon Fighting

Skills Climb +3, Jump +3, Handle Animal +6, Heal +3, Hide +5, Listen +4, Move Silently +5, Spot +2, Survival +2, Tumble +5.

Possessions Masterwork Exodite bladestaff, masterwork studded leather armor, masterwork shortbow and 20 arrows, 250 gp.

Shadow Jump (*Su*): Exodites can travel between shadows as if by means of a dimension door spell. The limitation is that the magical transport must begin and end in an area with at least some shadow. An Exodite can jump up to a total of 10 feet per level each day in this way. At higher levels, this amount can be split among many jumps, but each one, no matter how small, counts as a 10-foot increment.

Dogs (2): 6 hp each; MM 274.

SH3: SLAUGHTER ROOM - EL4

Here the corridor extends into a long room lined with dozens of large wooden pens. The room smells of livestock and manure, punctuated by the unnerving deep-throated bleats of panicked cows. At the end of the row of pens, shadowed figures swing large mauls

with sickening cracks as others hoist carcasses onto hooks attached to a chain-pulley system that traverses the room.

Four Exodites work in the pens, slaughtering cows and prepping them for butchery. Two carry oversized mauls for cracking cow skulls. The other two gut the carcasses and hoist them onto great meat hooks attached to a chain pulley system that leads around the room and down a slippery ramp-like passage to the butcher's chamber below.

At the far side of the room, a second doorway leads to a flight of stairs going down.

Exodite Guards (4): See area SH1 for stats; special: two Exodites fight with two-handed mauls instead of bladestaffs (*melee –1 maul 2d8+x/x3 bludgeoning*)

Developments: As soon as they identify intruders, the Exodites ring a massive bell that places the entire complex on high alert. They fight until reduced to 3 hit points (*or less*) at which point they attempt to rout (*either taking the stairs or by riding on meat hooks, whichever is more convenient*). They do not fight to the death, though should a comrade fall in combat, they ruthlessly leave him to bleed out as they continue fighting.

Trap: Halfway doen the slaughter room stairwell, the Exodites placed a trap to help them defend the lower chambers. Once characters enter the stairwell, the doors at either end slam shut behind them, sealing and locking shut. As soon as the doors seal, toxic gas begins pumping into the room and continues to fill the small stairwell until someone unseals the doors. Toxic gas enters into the narrow passage from small openings in the chamber walls (*Search DC 20 notices the holes prior to the release of gas*)

Stairwell Doors: hardness 8, hp 20; Break DC 26; Open Lock DC 20

Toxic Gas Trap: CR 3; mechanical; location trigger; automatic reset; hidden bypass; gas; multiple targets (all targets in 70-ft by 5-ft stairwell); never miss, onset delay (2 rounds); poison (DC 12 Fortitude resists 1d2 Con/1d2 Con; Search DC 20; Disable Device DC 16).

Creatures: As gas fills the stairwell, Exodite guards gather on the opposite side of the door. Once the gas clears, they enter the stairwell and attack any remaining opponents.

Exodite Guards (3); See area SH1 for stats

At the bottom of the stairwell is a small alcove carved from natural stone. Two paths branch from the alcove. The first goes east into a negotiating area where Exodites regularly meet with Vassim's representatives to settle contracts. The second goes to the Butcher's Chambers

SH4. CONTRACT, ROOM - EL-4

The door opens into the center of a narrow 10-ft by 30-ft passage. Inset in either corner rests a dry and dust-covered stone fountain. Opposite the entrance stand two curtain-covered arches.

Creatures: Behind the curtains is a small meeting room where pair of insurgent agents waits to finalize another purchase of larva-implanted cattle. As payment, both men carry several half-bars of gold stamped with the Alliance seal. One possesses a sealed tube containing several contact sheets as well as instructions on where to take the shipments after purchase. A DC 12 Knowledge (*local*) identifies the seal as belonging to a Alliance emissary. DC 16 identifies it as Vassim's personal seal.

As soon as they hear intruders, they hide in the shadows, near the arches and try to jump anyone entering the back room. Both men are fanatics and fight to the death to preserve their cult's secrets.

Insurgent Veteran (1); See Warehouse Section for Stats.

Insurgent Recruits (1); See Warehouse Section for Stats

SH5. BUTCHER S CHAMBER -

As players approach this room (either from the hallway or from descending on the meat hooks), they immediately detect the charnel smell of slaughtered animals.

As players first enter the room, the reek of slaughtered cow assaults them. All individuals must make a DC 12 Fortitude save to prevent becoming nauseated for 1d4 rounds. Players need only make this save once, following which they adjust to the foul stench.

You enter into a tangled hellish forest of beef sides. The chain and pulley system from the slaughter room snakes throughout and everywhere hang skinned carcasses, hacked with large gaping holes. The floor is black with coagulated blood, so thick it looks like a pudding. From somewhere in the maze of meat you hear the sound of

running water and a high-pitched clinking of steel on a grindstone.

Individuals attempting to run or take a full attack must make a DC 11 Dexterity check to avoid slipping on the blood-slicked floor and falling prone.

Once players maneuver their way toward far side, read the following.

The chain and pulley system leads to an open section at the far end of the chamber. In one corner rests a pile of cowhides. At the opposite corner, a slow moving river leads to a narrow passage farther in the rock. In the center of the room, two split tree trunks serve as oversized butcher blocks, and between them a thick-muscled Exodite thrusts a large cleaver into a rapidly spinning grinding wheel amidst a shower of sparks.

The butcher sharpens his cleaver for a bit before grabbing another beef side and chopping it into head-sized bloody chunks. The butcher throws cuts into the water where they float down stream into the waterfall and drop into the room X below. As soon as he Spots players, he attacks.

THE BUTCHER-CRS

Male Exodite Fighter 4

Neutral Evil Medium Humanoid (Exodite, First One)

Init +0 Senses Darkvision 120 ft.; Listen +0, Spot +0.

Languages Exodite, Common.

AC 15, touch 10, flat-footed 15 (+0 Dex, +5 armor)

hp 32 (4 HD)

Fort +2, Ref +4, Will +0

Spd 30 ft. (*6 squares*)

Melee +1 cleaver +10 (*1d6*+6)

Space 5 ft; Reach 5 ft.

Base Atk +4; Grp +8

Atk Options Cleave, Power Attack

Special Actions Shadow Jump 40 ft.

Abilities Str 18, Dex 11, Con 14, Int 10, Wis 11, Cha

SQ Exodite traits.

Feats Cleave, Power Attack, Weapon Focus (*handaxe*), Weapon Specialization (*hand-axe*)

Skills Climb +2, Jump +2, Intimidate +6, Search +5, Swim +2

Possessions +1 cleaver (*hand-axe*), 3 mwk handaxes, mwk breastplate, goggles of minute seeing

Shadow Jump (*Su*): Exodites can travel between shadows as if by means of a dimension door spell. The limitation is that the magical transport must begin and end in an area with at least some shadow. An Exodite can jump up to a total of 10 feet per level each day in this way. At higher levels, this amount can be split among many jumps, but each one, no matter how small, counts as a 10-foot increment.

SHE-THE HATCHLINGS-EL2

As you continue, the passageway curves slightly until it reaches a point where it suddenly drops downward at a shallow 20-degree angle. A small winch with a rope pulley system leads from the top of the passage down into the darkness. At the top of the landing near the opening, three shipping crates sit propped against the wall. The sound of hammering comes from below.

The hammering comes from Exodite workers packing sealing crates in the cold cellar.

Crates: hardness 5, hp 1; Break DC 13 (*all crates* bear the same bull skull brand as those found in the insurgent warehouse)

Creatures: Each crate contains a side of beef implanted with several locari egg. Players disturbing multiple crates soon discover that one of the locari eggs has already hatched.

LOCARI LARVA 4 - CR HALF

CN small vermin

Init +2 Senses Blindsight Listen +1, Spot +1

AC 14, touch 12, flat-footed 12 (+2 Dex, +2 size)

hp 2 (1HD)

Fort +2, Ref +5, Will +4

Spd 40 ft. (8 squares); Climb 20ft.

Melee bite +2 (*1d4 plus 1 Constitution*)

Space 5 ft; Reach 5 ft.

Base Atk +3; Grp -

Attack Options Blood drain, improved Grab

Abilities Str 5, Dex 14, Con 12, Int –, Wis 10, Cha 2

Feats Weapon Finesse

Skills Climb +4, Jump +4, Swim +4.

Improved Grab (*Ex*): To use this ability, a locari larva must hit an opponent of any size with a bite attack. It then buries its head beneath the opponent's flesh and before attempting to start a grapple as a free action without provoking an attack of opportunity.

Blood Drain (*Ex*): A locari larva drains blood from a grabbed opponent, dealing 1 point of Constitution

damage each round it maintains the hold. This ability does not affect elementals, plants, or creatures that lack a Constitution score.

THEHIVE

HI. THE COLD CELLY

As you descend the darkened passage, the temperature drops sharply, evening off at a chilly 30-40 degrees. The sound of the hammering grows louder, occasionally accented by a long scraping sound or a deeper thud. The passage floor is painted black with blood.

At the bottom, the passage opens into earthen coldcellar. Strained timbers reinforce the weak dirt walls. though the timbers bracing the ceiling appear as if they could snap at any moment. A few stacks of open shipping crates sit intact, piled against the walls. In the center of the room, four humanoids pull dirty slabs of meat from a pair of wheelbarrows, pack them into the crates, and hammer them shut.

At the far end of the room hangs a set of wooden double doors bound with tarnished iron

Creatures: Four Exodites work diligently, packing boxes and stacking them in various places about the room. As soon as they detect intruders, they attack.

Exodite Guards (4); See area SH1 for stats

Crates (20): hardness 5, hp 1; Break DC 13 (all crates bear the same bull skull brand as those found in the Insurgent Warehouse)

Wheelbarrow (2): hardness 5, hp 3; Break DC 15

H2.\THE\CXTXCOMBS\

The cold-cellar connects with a series of catacombs which once served as a locari hive. Wheelbarrow trails lead down the northeast passage. The southeast passage continues for a few hundred feet before a barricade of detritus and broken shipping crates prevents further movement.

A DC 15 relevant skill check such as Knowledge (dungeoneering) or Knowledge (architecture) successfully estimates that clearing enough of the blockage for one person to safely pass through takes about a half-hour.

A DC 25 Listen skill check detects the faint splashing sound of a waterfall somewhere on the other side.

H3.COCOONS

The winding passage opens into an octagonal room with a 15-foot diameter. Sheets of waxy honeycomb line the walls draping everything in wide swaths of silken webbing. Six humanoid-sized cocoons dangle from various parts of the ceiling,

Cocoons: The soft, brittle cocoons are easily pulled apart. Each holds the desiccated remains of a developing locari, their chitin exoskeletons appear fleshy and unformed.

H45THE UNFORMED

This room is identical to H3, except one of the cocoons still twitches.

Creatures: Inside the twitching cocoon hangs a dying half-formed locari. Its chitin is still soft and translucent, hideously displaying the creature's pulsing veins and organs. If players attempt to remove it, it attacks. The half-formed creature cannot survive long outside the cocoon, slowly losing 1d4 points of Constitution each round until it perishes. Its soft unformed shell also makes it a much easier target to damage. The creature is not sexually mature and therefore, it doesn't possess the implant ability.

HALF FORMED LOCARI CRI

LE Medium monstrous humanoid (locari)

Init +2 Senses Darkvision 60 ft.; Listen +1, Spot +1 Languages Locari

AC 12, touch 12, flat-footed 10 (+2 *Dex*)

hp 12 (2 HD)

Fort +2, Ref +5, Will +4

Spd 40 ft. (8 squares)

Melee 2 claws +3 (1d4+2) and stinger +3 (1d3-1)

Base Atk +3; Grp +5

Atk Options pounce.

Abilities Str 15, Dex 14, Con 13, Int 7, Wis 12, Cha 6

Feats Ability Focus (*Implant*), Multiattack.

Skills Climb +4, Jump +4, Swim +4.

Pounce (Ex): A locari can make a full attack after charging.

H5. THE HOLDING CELLE

Thick iron bars separate half this room into a small cell. A 4-ft by 4-ft panel of iron grating chained across an opening in the bars serves as the cell door.

Creatures: Exodites built the cell to hold the locari specimens used in their incubation program. Currently, three locari occupy the cell.

On initial observations, insectoid creatures remain docile and seemingly unreceptive, however should anyone be foolish enough to unlock their cage, the locari lunge into action, attacking furiously as they attempt to flee the complex.

Iron Cell Bars: hardness 10, hp 10, Break 24, Open Lock 20

Chained Iron Grid: hardness 10, hp 10, Break 24, Open Lock 20

LOCARI-3-CRZ

LE Medium Monstrous Humanoid (Locari)

Init +2 Senses Darkvision 60 ft.; Listen +1, Spot +1

Languages Locari

AC 17, touch 12, flat-footed 15 (+2 Dex, +5 natural) **hp** 17 (3 HD)

Fort +2, Ref +5, Will +4

Spd 40 ft. (8 squares)

Melee Claw +5 (1d4+2)

Melee Stinger +5 (1d3+1 plus implant)

Melee 2 claws +3 (1d4+2) and stinger +3 (1d3-1 plus implant)

Space 5 ft; Reach 5 ft.

Base Atk +3; Grp +5

Atk Options Implant, pounce.

Abilities Str 15, Dex 14, Con 13, Int 7, Wis 12, Cha 6 **Feats** Ability Focus (*Implant*), Multiattack.

Skills Climb +4, Jump +4, Swim +4.

Implant (*Ex*): When a locari deals damage with its stinger attack, it can attempt to implant an egg as a swift action. The victim must make a Fortitude save (*DC 14*) or become the host of a locari egg. The DC is Constitution-based.

A locari egg lies dormant in the victim for 1d6 days before disgorging a locari larva into the host's body. The larva deals 1d4 points of Con damage per hour until its host dies, at which point it emerges from the broken body as a locari larva.

During the incubation period, the egg can be removed by a cure disease or heal spell or by a DC 25 Heal check. The hatched larva requires a heal spell or a DC 30 Heal check to remove, after which the Con damage heals as normal. **Pounce** (*Ex*): A locari can make a full attack after charging.

HE BUNKER - EL2

In the center of this octagonal room someone has piled a 4-foot-high mound of webbing, scrap wood, and stone

Creatures: The mound serves as a bunker for the two Exodite guards keeping diligent watch over the western passage. If anyone approaches, they request identification, allowing quick thinking players the opportunity to bluff their way closer the bunker before the guards respond with ranged attacks.

Exodite Guards (2); See area SH1 for stats

H7 RECREATION ROOM

Though similarly shaped to the other rooms, the walls are clear of honeycomb and silk webbing. Two sets of bunk beds lean against the walls opposite the entrance. Near the doorway stands a small round table strewn with Armanian playing cards and a small alabaster box holding an assortment of turquoise, ivory, and agate chips.

The Exodite guards use this room to take turns resting when they aren't on duty.

Treasure: The card and chip set is worth 1,150 gp. The underside of the lid is engraved with the initials V.I. If necessary, a relevant DC 15 Skill check recalls Vassim Isylar as a high-ranking Alliance official.

HEINCUBATION ROOM-EL4

A gaping excavation connects several octagonal hives to form a single spacious cavern. Crude shoring presses against the perimeter, anchored it into the exposed bedrock. Primitive digging tools litter the site, along with several wooden toolboxes holding basic equipment needed for excavation, carpentry and stonework. A neatly arranged line of wheelbarrows lines the north wall, each stacked with hunks of bloody meat. From the far west corridor comes the splashing of a waterfall.

Dominating the center of the cavern, a hulking cagelike scaffold of twisted iron suspends the contorted humanoid form of an insect-man. Thick leather straps bind the struggling creature to the metal frame as he creature ushers a tortured hiss.

Creatures: The cage-like device is an Exodite machine designed to torturously manipulate locari into



force-implanting their eggs. Three Exodites monitor the machine and are in the processes of preparing a specimen to force-implant. As soon as they become aware of intruders, they attack.

Exodite Guards (2); see area SH1 for stats.

Exodite Assassin (1); see area BH1 for stats.

The bound locari is virtually helpless, and badly injured. The chitin along the base of the creature's neck is cracked, exposing the raw flesh beneath. Exodites manipulate the specimen's responses by jabbing its nerve center with oversized steel needles, causing its stinger to inject fertilized eggs into bloody slabs of meat. The fertilized meat is then loaded onto wheelbarrows and carted to the cold cellar (*area H1*) for packing. If not healed, the locari loses 1d2 hp per round. Even if characters aid or attempt to aid the insect man, he remains hostile and desperately attempts to implant any creature within range.

Force Breeder Locari (1); hp 5, entangled (*implant attack only*); otherwise see area H4 for locari stats.

Wheelbarrows (8): hardness 5, hp 3; Break DC 15

Implantation Device: hardness 8, hp 45; Break DC 28

H9. FLOODED ROOM

In a 5-foot-wide recess worn into the southern wall, a waterfall spills down from a hole in the ceiling. The overflow creates a shallow pool that runs the length of the corridor (about 40 feet). A few long-handled gaff hooks hang from rack along the north. The water has bloody tint, and every so often, a sizable chunk of raw meat tumbles down the waterfall, splashing into the pool.

The waterfall originates from the stream in area SH 5. After the butcher tosses his cuts into current, they tumble down the waterfall splashing into the pool where Exodite workers collect them. The water in the pool is only 2-feet-deep.

Creature: Exodites use the gaffs to gather the meat from the pool and drag it into the Incubation Room (*area H8*). Currently only one Exodite tends the pool. As soon as he spots intruders, he attempts to use the gaff to trip them into the bloody water.

Exodite Guard (1); see area SH1 for stats; special: the Exodite fights with a gaff pole instead of a bladestaff (reach 10, melee –1 gaff 1d4/x3 piercing)

Waterfall: Players attempting to pass through the waterfall or those successfully making a DC 10 Search check discover it hides a winding passage leading to area H10. The passage slopes slowly and by the end, the water level is a full 3-feet-deep.

HIO THE DISPOSAL - ELS

The passage opens into a flooded hive. While the wax honeycombs remain intact, moisture deteriorated all of the silken webbing.

Creatures: An ochre jelly inhabits this pool, feeding of scraps of meat that drift down from area H8. It hungrily attacks any living creatures entering its territory.

Treasure: Hidden within the pool's bloody water lie the skeletal remains of several of the priestess's formal rivals. Most of their possessions have deteriorated beyond value, however a thorough Search (*DC* 25) uncovers a wand of magic missile (*CL 3rd; 27 charges*) among the bones.

HII. BARRICADED ROOM

A barricade of wood and bones packed with honeycomb wax and webbing blocks the northwest passage. Runoff from the nearby waterfall pools in the southeast corner.

Secret Door: A concealed door in the southwest corner (*DC 13 Search*) leads to area H11.

HIZ PRIESTESS QUARTERS

Trap: The hallway leads to a plain stone door without a visible lock or handle. The easily door pushes open, however any non-Exodite touching it triggers the trap.

Door Trap: CR 3; magic device; touch trigger; automatic reset; spell effect (*blindness 5th- level cleric*, *DC 13 Fortitude save negates*); Search DC 27; Disable Device DC 27.

The door swings open into a 30-ft by 30-ft L-shaped room. In sharp contrast to the outer catacombs, the floor is laid with polished tiles of amber stone and the walls are chiseled smooth. Set into the west wall, a great walnut mantle arches over a marble font filled with clear water. Candleholders on either side of the mantle hold candles cast in shape of a naked Exodite woman, her arms crossed over her breasts.

In the alcove to the south lies a delicately carved walnut bed with a lace canopy and velvet sheets the color of dark wine. Matching end tables frame the bed.

A translucent curtain masks the entire bedchamber in a soft haze. A small map has been stuck on the east wall with drops of wax.

Map: The map details several areas of Protasylum-Six, including the Insurgent's Warehouse, Galvan's Boathouse, and a small building just adjacent to the consulate tower.

Scrawled on the back of the map the following message reads:

Secret Door: A DC 20 Search check discovers a locked sliding panel set

into back of the mantel. A second

"I need all shipments delivered before the consulate meeting, if you can take care of Galvan before that, I'll pay you double my initial offer- V"

darkest depths of ancient Exodite territory. Specific details concerning the final destination are beyond the scope of this adventure. Once the priestess becomes aware that the players have breached the hive, she quickly flees into the crawlspace and escapes.

Treasure: Inside the chest the priestess keeps 1,000 sp, a necklace strung with bone and lapis beads (20 gp), three golden hair combs with coral handles (30 gp each), a masterwork silver flute, four blood stones (50 gp), 3 vials of acid, and a reddish-orange elemental gem.

Once players deduce Vassim's plot, they must rush to prevent him from unleashing the locari larva upon the unsuspecting consulate members.

> outsiders are violent and given the order to attack them on sight. In order to bypass the Alliance guards, players must sneak, bribe, or fight their way inside.



ALLIANCE GUARDS-4-CRI

Use stats for Insurgent Recruits; AC 15 (*chain shirt*); Replace Improved Unarmed Strike with Weapon Focus (*longsword*); Melee longsword +2 (*1d8*)

The small building near the consulate on the Exodite map turns out to be a small laundry shop. The door is locked, and inside they discover the proprietor bound and gagged in a back room. If freed he reveals that earlier in the day, several thugs jumped him, tied him up, and stole a bunch of uniforms belonging to consulate building staff workers.

Once players reach the Consulate Building, they have limited time to find the crates before the meeting starts. The consulate officially opens midway through the morning, following brunch. Before mid-morning, the main entrance is locked to anyone other Alliance guards and senators and other high-ranking members, or to service workers such as gardeners, custodians, sages, and cooks. Vassim uses this time to his advantage. Posing as laborers, he has a band of insurgents take the Exodite-prepared crates up to the kitchen on the third floor. When the cooking and wait staff arrives, they jump them, tie them up, and lock them in the adjacent study.

Soon after the building opens, consulate members begin to filter in, meeting on the fourth floor for food and drink. In the meantime, Vassim's men, disguised as various staff members, move into strategic positions throughout the building. They carefully block all escape routes, and post guards to cover the major exits and entrances.

During the second hour, consulate members move to the fifth floor atrium, taking their seats at the conference table. Once everyone is seated and accounted for, the Alliance forum begins. Shortly afterwards, the insurgents begin opening the crates and releasing the locari larva. The voracious creatures indiscriminately attack any living creatures they encounter, including insurgents. Those with the opportunity to escape do so immediately. Soon, the larvae begin swarming as they scour the building for food. In no time, the entire consulate board is trapped on the fifth floor.

CLTHEFOYER-EL3

Once the assault begins, the insurgent thugs lock both sets of double doors.

The tower foyer is fifty-feet in diameter with twentyfoot-high ceilings opening to a wide catwalk and balcony on the second floor. The center of the polished marble floor is inlaid with a large compass rose. Heavily lacquered mahogany stairs twist along the outer walls, connecting at a short landing at the end of the catwalk. Just beneath the stairs, over-sized stone planters hold gardens of hand-pruned fig trees.

Creatures: Soon after players enter the room, they hear shrieks of terror just before a handful of insurgents disguised as groundskeepers race down the main stairs. On of them has several feeding locari larva horrifically gorging him, their heads imbedded beneath the skin on his back. As the others race ahead, he falters and then topples head long down the stairs, dead. Shortly after their meals die, the locari larva drop their quarry in favor of a living food source.

Locari Larva (3); See section SH6 for stats

Fleeing Insurgents (4); hp 6,6,6,1. See Warehouse section for stats.

Tactics: The terrified insurgents race for the main entrance, and only engage in combat if a character attempts to block their passage.

CZ X VXSSIM S STUDY CHXMBERS

Two glass windows along the exterior wall filter dim light into a tiny, quiet study. Scattered atop an acaciawood desk lie four scrolls written in Exodite. Each details a small piece of their history. Nearby, notes in Armanian struggle with a crude interpretation of an ancient Exodite prophesy called the Advent. The notes are unfinished. Likewise, several pages of the scroll seem to be missing.

Alliance judges and officials use these private chambers to deliberate law.

Scrolls: An DC 20 Appraise skill check determines that the scrolls are authentic, and even in their damaged condition would fetch between 100gp to 500 gp each, to the right buyer. The scrolls are Alliance property therefore taking them constitutes a serious criminal offence.

CZB. THE JUDGES CHAMBERS

This room is almost identical to Vassim's study.

Creature: In the far corner, a terrified old man in a long reddish brown robe cowers behind a desk. Judge Massorak (*AC 10*, *hp 8*, *Melee +0 unarmed (1d2*

nonlethal) fearfully lunges at anyone who approaches him, screaming "Death to the Defilers!"

If characters manage to convince him they work for the Alliance, he ceases the attack and instead babbles frantically about the sudden appearance of horrid flesh—eating caterpillars.

C3KITCHEN-EL3

This part of the tower is sectioned of into a kitchen with a prep room and a larder. Dead larvae and bodies of waitstaff and guards lie horrifically strewn amidst the timbers of dozens of broken crates

Creatures: Slithering amidst the carnage, six bloated larvae feed off the corpses and ravenously attack anyone entering the room. Three badly wounded insurgents hide between the counter and the stoves, desperately waiting for the opportunity to escape.

As soon as the locari larvae attack, the insurgents emerge, swinging blindly at anything in their path as they flee for the door. The fearful recruits are more interested in fleeing than fighting, therefore the overall EL of the encounter is reduced.

Locari Larva (6); See section SH6 for stats

Wounded Insurgent Recruits (3); hp 4,3,2. See Warehouse section for stats.

Crates (6): hardness 5, hp 1; Break DC 13 (all crates bear the same bull skull brand as those found in the insurgent warehouse, all of them are opened.)

C4. REFERENCE LIBRARY

The door to the Alliance reference library is locked. The library contains only four reading desks and a single bookcase mounted into the exterior wall. It holds several hundred reference text on the subjects of history, politics, and law. The room is unlit

Texts: An DC 20 Appraise skill check estimates the value of various books between 10gp to 500gp each. The texts are Alliance property therefore taking any of them constitutes a serious criminal offence

Creatures: Muffled sounds come from the corner of the dark room where the insurgents have bound and gagged several kitchen staff workers and Alliance guards. If cut free, they try to flee down the stairs.

CE-THE SKY TAVERN - EL-4

The stairs open into a formal, but intimate tavern centered on an L-shaped bar. The tavern room floor

is sunken three-feet below a ten-foot-wide walkway encircling the exterior perimeter. Evenly spaced marble pillars run the length of the cobbled walk, while floor to ceiling windows offer a dizzying view of the settlement below. On the west side, a wide stairway flanked by carp ponds connects the walkway to the bar area. To the right, double doors block a small wooden enclosure. While there are only three small café tables, the bar is long enough to accommodate eight or so patrons. A staff-only staircase behind the bar leads to the kitchen below.

Creatures: Three crates beneath the bar held heavily implanted beef sides. Once released, the voracious creatures swarmed the room, indiscriminately attacking and feeding off any living creature within reach. The sky tavern is now strewn with the gory remains of a dozen half-eaten waitstaff and well-dressed chancellors. Among the dead, Brannosh Tok lies in a pool of blood, his lifeless face is frozen in a terrified rictus as rat-length, caterpillar-like larva rabidly chew into his flesh.

LUCARI LARVA SWARID - 2 - CR2

CN tiny vermin (swarm)

Init +2 Senses Blindsight Listen +1, Spot +1

AC 13, touch 12, flat-footed 12 (+2 Dex, +1 size)

hp 27 (5 HD)

Immune swarm immunities

Fort +2, Ref +5, Will +4

Weakness swarm vulnerabilities

Spd 40 ft. (8 squares); Climb 40ft.

Melee swarm +2 (2d6 plus 1d4 Constitution)

Space 5 ft; Reach 5 ft.

Base Atk +3; Grp -

Attack Options Improved Grab, Blood Drain

Abilities Str 5, Dex 14, Con 12, Int –, Wis 10, Cha 2

Feats Weapon Finesse

Skills Climb +4, Jump +4, Swim +4.

Blood Drain (Ex): A locari larva swarm drains blood from a grabbed opponent, dealing 1d4 points of Constitution damage each round it maintains the hold. This ability does not affect elementals, plants, or creatures that lack a Constitution score.

Distraction (*Ex*): Fortitude DC 13, nauseated 1 round. The save DC is Constitution-based.

Improved Grab (*Ex*): To use this ability, a locari larva swarm must hit an opponent of any size with a



bite attack. It then buries its head beneath the opponent's flesh and before attempting to start a grapple as a free action without provoking an attack of opportunity.

CE! ATRIUM - ELE

The stairs emerge into a colossal glass-domed atrium seeded with a lush carpet of grass and fig trees. In the center of the room is a large ebony conference table seated with fifteen chairs. Nearby, an elevated stone podium overlooks the table. On either side of the atrium, brass telescopes mounted on swiveling mahogany bases peer out into the sky. There are also a few scattered chairs and a bench, all facing outward.

Creatures: Following the indiscriminant attacks of the locari larvae, Vassim and the remaining insurgents and chancellors fled into the atrium. Now Vassim and his allies hold the survivors captive, intent on using them to plot their escape. Vassim swears that if any of the chancellors expose him, he'll cut their throats where they stand before anyone has a chance to arrest him. As soon as players enter the room, he praises them for saving the senators and swears that they'll be richly rewarded for their efforts as soon everyone recovers. He requests players secure the rest of the tower while the Alliance guards safely lead the evacuation of himself and the remaining chancellors. Of course, Vassim is bluffing and characters can make an opposed Sense Motive check to determine he's trying to hide something. A successful DC 14 Sense Motive check uses to determine the mental well-being of any of the remaining senators reveals that they seem intimidated and fearful of the presence of Vassim and the guards.

If allowed to exit untouched, Vassim and his agents flee as soon as they hit the streets, but not before whispering a threat to the nearest consulate member. In his threat, Vassim swears he and his allies will slay the families of every chancellor present should any of the player characters or Alliance guards foolishly attempt to pursue him.

If anyone calls Vassim's bluff, he and his men immediately grab the nearest consulate members at knife-point and use them as hostages to make it to the street. Vassim won't hesitate to kill any of his fellow chancellors, however the insurgents aren't murders and must succeed a DC 20 Will save before perpetrating a violent act on an unarmed hostage. Conversely, they do not hesitate to retaliate against the player's armed attacks.

Chancellors (8) including Cturion Raamor and Matron Durya; (AC 12; hp 15,14,11,9,7,5,5,4; Melee +0 dagger 1d4 or Melee -2 unarmed strike 1d2 nonlethal)

Insurgent Recruits (5); See Warehouse Section for Stats

Insurgent Veterans (2); See Warehouse Section for Stats

VASSIMISYLAR-CRE

Male Human Fighter

NE Medium humanoid (*human*)

Init +0; Senses Listen +2, Spot +2

Languages Armanian, Human

AC 15, touch 15, flat-footed 14 (+5 breastplate)

hp currently 18, max 38 (6 HD); Diehard

Fort +7 **Ref** +2 **Will** +3

Spd 30ft (*6 squares*)

Melee +1 longsword +11/+6 (1d8 + 5/19-20 x2)

Base Atk +6; Grp +9

Atk Options Cleave, Great Cleave

Abilities Str 16, Dex 11, Con 14, Int 14, Wis 9, Cha 13

Feats Cleave, Diehard, Endurance, Great Cleave, Iron Will, Power Attack, Weapon Focus (*longsword*) Weapon Specialization (*longsword*)

Skills Bluff (*cc*) +5, Climb +6, Diplomacy (*cc*) +5, Intimidate +10, Jump +7, Ride +4, Sense Motive (*cc*) +5, Swim +5

Possessions masterwork breastplate, +1 longsword, 2 masterwork daggers, 2 potions of undetectable alignment, dust of illusion, dust of tracelessness, 583 gp.

Tactics: Once Vassim gets into the streets, he uses his magic items to change his appearance, mask his alignment, and cover his tracks.

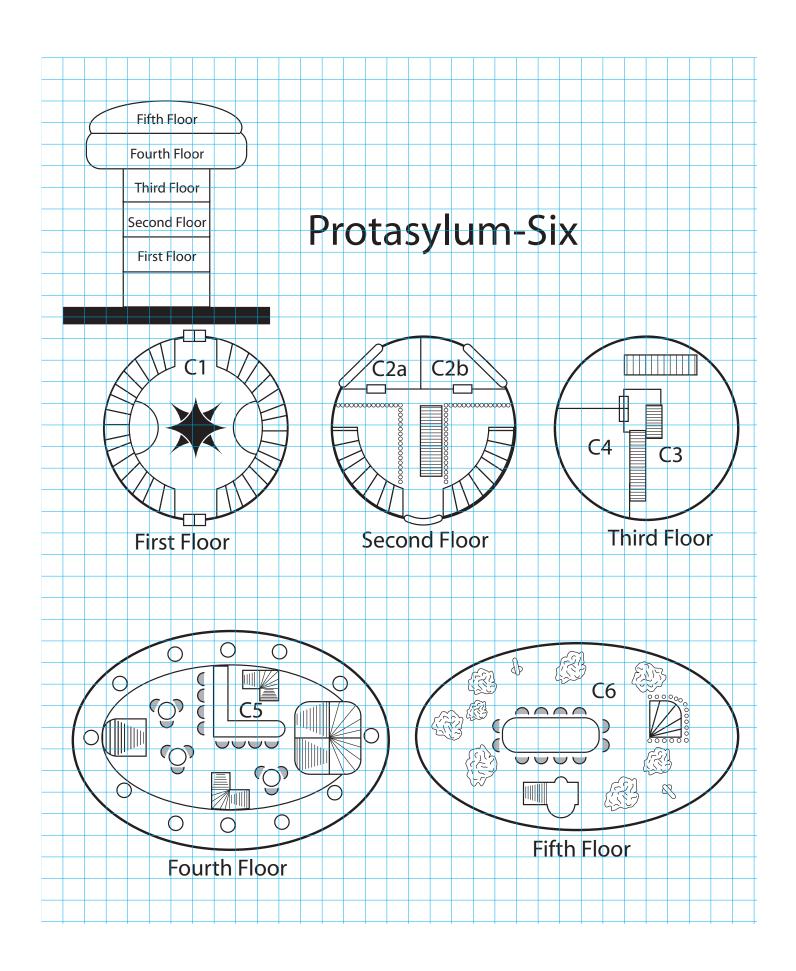
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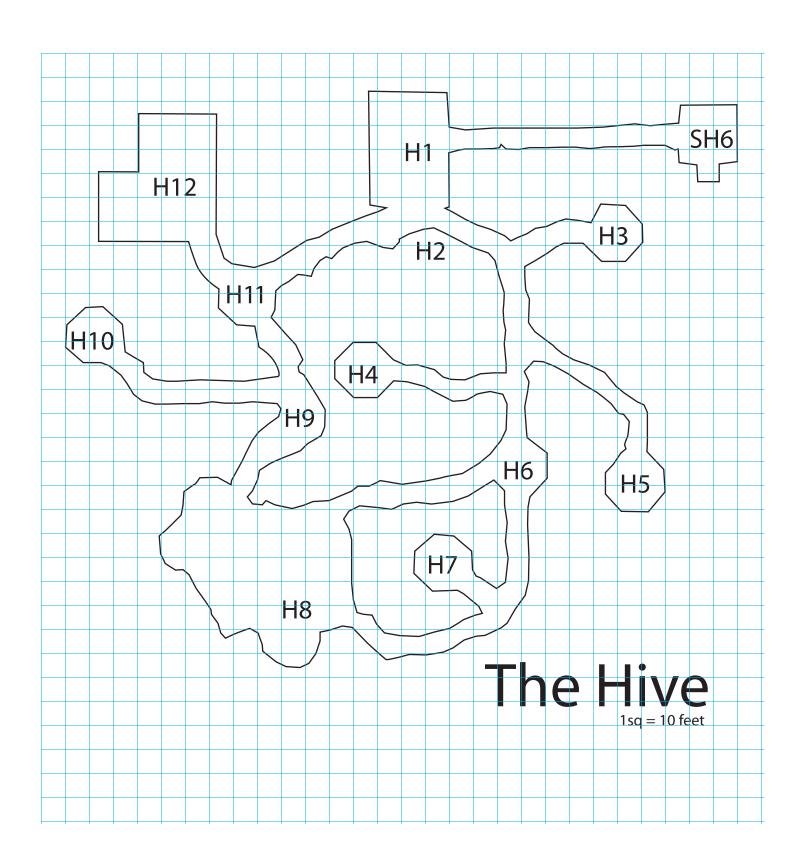
While it is likely Vassim escapes, his triumph is short lived. After Yvonne's insurgents report to her concerning the events at the consulate, it becomes clear to the insurgent leader that Vassim set her people up. She invokes street justice and several days later, a crate with Vassim's head mysteriously shows up on the Alliance steps. An unsigned not attached to the crate reads, "we're even." Though she remains wary, she is prepared to allow players or Alliance representatives to approach her about establishing peaceful negotiations.

In addition, Cturion and the surviving chancellors offer each player a substantial token of gratitude in the form of a single class-appropriate magical item with a total worth of no more than 2,000 gp. The Alliance extends the players a semi-formal invitation to attend Alliance forums concerning future matters. The invitation is conditional, depending on the individual topic of the forum. The Alliance also requests permission to contact them again in the future, should the need arise.

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CHARACTER NAME

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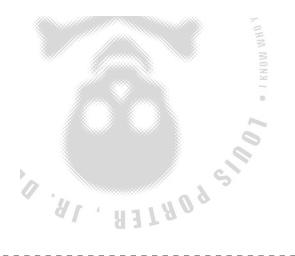
PLAYER

CHARACTER TRACKSHEET

Character Nan	ne: Class (Level):	
	Nationality:	
Empire Citizen	n:	
	rsonal Information:	Items the GM Need Be Aware of:
Obvious Sym	nbols, Pins, Awards worn openly:	
Other Notes	of Interest:	
	FAVORS, DISFAVORS NOTICES, DEB	US, CURSES, BOOKS
Type	Cert Name	Location Log Entry
	WHO YOU ARE . I KNOW	MHO 100

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NAME	RACE / CLASS LVL	Bluff	NAME RACE / CLASS LVL	Bluff
STR INT	INTIV	Diplom.	STR INT INTIV	Diplom.
DEX WIS	BAB	Hide	DEX WIS BAB	Hide
CON CHA	FORT	Listen	CON CHA FORT	Listen
AC TOUCH	REF	Move Silently	AC TOUCH REF	Move Silently
FLAT SPEED	WILL	Search Search	FLAT SPEED WILL	Search Search
MELEE	HIT POINTS	Sense	MELEE HIT POINTS	Sense
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MELEE STEEL	HIT POINTS	Search	MELEE HIT POINTS	Search
MELEE		Sense Motive		Sense Motive
		Spot	MELEE	Spot
RANGE			RANGE	
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PLAYER NAME:



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CHARACTER NAME:

PLAYER NAME:



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