

CASTLES & CRUSADES FREEPORT COMPANION



THE CITY OF ADVENTURE
SOURCEBOOK FOR CASTLES & CRUSADES

BY ROBERT J. SCHWALB

CASTLES & CRUSADES FREEPORT COMPANION

A GUIDE TO PLAYING IN FREEPORT FOR *CASTLES & CRUSADES*

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INTRODUCTION

Freeport. City of Adventure. Haven of pirates, home of desperate men and women, scourge of the seas. Freeport is the door to a whole new world of adventure, offering endless possibilities for fantasy gaming, whether you play the part of a dashing corsair sailing the high seas in search of plunder, or a grim hunter of cults, prowling the twisting streets of this corrupt city in search of blasphemous groups that worship dark and insane gods. You might be a thief, making ends meet by nicking purses, playing the Syndicate and the Canting Crew against one another while you struggle to build a new criminal organization and claim a piece of Freeport's golden pie. Or you might be a brave explorer, seeking lost civilizations, scouring the island for some clue, some scrap of the past to uncover secrets no man was meant to know. Whatever you decide, the *Castles & Crusades Freeport Companion* is an indispensable guide to running Freeport adventures and playing characters in this fabulous city-state.

"It doesn't matter who you are, Freeport welcomes all. From fanatics to addicts, from streetwalkers to decadent nobles, everyone can find a home in this den of pirates, this city of excess. Freeport may be a haven for exiles and unwanted, but truly, it is far more than that. It is my city, my city of adventure, and like a good mistress, I can't imagine my life without her."

—Pious Pete, Guide and Famous Personage

to have a few other books. For setting information, *The Pirate's Guide to Freeport* is ideal since it not only updates the Freeport setting, but it provides extensive details on the city, people, environs, and much more. If you already have Green Ronin's *Freeport: The City of Adventure* and

other *d20 Freeport* sourcebooks, those can serve too, but be aware that some of the characters and information in this book reference events that have occurred after the Succession Crisis. For game rules, this *Companion* is designed to work with *Castles & Crusades*, so you'll need the *C&C Players Handbook* and *Monsters & Treasure*.

While the *Castles & Crusades Freeport Companion* is intended to give you all the nuts and bolts you need to explore the mean streets of Freeport, you shouldn't feel obligated to use all of the information provided in this sourcebook. New races in **Chapter 1** may not fit with your campaign setting. The classes may contradict other classes you use in your games. Likewise, you may not want to take advantage of the insanity and madness rules, or the new monsters, and so on. The rules are designed to be modular, meaning you can pick and choose, take what you like and leave the rest. Above all, have fun! This sourcebook should spark new ideas, get your engine started, and help you create exciting adventures in this city and play compelling characters worthy of being denizens of the City of Adventure.

USING THIS BOOK

The *Castles & Crusades Freeport Companion* is your mechanics supplement for using *The Pirate's Guide to Freeport* with *Castles & Crusades*. So to maximize this sourcebook's utility, you'll probably want

THE FREEPORT COMPANIONS

The *Castles & Crusades Freeport Companion* is just one of several companion volumes designed to work hand-in-hand with Green Ronin's *The Pirate's Guide to Freeport*. Each installment takes the exciting setting and offers a comprehensive volume of rules and mechanics for creating characters and running adventures set in this city. Keyed to a particular game system, the *Freeport Companion* volumes are intended to help realize the City of Adventure for a variety of game systems, so no matter what set of rules you use, Freeport is the perfect place for your fantasy games.

CHAPTER ONE: RACES OF FREEPORT

If Freeport has anything, it's diversity. Like flies to a pile of dung, people from all over the known world descend on this city looking for fortune, adventure, revenge, and a whole host of other reasons. Freeport promises much for those with the grit and will to take it. Freeport is also a city that doesn't give a damn about the past or the future; it is a city of the now, the present moment, and good or bad, ugly or beautiful, it welcomes all and everyone to its labyrinthine streets, devouring the weak and embracing the strong. This is the City of Adventure and all people who would take a stab at seeking thrills and danger may just find what they're looking for in the depths of this lively community.

CORE RACES

Freeport is, in many respects, a human city. It was founded by humans, the majority of its leaders have been human, and the most influential citizens continue to be dominated by this prolific race. While humanity may be ubiquitous, Freeport is also home to numerous other humanoid races and members of all the standard races can be found in varying numbers throughout. Freeport has its fair share of elves, dwarves, gnomes, and halflings, to say nothing of orcs, hobgoblins, and dozens of other races, ranging from the different shades of more common races to the downright strange and disturbing.

For the most part, these peoples get along, setting aside old grudges to profit in this bustling city. This said, there is a tension in the city, with various neighborhoods looking at others with envious eyes, lamenting when a filthy orc family moves next door, or looking suspiciously at a halfling holding up the wall at a nearby inn. From time to time, the pressure of so many people, with so many differing values and customs, flares up. The result is a brief explosion of violence and rioting until it seems anarchy will reign, only to lapse back into the normal simmering climate of this diverse city.

HUMANS

Humanity may be the dominant race in Freeport, but this fact does not create any sense of solidarity or give them a sense of entitlement or superiority. Sure, some bigoted humans may sneer at the riffraff in Bloodsalt and nobody likes goblinoids, but Freeport humans don't make distinctions between themselves and most others who call the city home. The reason for this cosmopolitan outlook is human Freeporters often hail from many lands, with different languages, outlooks, customs, beliefs, and everything in between. It is the fusion of cultures that gives Freeport its character, and if the city is willing to turn a blind eye toward a person hailing from a violent and sinister city, surely they can accept dwarves, elves, and others, right? For the most part, yes they can.

It is important to note that Freeport's often muddy heritage infuses the city, creating an often unsettling fusion of architecture, cuisine, and dress. Matters of religion and philosophy are equally diverse and Freeport embraces just about every theological stripe out there. This aspect of Freeport is comforting to visitors and immigrants since it usually guarantees there's something or someone from home nearby.

DWARVES

Freeport dwarves are a curious lot. Since most dwarves have deep roots in their homelands, and given their famous dislike for the sea, it takes something serious for a dwarf to pick up and start a new life in Freeport. Dwarves must come to terms with the large orc and goblinoid population allowed to walk the streets with impunity. Though there are many reasons why dwarves would never come to Freeport, the amazing thing is that they do. Many are exiles, fleeing their homes for an accusation or actual crime, while others may just be down-on-their-luck adventurers, winding up here like a piece of flotsam and with no way to make it home. Of course, some bold or mad dwarves might end up in Freeport for the promise of gold, wealth, or in pursuit of some ancient foe in need of killing. Regardless of how and why they come to the city, they're here and they fit

in just like anyone else.

ELVES

As with dwarves, elves have few reasons to settle in Freeport and so few do. Those elves that make the journey to Freeport may be merchants, adventurers, or diplomats from some other nation. Some elves are corsairs, sailing the seas and plundering Continental ships like the sea dogs of Freeport. Most elves that settle in Freeport are attracted to the sense of life, the loose societal structures, and the freedom Freeport offers to those who come here. While they may disagree with the ignorance and violence and terrible odors wafting up from the Docks, many find a way to set aside their misgivings and embrace the wild and raucous nature of the city.

GNOMES

Where dwarves and elves are unusual, gnomes are far more common, even having one of their own on the Captains' Council. Freeport appeals to their adventuring sensibilities. As natural entertainers and tricksters, they find the action here much to their liking. Gnomes live in the Docks, Scurvytown, and the Eastern District, but they can be found causing trouble just about anywhere. One of the ongoing difficulties with gnomes in the city is the conflict between them and the small kobold and goblinoid population. There have been more than a few murders on both sides, keeping the Watch very busy.

HALF-ELVES

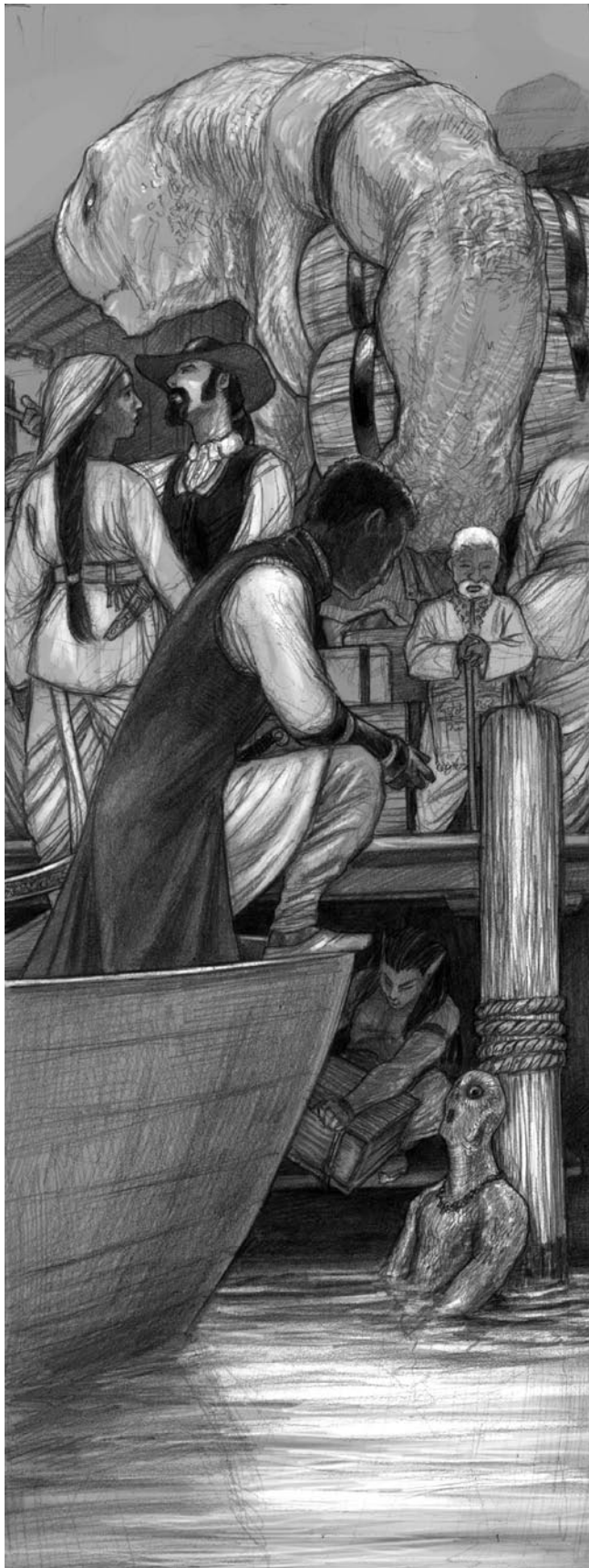
Wherever human and elven societies intersect, there are bound to be half-elves, and Freeport is no exception. Indeed, half-elves are easily more common here than their full-blooded elven kin. The city offers a great deal of tolerance and even a little envy toward these folks, welcoming them into the city and valuing them for their talents and skills. Half-elves fill the same roles that humans do, being pirates, tradesmen, mercenaries, and everything in between. Their natural adaptability and good heads on their shoulders help them carve out a place for themselves, and many have become quite successful in business—both legitimate and illegitimate.

"Fes look around ye and take in all the different people from all over da world. Ya might call it a meltin' pot, but it's more like a chamber pot if ye ask me."

—Rheumy Pete, Street Preacher

HALF-ORCS AND ORCS

Orcs have had a presence in Freeport for generations. Previous Sea Lords, merchants, and others have used them as labor, bringing them into the city from far-flung places on the mainland to do the heavy lifting, farming, mining, and scutwork no one else wants to do. As a result, Freeport's orc population was on the rise, until the orcs and



their half-breed spawn were as numerous or more numerous than just about any other humanoid other than humans in the city. Eventually, their brutish and violent ways pushed the less-enlightened peoples too far and the orcs and their kin faced hostility from unexpected quarters. The people of Scurvytown used violence and intimidation to push these folks out of the city into the poisonous atmosphere of Bloodsalt, where they languish still. Not everyone in Freeport shares this short-sighted, bigoted view, but the damage has been done and tensions between the orcs and the rest of Freeport have steadily grown in recent years.

HALFLINGS

Halflings infest Freeport. They're everywhere. To them, Freeport is a magnet. They seem helplessly drawn to the busy streets and alleys here, and over the years they have fast become one of the largest minorities in the city. What puzzles many is that there aren't halfling vessels, and there's never been a mass migration of halfling populations. They just seem to show up. This leads some to compare these diminutive people to rats, and it's commonly believed on the Docks that a ship is as likely to have halflings as it is to have other vermin. Of course, no one's foolish enough to say such nonsense around such folk, for everyone in Freeport knows that Finn, a crime lord of considerable power, doesn't tolerate abuse of his people. More than one foul-mouthed bastard has wound up face down in the harbor after crossing a halfling.

MONSTROUS RACES

Just as Freeport is a haven for the more common fantasy races, it is also home to a number of monstrous races. Freeport has more than its fair share of orcs, and is home to large numbers of goblinoids and kobolds. Most of these more savage races lurk in the squalor of Bloodsalt, but you can bet there are orc stevedores shoving cargo alongside humans and hobgoblin mercenaries working the Warehouse District and elsewhere. Attitudes vary when dealing with monstrous races, ranging from indifference to downright hatred—especially in Scurvytown where bigotry and violence are on the menu every day. Regardless, these folks see Freeport as much as their home as do elves, halflings, and others, and they have no intention of leaving.

GOBLINS

To most Freeporters, goblins aren't much different from roaches and are accepted as just a byproduct of living in a city. While they are tolerated, they aren't welcome anywhere, especially not in the Eastern District or Merchant District. In fact, the goblins have been driven out from just about everywhere into their tiny neighborhood in Bloodsalt where they suffer abuse at the hands of the hobgoblins and the orcs. A few goblins may try to make an honest living, but the widespread racism of Scurvytown and the general disdain from the rest of the city mean most fail and are forced to turn to crime to make ends meet.

SUBRACES

The *MM* and other sourcebooks including Green Ronin's *Advanced Race Codex* PDF series offer several racial variants called subraces. Such races offer additional options to distinguish a character from the base racial features presented in the *PH*, and if your CK allows it, you can expect any of these subraces to live in or around Freeport too.

Crag Gnomes

In the World of Freeport, most gnomes have none of the playful qualities attributed to gnomes of other settings. While they share the same hatred of goblinoids and kobolds embraced by others of their kin, their animosity led them to a very dark place, one that would leave them forever changed by their unending hatred of their racial nemeses. Crag gnomes, as they are known, are dire fellows, grim and consumed by an unquenchable lust for magic, driven by their need to preserve themselves from the depredations of their perceived countless enemies.

In ages past, the gnomes and kobolds fought a terrible war, with each side escalating the conflict until the gnomes abandoned their love of caprice and freedom in favor of winning, regardless of the cost. They turned to the other creatures of their lands, the gargoyles in particular, and enslaved them to serve as their thrall soldiers. Forged anew by the fanatic Iovan, this cult of personality united his people under the banner of the Autocracy of Iovan, and what love of humor and jest they once held died, burned away by the appalling losses at the hands of the kobolds and others. Even though they achieved much in their wars against their reptilian enemies, by the time the kobold host was eradicated, the gnomes were no longer content. They pushed to swallow more territory until the dwarves checked their growth after a devastating war on the Continent, ultimately seeing the demise of the crag gnomes' leader and their plans for expansion dashed.

Although broken and defeated by the implacable dwarves, the gnomes were not utterly destroyed. Iovan may be dead, but his heirs have continued his work in the form of the Arcane Conclave. Under the harsh commands of this brutal dictatorship, the crag gnomes, as they have come to be called, toil without end to construct terrible war machines in the effort to rebuild the Autocracy of Iovan and mount a new war against the hated dwarves. Those who disagree vanish, are cast out, executed, or locked away in the bowels of their subterranean cities for the rest of their days.

Racial Traits and Abilities

The following racial traits and abilities are in addition to the gnome racial features, except where specifically noted.

Combat Expertise (Dwarves, Goblins, and Kobolds): Extensive experience in fighting these creatures has evolved into a specific fighting technique that gives crag gnomes an advantage in combat against them. Crag gnomes gain a +1 bonus to hit dwarves, kobolds, and goblins in melee combat (but not with missile weapons).

Earth Empathy: Crag gnomes have extensive experience in dealing with creatures of earth and stone such as gargoyles, earth elementals, and similar creatures. They may communicate silently with any such creature within 30 feet. The communication is telepathic in nature and can convey simple concepts only. This ability replaces Animal Empathy.

Spells: Crag gnomes have a potent connection with the earth and can channel magic into metal or stone items. Once per day as a 1st-level caster, a crag gnome can cast *magic stone* and *magic weapon* (stone or metal melee weapons only). This ability replaces the normal Spells entry for gnomes.

Languages: Common, Dwarven, Goblin, Gnome, Kobold, Terran

Typical Classes: Wizard, Assassin, Rogue

Racial Traits and Abilities

Attribute Modifiers: –1 Strength, +1 Dexterity, –1 Charisma

Size: Small

Movement: 30 feet

Combat Expertise (Dwarves, Gnomes): Goblins have long fought dwarves and gnomes, and use special fighting techniques to bring down their enemies. Goblins gain a +1 bonus to hit dwarves and gnomes when using missile weapons (but not melee weapons).

Darkvision: Goblins can see in complete darkness out to 60 feet. Vision is in black and white. Bright lights, such as from a lantern or other light source, spoil darkvision. A goblin requires one turn to adjust his eyes when a light source is extinguished before gaining full use of this ability.

Wolf Kinship: Goblins have a natural kinship with wolves and can communicate with such creatures. A goblin may use a limited form of telepathy to convey simple concepts and emotions to any wolf within 30 feet.

Languages: Common, Giant, Gnome, Goblin, Orc

Typical Classes: Assassin, Barbarian, Rogue

Rogue Modifier: +3 hide, +3 move silently

ORCS

For many years, orcs were not much of a problem in Freeport. As a people, orcs seemed uninterested in sailing and those that did

lacked the means or the cunning to pilot ships beyond sight of the Continent's coastline. However, Milton Drac's Lighthouse demanded a great deal of labor—cheap labor—and importing orcs to do the heavy lifting seemed the wisest course. Suddenly, orcs began to drift into the city, squatting in Scurvytown and creating a filthy ethnic borough just for themselves. Once entrenched, Freeport's orcs had little interest in moving on and so they stayed in the city, offering their muscle in exchange for half the price of other workers.

As expected, their cheap rates, racial advantages, and natural wickedness made them targets and bred resentment in the city. Riots and racially motivated attacks were fast becoming the norm in Scurvytown. Things took a turn for the worse after the Great Green Fire, though. In the aftermath of the devastation, the Wizards' Guild made it a point to hire only savage humanoids to reclaim the land. Even though the wizards sought to protect the more desirable elements from the appalling destruction and poisonous chemicals, to the folks of Scurvytown, they saw this as a way to do the work on the cheap, bypassing honest human men who needed the coin as badly as the orcs. Unable (rather unwilling) to confront the wizards on this, the agitators in Scurvytown played upon bigotry and a rash of riots and attacks spread through the district. Savage humanoids were no longer welcome here and certainly no other district wanted them, so the orcs, goblins, and others drifted into Bloodsalt.

Certainly, orcs are generally a destructive and evil lot and so Freeporters were somewhat justified in pushing out the riffraff, but

where they erred was in extending their wrath to anyone who even resembled an orc. This led to terrible acts of violence against half-orcs, goblinoids, and even ugly humans. Luckily, much of the violence has died down with the mass exodus, but few orcs are foolish enough to try their luck by walking through Scurvytown without numbers on their side.

RACIAL TRAITS AND ABILITIES

Full-blooded orcs have all the racial traits and abilities of half-orcs except as follows.

Attribute Modifiers: +2 Strength, +1 Constitution, –2 Intelligence, –1 Wisdom, –2 Charisma

HOBGOBLINS

Where orcs are naturally dimwitted and goblins too weak and foolish for most to think anything of them, Freeport's hobgoblins are cut from an entirely different cloth. They may be lumped in with the rest of the savage humanoids, and they certainly are warlike and violent, but they are a disciplined lot, and when they fight, they do so with an uncanny knack for tactics. Had they wanted to, they might have fought back against the Scurvytown hate groups and won, but Draegar Redblade, their community's most outspoken leader, advised them to go peacefully into Bloodsalt. There was grumbling, though few opposed Draegar's command, and soon after, Freeport's hobgoblin population had fully relocated.

The reasons behind Draegar's move didn't take long to reveal themselves. Bloodsalt was a disaster, lawless and dangerous, and the Watch had no interest in policing this ghetto, so when Draegar stepped forward to offer the services of his men to attend to Bloodsalt, the Captains' Council didn't have much of a choice. With one deft move, Draegar essentially took control over Bloodsalt and expanded his base of power through an entire section of the city. The hobgoblins are the law here and as such are widely feared (and hated) by others forced to live within the district's bounds.

RACIAL TRAITS AND ABILITIES

Attribute Modifiers: +1 Dexterity, +1 Constitution, –2 Charisma

Size: Medium

Movement: 30 feet

Combat Expertise (Dwarves, Gnomes): Hobgoblins have long fought dwarves and gnomes, and have developed special fighting techniques to better defeat their enemies. Hobgoblins gain a +1 bonus to hit dwarves and gnomes when using melee weapons (but not missile weapons).

Darkvision: Hobgoblins can see in complete darkness out to 60 feet. Vision is in black and white. Bright lights, such as from a lantern or other light source, spoil darkvision. A hobgoblin requires one turn to adjust his eyes when a light source is extinguished before gaining full use of this ability.

Silent March: Hobgoblins are particularly light on their feet. All hobgoblins gain a +3 bonus on checks made to move silently.

Languages: Common, Giant, Gnome, Goblin, Orc

Typical Classes: Assassin, Fighter, Wizard

Assassin Modifiers: +2 hide, +2 move silent

OTHER RACES

In addition to the standard races (and the monstrous ones), there are individuals from all corners of the world. From the occasional aasimar paladin or tiefling assassin, to the lumbering psionic half-giants, Freeport sees all kinds. If a race exists in your world, you can bet there's at least one representative in Freeport.

NEW RACES

The Pirate's Guide to Freeport mentions a few other races unique to the World of Freeport. The nature of Freeport's unusual cosmology bridges the distances between many realms, enabling peoples from various planes and strange lands access to the mortal realms. As well, the Continent is home to many more peoples, including the usual suspects of the fantasy options, including a few subraces that express the cultural differences that resulted from its violent history. Even if you're not using the World of Freeport setting, you can still use this race and those described in **Chapter 8** to expand those of your personal campaign setting.

AZHAR

"Don't be so quick to dismiss the tales of the azhar. Their fiery dispositions, ruthlessness in battle, and, hell, their damn appearance all support their claims of efreet blood."

—Adelmar Galden, Explorer

The azhar (singular azhari) are a race of native outsiders that ply the waters around Freeport. Traders, explorers, and pirates, they are among the finest sailors in the World of Freeport.

They claim descent from the efreet of the fabled City of Brass, though if true, it is a distant kinship. Despite their fiery heritage, they are a race of great seamen, famed for their sailing prowess. Azhar merchants (and no few pirates) are fast becoming a common sight in the World of Freeport.

To the unfamiliar, an azhari looks like any other human, albeit with swarthy skin and bronze hair. All azhar have the same gleaming red eyes reminiscent of the flames of their descent. Although it's often hard to tell from a distance, an azhari has an iris—often of a slightly darker color, and a pupil, invisible without close inspection.

RACIAL TRAITS AND ABILITIES

Attribute Modifiers: +1 Dexterity, –1 Wisdom

Size: Medium

Fire Resistance: Azhar are naturally resistant to fire. When exposed to fire attacks, they take half damage or quarter damage with a successful save.

Duskvision: Azhar can see in starlight and moonlight as others see at dusk. They retain the ability to distinguish color and some detail, though everything is cast in shadows. They have enhanced vision underground, under torchlight, or in similar conditions of poor lighting.

Might of the Efreet: Once per day, an azhari may call upon its fiery heritage to gain a +2 bonus on attacks and damage for 1 round.

At Home at Sea: Azhar gain a +1 bonus on attacks and saves when on the deck of a ship.

Languages: Azharan, Common, Draconic, Dwarven, Elven, Gnome

Typical Classes: Pirate, Rogue, Wizard

Assassin and Rogue Modifiers: +2 climb

AZHAR CHARACTERS

Skilled sailors and born explorers, the azhar race offers an interesting mix of abilities and resistances that make them a unique addition to any adventuring group with ambitions to take them to Freeport and beyond.

AZHAR PHYSICAL CHARACTERISTICS

Starting Age and Aging Effects: As half-elf

HEIGHT AND WEIGHT

Gender	Base Height	Modifier	Base Weight	Modifier
Male	4 ft. 8 in.	+2d10	115 lb.	Height Modifier × (2d4) lb.
Female	4 ft. 3 in.	+2d10	85 lb.	Height Modifier × (2d4) lb.

ADVENTURING AZHAR

Exploration is the cornerstone of azhar society and all set sail as a right of passage to prove their worth to their people. Those who return with grand tales and grander treasures gain greater standing in their communities, and so most azhar embrace the adventurer's life, if only for a time.

CHARACTER NAMES

Azhar tend to follow naming conventions used by their distant genie-kin, taking pride in their ancestry and keeping alive their heritage in the names they pass along to their children. Names are also assigned by class, with children of famous sailors or heroes gaining the name of a parent or other relative of equal standing. Such a name carries grave responsibility, for the child is responsible for not sullyng the gift they were given. Those named after the greatest azhar heroes find themselves faced with the burden of not only living up to the standards of their people but of the dead from whom their name was taken.

Male Names: Amjad, Essam, Fath, Hamzah, Kameel, Ra'id, Shihab

Female Names: Afya, Basilah, Durriyah, Fadilah, Hasibah, Mishael, Nibras

ROLEPLAYING AN AZHARI

Just talking to an azhari explains why no one denies they are scions of the efreet. They are a tempestuous people, boisterous, filled with courage and pride. They are quick to anger, quicker to laugh, and live a life of passion. They crave excitement and hate the quiet, seeking to fill the silence with conversation, song, music, or anything else to distract them from boredom. They are impulsive to the point of being reckless. They never back down from a fight, withdrawing only if there is no chance of victory. No mission is too dangerous, no voyage too fraught with peril for them to refuse the adventure. They are adventurers to the core, and the fiery souls burning within them drive them to daring acts of heroism and appalling deeds of villainy.

LANGUAGE

The azhar speak their own language, a lilting, sing-song tongue they speak rapidly, so fast that non-native, though fluent, speakers have a hard time keeping up. Most azhar slow down their speech when dealing with non-azhars, but when angry or trying to conceal their conversation, they resume their normal cadence (–2 circumstance penalty to Listen checks). What makes this language so interesting is that it is clearly an evolution of Ignan, owing its sentence structure and basic vocabulary to this extraplanar tongue. It even uses the same alphabet.

The azhar's dealings with other races have forced them to also learn the languages of their trading partners. Just about every azhar knows at least a smattering of Common, while the more learned people

dabble in many of the humanoid tongues. In all cases, whenever an azhari feels intense emotion, he's bound to slip into Azharan without even realizing it.

Ignan is a sacred tongue, reserved for special ceremonies and religious observances. It's of particular interest, to theologians at least, that azhar priests conduct their sermons entirely in this language.

AZHAR SOCIETY

All azhar hail from the Sultanate of Kizmir, a young country on the Continent. Founded just a century ago, the Sultan led his people onto the Continent, bringing savage war to the beleaguered kobolds. The gnomes of Iovan, sensing an opportunity, used the attack to finish their war against their ancestral enemies and thus the kobolds were destroyed, scattered, and brought to ruin. The sudden appearance of this new nation plunged the Continent into a new war, the Second War of the Southern Sea. Threatening to slide into a wider conflict, Kizmir moved quickly and ended the conflict when it sacked the Ivory Port of Newtown.

With the tenuous peace bought by the ruination of Newtown, Kizmir was free to expand its territory and construct a massive fleet of warships and merchant vessels. They plied the seas and gave the Ivory Ports their first serious competitor. The azhar settled into their lands, rebuilt the cities taken from the kobolds, and constructed new port cities to protect their shipyards. As the fledgling nation began to stabilize, the culture acclimated to its new home, and the azhar wrestled with competing values imported from their neighboring nations. The conservative members fiercely held on to the ideals of their past, worshipping their heroes and reinforcing the class dominance of the sailors. However, in stark contrast to the classical beliefs of the azhar there was a growing trend of those who sought to make a new home on the land, to build permanent structures, to welcome the social norms of the Ivory Ports and elsewhere, and essentially transform the entire culture of the azhar.

As one would expect, this has been a point of tension within the Sultanate and there has been no shortage of clashes between the entrenched prior generation and the newer rebellious generation. The former have come to see their conquest as a mistake, believing they as a people should pick up and set sail for new conquests, while the latter are quite content and would rather focus their resources on improving the lives of their people. On occasion, there are flare-ups, but most of the world is unaware of this widening division.

PERSONALITY

Azhar are free spirits, seeking danger and living the life of adventure. While most are committed to their people's way of life, they tend to have little use for rigid laws and societal structure. As a result, most azhar are chaotic. Morally, they have no predilections, with representatives of the very worst and the very best among their kind.

CHAPTER TWO: FREEPORT CLASSES

Freeport attracts all sorts of characters, from noble champions driven to purge the city of its evil to disturbed psychotics that crave the freedom to indulge their worst vices. It is the City of Adventure after all, and there are opportunities for excitement and thrilling

escapades for those with the courage to undertake them. This chapter presents two new character classes particularly suited for adventures set in Freeport.

NOBLE

"My words are my weapons, my wit my armor. You may have strength, speed, and talent with that steel bar of yours, but can you face my mind?"

—Elise Grossette, Ex-Councilor

The noble is the king of interaction; he is the social elite, the commander of soldiers, the master of information, and the handler of political power, all rolled into one. In many fantasy campaigns, the noble is the member of the ruling class who, by birthright, has been tasked with governing the commoners under his influence. Similarly, nobles can be classified as anyone in a position of leadership who has received special training to perform in such a capacity. More than wealthy landowners, there are many heads of organizations, military commanders, and even natural-born leaders drawn from the lower classes who may function as nobles even though they lack social class or standing.

Most true nobles are members of a noble house, an organization based on the noble family that exerts great influence over the

politics and the people around them. Some nobles, such as those who serve in the military, come from some type of officer-training background that instills the knowledge they need to be an effective leader. Other nobles, such as those who lead less regal (and legal) organizations, promote themselves through their own talents and leadership ability.

The noble is an exceptional leader, blessed with natural social abilities. Whether manipulating others into doing his will or steeling the resolve of outnumbered troops, the noble is always in control of himself and his followers. A master of subtlety and social interaction, the noble reads emotions and actions like words on a page and uses that knowledge as a weapon or lure depending on the situation.

NOBLE CHARACTERISTICS

Prime Attribute: Charisma

Hit Die: d8

Alignment: Any

Weapons Allowed: Any

Armor Allowed: Any

Starting Gold: 80–320 gp (8d4 × 10)

Abilities: Material Aid, Encouragement, Bolster, Intimidating Presence, Enrage, Awe, Heroism, Retainers

ABILITIES

All of the following abilities are for the noble class.

Material Aid: Nobles have certain expectations when it comes to dealing with their own kind and may exploit the standing obligations of hospitality maintained by local rulers and other nobles. As long as the noble travels in his homeland or a land friendly to his homeland, he need never pay for food or lodging



Level	HD	BtH	EPP
1	d8	+0	0
2	d8	+1	1,751
3	d8	+1	3,501
4	d8	+1	7,001
5	d8	+2	14,001
6	d8	+2	25,001
7	d8	+2	50,001
8	d8	+3	90,001
9	d8	+3	150,001
10	d8	+3	200,001
11	+3	+4	350,001
12	+3	+4	500,001

as he gains these things from the local aristocracy. This ability may extend to a noble's adventuring party depending on the patron, his nature, and motivations as determined by the CK.

Encouragement (Charisma): At 1st level, nobles can fill an ally with encouragement, allowing them to achieve more than they otherwise might. A successful check grants a single ally within 30 feet a +1 bonus on attacks and a +1 bonus on Intelligence, Wisdom, and Charisma saving throws. The benefits of this ability last for a number of rounds equal to the noble's level. A noble may use this ability three times per day.

Bolster (Charisma): Beginning at 3rd level, a noble's presence can wash away doubts and he can bolster his allies to stand in the face of greater enemies. A successful check grants all allies within 20 feet a +2 bonus on all saving throws for a number of rounds equal to the noble's level. A noble may use this ability once per day.

Intimidating Presence (Charisma): A 4th-level noble cloaks himself in an aura of power and superiority. A successful check imposes a –2 penalty on a single enemy's attack rolls against the noble. This penalty persists until the end of the combat or until the enemy hits the noble. The noble can use this ability three times per day and against any creature he can clearly see.

As the noble gains levels, the effects of his intimidating presence intensify so that it affects multiple opponents. The number of creatures is equal to three less than the noble's level. Thus, a 5th-level noble can affect two creatures.

Enrage (Charisma): Starting at 6th level, a noble can provoke another creature within 30 feet to extreme violence, filling his target with fury. Unwilling targets may negate this ability with a successful Wisdom save. An affected creature gains a +1 bonus on attack and damage rolls, but takes a –2 penalty on armor class and all Intelligence-related checks. The target

remains enraged for a number of rounds equal to the noble's level, and at the end of this time the target becomes fatigued for 4 hours. While fatigued, the target takes a –2 penalty to Strength and Dexterity, –10 feet to movement, and the target cannot run. A noble may use this ability once per day, and a second time per day at 10th level.

Awe (Charisma): A 7th-level noble can fill his enemies with awe. To use this ability, the noble must make a Charisma check. All enemies within 30 feet must make a Wisdom check against the result of the noble's Charisma check to overcome the feelings of awe. Those who fail take a –10-foot penalty to their movement and take a –4 penalty on attack rolls if they moved toward the noble on their turn. These penalties last until the end of the combat or until an affected enemy deals damage to the noble.

Heroism (Charisma): When the noble reaches 9th level, he can inspire heroics in his allies. A successful Charisma check grants all allies within 30 feet a +2 bonus on attack rolls and saving throws, and a +10-foot bonus to movement. These benefits remain for a number of rounds equal to the noble's level. A noble can use this ability once per day.

Retainers: By 10th level, the noble has attained great power and influence, and a mighty reputation as well, which ultimately allows him to attract loyal servants. A noble that builds a stronghold gains 2d10 0-level followers every month. For every 40 followers, the noble gains a 1st-level knight. When the noble attracts 80 followers, a 5th-level knight appears. This continues until the noble can no longer pay for the upkeep of his retainers.

Retainers must be supported or they leave. It costs 2 gp per month per 0-level follower, 100 gp per month per 1st-level knight, and 100 gp per level for every attracted knight above 1st level.

PIRATE

"The treasure's nice and all, but it's the thrill that keeps me coming back to kick in the teeth of my enemies."

—Bloody Lucille, Pirate

The pirate is the consummate adventurer, a thrill-seeker of the highest order, laughing in the face of danger, throwing caution to the wind, and somehow escaping harm even in the most desperate of situations. Whether riding the waves on the deck of a swift schooner or swinging from a chandelier in a great hall, the pirate lives for excitement.

The pirate may be a swashbuckling adventurer, but she is also capable

of great ruthlessness, and when pressed in battle she'll use nasty tactics and unfair techniques to get the better of her enemies. Pirates favor speed and mobility, since they learn to fight on the deck of a ship in all manner of conditions.

A high Dexterity is the pirate's most important ability, as she is restricted to light armor, and many of her class skills rely on this ability. As a combatant, though, no pirate should overlook Strength and Constitution, for these abilities are vital for surviving combats.

Half-elves and humans are the most common pirates as they find it easy to sever their ties to family and homeland. Elves have a natural gift of agility allowing them to navigate the ships and develop the skills at swordplay that put their human and half-elven counterparts to shame. Orcs and half-orcs bring a ruthlessness and capacity for violence that few others can match.

Though pirates may be of any alignment, chaotic pirates are by far the most common. It takes a free spirit to leave everything behind and embrace a life at sea. In ethical terms, pirates lean toward evil since most get by through raiding ships and coastal settlements.

PIRATE CHARACTERISTICS

Prime Attribute: Dexterity

Hit Die: d8

Alignment: Any

Weapons Allowed: Any

Armor Allowed: Leather, Leather Coat, Padded (see Special)

Level	HD	BtH	EPP
1	d8	+0	0
2	d8	+1	2,001
3	d8	+2	4,001
4	d8	+3	8,001
5	d8	+4	16,001
6	d8	+5	36,001
7	d8	+6	72,001
8	d8	+7	150,001
9	d8	+8	250,001
10	d8	+9	500,001
11	+3	+10	750,001
12	+3	+11	1,000,001



Starting Gold: 30–120 gp (3d4 × 10)

Abilities: Dirty Fighting, Feint, Rope Monkey, Sea Legs, Pirate's Luck, Canny Defense, Fast on Your Feet, Improvised Fighting, Scourge of the Seas

ABILITIES

All of the following abilities are for the pirate class.

Special: Pirates favor light armor since heavier armors are a good way to drown when tossed overboard. Pirates may wear leather armor, a leather coat, or padded armor, and may use small shields without penalty. They may also wear leather helmets. A pirate may wear any other type of armor that confers an armor class higher than 12, but takes a penalty when using class abilities that require checks. The penalty is equal to –1 per point above armor class 12. Restricted helmets and shields impose a –1 penalty. All penalties from inappropriate armor are cumulative.

Dirty Fighting: Pirates abhor a straightforward fight and use every trick they can to defeat their foes. A pirate gains a +4 bonus to attack rolls whenever she uses a close-quarters melee weapon to attack a living creature when adjacent to one of her allies, or that has been feinted (see following).

Feint (Charisma): A pirate can use misdirection to force an opponent to let down its guard. A successful Charisma check imposes a –2 penalty on her opponent's attack rolls until the end of the pirate's next turn.

Rope Monkey (Strength): Pirates are adept at climbing in a ship's rigging. This ability enables a pirate to ascend and descend rigging with astonishing quickness. A successful check allows a pirate to move up or down ropes at one-half her normal movement. A failed check indicates no progress, while a check that fails by 5 or more means the character falls from the height she's attained. While climbing in this way, the pirate can't have anything in her hands, though she may grip a knife or similarly sized weapon in her teeth.

Sea Legs (Dexterity): Life aboard a ship breeds a familiarity with areas where the footing is uncertain and when the deck rolls underneath. A pirate's movement is never slowed by difficult terrain.

Pirate's Luck: Pirates are a superstitious lot and are ever-watchful for omens to help them avoid a bout of bad luck. Starting at 3rd level, a pirate may add a special bonus to a single attack roll, check, or saving throw. The bonus is equal to her level –2. She may use this ability once per day and at any time, even after she's rolled the die.

Canny Defense: Quick and nimble, pirates can avoid the attacks of their enemies with startling ease. At 5th level, when a pirate uses the dodge combat maneuver, she adds her Charisma bonus (if any) to the normal +2 bonus to armor class she ordinarily would gain from dodging.

Fast on Your Feet: A pirate is accustomed to fighting in tight spots and slipping away should the battle turn ugly. Beginning at 7th level, whenever the pirate would disengage hastily, she does not take a –2 penalty to her armor class. When performing a fighting disengagement, the pirate may move up to their movement rate or less away from her opponent.

Improvised Fighting: Pirates can make weapons out of anything at hand. At 9th level and higher, a pirate can snatch an unattended object and use it as an improvised weapon. She takes no penalty on the attack roll and the weapon deals 1d3 points of damage.

Scourge of the Seas: At 11th level, a pirate gains her very own ship and crew. The ship can be any of galleon size or smaller, and she accumulates 10+2d10 0-level followers as crew and one 3rd-level pirate to serve as first mate. She retains the crew as long as she can pay them. She must spend 2 gp each month for each crewman and 300 gp per month to retain the service of her first mate. Should she fail to pay, her crew abandons her when on land or tries to mutiny while at sea.

CHAPTER THREE: INSANITY AND MADNESS

One of Freeport's most endearing qualities is its Lovecraftian mood. The elements of cosmic horror pervade the setting, from the presence of despicable cults dedicated to mad and alien gods, the influence of ancient civilizations that once eclipsed all things achieved by mankind, and the futility of mortal actions against forces far beyond their control. While present, CKs may embrace these elements with varying degrees of enthusiasm, for any game that cleaves closest to cosmic horror ultimately dooms player characters, creating a less-than-ideal environment for heroic and sometimes over-the-top adventure. For gaming groups that prefer the darker edge Freeport offers, this chapter includes madness and insanity rules to reflect the strain of encounters with the horrific places on the mortal mind.

This optional system allows you to introduce an element of dark horror into your *Castles & Crusades* game. In campaigns using these rules, characters gain a new attribute called Sanity. This statistic functions like an ability score in some ways, but it has its own unique mechanics that represent the character's descent from a stable and healthy mental state into confusion, dementia, and mental instability. As a character encounters monsters, witnesses horrible acts, masters forbidden knowledge, or casts spells, his Sanity score, and his corresponding ability to function as a normal member of his race, deteriorates. This gradual descent is balanced in part by the powers that characters gain each time they overcome a horrific foe or grow in skill and

expertise, but even as those characters grow in power, they know or fear that an even greater peril lies ahead—the threat of becoming permanently insane.

WHAT IS SANITY?

Sanity is the natural mental state of ordinary life. Normal mental balance is endangered when characters confront horrors, entities, or activities that are shocking, unnatural, and bewildering. Such encounters cause a character to lose points from his Sanity score, which in turn risks temporary, indefinite, or permanent insanity. Mental stability and lost Sanity points can be restored, up to a point, but psychological scars may remain.

Insanity occurs if too many Sanity points are lost in too short a time. Insanity does not necessarily occur if Sanity points are low, but a lower Sanity score makes some forms of insanity more likely to occur after a character experiences an emotional shock. The character's Sanity may be regained after a few minutes, recovered after a few months, or lost forever.

A character may regain Sanity points, and even increase his Sanity point maximum. However, increasing a character's levels in Forbidden Lore always lowers his maximum Sanity by an equal amount.

FORBIDDEN LORE

The Sanity rules assume that some knowledge is so alien to human understanding that simply learning of its existence can shatter the psyche. While magic and nonhuman races form an everyday part of a character's life, even a seasoned adventurer cannot conquer or understand some things. Knowledge of these secrets and creatures is represented by a new ability available to all characters that goes hand in hand with a character's Sanity score: Forbidden Lore.

This type of knowledge permanently erodes a character's ability to maintain a stable and sane outlook, and a character's current Sanity can never be higher than 99 minus the levels the character has in Forbidden Lore. This number (99 minus Forbidden Lore levels) is the character's maximum Sanity.

Forbidden Lore: You know That Which Should Not Be Known.

You have had horrible supernatural experiences and read forbidden tomes, learning truly dark secrets that have challenged everything you thought you knew. Since these revelations defy logic or commonly accepted fact, it does not matter how intelligent or wise you are when using this skill—only how much exposure to these dark secrets themselves you have experienced.

Check: Roll 1d20 and add your skill level to the roll. Compare the result to the following table to determine the quality of information you have learned. Generally, you may use Forbidden Lore to divine the answers to questions about horrible deities and terrifying secrets lurking at the edge of reality.

Levels	Information
1–10	Secret information
11–20	Obscure information
21+	Extremely obscure information

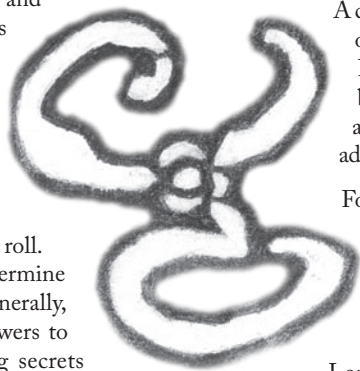
Try Again: No. The check represents what you know, and thinking about a topic a second time doesn't let you know something that you never learned in the first place.

Special: You acquire levels in Forbidden Lore by reading forbidden tomes or having experiences with horrible creatures. Each level you gain in this skill permanently reduces your maximum Sanity by 1 point; the more you know about the horrible truths underlying reality, the less capable you are of leading a normal life.

A character's first episode of insanity (that is, an occurrence of temporary or indefinite insanity) bestows 2 levels in Forbidden Lore, thereby lowering his maximum Sanity by 2 points. Each time a character fails a Sanity check and endures another episode of insanity, he gains an additional level in Forbidden Lore.

For example, Alaina has 2 levels of Forbidden Lore after reading a strange manuscript. She then steps outside, sees a fiend, and goes indefinitely insane, her raving mind failing to understand the strange creature she has encountered. Since she has never gone insane before, she gains 2 levels of Forbidden

Lore. Her maximum Sanity is now 95 (99 minus 4 levels of Forbidden Lore).



SANITY POINTS

Sanity points measure the stability of a character's mind. This attribute provides a way to define the sanity inherent in a character, the most stability a character can ever have, and the current level of sane rationality that a character preserves, even after numerous shocks and horrid revelations.

Sanity is measured in three ways: starting Sanity, current Sanity, and maximum Sanity. Starting and current Sanity cannot exceed maximum Sanity.

STARTING SANITY

A character's starting Sanity equals his Wisdom score multiplied by 5. This score represents a starting character's current Sanity, as well as the upper limit of Sanity that can be restored by curative magic. After creation, a character's current Sanity often fluctuates considerably and might never again match starting Sanity. A change in a character's Wisdom score changes his starting Sanity in terms of what treatment can restore. Current Sanity, however, does not change if Wisdom rises or falls.

A character's current Sanity score fluctuates almost as often as (and sometimes much more often than) his hit points.

MAKING A SANITY CHECK

When a character encounters a gruesome, unnatural, or supernatural situation, the Castle Keeper may require the player to make a Sanity check using percentile dice (d%). The check succeeds if the result is equal to or less than the character's current Sanity.

On a successful check, the character either loses no Sanity points or loses only a minimal amount. Potential Sanity loss is usually shown as two numbers or die rolls separated by a slash, such as 0/1d4. The number before the slash indicates the number of Sanity points lost if the Sanity check succeeds (in this case, none); the number after the slash indicates the number of Sanity points lost if the Sanity check fails (in this case, between 1 and 4 points).

A character's current Sanity is also at risk when the character reads certain books, learns certain types of spells, and attempts to cast them. These Sanity losses are usually automatic (no Sanity check is allowed); the character who chooses to undertake the activity forfeits the indicated number of Sanity points.

ENCOUNTERING THE UNIMAGINABLE

When people perceive creatures and entities of unspeakable horror, this experience costs them some portion of their minds, since such creatures are intrinsically discomfiting and repellent. We never lose awareness of their slimy, fetid, alien nature. This instinctive reaction is part and parcel of humans, elves, dwarves, and other humanoid races. In this category, we can include supernatural events or agents not always recognized as specifically devoted to the dark gods, such as hauntings, zombies, vampires, curses, and so on.

Table 3–1: Sanity Loss from Creatures provides some default Sanity loss values for encountering creatures, based on their type and

In most cases, a new Sanity-shaking confrontation requires a new Sanity check. However, the Castle Keeper always gets to decide when characters make Sanity checks. Confronting several horribly mangled corpses at one time or in rapid succession may call for just one Sanity check, while the same corpses encountered singly over the course of several game hours may require separate checks.

GOING INSANE

Losing more than a few Sanity points may cause a character to go insane. If a character's Sanity score drops to 0 or lower, she begins the quick slide into permanent insanity. Each round, the character loses another point of Sanity. Once a character's Sanity score reaches –10, she is hopelessly, incurably insane. Curative magic can be used to stabilize a character on the threshold of permanent insanity.

A CK's description of a Sanity-shaking situation should always justify the threat to a character's well-being. Thus, a horde of frothing rats is horrifying, while a single ordinary rat usually is not (unless the character has an appropriate phobia, of course).

MAXIMUM SANITY

Levels in Forbidden Lore simulate a character's comprehension of aspects of the dark creatures at the edges of reality. Once gained, this horrible knowledge is never forgotten, and the character consequently surrenders mental equilibrium. A character's Sanity weakens as his comprehension of these hidden truths increases. Such is the way of the universe.

A character's current Sanity can never be higher than 99 minus the character's levels in Forbidden Lore. This number (99 minus Forbidden Lore levels) is the character's maximum Sanity.

LOSS OF SANITY

Characters ordinarily lose Sanity in a few types of circumstances: when encountering something unimaginable, when suffering a severe shock, after casting a spell or when learning a new spell, when being affected by a certain type of magic or a particular spell, or when reading a forbidden tome.

SANITY RESISTANCE

Each character has a Sanity Resistance equal to his character level. This number is the amount of Sanity loss a character can ignore when he encounters a creature that requires a Sanity check.

size. These are only default values—the CK can and should adjust individual monsters he deems more or less horrible than others of their size.

In addition, certain types of monstrous behavior might force additional Sanity checks, much like those described under **Severe Shocks**. For instance, an aboleth is an unnerving sight, but watching one transform your best friend with its slime should certainly force another check, with losses appropriate to the situation.

In most games, no character should need to make a Sanity check when encountering an elf, dwarf, or other standard humanoid race, or for

TABLE 3-1: SANITY LOSS FROM CREATURES

Monster Type	Monster Size		
	S	M	L
Aberration, dragon, extraplanar, ooze, undead	1/1d4	1/1d6	1/1d10
Elemental, fey, plant, vermin	1/1d4	1/1d6	1/1d8
Construct, giant, magical beast, monstrous humanoid, shapechanger	0/1d4	0/1d6	1/1d6
Animal, beast, humanoid*	0/1	0/1	0/1d4

*Only animals, beasts, or humanoids of truly bizarre or ferocious appearance force such a check.

encountering domesticated or otherwise commonplace animals. In some cases, even humanoid races such as orcs and goblins might be so common as to not cause Sanity loss either.

SPECIFIC MONSTERS AND SANITY

Some monsters have additional or variant special abilities when using the Sanity variant.

ALLIP

The allip's madness ability causes the loss of 2d6 Sanity points rather than the normal effect.

MONSTROUS CHARACTERS AND SANITY

In most cases, the CK does not need to keep track of a monster's Sanity score, but sometimes, especially when in the hands of a player, monsters need Sanity scores just as other characters do.

Although most campaigns that use the Sanity variant limit players to creating characters from the standard player character races, it's still easy to envision a world where one or two monstrous races are so common or so integrated into the culture of other races that the CK wants to present them as viable player character options. In these cases, the monsters available as player character races should never provoke a Sanity loss from other characters or NPCs, and these creatures should have a Sanity score and track their Sanity losses just like characters made with the standard PC races. A monster should never lose Sanity for seeing others of its race (specters don't lose Sanity when encountering other specters, and so on). In all cases, what causes Sanity loss for a specific creature is in the hands of the CK.

SEVERE SHOCKS

A shocking sight of a more mundane nature can also cost Sanity points. Severe shocks include witnessing an untimely or violent death, experiencing personal mutilation, losing social position, being the victim of treachery, or whatever else the Castle Keeper decides is sufficiently extreme. Table 3-2 gives some examples of severe shocks, and the Sanity loss each one provokes.

OPTIONAL RULES: CASTING SPELLS

Magic relies on the physics of the true universe. By casting spells, characters visualize the unimaginable, warping their minds to follow alien ways of thought. These visualizations wound the mind. Although spellcasters expose themselves to such traumas voluntarily, they are shocks all the same.

In this variant, casting a spell drains a certain amount of Sanity. This rule represents the fact that spellcasting forces the mind into strange patterns and thought processes with which it is poorly equipped to deal. The CK can choose from the three options presented in the following table, deducting a low, moderate, or extreme number of Sanity points from a character who casts a spell. In a campaign featuring low Sanity loss, a spellcaster is rarely penalized for casting a spell, especially if the CK also chooses to give characters Sanity Resistance in such cases. In a campaign featuring moderate Sanity loss, spellcasters face a slightly higher risk of insanity than members of other classes, even if they have Sanity Resistance. When using this option, players should, for the most part, choose spellcasting levels only as multiclass options. In a campaign featuring extreme Sanity loss, spellcasters have a difficult time participating in adventures regularly because they find it hard to use their classes' primary abilities without soon going insane.

TABLE 3-2: SEVERE SHOCKS

Loss	Situation
0/1d2	Surprised to find mangled animal carcass
0/1d3	Surprised to find human corpse
0/1d3	Surprised to find human body part
0/1d4	Finding a stream flowing with blood
1/1d4+1	Finding a mangled human corpse
0/1d6	Awakening trapped in a coffin
0/1d6	Witnessing a friend's violent death
1/1d6	Seeing a ghoul
1/1d6+1	Meeting someone you know to be dead
0/1d10	Undergoing severe torture
1/d10	Seeing a corpse rise from its grave
2/2d10+1	Seeing a gigantic severed head fall from the sky
1d10/d%	Seeing an evil deity

In addition to the guidelines presented for each campaign option above, the CK is free to impose additional modifiers on the Sanity loss caused by spells of a certain type or even individual spells. Here are some example conditions that a CK could choose to incorporate into a game.

Divine spells cost 5 additional Sanity points to cast.

Druids suffer only half the Sanity loss from spellcasting (round fractions up).

Healing spells drain no Sanity when cast.

The *invisibility* spell, and any variation thereof, costs 1 additional Sanity point to cast.

Spells involving the creation of undead cost 2 additional Sanity points to cast.

Spellcasters of some classes follow the guidelines of one campaign option, while spellcasters of other classes follow the guidelines of another campaign option.

SANITY-AFFECTING MAGIC

The following types of magic and specific spells have different or additional effects when the Sanity variant is in use. For the effects of healing spells and magical means of recovering Sanity, see Restoring Sanity with Magic, later in this section.

FEAR EFFECTS

Whenever a spell, creature, or other factor produces a fear effect that causes its target to become shaken, frightened, or panicked, replace the saving throw to avoid the effect (if applicable) with a Sanity check. On a failed check (and sometimes even on a successful one), the subject loses a number of Sanity points rather than experiencing the normal effect of the magic. The following chart provides a summary of the Sanity loss associated with each spell that has the fear descriptor:

Spell	Sanity Loss on a Failed Check	Sanity Loss on a Successful Check
Fear	2d6	1
Scare	1d6	1
Symbol (fear)	2d6	—

In this variant, *remove fear* does not automatically suppress an existing fear effect on its subjects, but if it is cast on a creature that lost Sanity because of a fear effect within the last 24 hours, that Sanity loss is halved (to a minimum of 1 point) and the creature's current Sanity is adjusted accordingly.

ILLUSIONS

Illusions, when they are believed, cause Sanity loss just as if the real horrific monster or event were present. The CK can reduce the Sanity loss caused by illusions (or eliminate it entirely) if such spells appear frequently in the campaign.

TABLE 3-3: SANITY LOSS FROM SPELLCASTING

Spell Level	Low Sanity Loss	Moderate Sanity Loss	Extreme Sanity Loss
1st	1	2	1d6
2nd	2	4	2d6
3rd	3	6	3d6
4th	4	8	4d6
5th	5	10	5d6
6th	6	12	6d6
7th	7	14	7d6
8th	8	16	8d6
9th	9	18	9d6



TABLE 3-4: EXAMPLE FORBIDDEN TOMES

Examination Period	Spells Contained	Initial Sanity Loss	Sanity Loss on Completion	Forbidden Lore Levels Gained
1 week	0	1	1d4	1
1 week	1	1d4	1d4	1
1 week	2	1d4	2d6	1
2 weeks	1d4	1d6	2d6	2
2 weeks	1d6	1d10	2d6	2
2 weeks	3	1d6	2d6	2
2 weeks	1d6+1	1d6	2d6	3
3 weeks	1d4+1	1d10	2d6	2
3 weeks	1d6	1d6	2d10	2
3 weeks	1d4+5	1d10	3d6	3

CONTACT OTHER PLANE

When using the Sanity variant, characters casting this spell risk a loss of Sanity instead of Intelligence and Charisma. Whenever a character casts this spell, she must make a Sanity check. If the check fails, the character loses Sanity depending on the plane that the character was trying to contact, according to the following table. Unlike the Intelligence and Charisma reduction caused by the normal version of this spell, the Sanity loss does not go away after a week—the loss is permanent until restored by another spell.

Plane Contacted	Sanity Loss
Elemental Plane	1
Astral Plane	2
Outer Plane, demigod	1d6
Outer Plane, lesser deity	2d6
Outer Plane, greater deity	4d6

COMMUNE

When using the Sanity variant, replace this spell's components with a Sanity check (1d6/3d6), made immediately after the spell's duration expires.

INSANITY

Instead of experiencing this spell's normal effect, characters who fail the saving throw to resist the spell become permanently insane (but suffer no Sanity loss).

SUMMON ELEMENTAL, ELEMENTAL SWARM, ET AL

If a character summons a monster that causes Sanity loss, he suffers the usual Sanity loss for casting the spell and must also make a Sanity check because of the monster's presence.

SYMBOL OF INSANITY

Instead of experiencing this spell's normal effect, characters who fail the saving throw to resist the symbol become permanently insane (but suffer no Sanity loss).

FORBIDDEN TOMES

Obscure tomes add levels to a character's Forbidden Lore ability and may teach arcane spells. Studying and comprehending these books causes all that we know to become like shadows. The burning power of a greater reality seizes the soul. Whether we try to retreat from the experience or hunger greedily for more, it destroys our confidence in what we once believed, opening us up to the all-encompassing truths of dark deities.

For each such book encountered, the CK must set the examination period, the number of spells contained in it, the Sanity loss that occurs upon beginning the examination, the Sanity loss that occurs upon completion of the examination, and the levels of Forbidden Lore gained from studying the book. While the CK is free to set these parameters at any values that he feels are appropriate for the campaign or adventure, **Table 3-4: Example Forbidden Tomes** provides some suggested combinations of each of these parameters.



GETTING USED TO AWFULNESS

Never underestimate the ability of the sentient mind to adapt, even to the most horrific experiences. Reading and rereading the same bit of disturbing text or seeing the same horrible image over and over eventually provokes no further loss of Sanity. Within a reasonable interval of play, usually a single session of the game, characters should not lose more Sanity points for seeing monsters of a particular sort than the maximum possible points a character could lose from seeing one such monster. For instance, the Sanity loss for seeing a single human zombie is 1/1d6. Thus, in the same game day or in the same play session, no character should lose more than 6 Sanity points for seeing any number

of zombies. Keep in mind that the interpretation of “reasonable interval” will vary by CK and situation. When it feels right, the CK should rule that the horror is renewed and points must be lost again.

Learning or casting spells never becomes a normal occurrence. No matter how many times a character casts a spell, no matter what the time interval between castings may be, the Sanity loss is always the same. This point is also true for anything that a character does willingly. For example, if brutally murdering a friend costs 2/1d10 Sanity, this loss is incurred each time, even if the character loses the maximum possible points (10) after the first such murder he commits.

TYPES OF INSANITY

Character insanity is induced by a swift succession of shocking experiences or ghastly revelations, events usually connected with dark gods, creatures from the Outer Planes, or powerful spellcasting.

Horrifying encounters can result in one of three states of mental unbalance: temporary, indefinite, and permanent insanity. The first two, temporary insanity and indefinite insanity, can be cured. The third, permanent insanity, results when a character’s Sanity points are reduced to –10 or lower. This condition cannot be cured.

Temporary insanity ends either when the duration rolled on **Table 3-5** has elapsed, or earlier if the CK considers it appropriate to do so.

After an episode of temporary insanity ends, traces or even profound evidence of the experience should remain. No reason exists why, for instance, a phobia should depart from someone’s mind as quickly as a warrior draws his sword. What remains behind after a brief episode of temporary insanity should exert a pervasive influence on the character. The character may still be a bit batty, but her conscious mind once again runs the show.

TEMPORARY INSANITY

Whenever a character loses Sanity points equal to one-half her Wisdom score from a single episode of Sanity loss, she has experienced enough of a shock that the CK must ask for a Sanity check. If the check fails, the character realizes the full significance of what she saw or experienced and goes temporarily insane. If the check succeeds, the character does not go insane, but she may not clearly remember what she experienced (a trick the mind plays to protect itself).

Temporary insanity might last for a few minutes or a few days. Perhaps the character acquires a phobia or fetish befitting the situation, faints, becomes hysterical, or suffers nervous twitches, but she can still respond rationally enough to run away or hide from a threat.

A character suffering from temporary insanity remains in this state for either a number of rounds or a number of hours; roll d% and consult **Table 3-5: Duration of Temporary Insanity** to see whether the insanity is short-term or long-term. After determining the duration of the insanity, roll d% and consult either **Table 3-6** or **3-7** to identify the specific effect of the insanity. The CK must describe the effect so that the player can roleplay it accordingly.

Successful application of curative magic may alleviate or erase temporary insanity.

TABLE 3-5: DURATION OF TEMPORARY INSANITY

d%	Temporary Insanity Type	Duration
01–80	Short-term	1d10+4 rounds
81–100	Long-term	1d10×10 hours

TABLE 3-6: SHORT-TERM TEMPORARY INSANITY

d%	Effect
01–20	Character faints (can be awakened by vigorous action taking 1 round; thereafter, character is shaken until duration expires).
21–30	Character has a screaming fit.
31–40	Character flees in panic.
41–50	Character shows physical hysterics or emotional outburst (laughing, crying, and so on).
51–55	Character babbles in incoherent rapid speech or in logorrhea (a torrent of coherent speech).
56–60	Character gripped by intense phobia, perhaps rooting her to the spot.
61–65	Character becomes homicidal, dealing harm to nearest person as efficiently as possible.
66–70	Character has hallucinations or delusions (details at the discretion of the CK).
71–75	Character gripped with echopraxia or echolalia (saying or doing whatever those nearby say or do).
76–80	Character gripped with strange or deviant eating desire (dirt, slime, cannibalism, and so on).
81–90	Character falls into a stupor (assumes fetal position, oblivious to events around her).
91–99	Character becomes catatonic (can stand but has no will or interest; may be led or forced to simple actions but takes no independent action).
100	Roll on Table 3-7: Long-Term Temporary Insanity Effects .

TABLE 3-7: LONG-TERM TEMPORARY INSANITY EFFECTS

d%	Effect
01–10	Character performs compulsive rituals (washing hands constantly, praying, walking in a particular rhythm, never stepping on cracks, constantly checking to see if crossbow is loaded, and so on).
11–20	Character has hallucinations or delusions (details at the discretion of the CK).
21–30	Character becomes paranoid.
31–40	Character gripped with severe phobia (refuses to approach object of phobia except on successful Wisdom check).
41–45	Character has aberrant sexual desires (exhibitionism, nymphomania or satyriasis, teratophilia, necrophilia, and so on).
46–55	Character develops an attachment to a “lucky charm” (embraces object, type of object, or person as a safety blanket) and cannot function without it.
56–65	Character develops psychosomatic blindness, deafness, or the loss of use of a limb or limbs.
66–75	Character has uncontrollable tics or tremors (–4 penalty on all attack rolls, checks, and saves, except those purely mental in nature).
76–85	Character has amnesia (memories of intimates usually lost first).
86–90	Character has bouts of reactive psychosis (incoherence, delusions, aberrant behavior, and/or hallucinations).
91–95	Character loses ability to communicate via speech or writing.
96–100	Character becomes catatonic (can stand but has no will or interest; may be led or forced into simple actions but takes no independent action).

As a variant rule, if the amount of Sanity lost exceeds the character's current Wisdom score, consider the temporary insanity to always be of the long-term variety.

INDEFINITE INSANITY

If a character loses 20% (one-fifth) or more of her current Sanity points in the space of 1 hour, she goes indefinitely insane. The CK judges when the impact of events calls for such a measure. Some CKs never apply the concept to more than the result of a single roll, since this state can remove characters from play for extended periods. An episode of indefinite insanity lasts for 1d6 game months (or as the CK dictates). Symptoms of indefinite insanity may not be immediately apparent (which may give the CK additional time to decide what the effects of such a bout of insanity might be).

Table 3-8: Random Indefinite Insanity is provided as an aid to selecting what form a character's indefinite insanity takes. (The mental disorders mentioned in this table are explained later in this section.) Many CKs prefer to choose an appropriate way for the insanity to manifest, based on the circumstances that provoked it. It's also a good idea to consult with the player of the afflicted character to see what sort of mental malady the player wishes to roleplay.

TABLE 3-8: RANDOM INDEFINITE INSANITY

d%	Effect
01–15	Anxiety (includes severe phobias)
16–20	Dissociative (amnesia, multiple personalities)
21–25	Eating (anorexia, bulimia)
26–30	Impulse control (compulsions)
31–35	Mood (manic/depressive)
36–45	Personality (various neuroses)
46–50	Psychosexual (sadism, nymphomania)
51–55	Psychospecies
56–70	Schizophrenia/psychotic (delusions, hallucinations, paranoia, catatonia)
71–80	Sleep (night terrors, sleepwalking)
81–85	Somatoform (psychosomatic conditions)
86–95	Substance abuse (alcoholic, drug addict)
96–100	Other (megalomania, quixotism, panzaism)

The state of indefinite insanity is encompassing and incapacitating. For instance, a schizophrenic may be able to walk the streets while babbling and gesticulating, find rudimentary shelter, and beg for enough food to survive, but most of the business of the mind has departed into itself; she cannot fully interact with friends, family, and acquaintances. Conversation, cooperation, and all sense of personal regard have vanished from her psyche.

It is possible for characters with indefinite insanity to continue to be played as active characters, depending on the form their madness takes. The character may still attempt to stumble madly through the rest of an adventure. However, with her weakened grasp on reality, she is most likely a danger to herself and others.

As a general rule, a character suffering from indefinite insanity should be removed from active play until she recovers. At the CK's discretion, the player of the character might be allowed to use a temporary character until the end of the story. Whether this “stand-in” character is an incidental NPC in the adventure, a character of the same level as the rest of the group, one or two levels below the rest of the characters, or even a 1st-level character, is up to the CK. If a character goes indefinitely insane near the end of an adventure, the CK may decide to set the next adventure to begin after the insane character has recovered.

Characters suffering from indefinite insanity are in limbo, unable to help themselves or others. Curative magic can be used to restore Sanity points during this period, but the underlying insanity remains.

After recovery, a victim retains definite traces of madness. For example, even though a character knows she is no longer insane, she might be deathly afraid of going to sleep if her insanity manifested itself in the form of terrifying nightmares. The character is in control of her actions, but the experience of insanity has changed her, perhaps forever.

INDEFINITE INSANITIES

This section offers descriptions of many specific mental disorders. Where appropriate, suggested modifiers to characters' attack rolls, saves, and checks are also given.

OPTIONAL RULE: INSANE INSIGHT

At the CK's option, a character who has just gone insane may have an insight into the situation or entity that provoked the insanity. The player needs to make a Wisdom check to gain the insight. Information provided by this sudden burst of awareness is up to the CK, but it may include something about a creature's origin or a fact about its nature (feeding habits, natural habitat, weakness), a clue to the identity of a murderer at a murder scene, or some hint at a location of great importance.

ANXIETY DISORDERS

Even a seasoned adventurer feels anxious before braving a dragon's cave, and the farmers in the village might worry that their crops will not survive until harvest. These fears are a normal, natural part of living in a danger-filled environment, but in some cases these anxieties overwhelm an individual, causing inactivity, distress, and even severe behavioral problems. When fear and anxiety overwhelm a character for a prolonged period of time, the character suffers from an anxiety disorder. The most common forms of anxiety disorders are described in the following section.

Generalized Anxiety Disorder: The character suffers from a variety of physical and emotional symptoms that can be grouped into certain categories.

Motor Tension: Jitteriness, aches, twitches, restlessness, easily startled, easily fatigued, and so on. All attack rolls and all checks and saves involving Strength, Dexterity, or Constitution take a -1 penalty.

Autonomic Hyperactivity: Sweating, racing heart, dizziness, clammy hands, flushed or pallid face, rapid pulse and respiration even when at rest, and so on. All attack rolls, saves, and checks take a -2 penalty.

Expectations of Doom: Anxieties, worries, fears, and especially anticipations of misfortune. All attack rolls, saves, and checks take a -2 penalty.

Vigilance: Distraction, inability to focus, insomnia, irritability, impatience. All saves and checks involving Intelligence, Wisdom, or Charisma take a -4 penalty.

Panic Disorder (Panic Attack): This illness is marked by a discrete period of fear in which symptoms develop rapidly. Within minutes palpitation, sweating, trembling, and difficulty in breathing develop, strong enough that the victim fears immediate death or insanity. Burdened with the recurrence of these episodes, she fears their return. This reaction often leads to agoraphobia.

Agoraphobia (Fear of Open Places): The character becomes very nervous outside familiar surroundings and must make a Wisdom saving throw in order to leave home or engage socially. This may be linked to panic disorder (see above) or to a related phobia, such as uranophobia (fear of heaven), barophobia (fear of gravity), or xenophobia (fear of strangers).

Obsessive-Compulsive Disorder: This illness manifests in one of two main forms, obsessive thoughts or compulsive actions; some characters exhibit both.

Obsessions: The character cannot help thinking about an idea, image, or impulse incessantly, often involving violence and self-doubt. These ideas are frequently repugnant to the character, but they are so strong that during times of stress she may be unable to concentrate on anything else, even if doing so is necessary for her survival. Obsessive impulses can be very dangerous when combined with auditory hallucinations, since the "voices" may urge the character to take some dangerous or hostile course of action.

Compulsions: The character insists on performing ritual actions, such as touching a doorway at left, right, and top before passing through it. Though she may agree that the actions are senseless, the need to perform them is overpowering and may last for 1d10 rounds. Even in times of great stress, the character may ignore her survival in order to perform the actions.

Post-Traumatic Stress Disorder: After a traumatic event, perhaps even years later, the character begins to relive the trauma through persistent thoughts, dreams, and flashbacks. Correspondingly, the character loses interest in daily activities. She may return to normal once the memories have been thoroughly explored and understood, but that process may take years.

Phobia or Mania: A character afflicted by a phobia or a mania persistently fears or desires a particular object or situation. She realizes that the reaction is excessive and irrational, but the fear or attraction is strong enough that she avoids or is drawn to the stimulus.

Phobia: A Wisdom check is required for a character to be able to force herself into (or remain within) the presence of the object of her phobia, and even then the character takes a -2 penalty as long as the object of fear remains. In severe cases, the object of the phobia is imagined to be omnipresent, perhaps hidden—thus, someone with severe acrophobia (fear of heights) might be frightened when in an enclosed room on the upper story of a building, even if there were no window or other way to see how high up the room was. As many phobias exist as one cares to notice or name.

Mania: Manias are rarer than phobias. A character affected by a mania is inordinately fond of a particular stimulus and takes great pains to be with it or near it. When the character's sexuality is involved, the mania may be termed a fetish. Thus, teratophobia would be an inordinate fear of monsters, while teratophilia would be an unhealthy (possibly sexual) attraction to them.

DISSOCIATIVE DISORDERS

Individuals suffering from dissociative disorders cannot maintain a complete awareness of themselves, their surroundings, or time. The disorder often involves some great previous trauma that is too terrible to remember. Characters who have gone insane from an encounter with powerful monsters often suffer from some form of dissociative disorder.

Dissociative Amnesia: This is the inability to recall important personal information, brought on by a desire to avoid unpleasant memories. The character must make a Wisdom check to recall such details or the cause of the amnesia. Since the horror of evil creatures and disturbing truths is the probable cause of this amnesia, as an optional rule the CK may choose to reset the character's levels in Forbidden Lore to +0 and her maximum Sanity to 99 while this disorder holds sway; the horror returns only when the character's memories do.

Dissociative Fugue: The character flees from home or work and cannot recall her past. Once the flight halts, the character may assume an entirely new identity.

Dissociative Identity Disorder (Multiple Personality Disorder):

The character appears to harbor more than one personality, each of which is dominant at times and has its own distinct behavior, name, and even gender. The player needs to keep track of the character's different personalities. (Each one has the same ability scores and game statistics, but different goals, outlooks, and attitudes.)

EATING DISORDERS

These disorders can be incredibly debilitating and even lead to starvation. They are conditions that may continue for many years, sometimes continually endangering the patient.

Anorexia Nervosa: The character has an overpowering fear of becoming fat and consequently loses weight, resulting in Constitution damage (at a rate of 1d8 points per week). Even when she is no more than skin and bones, the character continues to see herself as overweight. Without intervention, she may literally starve herself to death.

Bulimia Nervosa: The character frequently eats large amounts of food during secret binges. An eating episode may continue until abdominal distress or self-induced vomiting occurs. Feelings of depression and guilt frequently follow such episodes.

IMPULSE CONTROL DISORDERS

These disorders include compulsive gambling, pathological lying, kleptomania (compulsive stealing), and pyromania (the compulsion to set fires).

Intermittent Explosive Disorder: The character is recognizably impulsive and aggressive, and at times gives way to uncontrollable rages that result in assault or destruction of property.

MOOD DISORDERS

These disorders affect the victim's attitude and outlook. Mild mood disorders can be almost impossible to detect without prolonged contact with an individual, but severe disorders usually have noticeable symptoms.

Depression: Symptoms of this illness include changes in appetite, weight gain or loss, too much or too little sleep, persistent feeling of tiredness or sluggishness, and feelings of worthlessness or guilt, leading in severe cases to hallucinations, delusions, stupor, or thoughts of suicide. All attack rolls, saves, and checks take a -3 penalty. A predisposition to use alcohol or other mood-altering substances in an attempt at self-medication exists. A character suffering from severe chronic depression may give up virtually all effort from feelings of hopelessness—for example, deciding not to get out of bed for two years.

Mania: The character has a fairly constant euphoric or possibly irritable mood. Symptoms include a general increase in activity, talkativeness, increased self-esteem to the point of delusion, decreased need for sleep, being easily distracted, willingness for dangerous or imprudent activities, delusions, hallucinations, and bizarre behavior. All attack rolls, saves, and checks take a -3 penalty. A predisposition to use alcohol or other substances in an attempt at self-medication exists.

Bipolar Mood Disorder: The character oscillates between mood states, sometimes staying in one mood for weeks at a time, sometimes rapidly switching from one to another.

PERSONALITY DISORDERS

These long-term disorders have almost constant effects on a character's behavior, making it difficult for him to interact with others

and often making him unpleasant to be around as well. This is an important point to keep in mind when roleplaying—few players want to spend time with another player character suffering from a personality disorder. In game terms, the character takes a -4 penalty on all Charisma checks.



Antisocial: Short-sighted and reckless behavior, habitual liar, confrontational, fails to meet obligations (job, bills, relationships), disregards rights and feelings of others.

Avoidant: Oversensitive to rejection, low self-esteem, socially withdrawn.

Borderline: Rapid mood shifts, impulsive, unable to control temper, chronic boredom.

Compulsive: Perfectionist, authoritarian, indecisive from fear of making mistakes, difficulty expressing emotions.

Dependent: Lacks self-confidence; seeks another to look up to, follow, and subordinate herself to (“codependent”).

Histrionic: Overly dramatic, craves attention and excitement, overreacts, displays temper tantrums, may threaten suicide if thwarted.

Narcissistic: Exaggerated sense of self-importance, craves attention and admiration, considers others’ rights and feelings as of lesser importance.

Passive-Aggressive: Procrastinator, stubborn, intentionally forgetful, deliberately inefficient. Sabotages own performance on a regular basis.

Paranoid: Jealous, easily offended, suspicious, humorless, secretive, vigilant; exaggerates magnitude of offenses against oneself, refuses to accept blame.

Schizoid: Emotionally cold, aloof, has few friends; indifferent to praise or criticism.

CKs should realize that, while these traits may work for an interesting NPC from whom the players must extract information or a favor, their antisocial nature makes them ill-suited for members of an adventuring party.



PSYCHOSEXUAL DISORDERS

Recognizable disorders of this type include transsexualism (a belief that one is actually a member of the opposite sex), impaired sexual desire or function, nymphomania and satyriasis (inordinate and uncontrollable sexual appetite in women and men, respectively), and paraphilia (requirement of an abnormal sexual stimulus, such as sadism, masochism, necrophilia, pedophilia, exhibitionism, voyeurism, fetishism, or bestiality).

Most of these disorders could make players of the afflicted characters uncomfortable, and thus are not appropriate for most roleplaying groups, although they can make for striking (if unpleasant) NPCs.

PSYCHOSPECIES DISORDERS

These disorders are specific to fantasy environments and involve the sufferer believing that she is a different type of creature. A victim might believe that she is a construct (and therefore immune to critical hits) or any other creature type that she has encountered. When a victim has a psychospecies disorder associated with a creature that has specific weaknesses (for example, a human thinking he’s a vampire), then the victim’s behavior changes become more noticeable (such as a fear of holy symbols and sunlight).

SCHIZOPHRENIA AND OTHER PSYCHOTIC DISORDERS

A psychotic character experiences a break with reality. Symptoms can include delusions, hallucinations, and cognitive impairment. In general, only alchemical substances or magic can treat these kinds of disorders. Note, however, that many psychotic characters suffer from the delusion that nothing is wrong with them, and hence they feel no need to take their medication.

Schizophrenia: A schizophrenic character’s attention span and ability to concentrate are greatly diminished; to reflect this, the character takes a –4 penalty on any check requiring attentiveness. Symptoms include bizarre delusions, paranoia, auditory hallucinations (“hearing voices”), incoherent speech, emotional detachment, social withdrawal, bizarre behavior, and a lack of the sense of self.

A schizophrenic character may fit into one of the following categories.

Undifferentiated: Impaired cognitive function, emotional detachment.

Disorganized: Inappropriate behavior, shallow emotional responses, delusions, hallucinations.

Catatonic: Mutism (loss of ability to talk), extreme compliance, absence of all voluntary movements, complete immobility (“statuism”).

Paranoid: Delusions of persecution, illogical thinking, hallucinations.

Symptoms from more than one type can occur in the same individual, along with mood disorders. For example, catatonic schizophrenics sometimes have manic episodes of extreme activity alternating with periods of complete withdrawal. Schizophrenia brought on by sudden stress is called acute schizophrenia; characters who go insane and babble of vast global conspiracies usually are diagnosed as suffering from “acute paranoid schizophrenia.”

Other Psychotic Disorders: By some definitions, all severe mental illnesses are classified as psychoses, including mood disorders, dementia, and anxiety disorders. This section deals with some of the interesting behavioral syndromes that may turn up in your game.

Amok: “Running amok,” an outburst of violence and aggressive or homicidal behavior directed at people and property. Amnesia, return to consciousness, and exhaustion occur following the episode. During a killing spree, the character utilizes whatever weapons are on hand.

Boufee de Tirant: Sudden outburst of aggressive, agitated behavior and marked confusion, sometimes accompanied by visual and auditory hallucinations or paranoia.

Brain Fog: Impaired concentration and feelings of fatigue, pains in the neck and head, a sense that worms are crawling inside one’s head.

Ghost Sickness: Weakness, loss of appetite, feelings of suffocation, nightmares, and a pervasive feeling of terror, attributed as a sending from witches or malign otherworldly powers.

Piblokto: “Arctic madness,” wherein the afflicted rips off clothing and runs howling like an animal through the snow.

Susto: A variety of somatic and psychological symptoms attributed to a traumatic incident so frightening that it dislodged the victim’s spirit from her body.

Taijin Kyofusho: “Face-to-face” phobia, an intense anxiety when in the presence of other people; fearfulness that one’s appearance, odor, or behavior is offensive.

Voodoo Death: Belief that a hex or curse can bring about misfortune, disability, and death through some spiritual mechanism. Often the victim self-fulfills the hexer’s prophecy by refusing to eat and drink, resulting in dehydration and starvation.

Wacinko: Anger, withdrawal, mutism, and immobility, leading to illness and suicide.

Wendigo Syndrome: The afflicted believes she is a personification of the Wendigo, a cannibalistic creature with an icy heart.

Shared Paranoid Disorder: The character takes on the delusional system of another paranoid individual from being in close contact with that person.

SLEEP DISORDERS

These disorders include insomnia (character has difficulty falling asleep or staying asleep) and narcolepsy (character frequently falls asleep, almost anywhere and at inappropriate times). Characters performing demanding tasks such as engaging in combat or casting a spell may, when stressed, need to make Constitution checks to stay awake and not put themselves in a dangerous situation.

Night Terrors: A sleeping character wakes after a few hours of sleep, usually screaming in terror. Pulse and breathing are rapid, pupils are dilated, and hair stands on end. The character is confused and hard to calm down. Night terrors are similar to ordinary nightmares, but much more intense and disruptive.

Somnambulism: Sleepwalking. As with night terrors, this behavior occurs in the first few hours of sleep. An episode may last up to 30 minutes. During the episode, the character’s face is blank and staring, and she can be roused only with difficulty. Once awake, she recalls nothing of the activity.

SOMATOFORM DISORDERS

A somatoform disorder may be diagnosed when a character experiences physical symptoms that cannot be explained by an actual physical injury or disease.

Somatization Disorder: The character suffers from a physical ailment or disease-like effect, with symptoms ranging from dizziness and

impotence to blindness and intense pain. A Wisdom check cannot identify any physical cause for the symptoms, and magical healing has no effect. The victim does not believe that her symptoms represent a specific disease. All attack rolls, saves, and checks take a –2 penalty.

Conversion Disorder: The character reports dysfunctions that suggest a physical disorder but, though they are involuntary, the symptoms actually provide a way for the victim to avoid something undesirable or a way to garner attention and caring, a condition called Munchausenism. Symptoms range from painful headaches to paralysis or blindness. With the condition known as Reverse Munchausenism, a character projects ill health onto others and may even arrange injuries or illnesses for them so that she can thereafter take care of them. All attack rolls, saves, and checks take a –2 penalty.

Hypochondriasis: The character believes she suffers from a serious disease. No physical cause for reported symptoms can be found, but the character continues to believe that the disease or condition exists, often with serious consequences to her normal life.

Body Dysmorphic Disorder: The character suffers from perceived flaws in appearance, usually of the face, or of the hips or legs. Behavior may alter in unexpected ways to cover up the flaws or to calm anxieties.

SUBSTANCE ABUSE DISORDER

A character with a substance abuse disorder finds solace in using a drug, becomes addicted to it, and spends much time maintaining, concealing, and indulging the habit. A character under the sway of such a substance should feel the personal struggle daily. Wisdom saving throws might be used to resist or succumb symbolically to cravings, especially just before periods of stress (for example, just before a confrontation or likely battle with evil cultists). All attack rolls, saves, and checks take a –2 penalty because of withdrawal symptoms. Sanity losses could occur from binges or bad trips. Some characters might find that drugs promote communication with alien entities and deities, and that dreams about them become ever more vivid and horrifying. Conversely, such substances might function as medications, deadening a character’s fears and offering temporary defenses against Sanity loss.

OTHER DISORDERS

Other disorders exist in common parlance, but most of these are actually symptoms or specific instances of disorders already mentioned. These include quixotism (seeing the supernatural everywhere, even in the most mundane surroundings), panzaism (seeing the most extraordinary events as ordinary and rational), and megalomania (delusions of power, wealth, fame, and ability).

PERMANENT INSANITY

A character whose Sanity score falls to –10 goes permanently insane. The character becomes an NPC under the control of the Castle Keeper.

A character with permanent insanity may be reduced to a raving lunatic or may be outwardly indistinguishable from a normal person; either way, she is inwardly corrupted by the pursuit of knowledge and power. Some of the most dangerous cultists in the world are characters who have become permanently insane, been corrupted by forbidden knowledge, and “gone over to the other side.”

A character might be driven permanently insane by forces other than dark gods or forbidden knowledge. In such cases, moral corruption

need not necessarily occur. The CK might decide to consider different sorts of permanent insanity, rolling randomly or choosing from among the mental disorders on **Table 3–8: Random Indefinite Insanity**.

A character who has gone permanently insane can never be normal again (in some campaigns, a permanently insane character can be cured with the aid of powerful magic). She is forever lost in her own world. This need not mean a lifetime locked away from society, merely that the character has retreated so far from reality that normal mental

functions can never be restored. She might be able to lead, within restricted bounds, a more or less normal life if kept away from the stimulus that triggers strong responses in her individual case. Yet a relapse may come quickly. Her calm facade can be destroyed in seconds if even the smallest reminder of what it was that drove her mad disturbs her fragile equilibrium. In any event, the eventual fate of a permanently insane character is a matter for individual Castle Keepers and players to decide.

GAINING OR RECOVERING SANITY

A character's Sanity score can increase during the events of a campaign. Although a character's Sanity score can never exceed 99 minus her levels in Forbidden Lore, her maximum Sanity and current Sanity can exceed her starting Sanity.

LEVEL ADVANCEMENT

A character's current Sanity can become higher than her starting Sanity as a result of gained levels; whenever a character gains a new level, she rolls 1d6 and adds the result to her current Sanity. Some CKs may feel such self-improvement to be antithetical to this variant's dark tone, and thus may not allow it. Others may allow it if the player can roll over her character's current Sanity points after the character gains a level. Most Castle Keepers should find the question to be of no consequence, since characters continue to go insane regardless of how many Sanity points they gain. This is a point for players to be aware of, but not to worry about.

STORY AWARDS

The CK may decide to award increases in a character's current Sanity if they foil a great horror, a demonic plan, or some other nefarious enterprise.

RESTORING SANITY WITH MAGIC

The way that Sanity loss and magic healing interact can greatly affect the feel of your game. At one extreme, the CK can rule that magic can easily cure Sanity loss, in which case Sanity becomes little more than a specialized version of "mental hit points" that includes some neat side effects (insanity). In such a case, characters can usually restore themselves to full Sanity with a day or two of rest and spellcasting.

At the other extreme, the campaign might be structured so that magical healing can do little or nothing to restore Sanity, and even powerful divine spellcasters capable of curing the most deadly physical malady shy away from those encounters that might drain away Sanity points. The spells that can potentially restore Sanity points are discussed in the following sections. The CK should feel free to choose which of these spell effects are present in the game, but once established, these effects should not be changed in mid-campaign.

ATONEMENT

Although this spell does not usually restore Sanity, it can be used in those rare cases when a character's own actions inadvertently lead to an evil act that causes the character to lose Sanity points. If a quest or geas is combined with the *atonement* spell, Sanity points are not

restored until the task is completed. A successful use of the *atonement* spell can restore all Sanity lost through the direct result of the evil acts for which the character atones.

HEAL

In addition to its normal effects, *heal* restores 10 Sanity points and removes all forms of temporary insanity.

MIND BLANK

While the spell is in effect, the subject is immune to Sanity loss.

RESTORATION

If the caster chooses, *restoration* can restore 1d6 Sanity points per two levels to the target creature (max 5d6) instead of having its normal effect.

WISH

This spell can restore a character to maximum Sanity even if his current Sanity has dropped to –10. *Wish* even heals permanent insanity.

ALCHEMICAL TREATMENTS

The CK should decide whether rare herbs and alchemical substances can provide the same benefits that modern psychiatric drugs can deliver. The CK need only decide how easily he wants characters to overcome Sanity loss and insanity effects. Once the desired tone of the campaign is known, the CK can determine whether alchemical treatment is available. The Sanity variant assumes that skilled alchemists can create substances that offer the same benefits that psychiatric drugs can provide.

As long as a character can afford the correct herbs and alchemical substances and is able to ingest them, the symptoms of indefinite insanity can be ignored. Ingesting these alchemical substances and drugs does not make a character immune or even particularly resistant to further Sanity losses. An Intelligence check is needed to accurately prepare the correct herbs and substances, and administer the correct dosage.

Long-term alchemical treatment can restore lost Sanity points. For each month the character takes an accurately prescribed concoction, she regains 1d3 Sanity points. Long-term treatment can never raise a character's current Sanity above her starting Sanity.

CHAPTER FOUR: GOODS AND GEAR

Freeport's place as an important maritime trade city means it sees the comings and goings of all sorts of goods. From barges laden with trade goods freshly harvested from the Continent to a variety of weaponry and armor, Freeport sees it all. This chapter expands the

equipment described in the *C&G Players Handbook* by offering new weapons, armor, and general equipment, while also presenting new rules for drugs, alchemical items, and much more.

WEALTH AND MONEY

The most common coin is the lord, a gold coin of dubious quality (gp). A gold lord is worth 10 silver skulls (sp), with each worth 10 brass or copper pennies (cp). Though wealth is broken into these denominations, it's important to note that these are generalizations of the many and various coins in circulation. A gold piece could be a gold crown from

the Ivory Ports or an ancient rectangular gold coin from some long forgotten empire. Rather than bog the game down with complex exchange rates, Freeport uses this simplified system to encompass the currency of all peoples and nations.

FREEPORT WEAPONRY

The average salt in Freeport is just fine with a sharp sword at his side, but few are the folks that would qualify as "average" in Freeport. The following weapons are certainly not unique to Freeport, but what merits special mention is that they can *all* be found in Freeport.

Belaying Pin: Belaying pins are used to secure ropes on ships and can double as bludgeons when no other weapon is near at hand.

Boarding Axe: These are common weapons aboard ships, quickly grabbed up when combat is in the offing.

Cutlass: The cutlass is a heavy, short-bladed slashing sword with a basket hilt.

Dragon FP: This is the biggest type of pistol found in Freeport. It's named for its huge, smoky discharge that's reminiscent of a dragon's breath.

Gaff: This is a metal hook with a crossbar at the base. It is used to hook fish and lift bales, and occasionally to tear the guts out of enemy sailors.

Gorgon GG: The Gorgon is a musket developed shortly after the Privateer FP.

Greatlance: The greatlance is a favorite of whalers and marines alike.

Harpy GG: This short-barreled weapon uses a simple charge to lob a crude grenade out to some distance. Not exceptionally accurate, it explodes in a 5-foot radius at the point of impact, dealing damage to the creature struck and half this damage to all adjacent targets (secondary targets are entitled to a Dexterity save to halve this damage).

Medusa GG: The Medusa has a shorter barrel than the Gorgon due to its close-support role. Unlike other firearms, it is loaded with a bag of small lead pellets. This sprays out a hail of lead in front of the firer, but has abysmal accuracy. A Medusa's shot fills a 30-foot cone, dealing damage to all targets in the area (Dexterity save half).

Privateer FP: A classic firearm, it is one of the more reliable found in Freeport, granting a +1 bonus on the misfire table.

Stinger FP: A small discreet weapon, the Stinger FP is light-weight and easily concealed.

Titan GG Swivel Gun: A Titan is too big for a person to wield and so it must be mounted. Like the Medusa, a Titan fires a spray of lead pellets (or, in a pinch, nails or rocks). Ideal for boarding actions, a Titan GG can sweep a deck clear in seconds. Anyone caught in the area of effect takes damage (Dexterity save half). A swivel gun is normally crewed by two men. It takes one man 3 rounds to reload this weapon, or 2 rounds for two men working together.

Tulwar: A tulwar is a curved sword with a disk pommel, but its blade curves in a direction opposite to that of other such swords. These uncommon weapons hail from a distant chain of islands home to a people reputed for their psionic prowess.

FIREARMS AND FREEPORT

In the last few years, a new type of weapon has appeared on the streets of Freeport: the firearm. These weapons are expensive, unreliable, and slow to reload. However, they are easier to master than a longbow and provide flash and bang to those without an aptitude for magic. And with their emergence, they are beginning to change the face of warfare.

The key to the creation of firearms was the discovery of black powder. Dwarves on the Continent made this leap several hundred years ago, but they never used it outside of tunneling and demolition. They could see the big bang, but subtler applications eluded them. However, all it took was the innovative genius of a gnome named Kolter to envision a hand-held weapon powered by black powder. Believing himself onto something, he constructed a prototype and took it to the dwarves, only to be rebuffed. Soon after, a powerful organization of wizards caught wind of Kolter's invention and they hounded him off the Continent entirely.

Kolter, like many renegades before him, settled in Freeport. He opened a small shop that sold clocks and toys, and made a decent

TABLE 4-1: MELEE AND RANGED WEAPONS

Melee Weapon	Cost	Damage	Range	Weight	Enc
Belaying Pin	—	1d4	—	1 lb.	1
Boarding Axe	6 gp	1d6	—	2 lb.	2
Cutlass	20 gp	1d6	—	6 lb.	5
Gaff	2 gp	1d4	—	1 lb.	1
Greatlance	20 gp	1d10	—	15 lb.	5
Tulwar	20 gp	1d6	—	4 lb.	3
Ranged Weapon	Cost	Damage	Range	Weight	Enc
Dragon FP	500 gp	3d8	20 ft.	4 lb.	3
Ammunition (10)	4 gp	—	—	2-1/2 lb.	2
Gorgon GG‡	400 gp	4d6	50 ft.	10 lb.	6
Ammunition (10)	3 gp	—	—	2 lb.	2
Harpy GG‡‡	650 gp	3d6	30 ft.	7 lb.	3
Grenade (1)	25 gp	—	—	1 lb.	1
Medusa GG‡	750 gp	3d6	Special	8 lb.	3
Ammunition (10)	6 gp	—	—	3 lb.	3
Privateer FP	400 gp	3d6	30 ft.	3 lb.	3
Ammunition (10)	3 gp	—	—	2 lb.	2
Stinger FP	100 gp	3d6	10 ft.	1 lb.	1
Ammunition (10)	2 gp	—	—	1 lb.	1
Titan GG†	1,500 gp	3d8	Special	25 lb.	5
Ammunition (10)	15 gp	—	—	12 lb.	4

†See entry for special rules

‡Requires two hands to use.

living. Late at night, in the privacy of his workroom, he continued his innovative work.

A decade ago, he completed his second prototype, the Kolter Clockwork FP. This was a large pistol with an elaborate clockwork triggering mechanism. The pistol worked after a fashion, but it was unwieldy and he had difficulty finding appropriate ammunition. He tried small darts at first, but the powder inevitably destroyed them. Later he experimented with steel and silver balls, and even diamond chips. Silver was the most successful of the lot, but its cost was prohibitive. Finally, he settled on lead projectiles. The softness of the metal made them easier to make, but they still packed quite a punch.

Eight years ago, Kolter produced his first salable weapon, the Kolter Privateer FP. This pistol featured a smaller triggering mechanism and lead ammunition. Kolter debuted the pistol at Swagfest that year, and impressed the crowds with its noisy discharge and destructive abilities. A number of pirate captains bought the pistols, and Kolter's star immediately began to ascend.

SUPPLY AND DEMAND

A new set of problems now beset the gnome inventor. Each pistol was hand-crafted and the demand soon outstripped his production capacity. At this point Dirwin Arnig, the gnome representative on the Captains' Council, stepped in. Dirwin saw the potential profit of this new weapon. He convinced Kolter it would be in the best interest of Freeport's gnome community to keep production of firearms "in the family." Dirwin bankrolled an arms factory, while

Kolter taught gnome craftspeople how to make the weapons. A monopoly was born.

With funding in place, a factory to craft the weapons, and a staff of employees, the Kolter Clockworks Factory went into full swing. Kolter followed up his popular pistol designs with a musket, a musketoon, and a weapon that proved very popular with pirates: the swivel gun. Kolter has experimented with larger and larger weapons, but he shied away from trying something like a cannon. His reasoning is simple. Black powder explodes with the application of naught but a spark. Cannon would require barrels of powder and thus be terribly vulnerable to spells such as *fireball* and *produce flame*.

KOLTER NOW

After just a few short years, production of the Kolter firearms was at its maximum capacity. Orders kept flowing in and not just from Freeport. A demonstration of the firearms to the Moon King three years ago led to an order of 500 muskets which were used to arm his infamous brigade of musketeers. Other kingdoms on the Continent followed suit, and as the orders came in, Kolter quickly became one of Freeport's wealthier citizens.

The gold promised by this industry was certainly attractive to other entrepreneurs and it didn't take long before some enterprising engineer dismantled a Kolter firearm and figured out just how they worked. As a result, Freeport and elsewhere have begun to produce firearms of many different makes and models. However, the quality of these weapons are uneven and for now, they are generally all unreliable weapons and some are downright dangerous to those who wield them.

RULES FOR FIREARMS

Although these weapons are fast becoming popular, they are still expensive and uncommon at best. Reloading firearms is slow. Powder must be poured down the barrel and the lead shot rammed home. It takes 3 rounds to reload a firearm.

Firearms are still in their infancy, and are not always reliable. Whenever a 1 is rolled on an attack roll made using a firearm, roll another d20 and consult **Table 4-2: Firearms Misfire**.

If you have iterative attacks, you can only use them if you have several firearms ready to fire and in hand. In fact, unless you have the Quick Draw feat and a loaded pistol or pistols at the ready, you may still only make one attack per round. This limitation also applies if you have the Rapid Shot feat.

Firearms can be magically enchanted like other ranged weapons, but the ammunition cannot. Firearms follow the standard rules for magical item creation and cost. However, they cannot be enchanted with the special abilities Speed or Brilliant Energy.

WET POWDER

One of the greatest limitations of firearms is the vulnerability of black powder to moisture. Not only does this make firearms useless underwater, but they will also misfire or refuse to work even if they are splashed by seawater or dampened by rain and humidity. Keeping one's powder dry is not always easy.

In response to this limitation, Johann Krupp, an alchemist living in Freeport, developed a "wet powder" that is resistant to moisture. Wet powder is a blend of conventional black powder with fine magnesium filings. It will burn when damp, and even underwater, but does not have the explosive force of conventional black powder in ideal conditions.

Wet powder behaves similarly to conventional powder with the following exceptions:

TABLE 4-2: FIREARMS MISFIRE

Roll	Result
1-3	Kaboom! Weapon explodes and deals its normal damage to you.
4-8	Fouled. The barrel becomes fouled. Before you can use the weapon again, you must spend an hour and succeed on a Dexterity check to clean it out. If the check fails, you may make another 1 hour later.
9-12	Jammed. The clockwork firing mechanism jams. Clearing the jam requires 1d6 full-round actions and a successful Dexterity check. If the check fails, you may make another after 1d6 full-round actions spent working on the jam. You may fire the weapon the round after clearing it.
13-16	Weak Charge. You used too little powder to prime the weapon, so the shot is fired with no effect. Reload as normal.
17-20	Failed Ignition. Either the firing mechanism fails to produce a spark or the powder simply fails to ignite. The weapon doesn't go off, but you may fire it again on the following round without having to reload.

Out of the water, the weapon damage is reduced by 2 (minimum 1 point of damage), and the weapon's range increment is halved (round down to the nearest 5-foot increment).

In the water, the weapon damage is reduced by 4 (minimum 1 point of damage) and the weapon's range increment is one-quarter its normal distance (round down to the nearest 5-foot increment).



Ammunition that includes wet powder costs three times the normal amount.

CLUBBING FIREARMS

The long reload time of firearms make them less than useful after the first round of combat, especially in close quarters. However, pirates, being such resourceful types, learned to “club” a discharged

firearm—grasping it by the barrel and using the wooden stock as a bludgeoning weapon for melee combat.

Clubbed pistols deal 1d4 points of damage, while clubbed muskets and similar weapons deal 1d6 points of damage. You cannot use a swivel gun in this way. Any attack roll that results in a natural 1 using a firearm in this way indicates the weapon is ruined and cannot be fired until repaired, requiring an Intelligence check and raw materials equal to one-half the firearm’s list price.

FREEPORT ARMOR

All of the armors described in the *C&C Players Handbook* can be found in Freeport. This said, certain types of armor are less common than others, with heavy armor being the notable example. Freeport is a city of pirates and sailors and so donning a suit of full plate armor is a death wish for anyone with a sea trade. Since there is virtually no demand for these sorts of armor, most armories don’t bother stocking them. Characters looking to acquire heavy armor in Freeport will

likely have to wait for the armor to be made. In addition to the normal sorts of armor, Freeport has a unique suit of armor.

Cockleshell Suit: This suit is the Lobstermen’s secret weapon. Attached to an air pump, it allows a diver to stay underwater for hours. The biggest liability of the cockleshell suit is the exposed air hose, which can be severed. The hose has an AC 5, hardness 2, and hit points 5.

ADVENTURING GEAR

The following items expand those available in the *C&C Players Handbook*.

Aiming Stock: An aiming stock looks like a pitchfork or military fork, but anyone feeling the poor balance will quickly conclude it is not a weapon itself. Rather, it’s an aid to help steady the recoil of some of the firearms and give them increased accuracy. The aiming stock can be jammed into the ground and a musket laid into its V section.

As long as the firer doesn’t move from that spot, all attacks made with the firearm gain a +1 bonus to hit. At the moment,

the only weapon that benefits from the aiming stock is the Gorgon GG musket.

Rummer Modification: Rummer weapons were first developed by rum-smugglers in the Serpent’s Teeth, but they have since gained favor among adventurers. A rummer weapon has a hollow handle or shaft that can be filled with up to six ounces of liquid. Rummer weapons must be able to contain a volume of liquid—spiked chains, nets, slings, and ammunition cannot benefit from this modification.

Spring-Loaded Bayonet: A loaded weapon is a tremendous asset in a fight, but an empty firearm is actually a liability in melee combat. With that in mind, the spring-loaded bayonet is available to those looking for a bit more versatility. A quick flick of a release catch turns a longarm into a spear in an instant. The blade folds under the stock of a Gorgon or a Medusa and can be deployed as a swift action, turning the firearm into a shortspear. The weapons cannot shoot while the bayonet is extended.

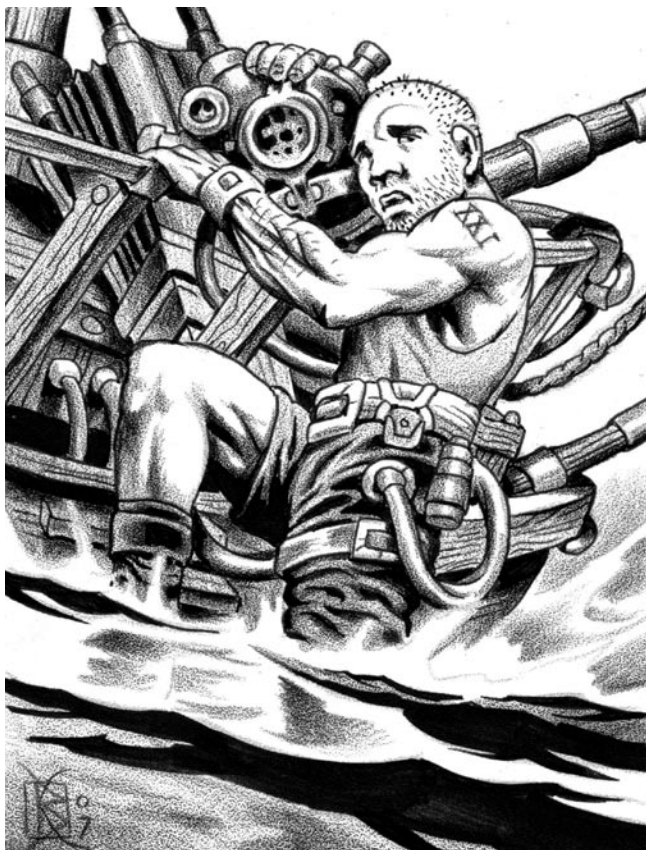


TABLE 4-3: ARMOR

Armor	Cost	AC	Weight	Enc
Cockleshell Suit	800 gp	+4	40 lb.	4

TABLE 4-4: ADVENTURING GEAR

Item	Cost	Weight	Enc
Aiming Stock	4 gp	4 lb.	3
Rummer Modification	+500 gp	—	—
Spring-Loaded Bayonet	5 gp	1 lb.	1

SPECIAL SUBSTANCES AND ITEMS

Freeport is home to a number of unique substances and items.

Abyss Dust: The specially treated and ground petals of the sunburst flower, this inhaled powder looks like rich black or deep gray ashes. Users who inhale this substance must succeed on a Constitution save or suffer the initial effects. Ten rounds later, the user must succeed on a second Constitution save or suffer the secondary effects.

Initial Effect: +2 competence bonus to Intelligence and Charisma for 1 hour.

Secondary Effect: -2 on Wisdom checks and saves for 1d4 hours.

Side Effects: Abyss dust causes hallucinations. Characters under its effects take a -4 penalty on all checks, saves, and attacks for 1d3 hours.

Overdose: If more than one dose is taken in an 8-hour period, the user takes a -4 penalty on Wisdom checks and saves for 1d20 days. Using this drug more than twice in a 24-hour period results in a -4 penalty on Wisdom checks and saves for 1d20 days and a -2 penalty on all other checks, saves, and attacks for 1d6 hours.

Addiction: Extreme.

TABLE 4-5: SPECIAL SUBSTANCES AND ITEMS

Item	Cost	Weight	Enc
Abyss Dust	2 sp	—	—
Body Parts	Varies	Varies	Varies
Cadaver	100 gp or more	100–200 lb.	5
Cask of Captain's Grog	2,000 gp	60 lb.	5
Marching Powder	50 gp	—	—
Master Hovith's Tired Liver Tonic	140 gp	—	—
Salt Draughts	150 gp	—	—
Snakeweed	1 sp	—	—
Tallowtack	50 gp	—	—

DRUG ADDICTIONS

The characteristics of certain forms of addiction are summarized on the **Addictions** table. Upon initial exposure (any time a character imbibes or applies the drug with an addiction rating), the character must succeed on a Constitution save or become addicted. Instead of having an incubation period as with diseases, a drug has a satiation period, which is the length of time a single dose remains effective in a character's system. Addiction, if not satisfied by further doses of the drug, imposes significant penalties unless the user succeeds on a Constitution check.

Addiction Rating: Each drug is rated according to its addictive potential, from lowest (negligible) to highest (extreme). Sometimes, an individual's long-term addiction raises a drug's addiction rating for that individual. Drugs with a negligible rating are not subject to this change. Stronger drugs increase their addiction rating by one step for every two full months a character remains addicted to the drug. A character who recovers from an addiction and later becomes addicted again to the same drug does so at the addiction rating the drug had just prior to his earlier recovery.

Satiation: Each time a user takes a drug to which he is addicted, he is satiated and staves off withdrawal symptoms for the time indicated on the table. Whenever the satiation period expires before the user takes another dose, the Constitution save takes a -2 penalty. The dose that causes a character to become addicted counts for the purpose of tracking the satiation period.

Damage: An addicted user who is not satiated takes the indicated amount of ability damage each day unless the character succeeds on a Constitution saving throw.

Recovery: If a character makes two successful saving throws in a row, he has fought off the addiction and recovered, and takes no more damage from withdrawal symptoms.

A *restoration* spell might negate some or all of the penalties imposed by an addiction, but the next day the victim may take additional penalties if he continues to fail his Constitution saves. *Remove disease* immediately causes a user to recover from an addiction, but does not remove the penalties. *Heal* causes recovery and removes all penalties from the addiction.

ADDICTIONS

Addiction Rating	Satiation Period	Penalties
Negligible	1 day	No penalty
Low	10 days	-1 to Dexterity checks and saves
Medium	5 days	-1 to Dexterity and Wisdom checks and saves
High	1 day	-2 to Dexterity, Constitution, and Wisdom checks and saves
Extreme	1 day	-3 to Strength, Dexterity, Constitution, and Wisdom checks and saves



Manufacturing abyss dust requires 1 sp of snakeweed and a successful Intelligence check. A check requires 1 hour of work.

Body Parts: The price of body parts (arms, legs, torsos, heads) is a fraction of the whole body cost of the creature. An arm or leg costs about 10%, heads about 20%, and torsos start at 20% and go nearly to the full body price, especially for hefty creatures. Humanoid body parts are generally available through the black market.

Cadaver: Human bodies are always available—from the Crematorium, floating in the Underside, or sold in the Black Mark. Generally a poor beggar's remains will cost about 100 gp, since it is a low-risk, non-specific request. Corpses of other races are a bit more costly, with most going for 200 gp and elves going for as much as 1,000 gp. For specific requests, the cost is 100 gp × the corpse's Hit Dice or level. Specific requests such as a particular person can cost as much as double the normal price. A humanoid skeleton, on the other hand, costs half as much as an intact (or mostly intact) corpse.

Captain's Grog: On the wild seas of the Serpent's Teeth, a captain's first concern (after pirates of course) is a mutinous crew. Since the violent overthrow of three whaling vessels at the turn of the last century, many captains have turned to the brew of rum and tropical herbs now called captain's grog. It is an open secret that the crews of naval vessels are routinely issued casks of the grog instead of plain rum, and many captains wouldn't consider sailing without it.

Anyone who drinks a measure of captain's grog at least once a day for a week straight takes a −4 penalty on Wisdom saves. A Constitution save halves these penalties, but a new save must be made after every dose.

A cask holds enough fluid to serve a typical crew drinks for two weeks.

Manufacturing captain's grog requires 500 gp in raw materials and a successful Intelligence check. A check requires 1 day of work.

Marching Powder: This pale yellow powder is a powerful stimulant that helps users overcome fatigue. Users who inhale this substance must succeed on a Constitution save or suffer the initial effects. Ten rounds later, the user must succeed on a second save or suffer the secondary effects.

Initial Effect: User gains a +2 bonus on Constitution checks and saves for 2 hours.

Secondary Effect: −1 penalty on Dexterity checks and saves for 24 hours.

Side Effects: None

Overdose: For each dose taken beyond the first in a 24-hour period, the user must succeed on a Constitution save or take 1d10 points of damage as the marching powder ravages his system.

Manufacturing marching powder requires 25 gp of miscellaneous supplies and a successful Intelligence check. A check requires 1 hour of work.

Addiction: Medium

Master Hovith's Tired Liver Tonic: A foul mixture of kaffee, cheap wine, poppy extract, and a few mysterious ingredients, the Liver Tonic is said to be the ultimate cure for just about any ailment. In truth, it is a potent mixture that leaves its users reeling. Users who drink this substance must succeed on a Constitution save or suffer the initial effects. Ten rounds later, the user must succeed on a second save or suffer the secondary effects.

Initial Effect: –4 competence penalty on all Dexterity checks and saves for 1d6+3 hours. During this time, the target cannot run.

Secondary Effect: –2 competence penalty on all other checks, saves, and saving throws for 1d6+3 hours.

Side Effects: The user gains +5 hit points. These hit points vanish when the initial effects wear off.

Overdose: For each dose taken beyond the first in a 24-hour period, the user must succeed on a Constitution save or pass out in a drunken sleep lasting for 2d12+6 hours. Each dose after the second imposes a cumulative –4 circumstance penalty on the save.

Manufacturing the tonic requires 70 gp of miscellaneous supplies and a successful Intelligence check. A check requires 1 hour of work.

Addiction: Low

Salt Draughts: A staple of sea voyages, salt draughts are often packed on board in firkins in case of bad weather or shipwrecks. A dose of this vile concoction allows the imbibor to drink liquids like seawater, vinegar, and even urine as if it were fresh water. The effects of one dose last for 24 hours. In addition, for the first minute after drinking salt draughts, the imbibor also gains a +4 bonus on Constitution saves against poison.

Manufacturing salt draughts requires 75 gp in raw materials and a successful Intelligence check. A check requires 1 hour of work.

Snakeweed: This drug is nothing more than the dried petals of a sunburst flower. Users who inhale this substance must succeed on a Constitution save or suffer the initial effects. Ten rounds later, the user must succeed on a second save or suffer the secondary effects. Snakeweed has a negligible addiction rating.

Initial Effect: +1 bonus on Wisdom saves for 1d3 hours.

Secondary Effect: 1d4 points of damage.

Side Effects: Snakeweed makes its users sluggish and lethargic. A character under the effects of snakeweed takes a –1 penalty on initiative.

Overdose: If more than one dose is taken within an 8-hour period, the user takes a –2 penalty on all saves and checks for 1d3 hours. Using this drug more than twice in a 24-hour period increases the penalty to –4.

Preparing snakeweed requires 5 cp of raw materials and a successful Intelligence check. A check requires 1 day of work.

Addiction: Low

Tallowtack: This alchemical mixture is highly prized by thieves, spies, and politicians. Those who manufacture it, and those who use it, closely guard its existence due to the nature of its use. Tallowtack has two functions. When applied to solid wax, tallowtack temporarily gives it the consistency of soft leather, making it easily removed from surfaces without breaking. Mixed with liquid wax, tallowtack forms a fast-setting adhesive. Spies and forgers use tallowtack to remove the seal from a document without breaking it and to reattach the seal when they are finished.

Poison

Poison is one of the most important weapons in an assassin's arsenal, and since Freeport has its fair share of killers, there are plenty of poisons to be had in this city. To manufacture poison, you must have raw materials equal to one-half the list price and succeed on an Intelligence check (CL 1 per 100 gp of cost). A check represents 1 day of work.

TABLE 4-6: POISONS

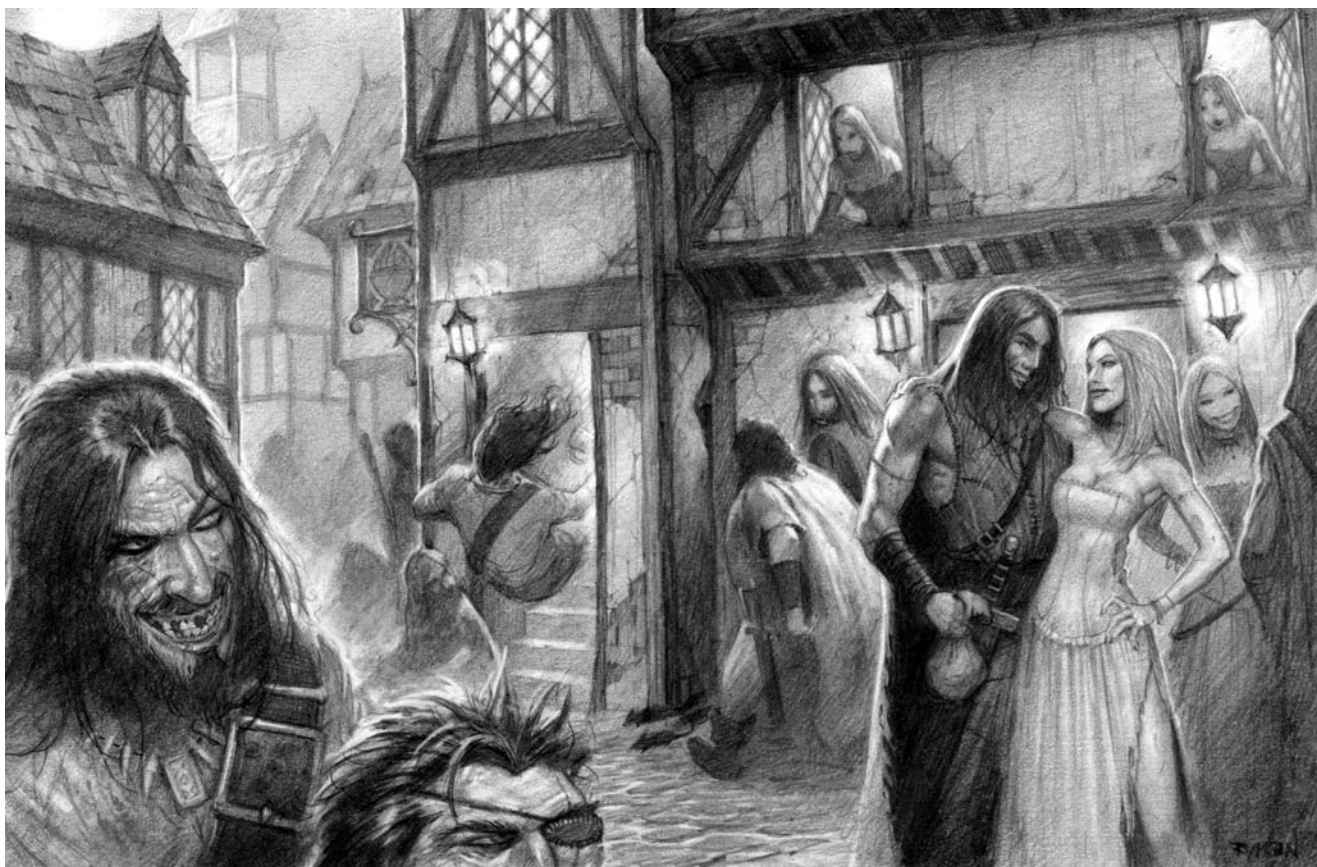
Poison	Type	Damage	Price
Amanita Mushroom	Ingested	1d12	180 gp
Belladonna	Ingested	3d10	650 gp
Black Widow Venom	Injury	1d6	100 gp
Botulin	Ingested	2d6+2	300 gp
Cobra Venom	Injury	2d6	200 gp
Curare	Injury	6d6	1,500 gp
Cyanide	Any	7d6	1,800 gp
Digitalis	Ingested	3d8	500 gp
Dumb Cane	Ingested	1d8	150 gp
Fugu Toxin	Ingested	4d10	750 gp
Hemlock	Ingested	2d8	250 gp
Salamander Toxin	Contact	1d6	100 gp
Shellfish Toxin	Ingested	4d6	650 gp
Stonefish	Injury	3d6	300 gp
Tarantula Venom	Injury	1d6+1	120 gp
Venom of the Serpent	Injury	7d8	2,000 gp

OPTIONAL RULES:

INGESTED ONSET TIMES

A character's first exposure to a poison forces that character to make a Constitution save or suffer the poison's initial effects. While this does make poisons easy to use, ingested poisons rarely kill with a simple taste and nearly all require digestion and dissemination into the bloodstream before they take their effects. As an option rule, ingested poisons may have a slower onset time to reflect the advantages of using ingested poisons. After a poison is consumed, the victim makes the Constitution save *after* the onset time has elapsed as shown on the following table.

Poison	Onset Time
Amanita Mushroom	2d12 hours
Belladonna	1d10 minutes
Botulin	1d6 hours
Cyanide	1d6 × 10 minutes
Digitalis	1d3 × 10 minutes
Dumb Cane	1d3 × 10 minutes
Fugu Toxin	1d3 × 10 minutes
Hemlock	1d6 × 10 minutes
Shellfish Toxin	Immediate



SERVICES

Sometimes the best solution for a problem is to hire someone else to take care of it.

Docking Fees: Freeport's Harbormaster charges each ship a fee for docking in the city. The amount varies depending on whether the ship docks in the Marina (the highest fees), the Warehouse District, the Docks, or Scurvytown. In addition, the fees may vary depending on the season. Typically, a ship's captain must pay 1 penny per yard of his vessel per day.

Rickshaw Ride: The price given is for a ride in a rickshaw that transports people around town.

Hireling, Trained: The amount given is the typical daily wage for mercenary warriors, masons, craftsmen, scribes, teamsters, and other trained hirelings. This value represents a minimum wage; many such hirelings require significantly higher pay.

Hireling, Untrained: The amount shown is the typical daily wage for laborers, porters, cooks, maids, and other menial workers.

Messenger: This entry includes horse-riding messengers and runners. Those willing to carry a message to a place they were going anyway may ask for only half the indicated amount.

Ship's Passage: Most ships do not specialize in passengers, but many have the capability to take a few along when transporting cargo. Double the given cost for creatures larger than Medium or creatures otherwise difficult to bring aboard a ship.

TABLE 4-7: SERVICES

Service	Cost
Docking fees	Varies
Messenger	
Same district	2 cp
One district over	4 cp
Three or more districts away	1 sp
Through Scurvytown	extra 5 cp
Through Bloodsalt	extra 1 gp
Porter	1 cp per block
Rickshaw Ride	
Same district	5 cp
One district over	1 sp
Three or more districts away	2 sp
Through Scurvytown	extra 5 cp
Through Bloodsalt	extra 5 gp
Portage fee	extra 1 cp per bag
Ship's passage	1 sp per league
Whore, poor	1 cp per hour
Whore, average	1 sp per hour
Whore, good	1 gp per hour
Whore, excellent	1+ pp per hour

CHAPTER FIVE: SPELLS AND MAGIC

Freeport is very much a maritime city, typical in that it sees the comings and goings of travelers, it thrives on trade, and it can look the other way when it comes to making a profit. Freeporters' general unwillingness toward asking too many questions allows all sorts of strange things to slip inside the city. Certainly, the Harbormaster and his agents do their best—well they try—to keep an eye on goods

moving through the Docks, but there are many other ways into the city and even through legitimate means, a stiff bribe can get an official to pretend he never met the smuggler. In short, for as much as Freeporters vocally despise cultists, they have a very real and strong presence in the city and they, more than anyone, derive their power from the city's inability to control what comes inside.

SPELLS

The influence of the sea on Freeporters expresses itself in a variety of ways in the city, from the restaurants lining the thoroughfares, to the apparel folks wear, to even the nature of their gods. Evidence of the sea and the dangers it holds can even be found in the spells cast by arcane and divine spellcasters, all of whom require a slightly different arsenal to attend to the graver threats their city faces.

3RD-LEVEL CLERIC SPELLS

1. *Fortify Mind*: Four creatures gain Sanity Resistance 5.

7TH-LEVEL CLERIC SPELLS

1. *Inscribe Yellow Sign*: Inscribe symbol that causes madness.

2ND-LEVEL DRUID SPELLS

1. *Cloud Shape*: Alter the appearance of a cloud.

3RD-LEVEL DRUID SPELLS

1. *Ray of Rot*: Rot wooden creatures or objects.

4TH-LEVEL DRUID SPELLS

1. *Dive*: Target can withstand perils of depths.

6TH-LEVEL DRUID SPELLS

1. *Firebird*: Create fiery bird.

1ST-LEVEL WIZARD SPELLS

1. *Flash/Bang*: Gain +8 AC for 1 round.
2. *Unbinge*: Target loses 1/1d4 Sanity.

2ND-LEVEL WIZARD SPELLS

1. *Saltburst*: Burst deals damage to creatures, more damage to water creatures.

3RD-LEVEL WIZARD SPELLS

1. *Bewilder*: Target takes –2 penalty on attacks and checks until end of round.
2. *Body of Eyes*: Gain Wisdom as a prime attribute.

7TH-LEVEL WIZARD SPELLS

1. *Pirate's Booty*: Hide a quantity of treasure.

NEW SPELLS

The following spells are presented in alphabetical order.

BEWILDER

CT 1; R 25 ft.; T one creature; D 1 round; Sv Wis negates; SR yes; Comp V

The target of this spell takes a –2 penalty to attack rolls and checks for 1 round. In addition, the target, if it has not yet acted, now goes last in the round.

BODY OF EYES

CT 1; R personal; T you; D 1 minute; Comp V, S, preserved head or eye of a chameleon, spider, or insect

For the duration of this spell, Wisdom functions as one of your prime attributes. If it is already a prime ability, when rolling Wisdom checks, you may roll twice and take the better result.

CLOUD SHAPE

CT 2; R 3 miles; T one cloud; D 10 minutes; Comp V, S

You alter the appearance of a single cloud (or any other natural cloud or plume of non-magical gas, smoke, or mist) to take on any shape you desire. Generally, the affected cloud is visible from anywhere below it in a 5-mile radius (more or less depending on other conditions at the CK's discretion).

Cloud shape does not grant viewers any ability to understand written messages in the clouds if they don't know the language. Any attempt at cloud portraiture requires an Intelligence check to determine the accuracy of the portrayal.

Once the spell's duration expires, the cloud slowly (or rapidly) loses its shape over a period of 1d6 minutes. As the cloud unravels, witnesses can still determine the cloud's message or appearance by succeeding on a Wisdom check (–2 penalty per minute that passes after the end of the spell).

While under the effects of this spell, the cloud is resistant to any non-magical winds, holding its shape even in a gale. However, magical winds of strong or stronger force disperse the target cloud immediately.

DIVE

CT 2; R touch; T one creature; D 1 hour; Sv Charisma negates (h); SR yes (h); Comp V, S, a tiny bronze bell



Dive grants the recipient the ability to withstand the environmental perils of the murky depths. The recipient of this spell gains the ability to breathe underwater, a swim speed equal to one-half the target's speed, and twilightvision for the duration of the spell. In addition, while affected, the recipient can move and attack normally while underwater. *Dive* does not make creatures unable to breathe air.

FIREBIRD

CT 10 minutes; **R** 25 ft.; **E** one firebird; **D** 1 hour; **Comp** V, S, a pound of volcanic ash which is used to draw a diagram around a bloodstone (worth 50 gp)

You create a quasi-real birdlike creature composed of roaring flames. It resembles a giant eagle with red, orange, and white flames in place of feathers, and even has a saddle and bridle. It acts immediately when it appears on your turn. It responds to simple mental commands and can be ordered to attack your enemies or bear you as a rider. You and you alone can ride the creature safely; any other creature mounted on the firebird takes 1d6 points of fire damage each round. For as long as you ride the firebird, you gain a +1 luck bonus on all saving throws and immunity to fire. A *firebird* has the following statistics.

FIREBIRD

No. Encountered: 1–4

Size: Large

HD: 4 (d10)

Move: 10 ft., 160 ft. (fly)

AC: 15

Attacks: 2 Claws (1d6 plus 1d6 fire),
beak (1d8 plus 1d6 fire)

Special: Fiery Attacks, Twilightvision, Unnatural Aura

Saves: P

Int: Average

Type: Magical Beast

Treasure: None

XP: 60+4

Unnatural Aura (Su) Animals will not willingly approach within 30 feet of a *firebird*, and if forced to do so, they must succeed on a Wisdom save or become terrified (must flee) for as long as they remain within 30 feet and for 4 rounds thereafter.

Fiery Attack (Su) A firebird's natural attacks deal an extra 1d6 points of fire damage.

FLASH/BANG

CT 0; **R** personal; **T** you; **D** 1 round; **Comp** V

Flash/bang surrounds you with thick smoke granting you a +8 bonus to your Armor Class.

FORTIFY MIND

CT 2; **R** 25 ft.; **T** four living creatures; **D** 1 hour; **Sv** Wisdom negates (h); **SR** yes (h); **Comp** V, S, a bag of snakeweed (5 gp)

You grant creatures Sanity Resistance 5 so that if the warded creature would lose Sanity, it first reduces the Sanity loss by its Sanity Resistance. The effects of this spell stack with any other Sanity Resistance a creature might have.

INSCRIBE YELLOW SIGN

CT 1 round; **R** touch; **E** one Yellow Sign; **D** permanent; **Sv** Wisdom partial; **SR** no; **Comp** V, S, mercury and phosphorous plus powdered lead, sulfur and arsenic with a total value of 5,000 gp

You inscribe a potent version of the Yellow Sign, the symbol of the Unspeakable One. Any living creature with an Intelligence of 3 or higher that gazes upon the sigil automatically loses 1/1d4 Sanity and must succeed on a Wisdom save or lose an additional 1d4+1 Sanity. Creatures that fail this save by 5 or more take a –2 penalty on attack rolls and checks for 10 rounds, while those that fail by 10 or more are affected as if by the *fear* spell for 10

NONMAGICAL YELLOW SIGNS

Inscribe Yellow Sign allows a spellcaster to create a powerful version of the more mundane sigil used by cultists of the Unspeakable One, and although this is the preferred method to honor the King in Yellow, few cultists have the power or means to cast this spell let alone the mental resolve to gaze upon its uncanny form for long. Thus, many cultists make do by inscribing a mundane Yellow Sign, packing the carving with gold, sulfur, or some other yellow substance.

Generally, this symbol is no more powerful than any other religious symbol or image employed by divine spellcasters, however, the inscriber may attempt a CC 25 level check to call upon the Unspeakable One's attention while scribing. If this check succeeds, the Yellow Sign becomes imbued with malevolent power. Henceforth, all spells cast adjacent to the sign are cast at +1 caster level. As well, anyone who looks upon the empowered sigil loses 0/1 Sanity.

DESTROYING THE YELLOW SIGN

Once inscribed—mundane, empowered, or magical—the Yellow Sign can be destroyed as any other inscription, such as by tearing the parchment, shattering the stone, or burning the painting.

rounds. Animals, while not subject to the Sanity points effect, will not willingly approach within 30 feet of the *Yellow Sign* and if forced to do so, become panicked for as long as they remain within 30 feet.

PIRATE'S BOOTY

CT 10 minutes; **R** 1 mile; **T** 100 HD or levels of living creatures; **D** permanent; **Sv** Intelligence negates; **SR** yes; **Comp** V, S, a treasure chest and its contents, and the head of a sailor with sewn-up eyes and mouth, which is buried with the chest

This spell is cast in conjunction with the burial of a chest of treasure. A successful casting of this spell immediately eliminates any recollection of the burial site as well as the contents of the treasure chest from up to 100 Hit Dice or levels of living creatures within the spell's range. You may also choose to lose your memory of the site, but within a day of casting the spell, a tattooed map appears on your back. At your option, you may grant a single creature, which can include yourself, the ability to decode the map and thereby gain full memory of the location and the treasure chest's contents, even if the target was not present at the time of the original burial.

RAY OF ROT

CT 2; **R** 25 ft.; **T** one creature or object; **D** instantaneous; **Sv** Constitution negates; **SR** yes; **Comp** V, S, a shipworm encased in amber

Upon casting this spell, the ray unerringly strikes your target, dealing 3d6 points of damage to a wooden creature or object it strikes. If the object or creature is reduced to 0 hit points, it collapses into a pulpy mass of black goo.

SALTBURST

CT 1; **R** 400 ft.; **A** 10-ft.-radius burst; **D** instantaneous; **Sv** Constitution half; **SR** yes; **Comp** V, S

All creatures in the area take 2d4 points of damage. Creatures of the plant type or with the water subtype instead take 2d8 points of damage.

UNHINGE

CT 1; **R** 25 ft.; **T** one living creature; **D** instantaneous; **Sv** see text; **SR** yes; **Comp** V, S

The subject of *unhinge* loses 0/1d4 Sanity points.

MAGIC WEAPONS

Most magic weapons in Freeport wind up in the city as booty and plunder taken from the corpses of the city's enemies. This provides a startling variety of weapons that range from enchanted firearms to artifact-quality swords.

BALLISTA OF PIERCING

GP Value: 9,600
EXP: 3400

This otherwise ordinary ballista is strung with a thick metal cord and its arms are forged from spring-steel. These dread weapons trace their origins back to the first Sea Lords, who used them in the defense of their young city against sahuagin and hostile merfolk. A *ballista of piercing* functions as a +1 *ballista*. In addition, it has two special functions, each useable once per day.

Volley: The *ballista* can be fired to deal 3d8 points of piercing damage to all creatures in a 30-foot cone (Dexterity save for half).

Lance: The *ballista* can fire a powerful lance sending it, unimpeded, through a number of foes at once. Draw a line from the *ballista* out to a range of 120 feet. Every creature in line must succeed on a Dexterity save or take 3d8 points of damage.

BEAMSPLITTER

GP Value: 24,000 gp
EXP: 5500

This weapon is a heavy boarding axe with a leather-wrapped handle and crescent-shaped blade. *Beamsplitter* functions as a +3 *boarding axe*, but deals triple damage against wooden objects and creatures.

Beamsplitter was commissioned years ago by one of the Continental navies for use in scuttling the ships of pirates and raiders. It was lost in the sinking of the Continental warship *Invincible* (sent to the bottom, ironically enough, by pirates), but rumors occasionally surface of it in the hands of sahuagin, merrow, and even local pirates.

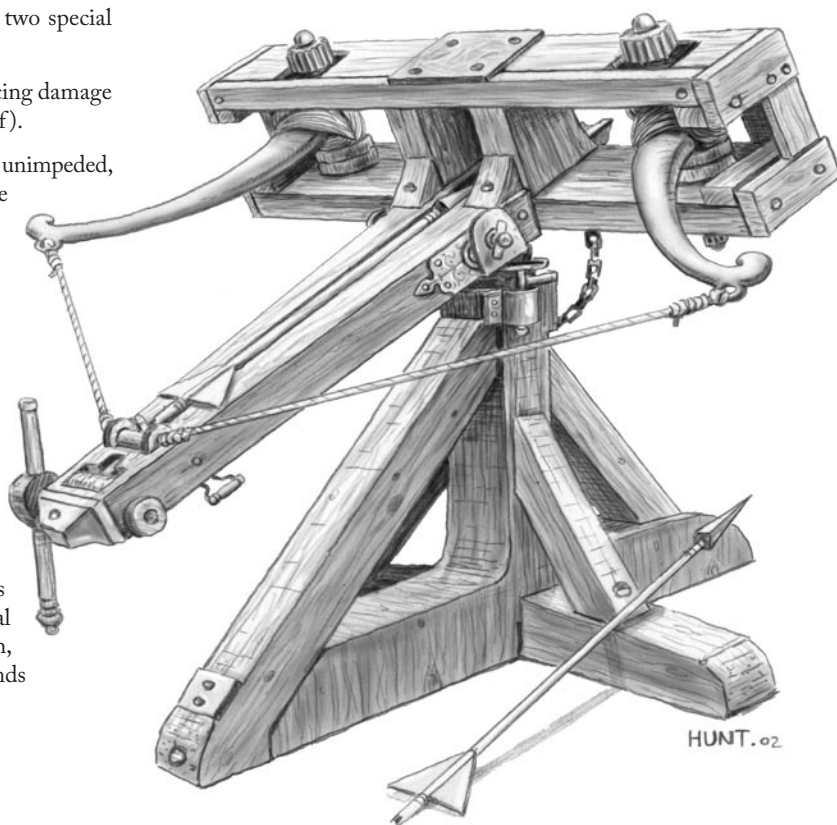
Prerequisites: Craft Magic Arms and Armor, *ray of rot*

Cost to Create: 12,000 gp (plus 306 gp for the masterwork boarding axe), 960 XP, 24 days

GRIPPLING AXE

GP Value: 17,500
EXP: 5,500

This battleaxe features cruel hooks and barbs, and incorporates a motif of anguished torture and suffering. A living creature struck by a *crippling axe* must succeed on a Constitution save or take a -2 penalty on its attack rolls and checks for 7 rounds. This special property functions three times per day.



DNULPER

GP Value: 45,000

EXP: 15,000

The shaft of this wicked-looking guisarme is blackened as if scorched and the blade is a dull gray color. *Dnulper* functions as a +3 *guisarme*. In addition, any living, corporeal creature slain by *Dnulper* rises on the following round as a zombie under your control. These creations remain animated until the next sunrise or sunset, whichever comes first. Zombies created by this weapon must remain within 50 feet of the wielder or revert to inanimate corpses. There is no limit to the number or total Hit Dice of zombies that may be created in this manner.

Dnulper is said to be the creation of Friar Ingiltire, a mad monk and necromancer of Freeport's distant past, and named for the villain's wicked patron, a demon of unsurpassed power. The weapon's shaft is carved from a lightning-struck trunk of a hangman's tree, and the head is forged from the grave-sword of an ancient chieftain.

RAPIER OF REVENGE

GP Value: 7,500

EXP: 2,100

When first discovered, this tarnished weapon functions as a cursed –2 *rapier*. However, when you are first struck in combat, the penalty is replaced by a +1 bonus on attack and damage rolls against the target that struck you. Each time you are hit by the same opponent in melee, you gain any one of the following effects:

- +1 bonus on attack rolls
- +1 bonus on damage rolls
- +1 bonus to AC

These benefits only apply to the opponent that injured you. If multiple opponents strike you in the same round, the bonuses apply to each opponent. The weapon reverts to its normal characteristics whenever you defeat your attacker.

RINGS

Magical rings are especially useful items in Freeport since they can easily be disguised as ordinary jewelry.

RING OF THE BOAR

GP Value: 9,000

EXP: 3,400

T This ring is an ivory band marked with strange glyphs and sigils. If you are wearing the *ring of the boar* and are reduced to 0 hit points or less, you immediately regain 10 hit points. This power can be used once per day.

RING OF BRAVADO

GP Value: 3,000

EXP: 1,300

While wearing this plain bronze ring, any time you would take nonlethal damage, you reduce the damage by 2 (minimum 0).

RING OF THE MONKEY

GP Value: 1,500

EXP: 500

This curious ring is fashioned from coarse hair. The *ring of the monkey* allows you to add your Dexterity modifier as a bonus on any Strength checks made to climb. As well, once per day, you may activate the ring to gain a climb speed equal to your normal movement until the start of your next round.

RING OF THE OSPREY

GP Value: 2,500

EXP: 800

This translucent bone ring fits snugly over the finger, and once in place, dark images of flying birds appear on its surface. Once per day, the *ring of the osprey* grants you a 30-foot fly speed for 5 rounds. When the duration expires, you gently float to the ground, as if under the effects of a *feather fall* spell.

RING OF THE OWL

GP Value: 2,500

EXP: 800

This odd ring appears to be fashioned from several tiny and delicate bones. For the purposes of making Intelligence or Wisdom checks to notice features of your surroundings, you function as if these abilities were both prime attributes. If one or both is already a prime attribute, you may roll two dice when checking these abilities and take the better result.



Rods

Rods can come in a variety of shapes and sizes, with a staggering number of functions and uses.

ROD OF THE BUCCANEER

Price: 60,000 gp
EXP: 20,000

This heavy, elaborate spyglass is ornamented with dials, levers, and switches all along its length.

Something of a status symbol to the most powerful pirate lords, the *rod of the buccaneer* is a highly coveted item for its surprising array of useful functions. The *rod* normally functions as a +2 *light mace*, but

by turning its dials and throwing its switches, it can transform into different swords, devices, and items.

Switch 1: The *rod* becomes a +3 *cutlass*.

Switch 2: The *rod* becomes a +3 *greatlance*.

Switch 3: The *rod* becomes a +4 *punching dagger*.

Switch 4: The *rod* becomes a masterwork spyglass (×3 magnification).

Switch 5: The *rod* separates into two parts, with one acting as an astrolabe and the other as a sextant.

Switch 6: The *rod* becomes a bilge pump capable of removing 10 gallons of water per minute.

In addition to its normal uses, the *rod of the buccaneer* grants access to the following spell-like abilities, each useable once per day: *fog cloud* and *gust of wind*.

WONDROUS ITEMS

When it comes to magical tools, Freeport's artificers are among some of the greatest in the world. Some of these wondrous items enhance or augment a ship's capabilities. A ship can only benefit from one ship device at a time—one figurehead, one crow's nest, and so on. Installing or removing these items requires an Intelligence check. This check takes 8 hours of work.

AMULET OF THE SERPENT

GP Value: 10,000
EXP: 3,400

This amulet is crafted to look like a knot of writhing snakes. It glows faintly, giving off a green light. Wearing this amulet gives you a +2 bonus AC and a +4 bonus to Constitution saves against poison.

CAPTAIN'S CHEST

GP Value: 1,200
EXP: 300

Although this item appears to be an ordinary and weathered sea chest, it has an unusual locking mechanism on its face. It's carved to resemble a twisted pirate's face with the keyhole as its mouth. A cursory examination of a *captain's chest* reveals the usual sundries and personal effects one expects to find in a sea chest. However, when you speak the command word, the lid splits in the middle and pushes out to the sides before folding down. From the gap created, a full-sized wardrobe rises up from an extradimensional space, standing 8 feet tall, 4 feet wide, and 3 feet deep. Opening the wardrobe requires a second command word to open. The wardrobe holds up to 96 cubic feet of supplies and also contains a locked steel chest mounted in the floor, which can hold up to 1 cubic foot of goods.

CARTOGRAPHER'S TABLE

GP Value: 6,500
EXP: 2,100

The many drawers in this magnificent wooden drafting table contain an army of mapping tools, including rules and levels, magnifying lenses, compasses, templates, and pens, brushes, and inks of a rainbow of colors. It's even equipped with a pair of fine oil lamps.

Once per week, you may speak the command to conjure a spectral draftsman to faithfully record landmarks, currents, winds, and any other geographical or oceanographic data that's noticeable without

magical means. The spectral draftsman also has all of the functions and abilities as that created by the *unseen servant* spell.

COMPASS OF TRUE SEEKING

GP Value: 8,500
EXP: 2,100

This fine ship's compass is housed in a tall wooden cabinet, its needle suspended in alcohol to stay liquid when sailing at colder latitudes. Once per day, you may command the needle to locate the nearest source of freshwater, nearest dry land, or nearest ship. The needle functions with perfect accuracy and points unerringly in the direction of the target for 8 hours after which it reverts to a normal masterwork compass. The item's maximum range is 100 leagues and the needle does not distinguish between clean or brackish water, a tiny island or full continent, or a friendly ship or pirate's galleon.

FEATHER TOKEN (FLASH)

GP Value: 300
EXP: 100

This scarlet feather feels warm to the touch. Upon speaking the command word, the *feather token* rockets up 200 feet into the sky and bursts into a fountain of scarlet light, illuminating a 1,000-foot diameter in bright light and 1,000 feet further as shadowy light. The light remains for 5 rounds before winking out.

FEATHER TOKEN (FOG)

GP Value: 300
EXP: 100

This downy gray feather is damp to the touch. Upon speaking the command word, the *feather token* creates a 100-foot radius spread of thick fog obscuring vision in the area. The fog remains for 5 rounds before dispersing. Note a moderate wind (11+ mph) disperses the fog in 4 rounds, while a strong wind disperses the fog in 1 round.

GOLD BUG

GP Value: 5,000
EXP: 1,300

This diminutive clockwork beetle is wrought from gold and features a tiny onyx death's head set onto its back. A small key installed on its underside turns easily.

A *gold bug* is a strange magical device designed to root out hidden treasure. When its key is wound, the *gold bug's* antennae sample the air for 2 rounds and then it marches unerringly in the direction of the nearest quantity of gold, from a single coin to a dragon's hoard. When the *gold bug* is within 10 feet of any quantity of gold, it stops and the death's head on its back pulses dull red for one minute. During this time, any secret doors, snares, pits, or deadfalls within 60 feet of the device glow with the same color. A *gold bug* can operate for 1 hour before it must be oiled and wound—a process that takes about 10 minutes. Once a *gold bug* has located a cache of gold, it becomes inoperative for one week.

A *gold bug* has an AC 10 and 1 hit point. If reduced to 0 hit points, it is destroyed.

GORGET OF THE GRENADIER

GP Value: 6,000

EXP: 2,100

What at first seems to be flowers etched into this armor component reveals on closer inspection to be explosions.

ARTIFACTS

In addition to the more mundane magic items that can be found in Freeport, the city also claims a few artifacts of considerable power.

BILE AND LASHES

These gauntlets are simple oiled leather gloves. The left one is stained with tarry black streaks while the right is marked with cruel stripes possibly from a scourge.

When you don both gloves, they create a pool of unformed potential that you may harness in several ways. The pool represents a total +10 bonus that you may split between a bonus on attack and damage with *lashes*, a resistance bonus to all saving throws, or a bonus to AC. At the start of your turn, you may allocate these bonuses wherever you like, and the effects last until the start of your next turn.

Additionally, you make a single attack against a creature you threaten. If you hit, the glove deals damage as if you had successfully hit the target with a *disintegrate* spell. Alternatively, you may invoke the power of *bile* to throw up a *wall of force* as the spell. Each use of either ability deals 2 points of Constitution damage to you.

While wearing the gloves, you never willingly take them off. If they are stolen from you, you must hunt down and kill the thieves as if under the effects of a *geas/quest* spell.

LEGENDS

While chronicled in arcane scrolls and captains' logbooks since the beginning of history, the exact age of *bile and lashes* is unknown. No one is quite certain about from where they came or for what purpose, though in every recorded instance, death heralds their appearance.

REAVEBANE

The blade of this brilliant weapon is forged of blue steel and etched with holy symbols and prayers dedicated to the God of Justice. Its handle is wrapped with platinum wire and the pommel is a platinum eagle's head. The crossbar continues the same theme, being two eagles, wings held close to their bodies, necks craning forth, and beaks open as if screaming.

For as long as you wear the *gorget of the grenadier*, you get a +1 bonus on all attack rolls made with thrown weapons. In addition, you may double the range of any grenade-like weapon you throw.

SHIP IN A BOTTLE

GP Value: 15,000 (keelboat), 30,000 (sailing ship), 75,000 (warship), 90,000 (galley)

EXP: 3,400 (keelboat), 5,500 (sailing ship, warship, galley)

Inside this clear-glass bottle is a meticulously crafted model ship. When you lay a *ship in a bottle* upon the water and speak the command word, the bottle becomes filmy and pliable and the ship inside grows, becoming a full-sized craft after 1 minute. There are four known varieties: the keelboat, sailing ship, warship, and galley. When the command word is again spoken, the vessel shrinks and returns to its sealed bottle form. Any creature on board the ship is shunted aside as the vessel shrinks. Cargo and nonliving matter on board are shrunk along with the vessel, and the entirety of the bottled ship is held in stasis—food does not spoil, wood does not rot, and even the brass stays polished.

This feared weapon has been the end of many a buccaneer's career. *Reavebane* is a +5 *vorpal longsword*. While wielding this weapon, you may cast *magic circle* once per day (caster level 12th). Finally, *Reavebane* continuously enables you to sense deception and lies as if you were under the effects of a *discern lies* spell.

LEGENDS

A league of merchants commissioned *Reavebane* in the early days before Freeport's founding and was put to work defending their ships against the buccaneers and pirates that plagued the Serpent's Teeth. Many a corsair of the day tasted *Reavebane's* edge—until a distant ancestor of Xavier Gordon captured the weapon from the merchant fleet. Up until recently, the weapon decorated the wall of the Captains' Council chamber and barely anyone outside of the Council was even aware of its existence or significance. When Marilise became the new Sea Lord, she claimed the weapon as a badge of office. She rarely brings the weapon out, but in times of great need, or when she needs to make an impression, she's sure to have it at hand.

RING OF SORCERERS

This beautifully crafted gold ring is shaped like a serpent biting its own tail. Its eyes are tiny emeralds.

The origin of the *ring of sorcerers* is lost to time, forgotten by even the most versed scholars of arcane lore. What is known is that when placed on the finger of a wizard, it fills the spellcaster's mind with startling images of a gold dragon and compels the wearer to establish a place of worship for this dragon (Wisdom save negates).

If you are at least a 1st-level wizard, you derive all of the following supernatural benefits when you wear this ring.

Detect Sorcery: You can cast out your senses to detect the presence or absence of a wizard. The CK secretly makes an Intelligence check on your behalf, and if the check succeeds you discern the presence of any wizard within 100 feet. If a wizard casts a spell within this range, you automatically identify the caster as a wizard.

Buttressed against Sorcery: You gain a +4 bonus on saves against wizard spells.

THE SIEGE CANNON

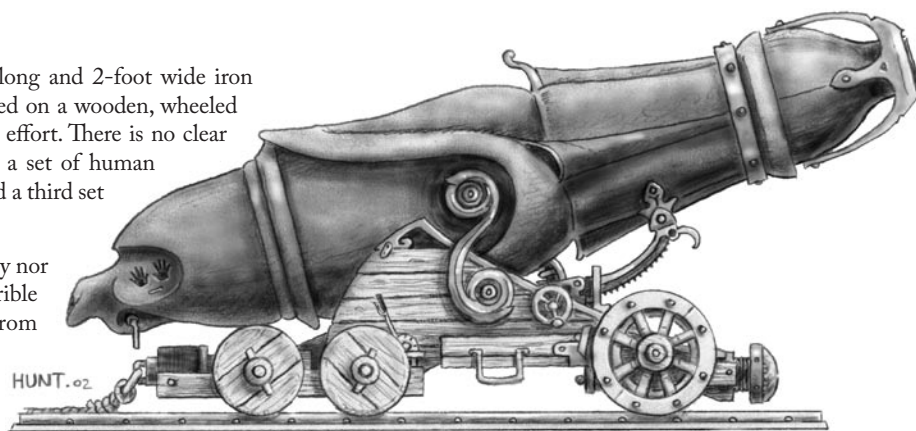
This massive cannon features a 12-foot long and 2-foot wide iron barrel marked with brass fittings. Mounted on a wooden, wheeled cradle, it can be maneuvered with a little effort. There is no clear firing mechanism, but inspection reveals a set of human handprints on each side of the weapon and a third set at the butt of the gun.

Firing a *siege cannon* is not particularly easy nor is it desirable, for the weapon exacts a terrible price. The *cannon* draws its strength from energy generated by mortal souls, and those that have fired these weapons are either incinerated by the weapon's function or laid up for months of recovery.

To activate these weapons, three living mortals must place their hands into the hand-shaped depressions situated on either side and at the weapon's butt. The person at the cannon's rear designates the target, while those on either side supply the required energy. Within seconds, the *cannon* fires, launching a ball of roiling white fire to strike its target. The *cannon* has a range of about a half-mile and when the flaming death strikes a solid object, it detonates in a 40-foot radius, dealing 20d6 points of damage to all creatures and objects in the area. The cannon also deals 4d6 points of fire damage to the people touching the hand prints. This damage cannot be healed by any magical means short of a *wish*. It heals naturally at a rate of 1 point per day of complete bed rest.

LEGENDS

Freeport's secret weapons are its *siege cannon*. Discovered years ago when the wreckage of a strange and otherworldly ship washed up on the shores of the city, scavengers found five strange tube-like devices of unknown purpose of function. For years, the best minds in the city labored to deduce exactly what these things were, and while there were a variety of theories, nothing was certain. The only thing they knew for sure was that they were weapons of some sort, but their effects and the means to generate them remained a mystery. It wasn't until the city came under attack by a fleet of Continental warships that their theories were tested. While the stalwart Freeporters fought for their lives, the wise



men that had toiled and argued over the *cannon* went to work, and soon after, one of their theories proved correct. Spewing out from its barrel was a ball of white-hot fire that shone like the sun and streaked toward the enemy fleet. The ship it struck exploded with a brilliant flash, and when people's vision returned, there was little left of the target except for flaming debris and falling ashes. With that one shot, the fleet quit the battle and fled the harbor and the Serpent's Teeth.

SILVER SPHERE

This perfectly smooth two-foot-radius sphere is wrought from solid silver.

The *sphere* continuously radiates *magic circle against evil*. The *silver sphere* also grants a +5 bonus on all Charisma checks made when interacting with creatures of the reptilian subtype.

LEGENDS

The *silver sphere* was found deep beneath the sea, lying amidst the shattered ruins of an ancient Valossan city. A triton explorer came across the item first years ago, but lost it after his encampment was overrun by a vampiric kraken. Some claim this device is a gift from Yig, but those familiar with the Snake God know this cannot be true given the aura of good that surrounds this powerful relic.

MAGIC PLACES

Freeport stands on top of the ruins of the ancient Valossan Empire and though its power was cast down, shattered in Yig's wrath, there are places in the city and elsewhere on the islands that resonate with old energy, power from another time and place. Most locations are nothing more than a curiosity, places of unusual but harmless phenomena. A few, however, hold a bit more power, and for those with the courage and or just dumb luck may tap into these reserves to augment their own power.

FOUNTAIN OF FORTUNE

One of the must-see sights in Freeport's Merchant District is the Plaza of Gold. Outside of the Old City, the Plaza is one of the oldest locations in the city, and in many way it serves as the foundation on which the rest of this wealthy quarter stands. While the Plaza itself is indeed impressive, the *Fountain of Fortune* is the biggest draw.

LOCAL LORE

Legend holds that the *Fountain* is enchanted. Anyone who throws a coin into it may be granted a stroke of good fortune at some point during the day. Some say the *Fountain* was built after the Plaza to honor the God of Luck, but the truth is that the *Fountain* was there

long before, and some claim before even the Old City. If the fishwives are to be believed, the pirates who founded the city discovered the *Fountain* as they were scouring the land for building supplies. To say they were surprised by the appearance of this beautiful *Fountain* on what was clearly a deserted island is an understatement.

DESCRIPTION

Situated in the center of the bustling open areas is a 30-foot-wide marble fountain surrounded by a circular seating area. Rising from the splashing waters is a statue of the God of Luck holding aloft a marble staff from which issues a continuous spray of water that arcs out of the end to cascade down to the fountain's base.

EFFECTS

Whenever a person throws a copper, silver, or gold coin into the frothing waters of the *Fountain*, there's a 1% chance that the *Fountain* responds by granting a measure of good fortune to the hopeful petitioner. If this occurs, the petitioner gains a bonus on all skill and ability checks for 24 hours. The amount of the bonus depends on the quality of the coin: copper grants a +1 bonus, silver a +2, and gold a +4. Any given character has but one chance per day of gaining this bonus regardless of how many coins they dump in the water.

CHAPTER SIX

DENIZENS OF FREEPORT

Freeport is a thriving city filled with a colorful cast of characters. *The Pirate's Guide to Freeport* presents descriptions for most of the locals, offering information about motivations, outlooks, goals, and physical appearances, so this chapter describes everything you need to use

these characters in your *Castles & Crusades* games. Before getting into the particular folks of Freeport, included here are statistics for the common sorts of people the players characters are bound to encounter in the City of Adventure.

COMMON CHARACTERS

The following statistics blocks give you sample statistics for the most people living in or around Freeport. You can use these generic statistics for characters mentioned in *The Pirate's Guide to Freeport* but do not receive a full description later in this chapter, or as the foundation for characters of your own invention.

ASSASSINS

No one in Freeport likes to admit the lucrative trade of assassination, but there's a great deal of money there if one has the stones to kill people for a living. Unsurprisingly, it's not an honest career and those who make their livings from killing tend to find themselves earning the same fate—floating facedown in the harbor. As a result, there are few inexperienced assassins worthy of the name. Lesser assassins are usually enforcers or thugs.

ASSASSIN

No. Encountered: 1–4
Size: Medium
HD: 7 (d6)
Move: 30 ft.
AC: 17
Attacks: Weapon
Special: Death Attack, Sneak Attack
Saves: P
Int: High
Alignment: Any Evil
Type: Humanoid
Treasure: 5
XP: 180+7

OTHER CHARACTERS

We couldn't fit in every character mentioned in the *Pirate's Guide to Freeport*; there simply isn't enough room. You can use the statistics described under Common Characters for folks that aren't described here or you can generate their stats from scratch. Use the following as a guideline for setting the level of the character based on descriptors used in *The Pirate's Guide to Freeport*.

Descriptor	Level Range
Apprentice	1–4
Journeyman	5–8
Master	9 or more

Death Attack: As the assassin ability described in *Castles & Crusades Players Handbook*.

Sneak Attack: As the assassin ability described in *Castles & Crusades Players Handbook*.

BEGGARS

Freeport's streets are home to shiftless vagabonds, some created by hardships in the city, others washed up on shore, not unlike driftwood. Beggars include all sorts of people, from the urchins scampering along the streets of the Docks looking for a purse to lift, to the broken and shattered individuals infesting Drac's End and Scurvytown.

URCHIN

No. Encountered: 1–10
Size: Small
HD: 1 (d6)
Move: 20 ft.
AC: 13
Attacks: Weapon
Special: None or Halfling traits
Saves: P
Int: Average
Alignment: Any
Type: Humanoid
Treasure: 1
XP: 5+1

BEGGAR

No. Encountered: 1–12
Size: Medium
HD: 1 (d8)
Move: 30 ft.
AC: 10
Attacks: Weapon
Saves: P
Int: Low
Alignment: Any
Type: Humanoid
Treasure: None
XP: 5+1

COMMONERS

Most Freeporters fall in the "commoner" category. This includes the farmers of Cabbage Crack, the fishwives working the Docks and Scurvytown, the common prostitutes that walk the streets, and even the typical sailors coming in from sea. Use Human statistics found in *C&C Monsters & Treasures*.

CULTISTS

Freeport is home to many illicit organizations sworn to advance the cause of some mad god or other. Gathering in secret basements, in the Underside, or in hidden rooms, they congregate to perform disturbing rites and rituals in the name of their foul masters. Particular cultists may vary in terms of motives and ultimate goals, which may be reflected in slight variations in their statistics.

COMMON CULTIST

No. Encountered: 1–6

Size: Medium

HD: 1 (d8)

Move: 30 ft.

AC: 11

Attacks: Weapon

Special: Fanatic

Saves: P

Int: Low

Alignment: Any Evil

Type: Humanoid

Treasure: 1

XP: 5+1

Fanatic: Once per combat, a cultist may add a +3 bonus to a single attack roll, check, or saving throw.

CULT LEADER

No. Encountered: 1

Size: Medium

HD: 6 (d6)

Move: 30 ft.

AC: 16

Attacks: Weapon

Special: Fanatic, Spells

Saves: M

Int: Average

Alignment: Any Evil

Type: Humanoid

Treasure: 6

XP: 180+6

Fanatic: Once per combat, a cultist may add a +5 bonus to a single attack roll, check, or saving throw.

Spells: A cult leader can cast spells as a 3rd-level cleric.

LOBSTERMEN

The Society of Lobstermen is a wealthy secret organization that made its fortunes recovering treasures from the bottom of the sea. Using expensive equipment manufactured by and for them, they are the only game in town. Anyone who tries to nudge into their territory finds themselves in “deep” trouble.

LOBSTERMEN

No. Encountered: 1–4

Size: Medium

HD: 2 (d8)

Move: 20 ft.

AC: 14

Attacks: Weapon

Special: Cockleshell Suit

Saves: P

Int: Average

Alignment: Any

Type: Humanoid

Treasure: 2

XP: 10+2

Cockleshell Suit: See Chapter 4: Goods and Gear.



LONGSHOREMEN

The Longshoremen's Union is a powerful force in the Docks and carries a lot of weight in local politics. Headed up by Poppy Bragg and Emaya Passos, it has transformed from a bed of corruption into a tough, and sometimes violent, organization. Use Human statistics from *C&C Monsters & Treasures*.

MERCENARIES

For those with the will and training, Freeport can offer much to those with a good sword arm and a bit of courage. Merchant princes and other aristocrats rely on such men and women for protection, while cargo ships employ mercenary marines to safeguard the contents of their hold from pirates, sea devils, and worse. A mercenary's life is perilous, but one with commensurate reward. Use Human statistics from *C&C Monsters & Treasures*.

MERCHANTS

Merchants are the life-blood of Freeport, bringing much needed supplies to what is in truth a remote city. Their importance and command over Freeport's economy makes them some of the most influential and powerful citizens in the city. Use Human statistics from *C&C Monsters & Treasures*.

PIRATES

One expects to find pirates in the City of Adventure. Most of Freeport's pirates are essentially sea bandits, their motivations, virtues, and vices varying with the individual. Such men and women can be heroic swashbucklers or vicious murderers, often with little way to discern one type from the other. Use Human statistics from *C&C Monsters & Treasures*.

PRIESTS

Freeporters are all a little superstitious, and they are quick to mutter a quick prayer to whichever god is on hand. Given Freeporters' cultural

willingness to accept a broad range of gods, peddlers of religion come to Freeport to set up shop. Some of these holy folks have honest intentions and perform a good service to the city, others defraud and bilk the locals, being little more than well-dressed thieves.

PRIEST

No. Encountered: 1–6

Size: Medium

HD: 2 (d8)

Move: 30 ft.

AC: 17

Attacks: Weapon

Special: Spells, Turn (or Control) Undead

Saves: M

Int: Average

Alignment: Any

Type: Humanoid

Treasure: 2

XP: 15+2

Spells: Priests can cast spells as 2nd-level clerics.

Turn (or Control) Undead: As the cleric class in the *C&C Players Handbook*.

SEA LORD'S GUARD

The Sea Lord transformed the Sea Lord's Guard, who had for long served as the city's Watch, into a fighting force, trained to defend the city from attack. Since their change of role, the Sea Lord's Guard consists of a hardened lot of toughs that have a reputation for cracking heads whenever they are crossed. Use Human statistics from *C&C Monsters & Treasures*.

THE SYNDICATE

Finn employs many Freeporters in his operations, from beggars and thieves to enforcers and toughs. Hellhounds are Finn's muscle and they patrol the Eastern District, seeing to their leader Dunbar's protection rackets, while making sure no one thinks too highly of themselves. The Syndicate Enforcers, led by Trask, are bravos and fighting men that do most of the fighting.

HELLHOUND

No. Encountered: 2–8

Size: Medium

HD: 2 (d10)

Move: 30 ft.

AC: 16

Attacks: Weapon

Special: None

Saves: P

Int: Average

Alignment: Any

Type: Humanoid

Treasure: 2

XP: 10+2

SYNDICATE ENFORCER

No. Encountered: 1–4

Size: Medium

HD: 3 (d8)

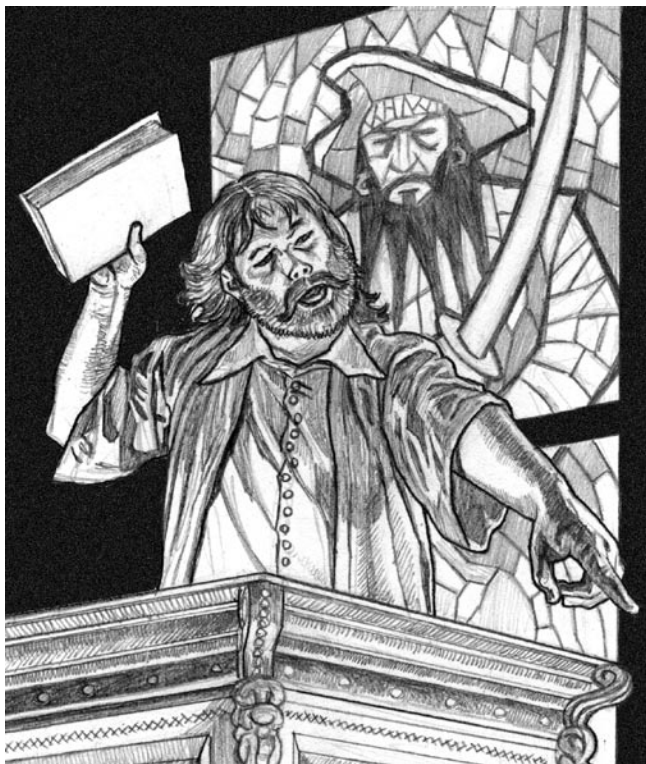
Move: 30 ft.

AC: 17

Attacks: Weapon

Special: Sneak Attack

Saves: P



Int: Average
Alignment: Any
Type: Humanoid
Treasure: 3
XP: 20+3

THIEVES

Freeport is infested with many things, but the most pernicious occupants are its thieves. Many criminals in the city are unaffiliated, being freelancers that make ends meet by robbing those better off than they, but a few work for one of the two main crime lords: Finn or Mister Wednesday. Such thieves are loyal to their masters and woe to them if they betray their organization: Freeport's crime lords are unforgiving and are perfectly happy making examples of those who betray them. Use Halfling or Human statistics from *C&C Monsters & Treasures*.

THUGS

Thugs in Freeport include all the low-class brutes that rely on strength and intimidation to make their living. Such characters include bravos, enforcers, and any kind of raw muscle used for protection. Use Human or Orc statistics from *C&C Monsters & Treasures*.

WATCHMEN

Although Freeport's Watch is a relatively new organization, it finds its roots in the old Sea Lord's Guard. Overall, this group is little better than the criminals it fights, taking bribes to look the other way and selling its services to various criminal groups. They are quick to cover

their tracks and aren't above smashing a few heads to make sure the semblance of law rules the streets. Use Human statistics from *C&C Monsters & Treasures*.

WIZARDS

Freeport is famous for not delving too deeply into a person's personal affairs, and so the city is often a preferred destination for those that dabble in the occult. Wizards of all types, including renegade necromancers from the Continent, come to Freeport to escape persecution, to pursue their arts in a way of their choosing. For those seeking training, Freeport is also home to a potent Wizards' Guild, though they are selective about whom they train.

WIZARD

No. Encountered: 1–3
Size: Medium
HD: 2 (d4)
Move: 30 ft.
AC: 12
Attacks: Weapon
Special: Spells
Saves: M
Int: High
Alignment: Any
Type: Humanoid
Treasure: 2
XP: 15+2
Spells: Wizards can cast spells as 2nd-level wizards

NOTABLE CHARACTERS

Freeport is home to a cast of interesting characters, each with their own motivations, goals, and agendas. These characters are figures of import, having a great deal of influence in the city, either in legitimate circles, or illegitimate ones. The following entries expand on those presented in the *Pirate's Guide to Freeport*, offering statistics as well as brief descriptions.

ALCINDAR

"His suits are peerless. I would have no other tailor than Master Alcindar."

—Garth Varellion

Alcindar is a well-known tailor, famed for his fastidiousness and attention to detail, which makes him one of the preeminent clothiers in the city. He runs a small shop on the Street of Dreams called The Sharp Needle, where he measures and fits his clients. His proximity to power allows him to hear the most interesting things, and he might be willing to share his information for the right price.

ALCINDAR

N male dwarf bard 6
HD 6d10; **HP** 33
AC 11 **Primes** Dexterity, Charisma
Notable Abilities Dex 18 (+3), Int 16 (+2), Wis 14 (+1), Cha 14 (+1)
Attack dagger +5 (1d4) or thrown dagger +8 (1d4)
Possessions leather coat, dagger, 2 throwing daggers, the Sharp Needle and all its contents



MAGIC ITEMS

None of the characters presented in this chapter include magic items. As Castle Keeper, you should outfit these characters with magical gear as appropriate for your campaign setting.

ALFHILD

"She's gorgeous alright, but I've heard she's got teeth... and not just in her mouth."

—Pious Pete, Guide

Alfhild is a reaver, hailing from the frozen Northlands. She fled an arranged marriage to a warrior named Ragnar and has ever since lived the life of a pirate. Her presence in the Serpent's Teeth causes no little worry for she's famous for flouting the rules of piracy and strikes when and where she wants.

ALFHILD

CN female human barbarian 12

HD 10d12+58; HP 141

AC 16 **Primes** Strength, Constitution, Charisma

Notable Abilities Str 21 (+4), Dex 16 (+2), Con 20 (+4), Int 14 (+1), Cha 16 (+2)

Attack falchion +15 (2d4+4) or wolf spear +15 (1d8+4) or composite longbow +13 (1d8)

Possessions chain shirt, falchion sword, wolf spear, composite longbow, pouch with 100 gp, the *Snow Queen* and all its contents

BIANKA ALTANISH

"Since Altanish took over the Asylum, there have been strange reports of experiments, vivisection, and worse. I dunno if it's the rumors about the madhouse that's persisted for years or if it's her doing. Either way, I don't make enough lords to go and find out for certain."

—Rude Tom, Watchman

The Altanish family was a middle-ranked merchant clan in the Merchant District, but Bianka wanted none of their wealth or status, being interested in anatomy instead. For a time, she worked in the Crematorium, where she could examine bodies to her heart's content, but eventually left to further her studies as the head of Freeport's asylum.

BIANKA ALTANISH

NE female human wizard 8

HD 8d4; HP 21

AC 10 **Primes** Constitution, Intelligence, Wisdom

Notable Abilities Int 17 (+2), Wis 14 (+1)

Attack dagger +2 (1d4)

Memorized Spells

4th—*confusion, fear*

3rd—*dispel magic, gaseous form, lightning bolt*

2nd—*darkness, invisibility, mirror image, ray of enfeeblement*

1st—*burning hands, change self, charm person, magic missile, sleep*

0—*detect magic, ghost sound, light, mage hand, open/close*
Possessions dagger, spellbook, robes, the Freeport Asylum and all its contents

DIRWIN "NIMBLEFINGERS" ARNIG

"In the Council, everyone is looking out for their own interests first, the city second. Arnig is no different. The gnomes, and their guild, have fared well under his tenure."

—Liam Blackhammer

Freeport's preeminent gnome, Dirwin Arnig divides his time between the Captains' Council and the Jewelers and Gemcutters' Guild. Dirwin is sick of politics and he would like nothing better than to find a way to exit the Council gracefully. He realizes, though, he fulfills an important role in the city for his people and for as long as he holds his seat, gnomes have a voice. Hence, despite his willingness to cede his house to a grasping heir, he retains his seat and probably will until his death.

DIRWIN "NIMBLEFINGERS" ARNIG

NG male gnome bard 10

HD 10d10+10; HP 69

AC 14 **Primes** Dexterity, Charisma

Notable Abilities Dex 18 (+3), Con 14 (+1), Int 13 (+1), Wis 15 (+1), Cha 15 (+1)

Attack dagger +9 (1d4)

Innate Spells (CL 1st)

1/day—*dancing lights, ghost sound, prestidigitation*

Possessions leather coat, dagger

MORGAN BAUMANN

"She's about as bad as they come. Keep yer distance, lads."

—Pious Pete, Guide

Morgan Baumann is the captain of the *Kraken's Claw*, a notorious pirate ship with over twenty kills. Never having much use for Freeport's laws, she has no problem attacking Freeport vessels, though she finds the ones on the Continent to be better prey.

MORGAN BAUMANN

NE female human pirate 6

HD 6d6+12; HP 35

AC 13 **Primes** Dexterity, Constitution, Charisma

Notable Abilities Str 14 (+1), Dex 16 (+2), Con 16 (+2), Cha 14 (+1)

Attack cutlass +6 (1d6), Privateer FP +7 (3d6)

Possessions leather coat, cutlass, Privateer FP with shot and powder for 10 firings, *Kraken's Claw* and all its contents

APORCUS BEEPLE

"Some folks are just born rotten. The boy has his uses, but one day, I fear I'll have to remove him... permanently."

—Mister Wednesday

Aporcus Beedle was the apprentice of his aunt, Delinda Knorberrral, a known transmuter and alchemist noted for her herbal simples and remedies. Aporcus was addicted to abyss dust and grew to resent Knorberrral, even going so far as to try to poison her. His botched

effort backfired and she threw him out. Since then, he's been a wretched thing, scuttling in the shadows and murdering folks for the coins in their purses.

APORCUS BEEBLE

NE male human illusionist 2

HD 2d4; HP 6

AC 10 **Primes** Strength, Dexterity, Intelligence

Notable Abilities Wis 7 (–1)

Attack dagger +1 (1d4) or hand crossbow +1 (1d4)

Memorized Spells

1st—*color spray, obscuring mist, silent image*

0—*ghost sound, influence, prestidigitation, read magic*

Possessions dagger, hand crossbow with 10 bolts, dose of snakeweed, two doses of snakeweed

CYRIL BERRYHILL

"I've had enough of those bastards. Trask, get me Cyril."

—Finn

By day, Cyril Berryhill acts as the HBA's accountant, but by night, he's Mouse, a vicious assassin that specializes in eliminating Finn's enemies. Small, quiet, and unassuming, Cyril is an unlikely killer, something that gives him an edge over his marks.

CYRIL BERRYHILL ("MOUSE")

NE male halfling assassin 6

HD 6d6; HP 23

AC 13 **Primes** Dexterity, Wisdom

Notable Abilities Dex 17 (+2), Wis 13 (+1), Cha 16 (+2)

Attack dagger +2 (1d4), hand crossbow +4 (1d4)

Possessions padded armor, dagger, hand crossbow with 10 bolts, fine clothing, thieves' tools

LIAM BLACKHAMMER

"The trouble with Liam is he's so concerned for the welfare of the common Freeporter, he refuses to see some folks just can't be helped."

—Nathan Grymes

Liam Blackhammer is a member of the Captains' Council and is well regarded by the common folk of Freeport. While a popular Councilor, the goodwill toward this people's champion does not extend to his peers. Uncompromising, he is as stubborn as a mule, and the only reason why the rest of the Council tolerates him is because of his many years as a public servant and the will of the city.

LIAM BLACKHAMMER

NG male human fighter 6

HD 6d10+6; HP 43

AC 13 **Primes** Strength, Constitution, Wisdom

Notable Abilities Str 18 (+3), Dex 6 (–1), Con 15 (+1), Int 13 (+1), Wis 15 (+1), Cha 15 (+1)

Attack warhammer +10 (1d8+4)

Possessions scale mail, warhammer, artisan tools

ANDREA BLAX

"We dodged an arrow with that one."

—Marcus Roberts



One of many folks bidding to become the next Sea Lord after Drac's death, Andrea Blax claimed she was the Sea Lord's heir and to have "proof"—proof in the form of forged documents. Before the authenticity of her bid could be determined, the Council repealed the Law of Succession, leaving Blax holding nothing but crumbling dreams. Since the betrayal—as she sees it—she's set up camp in the ruins of Felix's place over on Windward and has established a small colony under her rule as Queen of Pirates.

ANDREA BLAX

NE female pirate 6

HD 6d8+6; HP 36

AC 17 **Primes** Dexterity, Constitution, Charisma

Notable Abilities Str 13 (+1), Dex 18 (+3), Con 15 (+1), Int 14 (+1), Cha 16 (+2)

Attack cutlass +6 (1d6+1)

Possessions chain shirt, buckler, cutlass, light crossbow with 10 bolts, *The Queen's Ire* and all its contents

POPPY BRAGG

"Poppy Bragg is not someone to cross. He's strong, smart, and he has all of the Longshoreman's Union behind him."

—Zach, Street Thief

Poppy Bragg is the leader of the Longshoreman's Union. With the help of his equally fiery wife, he cleaned up the corruption in the Docks, strong-arming ship captains, the Council, and anyone else who got in his way. Now that the Union completely controls the labor on the Docks, Bragg has emerged as one of Freeport's most important citizens.

POPPY BRAGG

NG male human fighter 4
HD 4d10+8; **HP** 34
AC 11 **Primes** Strength, Constitution, Wisdom
Notable Abilities Str 19 (+3), Con 17 (+2), Wis 13 (+1), Cha 15 (+1)
Attack club +8 (1d6+4)
Possessions padded armor, club, ledger, pamphlets, 45 gp

BOBBIN BRANDYPALE

"It's okay. Don't worry 'bout 'im. He won't say a word."

—Patrick O'Malley, Rake and Haunt of the Last Resort

Bobbin Brandydale is the proprietor of the Last Resort, a well-known inn and tavern in the Merchant District. He's known for his discretion and the commitment he shows to protecting his guests, extending to all sorts of criminal and immoral acts.

BOBBIN BRANDYPALE

N male halfling bard 4
HD 4d10; **HP** 26
AC 12 **Primes** Dexterity, Charisma
Notable Abilities Dex 14 (+1), Int 14 (+1), Cha 15 (+1)
Attack dagger +3 (1d4) or thrown dagger +4 (1d4)
Possessions 4 daggers, the Last Resort and all its contents

RICKARD BURBAGE

"No, no, no! Say it with feeling!"

—Rickard Burbage

Freeport's Opera House is the center of the city's culture and refinement, such as it is, and it falls to Rickard Burbage, the theater's director, to keep it in business. A shrewd businessman and not a bad



actor in his own right, he's equally loved and reviled in the city. The merchants adore him for his fabulous shows, while the actors detest him for his strictness and impossible demands.

RICKARD BURBAGE

CN male half-elf bard 5
HD 5d10; **HP** 31
AC 14 **Primes** Dexterity, Charisma
Notable Abilities Str 14 (+1), Dex 15 (+1), Cha 17 (+2)
Attack rapier +5 (1d6+1)
Possessions studded leather armor, rapier, fine clothing

G.Q. CALAME

"The truth is important, I won't deny it. All I'm saying is if we get a few details wrong, we can always fix 'em later."

—C.Q. Calame

The Shipping News is Freeport's dominant newspaper. While many Freeporters can't read, it doesn't stop them from gathering around those who can and listening to the gossip found in this widely circulated rag. C.Q. Calame is the consummate newsman and takes his job and his paper seriously.

G.Q. CALAME

NG male human bard 5
HD 5d10; **HP** 31
AC 10 **Primes** Intelligence, Wisdom, Charisma
Notable Abilities Int 18 (+3), Wis 14 (+1), Cha 18 (+3)
Attack short sword +4 (1d6)
Possessions spyglass, notebook, charcoal pencil, cigar, The Shipping News

CRAGWIPE

"Moving Krom's Throat did nothing to help this place. It's still a filthy hole where orcs gather to suck on the ale-teats. It's a vile place and one to be avoided."

—Pious Pete, Guide

Cragwipe owns Krom's Throat, a vile dive in Bloodsalt. Originally, he ran the place in Scurvytown, but racial tensions and violence drove him out along with most other orcs to make homes in the new ghetto. Cragwipe doesn't care at all since business is the same as it ever was.

CRAGWIPE

CN male half-orc fighter 4
HD 4d10+4; **HP** 30
AC 14 **Primes** Strength, Constitution
Notable Abilities Str 17 (+2), Dex 14 (+1), Con 14 (+1)
Attack heavy mace +7 (1d8+3) or heavy crossbow +5 (1d10)
Possessions studded leather, heavy mace, heavy crossbow, Krom's Throat and all its contents

COUNTESS D'AMBERVILLE

"I couldn't say who's beneath the mask, though I must say it's fetching all the same. No, I don't know who she is. The last person that stole a glimpse vanished, so you won't find me looking."

—A Man Wearing a Rat Mask

The Countess, as she's known, hails from a distant land, though which and where she's never revealed. In fact, no one knows anything about her, except that she runs the Salon du Masque, an upscale club in the Merchant District. Extremely exclusive, the entry fee, 100 lords, is enough to keep out all but the wealthiest of Freeport's citizens.

COUNTESS D'AMBERVILLE

CN female human assassin 9

HD 9d6; HP 34

AC 14 **Primes** Dexterity, Intelligence, Charisma

Notable Abilities Dex 20 (+4), Int 14 (+1), Wis 14 (+1), Cha 24 (+6)

Attack dagger +3 (1d4) or light crossbow +4 (1d6)

Possessions dagger, light crossbow, fine clothing, the Salon du Masque and all its contents

CELESTE D'ARRAN

"Celeste D'Arran is a strange bird. She came from money, could have had a comfortable marriage and all the trappings it would bring, but she set that all aside to be a diplomat of all things. Now she's too old to marry; no man would have her."

—Gossip at the Merchants' Guildhouse

Celeste D'Arran is a senior agent in the Office of Dredging and is the heir apparent for Marcus Roberts. Having cut her teeth as a diplomat and spy on the Continent, she's returned to Freeport to train new recruits and monitor developments in the city.

CELESTE D'ARRAN

N female human assassin 8

HD 8d6+8; HP 40

AC 12 **Primes** Dexterity, Intelligence, Charisma

Notable Abilities Dex 16 (+2), Con 14 (+1), Int 18 (+3), Cha 20 (+4)

Attack short sword +3 (1d6) or shortbow +5 (1d6)

Possessions short sword, shortbow, 50 arrows, courtier's outfit, 40 gp

DIMETRIOS

"Look, I didn't tell you this, but if you're looking for... well... hard-to-get goods... Dimetrios is your man."

—Someone Who Didn't Tell You This

Dimetrios is a known smuggler that jumps from bar to bar in the Docks. While the authorities are aware of his illicit activities, he's considered too small a fish for their attention. How wrong they are.

DIMETRIOS

CN male human thief 5

HD 5d6+5; HP 25

AC 13 **Primes** Strength, Dexterity, Constitution

Notable Abilities Str 20 (+4), Con 14 (+1), Wis 8 (–1)

Attack broadsword +6 (2d4+4)

Possessions studded leather armor, broadsword, 65 gp

DARIUS DORVIN

"Stop! Thief!"

—Yet Another Victim

Darius is living proof why one should always be suspicious of halflings. A gifted child impersonator, Darius haunts the Eastern District and the Old City where he pretends to be a weeping child who's lost his mother. Before the rube is any wiser, he snatches their purse and darts off saying, "I found her!"

DARIUS DORVIN

CN male halfling rogue 4

HD 4d6; HP 6

AC 13 **Primes** Dexterity, Charisma

Notable Abilities Str 7 (–1), Dex 16 (+2), Cha 14 (+1)

Attack dagger +0 (1d4–1)

Possessions padded armor, dagger

DUNBAR

"Dunbar and the Hellbound Social Club are firmly in Finn's pocket."

—Pious Pete, Guide

Dunbar was part of Finn's Syndicate and helped the halfling assume control over the Eastern District. As a reward for his help, Dunbar gained a sumptuous home that he promptly had renovated to serve as the headquarters for his own protection racket. Dunbar makes sure the Eastern District stays in line, and uses violence and threats to make sure people listen.

DUNBAR

N male human fighter 6

HD 6d10; HP 37

AC 16 **Primes** Strength, Dexterity, Charisma

Notable Abilities Str 18 (+3), Dex 16 (+2), Int 13 (+1), Cha 16 (+2)

Attack rapier +10 (1d6+1) or thrown dagger +8 (1d4+3)

Possessions chain shirt, rapier, dagger, fine clothing, Hellhound membership ring

EGIL, HIGH PRIEST OF THE KNOWLEDGE GOD

"He has many enemies, Egil does, and it's a shame. Everything he has done has been out of loyalty—to his friends, his temple, and this very city. To paint him as some dolt is a travesty."

—Lucius

The high priest of the Knowledge God's temple in Freeport is a celebrity. Having been involved in exposing the Drac scandal, and then enjoying a meteoric rise through the ranks of his temple under the guidance of the former high priest Thuron, he finally gained the rank of high priest when his predecessor stepped down. Egil is considered too young, too inexperienced, and above all too ambitious for the position. His rivals work to discredit him and remove him from power.

EGIL

NG male human cleric 6

HD 6d8+6; HP 41

AC 15 **Primes** Intelligence, Wisdom, Charisma

Notable Abilities Con 13 (+1), Int 15 (+1), Wis 20 (+4)

Attack heavy mace +3 (1d8)

Memorized Spells

3rd—*dispel magic*, *prayer*, *remove disease*

2nd—*aid*, *augury*, *hold person*, *silence*

1st—*bles*, *protection from evil*, *sanctuary*, *shield of faith*

0—*detect magic*, *first aid bandages* (×2), *light object*, *purify food and drink*

Possessions chainmail, heavy mace, cleric's vestments, silver holy symbol, holy water and incense, 13 gp

FALTHAR

"After the barbarians attacked, Falthar was never the same."

—Janis Hawthorne

Falthar ran a small shop called Falthar's Curios. Noted for its unusual assortment of products, he did a steady business catering to wizards, sorcerers, and no few priests. A barbarian attack that struck the city and claimed Falthar's companion, Nell, saw him close his shop and commit himself to some secret task. Romantics suggest he's searching for Nell, while others whisper he's chasing something dangerous to get revenge on the monsters that shattered his life.

FALTHAR

NG male human wizard 7

HD 7d4+7; HP 26

AC 10 **Primes** Constitution, Intelligence, Wisdom

Notable Abilities Str 8 (−1), Con 14 (+1), Int 21 (+4), Wis 16 (+2)

Attack dagger +1 (1d4−1)

Memorized Spells

4th—*dimension door*

3rd—*clairaudience/clairvoyance, dispel magic, hold person*

2nd—*detect thoughts, locate object, see invisibility, web*

1st—*burning hands, feather fall, hold portal, magic missile, shield*

0—*arcane mark, detect magic, detect poison, open/close, prestidigitation*

Possessions dagger, robes

FINN

"Freeport may not have a Thieves' Guild, but Finn's Syndicate is damn close to the real thing."

—Asha Sante



Finn is the leader of the Halffling Benevolent Association, an organization said to protect Freeport's halfflings and their interests. This is a front for an extensive and powerful criminal organization called the Syndicate. Aside from Mister Wednesday, Finn might well be the most dominant kingpin in the city.

FINN

N male halffling rogue 10

HD 10d6+10; HP 47

AC 16 **Primes** Dexterity, Intelligence, Charisma

Notable Abilities Dex 20 (+4), Con 15 (+1), Int 13 (+1), Cha 14 (+1)

Attack short sword +3 (1d6) or hand crossbow +7 (1d4)

Possessions leather armor, short sword, hand crossbow with 10 bolts, fine clothing, Syndicate

MASSON FRANCISCO

"My husband believes everything that comes out of Masson's mouth. While I do share his vision of the future, I'm not so sure Masson believes what he says, which worries me a great deal."

—Petra Wallace

Masson Francisco is the speaker of Libertyville. A vocal opponent of the decadence in Freeport and societal injustices upheld by the ruling class, his opponents have branded him an agitator, revolutionary, and a fool. Those who have heard his stirring speeches see him as a visionary and hear the future in his words.

MASSON FRANCISCO

CN male human pirate

HD 5d8+5; HP 31

AC 14 **Primes** Dexterity, Constitution, Charisma

Notable Abilities Str 13 (+1), Dex 16 (+2), Con 14 (+1), Int 13 (+1), Cha 16 (+2)

Attack cutlass +5 (1d6+1) or Privateer FP +6 (3d6)

Possessions leather armor, cutlass, Privateer FP with bullets and powder for 10 shots, fine clothing, tri-cornered hat

SHANTA FROESE

"You can't tell by looking at him, but his skill with a sword, both in front and behind closed doors, is quite impressive."

—Morgan Baumann

Shanta Froese is the first mate on the *Kraken's Claw*, and friend, constant companion, and lover of the captain. He's been with Baumann from the start, having been one of her first recruits. He has no aims at taking her place, which might explain Baumann's willingness to take him to bed.

SHANTA FROESE

LE male elf pirate 6

HD 6d8+6; HP 36

AC 15 **Primes** Strength, Dexterity, Constitution

Notable Abilities Str 17 (+2), Dex 16 (+2), Con 14 (+1)

Attack longsword +7 (1d8+2) or composite longbow +7 (1d8)

Possessions studded leather, longsword, composite longbow with 10 arrows, weather-stained clothing

GAREK

"It's a bit strange how he coddles his casks, but I try to ignore his antics. He does serve some of the best beer in Freeport."

—Rude Tom, Watchman

Garek runs the Dented Helm, an unassuming tavern and brewery in the Docks. While the place isn't much to look at, the brew is quite fine. Because of the quality, he's attracted a stable of regular customers. He's noted for the dented helm on his head, the tale of which changes with each telling.

GAREK

NG male dwarf fighter 6
HD 6d10+18; **HP** 55
AC 19 **Primes** Strength, Constitution, Charisma
Notable Abilities Str 14 (+1), Con 18 (+3), Int 13 (+1), Cha 15 (+1)
Attack warhammer +8 (1d8+2)
Possessions full plate, large steel shield, warhammer, 168 gp, the Dented Helm and all its contents

XAVIER GORDON

"He must have done something right since he got a seat after his stint as the Privateer came to an end."

—C.Q. Calame

Before becoming a full member of the Captains' Council, Xavier Gordon held the Privateer's Seat. During his time, he proved himself, placing the city before his own needs. He also was an ardent supporter of Lady Elise Grossette. He almost lost his place on the Council when his term expired, but his allies ensured he remained with them by offering him one of the vacant seats.

XAVIER GORDON

CG male human noble 6
HD 6d8+6; **HP** 36
AC 12 **Primes** Dexterity, Intelligence, Charisma
Notable Abilities Str 14 (+1), Dex 17 (+2), Con 14 (+1), Int 16 (+2), Cha 13 (+1)
Attack scimitar +3 (1d6+1) or light crossbow +4 (1d6)
Possessions scimitar, light crossbow with 10 bolts, fine clothing

GRINGA

"I don't know where I'd be without Gringa, I really don't."

—Dreiden Simmerswell

Gringa manages the front of the Diving Fin, seeing to it that the customers behave themselves and making sure the wait staff do their jobs quickly and efficiently. Most times, she works behind the bar, mixing drinks and keeping an eye on the place.

GRINGA

CG female half-orc barbarian 6
HD 6d12+6; **HP** 50
AC 15 **Primes** Strength, Constitution
Notable Abilities Str 18 (+3), Dex 13 (+1), Con 15 (+1), Cha 8 (−1)
Attack two-handed axe +8 (1d12+3)
Possessions chain shirt, two-handed axe, 130 gp

NATHAN GRYMES

"I think what bothers me about Grymes the most are the rumors. He never does or says anything that would raise suspicion, but the stories I hear... they're enough to chill me to the bone."

—Jacob Lydon

Nathan Grymes recently gained a seat on the Captains' Council. Few know much about him or his past, but he seems to have connections in the Merchant District. Some claim he has ties to the slaver city of Mazin, but no one has proof of such a connection.

NATHAN GRYMES

LE male human noble 6
HD 6d8; **HP** 30
AC 15 **Primes** Dexterity, Intelligence, Charisma
Notable Abilities Dex 15 (+1), Int 13 (+1), Cha 17 (+2)
Attack rapier +2 (1d6)
Possessions chain shirt, buckler, rapier, fine clothing, 20 gp

SISTER GWENDOLYN

"I fear the good sister is more concerned with politics than she is with her own faith. I'd say we succeeded, wouldn't you?"

—Marcus Roberts

Sister Gwendolyn is the representative of the Temple of the Sea God to the Captains' Council. For generations, there has always been such a figure, as the Sea God and respect owed to him are vital to the city's survival. Gwendolyn is more of a stand-out figure since she has invested a great deal of time and energy into making a place for herself in the city's government. Her ambition has led many to question her motives and the strengths of her convictions.

SISTER GWENDOLYN

NG female human cleric 6
HD 6d8; **HP** 30
AC 16 **Primes** Dexterity, Wisdom, Charisma
Notable Abilities Dex 13 (+1), Wis 18 (+3), Cha 18 (+3)
Attack light mace +3 (1d6) or light crossbow +4 (1d6)
Memorized Spells
 3rd—*continual flame, create food and water, cure serious wounds*
 2nd—*aid, consecrate, delay poison, lesser restoration*
 1st—*bless water, cure light wounds, sanctuary, shield of faith*
 0—*create water, detect magic, first aid, light, purify food and drink*
Possessions breastplate, light mace, light crossbow with 10 bolts, fine clothing, silver holy symbol, pouch with 10 gp

DIRK HASLINGER

"I used to live in a mansion! Now look at me."

—Dirk Haslinger

Dirk Haslinger is a desperate man. A junky and a worthless squatter, he hasn't done an honest day of work in his life. The Great Green Fire burned down his "mansion" and left him destitute. He'll do anything for a fix. Anything.

DIRK HASLINGER

NE male human rogue 3
HD 3d6+6; **HP** 19
AC 14 **Primes** Strength, Dexterity, Constitution
Notable Abilities Str 14 (+1), Dex 16 (+2), Con 16 (+2), Int 13 (+1), Wis 8 (−1)
Attack short sword +2 (1d6+1)
Possessions leather armor, short sword, filthy clothing, 14 doses of abyss dust

ENOCH HOLLIVER, COMMISSIONER OF THE WATCH

"Everyone has their secrets and the Commissioner is no different. We've learned not to ask too many questions of him and in turn he doesn't ask many of us."

—Shent, Watchman

Enoch Holliver is the Commissioner of Freeport's Watch. An ex-mercenary lured to Freeport by the promise of gold and assurances of no questions about his suspicious past, he's a grizzled veteran capable of keeping the unruly Watch under some semblance of control. When not overseeing Freeport's security, he attends to the matters of governance, having a seat on the Captains' Council.

ENOCH HOLLIVER

LE male human fighter 6
HD 6d10+12; **HP** 49
AC 19 **Primes** Strength, Constitution, Wisdom
Notable Abilities Str 20 (+4), Con 16 (+2), Int 14 (+1), Wis 14 (+1), Cha 14 (+1)
Attack longsword +11 (1d8+5) or heavy lance +10 (1d8+4)
Possessions full plate, large steel shield, longsword, heavy lance, fine clothing, heavy warhorse

ADMIRAL HROTHY

"Oh he's delightful. I'm sure to invite the good admiral to all my parties."

—Lucille Venport, Noblewoman

Before Hrothy settled in Freeport, he was an admiral in one of the Continental nations' navies. He gained a name for his ruthlessness at sea and won more battles than he lost. He eventually retired and moved to Freeport to spend his golden years. Despite having crossed swords with many a Freeporter, he's become a socialite, rubbing elbows with the city's elite. Too bad none of his "friends" know he's really a spy.

ADMIRAL HROTHY

LN male human noble 7
HD 7d8+7; **HP** 42
AC 10 **Primes** Strength, Intelligence, Charisma
Notable Abilities Str 14 (+1), Con 13 (+1), Int 15 (+1), Cha 16 (+2)
Attack cutlass +3 (1d6+1)
Possessions cutlass, uniform, ivory pipe, signet ring, spyglass, 130 gp

FARGAS IRONFOOT

"Ironfoot makes Finn look like a gentle baby, not that I'm saying Finn's gentle... or a baby... oh dear, I'm in trouble now aren't I?"

—Dimetrios

The captain of the *Widowmaker* is an infamous halfling pirate named Fargas Ironfoot. Cruel and heartless, he thrives as a buccaneer, inspiring terror wherever he sails. Part of his nasty reputation stems from pitting his captives against one another, granting the victor a place in his crew and the loser a place with the sharks.

FARGAS IRONFOOT

NE male halfling pirate 7
HD 7d8+7; **HP** 42
AC 15 **Primes** Dexterity, Charisma
Notable Abilities Str 14 (+1), Dex 22 (+5), Con 14 (+1), Int 13 (+1), Cha 17 (+2)
Attack cutlass +7 (1d6+1) or dagger +7 (1d4+1)
Possessions cutlass, dagger, salt-stained clothing, pouch with 73 gp, the *Widowmaker* and all its contents

EUDOKIA KASOVAR

"All that twaddle about bloodlines, dragons, and other nonsense goes a great way toward masking the fact that she's easily the most beddable woman in Freeport."

—Marcus Roberts

Eudokia Kasovar leads an underground movement of people who share her vision that they are all inheritors of some draconic proto-being. While they haven't gained much traction, being relatively small and insignificant, they have gained the attention of the Wizards' Guild, who fear Kasovar might begin poaching their students.

EUDOKIA KASOVAR

N female human illusionist 12
HD 10d4+12; **HP** 38
AC 11 **Primes** Dexterity, Intelligence, Charisma
Notable Abilities Dex 15 (+1), Con 14 (+1), Int 16 (+2), Wis 16 (+2), Cha 18 (+3)
Attack dagger +3 (1d4)
Memorized Spells
 6th—*greater shadow evocation, shades*
 5th—*dream, greater shadow conjuration, shadow evocation*
 4th—*confusion, emotion, seeming*
 3rd—*blink, dispel illusion, hallucinatory terrain, nondetection, suggestion*
 2nd—*alter self, blur, invisibility, minor image, mirror image*
 1st—*change self, color spray, daze, hypnotism, obscuring mist, silent image*
 0—*arcane mark, detect illusion, influence, light, prestidigitation, read magic*

Possessions dagger, fine clothing, cult and its members

JOZAN FEG

Jozan Feg is a prosperous merchant in the Old City. He's one of Eudokia's first converts and her cohort. It is at his house that the cult congregates for instruction and worship.

JOZAN FEG

N male human illusionist 9
HD 9d4; **HP** 24
AC 10 **Primes** Strength, Intelligence, Charisma
Notable Abilities Str 14 (+1), Wis 8 (−1), Cha 16 (+2)
Attack dagger +3 (1d4+1)
Memorized Spells
 5th—*guards and wards*
 4th—*mirage arcana, seeming*
 3rd—*dispel illusion, major image, suggestion*
 2nd—*alter self, blur, detect magic, minor image*
 1st—*change self, color spray, message, silent image, ventriloquism*
 0—*dancing lights, detect illusion, ghost sound, influence, prestidigitation*
Possessions dagger, clothing, town house and all its contents

GITCH

"Gitch great! Gitch good! Gitch master wizard! All bow to Gitch!"

—Gunk, Goblin

Formerly serving as the city's "fire marshal," Gitch lost his wagon and job during the Great Green Fire. He retreated to Bloodsalt, where he lives in a rundown tower dubbed, by the locals, the Tower of High Sorcery. Whether he wants to be or not, he's the spokesperson for Freeport's goblin population.

GITCH

CN male goblin wizard 4

HD 4d4; HP 15

AC 11 **Primes** Dexterity, Constitution, Intelligence

Notable Abilities Str 8 (–1), Dex 14 (+1), Con 14 (+1), Int 16 (+2), Wis 8 (–1)

Attack club +0 (1d6–1)

Memorized Spells

2nd—*invisibility, protection from arrows, scare*

1st—*burning hands, magic missile, shield, unseen servant*

0—*ghost sound, light, mage hand, mending*

Possessions club, Tower of High Sorcery and all its contents, rags, pouch with 5 gp

RUDIMAR HARROW

"All doom and gloom that one."

—Janis Hawthorne

Rudimar Harrow's life changed the moment he died. He got better, but the experience left him with horrible visions of Hell, and a sense that if he didn't straighten up, he would go right back when he stayed dead. Rudimar walks the streets of Freeport, offering dire sermons to those who'll listen, hoping to frighten them back onto the straight and narrow.

RUDIMAR HARROW

LN male human cleric 4

HD 4d8; HP 25

AC 20 **Primes** Strength, Constitution, Wisdom

Notable Abilities Str 15 (+1), Dex 13 (+1), Con 14 (+1), Wis 13 (+1), Cha 8 (–1)

Attack warhammer +2 (1d8+1)

Memorized Spells

2nd—*darkness, hold person*

1st—*bless, command, cure light wounds, shield of faith*

0—*detect evil, detect magic, first aid, light*

Possessions full plate, large shield, warhammer, holy symbol, vestments, 10 gp

HARCOURT HORKEL

"He's a scoundrel, a no-good conman. He puts on a happy face and sure, he's great fun, but you watch your back. He wants one thing and one thing only: your money."

—Aleksander Tovac

The Docks are full of confidence men, but few hold a candle to the sliminess of Harcourt Horkel. This hustler is a card-shark, charlatan, hustler, and everything in between, and to those who haven't been duped by him before, he's the best thing that's ever happened to them... at least until he's ripped them off.

HARCOURT HORKEL

N male human bard 7

HD 7d10; HP 34

AC 13 **Primes** Dexterity, Intelligence, Charisma

Notable Abilities Dex 18 (+3), Con 13 (+1), Int 15 (+1), Cha 18 (+3)

Attack rapier +6 (1d6) or dagger +9 (1d4)

Possessions rapier, dagger, deck of marked cards, numerous phials filled with colored water, pouch containing 18 gp

JANIS HAWTHORNE

"She claims she's a simple fruit-seller, but that woman knows more than she lets on."

—Zach

To look at her, one would see just another vendor struggling to make a living. Janis is happy, pleasant, and perfectly friendly, but she's a hopeless gossip and seems to have a knack for picking up all sorts of information.

JANIS HAWTHORNE

LN female half-elf bard 1

HD 1d10; HP 10

AC 10 **Primes** Intelligence, Wisdom, Charisma

Notable Abilities Str 14 (+1), Int 15 (+1), Wis 17 (+2), Cha 15 (+1)

Attack club +1 (1d6+1)

Possessions club, Jake the donkey, cart full of fruit

TORYA IRONTOOTH

"Torya was handled poorly. It's not her fault she has orc blood in her veins."

—Nifur Roberts

Torya spent her youth as a novelty among Freeport's upper class. It wasn't until the racist attacks in Scurvytown that Torya realized she was nothing more than a curiosity to her "friends." She fled to Bloodsalt and helped found a compound for others of her kind.

TORYA IRONTOOTH

N female half-orc noble 3

HD 3d8; HP 17

AC 14 **Primes** Dexterity, Charisma

Notable Abilities Cha 17 (+2)

Attack longsword +1 (1d8)

Possessions chain shirt, longsword, courtier's outfit, pouch containing 35 gp

KARL THE KRAKEN

"Me kill, yes?"

—Karl the Kraken

For many years, Karl was a professional thug, a hired brute noted for not asking questions and being good at smashing faces. He had a tendency, though, to kill when lethal force wasn't needed, a fact that tempered merchants' zeal for hiring him. Since the Great Green Fire, Karl has relocated to Bloodsalt along with most of the other orcs. He hasn't had the business he enjoyed in the good old days, and he sometimes takes out his frustrations on the occasional hobgoblin.

KARL THE KRAKEN

CE male half-orc fighter 6

HD 6d10; HP 49

AC 16 **Primes** Strength, Dexterity, Constitution

Notable Abilities Str 19 (+3), Dex 15 (+1), Con 17 (+2), Wis 13 (+1), Cha 14 (+1)

Attack heavy flail +10 (1d10+4), sap +9 (1d3+3), spiked gauntlet +9 (1d3+3)

Possessions breastplate, heavy flail, sap, spiked gauntlet, manacles

K'STALLO

"A brilliant scholar and loyal friend. I rue the day I met him."

—Egil, High Priest of the Knowledge God

Until recently, K'Stallo had been impersonating the High Priest Thuron of the Knowledge God. His secret safe with Brother Egil, he used his guise to learn what he could of the secrets beneath Freeport and to liberate the degenerate serpent people from their barbarism. K'Stallo aided Egil and his adventurer companions in thwarting Milton Drac's plans, but once they had achieved this, the serpent person turned his full attentions on his lost kin, leaving the temple for Egil to run as he saw fit.



K'STALLO

N male serpent person cleric 8

HD 8d8; HP 39

AC 10 **Primes** Wisdom, Charisma

Notable Abilities Int 16 (+2), Wis 22 (+5), Cha 15 (+1)

Attack heavy mace +4 (1d8)

Prepared Spells

5th—*flame strike, raise dead*

4th—*divination, freedom of movement, neutralize poison*

3rd—*cure serious wounds, dispel magic, magic circle against evil, prayer*

2nd—*aid, augury, hold person, silence, spiritual weapon*

1st—*bless, command, cure light wounds, sanctuary, shield of faith*

0—*detect magic, detect poison (×2), endure elements, purify food and drink*

Possessions heavy mace, silver holy symbol of Yig marked with versus of anathema, cleric's vestments

See **Chapter 7** for serpent people traits.

LEXI

"Lexi available? Oh. No? Okay, I guess you'll do then."

—A Customer at the Serenity House

Lexi is a popular courtesan at the Serenity House. Part of her success stems from her ability to anticipate her customers' fantasies. She hides a dark secret and a troubled past, things only those closest to her know about.

LEXI

LE female human illusionist 5

HD 5d4; HP 14

AC 10 **Primes** Dexterity, Intelligence, Charisma

Notable Abilities Cha 16 (+2)

Attack dagger +1 (1d4)

Memorized Spells

3rd—*suggestion*

2nd—*alter self, minor image*

1st—*change self, daze, hypnotism, silent image*

0—*ghost sound, influence, light, mending, prestidigitation*

Possessions dagger, courtesan's outfit

JACOB LYDON

"He's a disgrace to the Council. If he doesn't straighten up, I promise, I'll do whatever, and I mean whatever, I can to see him removed."

—Liam Blackhammer

When Captain Lydon settled in Freeport, he wanted nothing more than to get into politics. He believed by doing so, he could earn enough to pay off his creditors and get them off his back. A fool with money, he's never managed his affairs well. He did manage to get a seat, but his behavior has simply distanced him from true power in the city.

JACOB LYDON

CG male human pirate 6

HD 6d8; HP 21

AC 13 **Primes** Strength, Dexterity, Wisdom

Notable Abilities Str 17 (+2), Dex 15 (+1), Wis 14 (+1)

Attack cutlass +7 (1d6+2) or dagger +6 (1d4+2)

Possessions leather armor, cutlass, 4 daggers, *The Gambit* and all its contents

MENDOR MÆORGAN

"Some days it's best to forget I have any family."

—Marilise Maeorgan

Mendor Maeorgan is the Sea Lord's infamous cousin. Having long been involved in shady pursuits, Mendor's been associated with the now-defunct Joy Boys and he now leads the notorious Rakeshames, a group of disaffected noble youths who create trouble out of boredom. Those who know him, though, recognize a profound change in his temperament and even appearance. He is larger, more sinister, and thoroughly mad.

MENDOR MÆORGAN

CE male human barbarian 6
HD 6d12+12; **HP** 56
AC 16 **Primes** Strength, Constitution, Charisma
Notable Abilities Str 16 (+2), Dex 14 (+1), Con 16 (+2), Int 8 (–1), Wis 6 (–1), Cha 14 (+1)
Attack bastard sword +7 (1d10+2)
Possessions breastplate, bastard sword

MARILISE MÆORGAN

"Somehow, I think she always knew she would become the Sea Lord."

—Marshal Maeorgan

As the current Sea Lord of Freeport, the most powerful and influential person in the city, Marilise Maeorgan freed Freeport from the uncertainty following Milton Drac's fall and has ushered in a new chapter of Freeport's history. Beautiful as she is tempestuous, she brings to the office an unpredictability that makes many elite citizens nervous.

MARILISE MÆORGAN

NE female human noble 6
HD 6d8+6; **HP** 36
AC 10 **Primes** Dexterity, Intelligence, Charisma
Notable Abilities Dex 16 (+2), Con 13 (+1), Int 16 (+2), Wis 15 (+1), Cha 18 (+3)
Attack *reaverbane* +7(1d8+5) or dagger +2 (1d4)
Possessions *reaverbane*, dagger, fine clothing, signet ring, badge of office

ARGYLE MCGILL

"Nope, I have no use for a six-breasted ebony statue... you know... come here, up and close so I can whisper... you might check up at the Shop. Old McGill's got a taste for the strange."

—Wilford Vinely

Argyle McGill is an ex-pirate and collector of unusual artifacts and relics. He runs a small shop tucked away in a rarely traveled section of the Old City. He has numerous items from all over the world, and locals whisper that he has a great deal more somewhere in his "Shop."

ARGYLE MCGILL

NG male human fighter 4
HD 4d10+4; **HP** 30
AC 14 **Primes** Strength, Intelligence, Wisdom

Notable Abilities Str 16 (+2), Dex 13 (+1), Con 13 (+1), Int 15 (+2), Wis 15 (+2)

Attack dagger +7 (1d4+3)

Possessions studded leather armor, buckler, dagger, magnifying glass

MOTHER MIRREN

"I wish that old hag would just die already."

—Vikki Tarjay

As matriarch of her large and extended family, Mother Mirren oversees the affairs of literally scores of her descendants. While not the wealthiest of families in Freeport, their sheer number gives them weight they otherwise wouldn't have.

MOTHER MIRREN

NG female human
HD 1d8; **HP** 7
AC 9 **Primes** Wisdom, Charisma
Notable Abilities Str 6 (–1), Dex 8 (–1), Con 6 (–1), Int 15 (+1), Wis 18 (+3), Cha 14 (+1)
Attack dagger –1 (1d4–1)
Possessions dagger, fine clothing

TALBOUS MOG

"He's a corrupt little bugger, and I aim to pay him back for his 'services.'"

—Karl the Kraken

When most people think priests, they conjure up visions of holy men working to spread the word of their deity by doing good (or not-so-good) works. Talbous Mog doesn't buy into that. He does good deeds for a price. A mercenary healer, he wore out his welcome in the Docks and now runs a small stall in the Fool's Market.



TALBOUS MOG

N male gnome cleric 4
 HD 4d8+4; HP 25
 AC 19 **Primes** Constitution, Wisdom
Notable Abilities Con 15 (+1), Wis 18 (+3)
Attack light mace +2 (1d6)
Memorized Spells
 2nd—*delay poison, lesser restoration, speak with dead*
 1st—*bleed, cure light wounds* (×2), *sanctuary*
 0—*detect magic, detect poison, light, purify food and drink*
Possessions full plate, large steel shield, light mace, holy symbol

NEVTALATHIEN

"Can't say I can find a better price for leathers than at Nev's, not that I have need for such things."

—Pious Pete, Guide

Nevtalathien, or Nev to her friends, is a semi-retired adventurer who settled in Freeport to make an honest living. She runs a leatherworking shop in the Seaside Market. She finds it hard to resist the lure of danger and frequently disappears for weeks at a time, only to return with a fresh batch of scars.

NEVTALATHIEN

CG female half-elf fighter 6
 HD 6d10+6; HP 33
 AC 13 **Primes** Strength, Dexterity, Constitution
Notable Abilities Str 14 (+1), Dex 15 (+1), Con 15 (+1), Wis 13 (+1)
Attack longsword +8 (1d8+2), short sword +7 (1d6+2), shortbow +7 (1d6)
Possessions studded leather, longsword, short sword, shortbow with 10 arrows

OMAR NKOTA

"It boggles the mind to think the Council allows his menagerie in our city! What if one of those land sharks gets loose? Just think of the horror! What a story!"

—C.Q. Calame

Omar Nkota is the only man with the stones to train the more exotic species found in the Serpent's Teeth. He runs a compound at the edge of Drac's End, where he stables all sorts of strange and terrifying monsters.

OMAR NKOTA

LN male human ranger 5
 HD 5d10; HP 27
 AC 11 **Primes** Strength, Wisdom, Charisma
Notable Abilities Dex 13 (+1), Int 15 (+2), Wis 14 (+2), Cha 14 (+2)
Attack longsword +4 (1d8) or dagger +5 (1d4)
Possessions longsword, 3 daggers

OTTO PARSAM

"Otto talks tough, but he's got the skill to back it up. A piece of advice if yer planning on picking up a blade from him: show respect... tab him an' the weapon."

—Dakarta Gringsson, Owner of the Broken Mug

An ex-adventurer, Otto Parsam retired in Freeport and opened a weapon shop to make ends meet. Having seen his fair share of action, he knows the difference a superior weapon can make in a fight. Although he lives in Scurvytown, no one's foolish enough to give him trouble for Otto has proved on more than one occasion he knows his way around a fight.



OTTO PARSAM

NG male human fighter 12
HD 10d10+32; **HP** 91
AC 17 **Primes** Strength, Dexterity, Constitution
Notable Abilities Str 19 (+3), Dex 16 (+2), Con 17 (+2), Int 14 (+1), Wis 13 (+1)
Attack bastard sword +17 (1d10+5)
Possessions breastplate, bastard sword

PATAMON

"He's positively delicious."

—Alisson Vanderbuck, Merchant's Daughter

Patamon is a flamboyant knave and stealer of hearts. Rumor holds he once ran with one of Freeport's gangs, and fled the city when something went wrong. Since he's back in the city, the dust must have settled, yet those who know him note he spends a fair bit of time looking over his shoulder.

PATAMON

CN male human illusionist 5
HD 5d4+5; **HP** 20
AC 13 **Primes** Dexterity, Intelligence, Charisma
Notable Abilities Dex 18 (+3), Con 13 (+1), Int 14 (+1), Wis 13 (+1), Cha 16 (+2)
Attack dagger +1 (1d4)
Memorized Spells
 3rd—*suggestion*
 2nd—*alter self*, *misdirection*
 1st—*color spray*, *daze*, *erase*, *hypnotize*, *message*, *silent image*
 0—*detect illusion*, *ghost sound*, *influence*, *prestidigitation*, *read magic*
Possessions dagger, magnifying glass, fine clothing (for the ladies)

PRENDAG THE HIGH DEATH

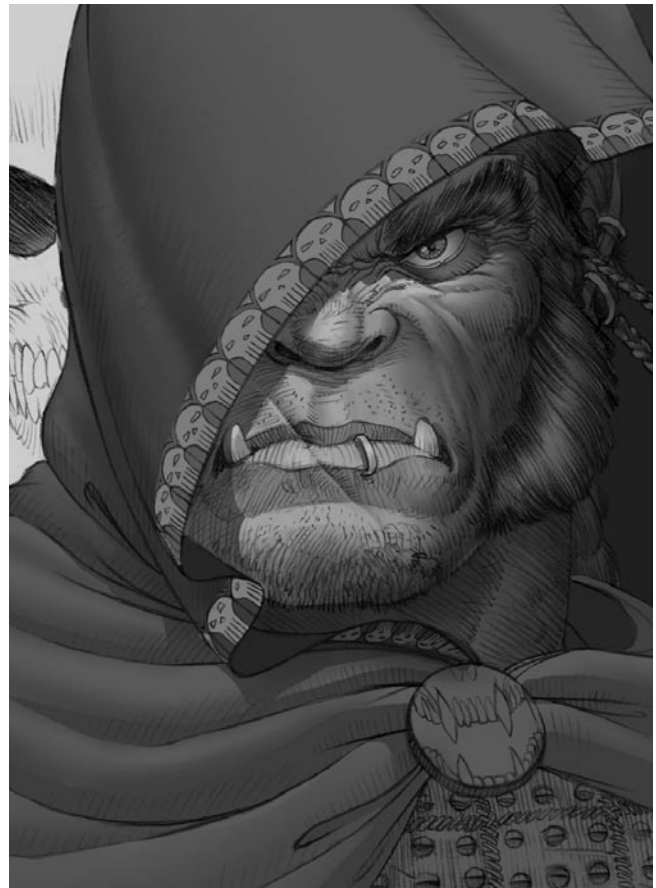
"You'd be a fool to think the orcs are just going to keep taking the hobgoblins' crap. There's word on the street that there's a new fella in Bloodsalt and he aims to do something about Draegar and his boys."

—Rat, Beggar

Prendag is the leader of a small but dangerous cult called the Bleeding Fist. Founded for the purpose of spreading the Death God's influence in Freeport, Prendag organizes this mob of killers and thugs, spreading fear throughout Scurvytown, Bloodsalt, and beyond. Rumors of his success have made him something of a hero to the orcs of Bloodsalt, and many seek out the Bleeding Fist to gain the power which they felt was stolen from them by the hobgoblins of their ghetto.

PRENDAG

CE male half-orc assassin 7
HD 7d6+7; **HP** 31
AC 14 **Primes** Strength, Dexterity, Charisma
Notable Abilities Str 18 (+3), Dex 13 (+1), Con 14 (+1), Cha 14 (+1)
Attack spiked gauntlet +5 (1d3+3) or dagger +5 (1d4+3) or thrown dagger +3 (1d4+3)
Possessions studded leather, spiked gauntlet, 4 daggers, silver unholy symbol, dark clothes



TENCH PRESCOTT

"He spends more time oiling his sword at the Serenity House than he does doing his job on the Council. It's good these privateers are only around for a couple of years."

—Garth Varelion

The current holder of the Privateer's Seat is Tench Prescott, a man famous for his libido. According to those close to the Council, he took the job to keep his coffers full and slake his thirst for the ladies.

TENCH PRESCOTT

N male human pirate 4
HD 4d8; **HP** 21
AC 15 **Primes** Strength, Dexterity, Charisma
Notable Abilities Str 13 (+1), Dex 16 (+2), Wis 8 (–1), Cha 16 (+2)
Attack rapier +4 (1d6+1) or light crossbow +5 (1d6)
Possessions studded leather armor, rapier, light crossbow with 10 bolts, courtier's outfit, purse containing 40 gp

ARENA QUEN

"She's an odd one that Arena Quen. Claims to be a priestess, but she don't act like no priest I ever met."

—Aporcus Beedle

Arena Quen is a local priestess of nature who lives outside of the city, but regularly visits Freeport to sell vegetables, herbs, and the like to the locals of Drac's End. Considered an eccentric at best, a witch at worst, she does help her image when she throws clods of dirt at those who offend her sensibilities.

ARENA QUEN

NG female human druid 2
HD 2d8+2; **HP** 14
AC 13 **Primes** Dexterity, Constitution, Wisdom
Notable Abilities Str 8 (–1), Dex 14 (+1), Con 13 (+1), Wis 16 (+2)
Attack sickle +0 (1d4–1) or quarterstaff +0 (1d6–1)
Memorized Spells
 1st—*animal friendship, magic stones, shillelagh*
 0—*detect poison, endure elements, first aid, know direction*
Possessions leather armor, sickle, quarterstaff

THULMIR QUENT

“I’m looking for a few good men... Know any?”

—Thulmir Quent

For those who need money and don’t mind a bit of danger, Thulmir Quent’s their man. A broker of sorts for mercenaries, explorers, and adventurers, he keeps his ear to the ground, always listening for potential expeditions in need of a little muscle.

THULMIR QUENT

N male human rogue 5
HD 5d6; **HP** 20
AC 12 **Primes** Intelligence, Wisdom, Charisma
Notable Abilities Int 17 (+2), Wis 16 (+2), Cha 14 (+1)
Attack dagger +2 (1d4)
Possessions leather armor, 4 daggers

ADMIRAL THURLOW RANKIN

“A loyal, if uninspired man.”

—Garth Varellion

Admiral Thurlow Rankin is a stodgy old man whose job it’s been to make sure Freeport’s fleets stay in shape and in combat readiness. He’s seen many masters over his years and doesn’t waste time worrying about their virtues or their flaws. He takes orders well, which is why he’s held onto this job for so long.

THURLOW RANKIN

N male human fighter 6
HD 6d10; **HP** 37
AC 16 **Primes** Strength, Dexterity, Charisma
Notable Abilities Dex 16 (+2), Int 14 (+1), Cha 16 (+2)
Attack rapier +7 (1d6+1)
Possessions chain shirt, rapier, uniform, badge of office, the *Tyrant* and all its contents, pouch containing 72 gp

RED ALICE

“Aye, I saw ’er. She had fangs, flaming hair, and a necklace of man-parts. I ran for my life, but the sound of her cackling haunts me still.”

—Rude Tom, Watchman

A scourge of young noblemen in the Merchant District, Red Alice is a larger-than-life murderess. Once a promising actress, the woman who became Red Alice saw her dreams shattered one brutal night, after being assaulted by a cruel noble. Ever since, she’s hunted young male nobles, vowing to get her revenge by murdering anyone she suspects may have been the villain that attacked her.

RED ALICE

CE female half-elf assassin 5
HD 5d6+5; **HP** 25
AC 16 **Primes** Dexterity, Intelligence, Charisma
Notable Abilities Dex 19 (+3), Con 14 (+1), Int 17 (+2), Wis 8 (–1), Cha 15 (+1)
Attack short sword +2 (1d6) or light crossbow +5 (1d6)
Possessions leather armor, buckler, short sword, light crossbow with 10 bolts

DRAEGAR REDBLADE

“If Draegar wants Bloodsalt, I say let him have it.”

—Garth Varellion

Draegar Redblade is the influential commander of Redblade’s Militia, the police force that controls Bloodsalt. It’s no secret Draegar wants more power, more control over the city. The Captains’ Council keeps a wary eye on this ambitious hobgoblin.

DRAEGAR REDBLADE

LE male hobgoblin fighter 7
HD 7d10+14; **HP** 57
AC 16 **Primes** Strength, Constitution
Notable Abilities Str 18 (+3), Dex 14 (+1), Con 16 (+2), Int 13 (+1)
Attack longsword +9 (1d8+2) or medium crossbow +7 (1d8)
Possessions chainmail, large steel shield, longsword, medium crossbow with 20 bolts, pouch containing 15 gp

MARCUS ROBERTS

“I don’t trust Roberts; he smiles too much.”

—Liam Blackhammer

Marcus Roberts is very much the face of Freeport itself, being the city’s preeminent ambassador and having contacts all over the Continent. Marcus’s natural charisma and good looks are useful for his lesser-known duties, serving as Freeport’s spymaster and principal of the Office of Dredging.

MARCUS ROBERTS

CG male human rogue 7
HD 7d6+7; **HP** 34
AC 14 **Primes** Dexterity, Intelligence, Charisma
Notable Abilities Dex 16 (+2), Con 13 (+1), Int 16 (+2), Wis 14 (+1), Cha 16 (+2)
Attack short sword +2 (1d6)
Possessions leather armor, short sword, signet ring, noble’s outfit, manor house and all its contents

NIFUR ROBERTS

“She is the luckiest woman in Freeport, blessed with good looks, wealth, status, and a successful business. I really hate her.”

—Vikki Tarjay

A few years ago, most merchant princes dismissed Nifur Roberts as a reckless and flighty young woman, who would masquerade at nights as a bravo finding no shortage of trouble in the taverns of Drac’s End and the Merchant District. However, she has since abandoned her childish exploits after she and her sisters found themselves in a great deal of trouble. Now she runs her own business, importing and exporting weaponry. Her business savvy

as well as her father's station on the Council makes her something of a celebrity in the city.

NIFUR ROBERTS

CG female human fighter 2

HD 2d10; HP 15

AC 11 **Primes** Strength, Intelligence, Charisma

Notable Abilities Dex 14 (+1), Int 13 (+1), Wis 8 (–1), Cha 15 (+1)

Attack rapier +3 (1d6+1)

Possessions rapier, noble's outfit, signet ring, import/export business

TANKO SONDEK

"I fight for the memory of Commissioner Williams. Though tasked with this lowly job, I believe, I must believe, I can still do good for Freeport."

—Tanko Sondek

Tanko Sondek was once an up-and-coming sergeant in the Sea Lord's Guard, but fell from grace with the death of Commissioner Williams. Now assigned to manage the Sewer Watch, he struggles to find a better place in the city and return to the task of cleaning up Freeport.

TANKO SONDEK

LG male human fighter 6

HD 6d10; HP 37

AC 15 **Primes** Strength, Wisdom, Charisma

Notable Abilities Str 20 (+4), Dex 14 (+1), Int 14 (+1), Wis 14 (+1), Cha 18 (+3)

Attack falchion +11 (2d4+5)

Possessions chain shirt, falchion

BILL SANGAPULATELE

"I was tired of them pirates always kicking sand in my face, so I seen old Bill. He set me right."

—Tyler Crem, Tent Town Thug

A former pirate, Bill Sangapulatele settled in Freeport and started a bodyguard business. In the six years he's protected Freeport's finest, he's made quite a name for himself. His success stems not only from the services he provides, but also for his willingness to teach others how to defend themselves.

BILL SANGAPULATELE

LN male human monk 6

HD 6d12; HP 44

AC 13 **Primes** Strength, Constitution, Wisdom

Notable Abilities Str 18 (+3), Dex 18 (+3), Int 8 (–1), Wis 14 (+2)

Attack unarmed +8 (1d8+3) and unarmed secondary +8 (1d4+1)

Possessions peasant's outfit, pouch with 25 gp

ASHA SANTE

"There were all sorts of suspicious and, to be honest, illegal activities when Xander Williams ran the Guard. So I suppose I'm not surprised that she and her subversive group fell apart with their master's death."

—Finn

Asha Sante is a priestess of the Retribution God, and when she came to Freeport, she helped Xander Williams and Elise Grossette build an organization of agents whose job it was to root out corruption in the city. When Williams died and Grossette vanished, Sante's group fell to pieces and she went underground.

ASHA SANTE

LN female human cleric 5

HD 5d8+5; HP 31

AC 16 **Primes** Strength, Constitution, Wisdom

Notable Abilities Str 14 (+1), Dex 13 (+1), Con 14 (+1), Wis 16 (+2)

Attack heavy mace +3 (1d8+1)

Memorized Spells

3rd—*dispel magic*

2nd—*aid, consecrate, hold person*

1st—*bless, command, sanctuary, shield of faith*

0—*detect chaos, detect evil, first aid, light*

Possessions chainmail, heavy mace, silver holy symbol, tattered clothing

CAPTAIN SCARBELLY

"An orc pirate? Now I've seen everything."

—Last words of Enus MacGee

Scarbelly is the infamous captain of the *Bloody Vengeance*, a rotting galleon crewed exclusively by orcs. He has little use for Freeport except for a place to wench, drink, and to off-load his ill-gotten gains. Locals give him and his boys a wide berth when they come to town.

CAPTAIN SCARBELLY

CE male orc fighter 5

HD 5d10; HP 31

AC 15 **Primes** Strength, Constitution





Notable Abilities Str 18 (+3), Dex 13 (+1), Con 14 (+1)
Attack battleaxe +6 (1d8+1)
Possessions chainmail, battleaxe, 5 gaudy rings (30 gp each), the *Bloody Vengeance* and all its contents

DREIDEN SIMMERSWELL

"Once I had a taste of that halfling's Sea God's Delight, I was hooked. I go back to the Fin at least once a week."

—David Tarjay

Dreiden Simmerswell is the proprietor of the Diving Fin, a fabulous restaurant in the Docks district. A former adventurer, he came to Freeport thinking he'd find wealth and plenty, and was sorely disappointed when he found neither. He opened a restaurant to fill the city's culinary void, and now does quite well for himself.

DREIDEN SIMMERSWELL

NG male halfling rogue 6
HD 6d6; **HP** 23
AC 14 **Primes** Dexterity, Intelligence
Notable Abilities Dex 16 (+2), Int 13 (+1)
Attack dagger +2 (1d4) or thrown dagger +4 (1d4)
Possessions leather armor, dagger, 3 throwing daggers, the Diving Fin and all its contents

ANGELO STAMPFEL

"When I find him, he was a no good piece of trash. I made him. He's still a no good piece of trash, but without me, he'd be nothing."

—C.Q. Calame

Angelo began his career as an urchin, but found he had a knack for language and a nose for trouble. He somehow convinced Calame to give him a shot and he proved he had the chops for reporting. A slimy man with few if any morals, Angelo has a reputation for getting the story no matter the price.

ANGELO STAMPFEL

N male human rogue 4
HD 4d6; **HP** 16
AC 13 **Primes** Dexterity, Intelligence, Charisma
Notable Abilities Str 13 (+1), Dex 13 (+1), Int 14 (+1), Wis 14 (+1), Cha 18 (+3)
Attack sap +1 (1d3+1)
Possessions leather armor, sap, common clothes, notebook, charcoal pencil, pouch containing 89 gp

KYRGA STONEFOOT

"The Stonefoot Rickshaw Company is the best of its kind in Freeport. Accept no substitutes, I say."

—Marcus Roberts

Kyrqa came to Freeport after being exiled from her homeland. Finding the city distasteful, but lacking few other options, she put her talents—her strength, speed, and knack with languages—to good use and opened a successful rickshaw company.

KYRGA STONEFOOT

N female dwarf monk 4
HD 4d12; **HP** 31
AC 12 **Primes** Strength, Constitution
Notable Abilities Str 16 (+2), Con 16 (+2)
Attack unarmed +3 (1d6)
Possessions common clothes, two-seater rickshaw

LARIA SYRTIS

"Aye, she's proved her mettle a dozen times since taking the Sunrunner. She's definitely her pap's girl."

—Buster Wallace

Laria Syrtis is the captain of the *Sunrunner*, a sleek elven warship she inherited from her father Arel. She's secured a place as a captain in the Admiralty, and now lends her ship and crew in the defense of Freeport.

LARIA SYRTIS

NG female half-elf bard 6
HD 6d10; **HP** 37
AC 13 **Primes** Dexterity, Charisma
Notable Abilities Dex 18 (+3), Int 14 (+1), Wis 14 (+1), Cha 20 (+4)
Attack scimitar +5 (1d6) or composite longbow +8 (1d8)
Possessions scimitar, composite longbow with 20 arrows

VIKKI TARJAY

"Oh, she has her qualities, make no mistake, but what I like best about Vikki is her hunger. She's hungry for wealth, prestige, and power. These are the qualities that carry a person far in Freeport."

—Mendor Maeorgan

Vikki Tarjay is the daughter of the powerful Tarjay merchant family. Like Nifur Roberts, she chafed under the demands her station made and so she eagerly joined Nifur in her nocturnal exploits. Unlike the Roberts girl, Vikki was never quite content with just causing trouble and she found she had a taste for hurting people. When Nifur's crew disbanded, Vikki joined up with Mendor Maeorgan and is one of the ranking members of his vile gang: the Rakeshames.

VIKKI TARJAY

NE female human assassin 2
HD 2d6+2; **HP** 11
AC 14 **Primes** Dexterity, Constitution, Intelligence
Notable Abilities Dex 16 (+2), Con 14 (+1), Int 14 (+1)
Attack short sword +1 (1d6) or medium crossbow +1 (1d8)
Possessions leather armor, short sword, medium crossbow with 10 bolts, courtier's outfit, signet ring, 25 gp

TARMON, HIGH WIZARD

"I can't imagine what Blackhammer was thinking putting Tarmon forward. Really, I don't know what I was thinking when I agreed."

—Marcus Roberts

Tarmon is the High Wizard of Freeport's Wizards' Guild, and until recently, he served as an advisor to the Captains' Council where he would weigh in with advice whenever he was needed. He became a full-fledged member of the Council when Liam Blackhammer nominated him to fill a vacant seat. He is the first wizard to hold the title of Councilor in Freeport's history.

TARMON

N male human wizard 13
HD 10d4+3; **HP** 29
AC 13 **Primes** Dexterity, Intelligence, Wisdom
Notable Abilities Str 13 (+1), Dex 18 (+3), Int 25 (+6), Wis 17 (+2), Cha 13 (+1)
Attack quarterstaff +3 (1d6)
Memorized Spells
 7th—*power word stun*
 6th—*chain lightning, disintegrate*
 5th—*contact other plane, teleport, wall of force*
 4th—*arcane eye, minor globe of invulnerability, scrying, shout*
 3rd—*dispel magic, fly, lightning bolt, nondetection*
 2nd—*detect thoughts, enhance attribute, knock, mirror image, scare*
 1st—*alter size, charm person, magic missile, shield, sleep*
 0—*detect magic, ghost sound, mage hand, message, open/close, prestidigitation*
Possessions quarterstaff, robes

THORGRIM

"I heard the Lord Defender spent a few centuries as a statue. That would explain his lack of personality."

—Marilise Maeorgan

Thorgrim is the Lord Defender of the Wizards' Guild. According to legend, he's a man out of time, having lost centuries after a gorgon petrified him. His odd customs and strange manner of speech seem to support these rumors. Regardless, he's a man of impeccable loyalty to the Guild and is one of Tarmon's staunchest supporters.

THORGRIM

CG male human wizard 12
HD 12d4+38; **HP** 64
AC 12 **Primes** Strength, Dexterity, Intelligence
Notable Abilities Str 19 (+3), Dex 16 (+2), Con 18 (+3), Int 15 (+1), Wis 8 (−1), Cha 13 (+1)
Attack bastard sword +2 (1d10+3)
Memorized Spells
 6th—*disintegrate, globe of invulnerability*
 5th—*faithful hound, telekinesis, teleport*
 4th—*fire shield, mnemonic enhancer, polymorph*
 3rd—*blink, dispel magic, fireball, haste*
 2nd—*acid arrow, enhance attribute, mirror image, see invisibility*
 1st—*alter size, burning hands, jump, magic missile, shield, sleep*
 0—*detect magic, light, mage hand, message, open/close, prestidigitation*
Possessions bastard sword, furs and hides

TIMOTHY

"A good lad. He'll go far in the Syndicate."

—Trask

A child of Scurvytown, Timothy's keen wit and amazing speed gave him the advantage he needed to survive the mean streets of that nasty district. He landed a job in the Syndicate when he tried to pick Dunbar's pocket, and has served as a messenger and thief ever since.

TIMOTHY

N male human rogue 3
HD 3d6; **HP** 13
AC 13 **Primes** Dexterity, Intelligence, Charisma
Notable Abilities Dex 14 (+1), Int 16 (+2), Wis 13 (+1), Cha 15 (+1)
Attack short sword +1 (1d6) or sling +1 (1d4)
Possessions leather armor, short sword, sling with 10 bullets, waterproof scroll case, satchel, 5 gp

HALKOS TREMIIR

"A meticulous barber that Halkos. He always seems to know what you want before you even sit down."

—Garth Varellion

Halkos runs a barber shop in the Seaside Market, little more than a tent really. Having lived in Scurvytown and the Eastern District, he's a good source of information about the lay of the city. This fact is not lost on some of the criminal elements in Freeport, and he's believed to sell information to shadowy figures that happen by his stall.

HALKOS TREMIIR

NE male elf thief 5
HD 5d6−5; **HP** 15
AC 11 **Primes** Dexterity, Intelligence
Notable Abilities Dex 14 (+1), Con 8 (−1), Int 16 (+2), Wis 14 (+1), Cha 16 (+2)
Attack dagger +2 (1d4)
Possessions dagger, common clothes, barber's tools, pouch containing 198 gp



HECTOR TORIAN

"It's offensive that Torian retains his seat when he consistently supports the Drac family. He claims he does this out of loyalty to Freeport's ideals, but I suspect he's just one of Drac's old cronies looking for a way to keep his seat."

—Buster Wallace

Hector Torian is a crusty old pirate and former captain of the *Sea Ghost*. He retired from the sea nearly a decade ago to become a politician. Since Milton Drac granted him his seat on the Council, Torian has been a loyal supporter of the Drac family, even to his own detriment.

HECTOR TORIAN

CG male human rogue 6

HD 6d6; HP 23

AC 12 **Primes** Dexterity, Intelligence, Charisma

Notable Abilities Dex 16 (+2), Int 13 (+1), Cha 15 (+1)

Attack cutlass +2 (1d6) or thrown dagger +4 (1d4)

Possessions cutlass, 4 throwing daggers, courtier's clothing, pouch containing 47 gp

ALEKSANDER TOVAC

"There's not a finer mind in the city. Tovac has an uncanny eye for detail, and if the Watch wasn't so damn crooked, he'd never go hungry."

—Tanko Sondek, Captain of the Sewer Guard



Aleksander Tovac and his partner Tanko Sondek did their part in cleaning up Freeport. A brilliant detective, he was the pride of his precinct and landed the toughest cases. However, he outlived his usefulness when he started asking questions about his superiors once Holliver took over the Watch. Soon after, he was out of a job. Now he works as a private investigator and he's fast becoming one of the most respected detectives in Freeport.

ALEKSANDER TOVAC

LG male human rogue 7

HD 7d6; HP 27

AC 12 **Primes** Dexterity, Intelligence, Charisma

Notable Abilities Dex 14 (+1), Int 20 (+4), Cha 14 (+1)

Attack dagger +2 (1d4) or thrown dagger +3 (1d4)

Possessions leather coat, 3 daggers, common clothes

TRASK

"He's a right prig, that Trask. If it weren't for Finn and the HBA, someone would have taken that bastard down a notch. Don't tell anyone I said this, you hear?"

—Dill Mackey

Trask is the leader of Finn's enforcers and is second in command of the Syndicate, in spite of the fact that he's not a halfling. His constant support and dedicated service have begun to have an effect on Finn, extending his protection to gnomes as well as halflings. Trask surrounds himself with enforcers, knowing he has more than a few enemies in the city.

TRASK

N male gnome illusionist 6

HD 6d4+6; HP 22

AC 13 **Primes** Dexterity, Intelligence

Notable Abilities Dex 18 (+3), Con 14 (+1), Int 15 (+1)

Attack short sword +2 (1d6)

Memorized Spells

3rd—*major image, suggestion*

2nd—*hypnotic pattern, invisibility, misdirection*

1st—*change self, color spray, daze, see invisibility, silent image*

0—*detect illusion, ghost sound, light, prestidigitation, read magic*

Possessions short sword, dark clothing

GARTH VARELLION

"He's a harmless twit."

—Marilise Maeorgan

Reviled as a vain, arrogant fool, Garth Varellion is the least popular member of the Captains' Council. If there were not prohibitions about removing Councilors, he would have lost his seat years ago. In spite of his tarnished image, he still dreams of becoming the Sea Lord, a goal he has long pursued.

GARTH VARELLION

LN male human fighter 6

HD 6d10; HP 37

AC 16 **Primes** Strength, Dexterity, Charisma

Notable Abilities Str 14 (+1), Dex 17 (+2), Cha 16 (+2)

Attack cutlass +8 (1d6+2) or dagger +7 (1d4+1) or light crossbow +8 (1d6)

Possessions chain shirt, cutlass, dagger, light crossbow, noble's outfit, signet ring, pouch containing 47 gp

BUSTER WALLACE

"Poor Buster... He ran away from his responsibilities in the city only to find himself burdened with more in that wretched piss-hole of Libertyville. What a waste."

—The Sea Lord

Buster Wallace's father was a member of the Captains' Council, and though murdered and "replaced" by a serpent person agent loyal to Milton Drac, the younger Wallace was still favored to take his father's place. Fed up with politics and disgusted by the treachery on the Council, Buster packed up and left Freeport to help build Libertyville into a rival city-state. He's bought into the rhetoric of anarchy his new home embraces, though his history and family prevent him from gaining the full trust of the locals and in fact has him spending more time watching his back.

BUSTER WALLACE

NG male human noble 5
HD 5d8; **HP** 26
AC 15 **Primes** Strength, Wisdom, Charisma
Notable Abilities Str 14 (+1), Con 14 (+1), Wis 15 (+1), Cha 16 (+2)
Attack scimitar +3 (1d6) or medium crossbow +2 (1d8)
Possessions chainmail, scimitar, medium crossbow with 10 bolts, sea-stained clothing

PETRA WALLACE

"My wife made me a believer. She left everything behind for Libertyville, status, wealth, and influence. I can only hope to live up to her ideals."

—Buster Wallace

Petra Wallace (formerly Fricke) led the Guild of Craftsmen in Freeport and hoped to gain the vacant seat on the Captains' Council as a means to do good for the city. Her idealism and earnestness, however, created more barriers than she could overcome, and fed up, she left Freeport to work in Libertyville, making that community a place that would one day eclipse Freeport as the dominant city in the Serpent's Teeth.

PETRA WALLACE

NG female human rogue 7
HD 7d6; **HP** 27
AC 14 **Primes** Dexterity, Intelligence, Charisma
Notable Abilities Dex 17 (+2), Int 14 (+1), Cha 16 (+2)
Attack quarterstaff +2 (1d6) or throwing dagger +4 (1d4)
Possessions leather armor, quarterstaff, 2 throwing daggers, artisan's outfit

MISTER WEDNESDAY

"The Canting Crew is the only thing preventing the Syndicate from extending its influence throughout the city to become the dominant criminal organization in Freeport. It's no wonder that so many on the Council are interested in seeing Mister Wednesday, the Canting Crew's boss, stay hale and healthy."

—Karl Wine, Owner of the Rusty Hook

Mister Wednesday leads the criminal organization known as the Canting Crew. Running the underworld in the Warehouse District, parts of the Docks, and the Merchant District, he's the Syndicate's biggest rival. Aggressive and edging into Finn's territory, many wonder if war between the crime lords is brewing.

MISTER WEDNESDAY

N male human rogue 8
HD 8d6+8; **HP** 38
AC 16 **Primes** Dexterity, Intelligence, Charisma
Notable Abilities Str 16 (+2), Dex 20 (+4), Con 14 (+1), Int 17 (+2), Cha 14 (+1)
Attack short sword +5 (1d6+2) or hand crossbow +7 (1d4)
Possessions leather armor, short sword, hand crossbow with 10 bolts, dark clothing, the Canting Crew

XORT

"Forget what he's talking about... What I want to know is just what exactly he's supposed to be."

—Pious Pete, Guide

No one is quite sure where Xort came from or what he is, because he's unlike any other Freeporter. Stooped, ugly beyond compare, and with bright green eyes, he has nothing but bile to say about the Wizards' Guild, decrying them as cultists and fiends. It's just a matter of time before someone silences this firebrand and for good.

XORT

N unknown wizard 5
HD 5d4; **HP** 14
AC 12 **Primes** Dexterity, Intelligence, Wisdom
Notable Abilities Dex 16 (+2), Int 16 (+2), Wis 16 (+2), Cha 8 (–1)
Attack dagger +1 (1d4)
Memorized Spells
 3rd—*lightning bolt*
 2nd—*darkness, see invisibility*
 1st—*burning hands, change self, magic missile, shield*
 0—*dancing lights, light, mage hand, message, prestidigitation*
Possessions dagger, robes, divination tokens

ZACH

"Little Zach ain't so little anymore, is he? I wonder what he'd look like now in that old shirt he used to wear?"

—Slippery Sally, Prostitute

Zach is an up-and-coming guide who works the Docks escorting visitors into the city. Unlike others of his ilk, he actually doesn't want to bilk his customers and has their best interests at heart. His generally good nature has made him the darling of the Dock's whores, and if he wasn't so embarrassed, he could have all the visits he could want.

ZACH

N male human
HD 1d8; **HP** 4
AC 10 **Primes** Wisdom, Charisma
Notable Abilities Wis 14 (+1), Cha 14 (+1)
Attack dagger +0 (1d4)
Possessions dagger, common clothes, pouch containing 10 gp

CHAPTER SEVEN: FREEPORT BESTIARY

In addition to all the monsters described in *C&C Monsters & Treasures*, the Serpent's Teeth are home to a disturbing assortment of creatures, from vicious demons to shuddering abominations. This chapter expands your monstrous options, presenting a catalog of foes and friends to use in your Freeport adventures and beyond.

ARANEA (SPIDERKITH)

No. Encountered: 1–6

Size: Medium

HD: 3(d8)

Move: 50 ft., 25 ft. (climb)

AC: 13

Attacks: Bite (1d6)

Special: Poison, Spells, Web, Change Shape, Darkvision 60 ft., Twilightvision

Saves: M

Int: High

Alignment: Neutral

Type: Magical Beast

Treasure: 3

XP: 40+3

An aranea is an intelligent, shapechanging spider with sorcerous powers. In its natural form, an aranea resembles a big spider, with a humpbacked body a little bigger than a human torso. It has fanged mandibles like a normal spider. Two small arms, each about 2 feet long, lie below the mandibles. Each arm has a hand with four many-jointed fingers and a double-jointed thumb. Most spiderkith have none of the wicked ambitions attributed to them as a race, but those who have made their presence known in Freeport are anything but peaceful, and given their ability to blend in with the locals, they are a breed to be feared.

Aranea surround themselves with spider servants and their lairs are almost always shrouded in webbing.

Combat: Using its spider servants to engage and neutralize its foes, the aranea hangs in the back, supporting its allies with its spells.

Poison: Creatures bitten by an aranea are at risk of becoming poisoned. Resolve the effects of poison as follows:

Victim rolls a Constitution save. On a success, he takes 1d3 points of damage. On a failure, he takes 1d6 points of damage and counts as ill (–1 on all physical attribute checks, –1 to hit and damage) for 10 minutes.

A victim that failed his initial save must roll another Constitution save 10 minutes after being bitten. A success indicates he's overcome the poison and is not at further risk. A failure indicates the victim takes an additional 1d6 points of damage and the illness worsens (–4 on all physical attribute checks, –4 to hit and damage).

Each day thereafter, a victim must attempt a new Constitution save. Failure indicates the victim loses 1 point of Constitution, takes 1d6 points of damage, and retains the penalties. This continues until the victim dies, succeeds on a Constitution save, or the poison runs its course (1d2 weeks).

Spells: Aranea cast spells as 3rd-level illusionists.

Web: An aranea can produce webbing as a Medium web-spinning spider (*M&T* 76).

BLEMMYAE

No. Encountered: 3–6

Size: Medium

HD: 3 (d8)

Move: 30 ft., 20 ft. (climb)

AC: 15

Attacks: Weapon

Special: Darkvision 60 ft., Poor Peripheral Vision, Scream of Rage

Saves: P

Int: Average

Alignment: Chaotic Neutral

Type: Humanoid

Treasure: 2

XP: 20+3

A blemmyae has the general appearance of a normal human, although with a somewhat bulkier torso. Where they differ is in their lack of a head. Instead, their faces peer out from their chests or backs, equipped with two eyes, a nose, and a mouth. A blemmyae stands about 5 feet tall and weighs on average just under 200 pounds.

Blemmyae dwell in remote tropical islands, far from other races. Although wild and unpredictable, they are never wasteful, understanding the preciousness of their resources, and thus work well within their ecosystems. Omnivores, they harvest their own crops, supplementing this fare with meat brought back by their hunters and fish pulled from the seas.

Combat: Blemmyae are savage and unpredictable, attacking their foes with little regard for themselves. They charge into the thickest concentration of foes and flail about with their greatclubs, using a 3-point Power Attack to deal incredible damage. A blemmyae that takes 5 or more points of damage loses a scream of rage to scatter its opponents. Blemmyae only fight to the death when their young are threatened.

Poor Peripheral Vision: A blemmyae takes a –1 penalty to AC for each attacker beyond the first it fights in melee combat.

Scream of Rage: A blemmyae can loose a terrifying scream of rage. All creatures within 30 feet must succeed on a Wisdom save or become frightened, taking a –2 penalty on all rolls for 1d6 rounds.

BRASS MONKEY

No. Encountered: 1

Size: Medium

HD: 1 (d10)

Move: 40 ft., 20 ft. (climb)

AC: 15

Attacks: Bite (1d6)

Special: Deactivate

Saves: P

Int: None
Alignment: Neutral
Type: Construct
Treasure: 1/2
XP: 5+1

A brass monkey is a magical construct designed to be a useful servant and tool for labor. Its price, however, makes it an impractical servant to all but the wealthiest merchants. Brass monkeys are exquisitely crafted from polished brass (hence the name), standing about 4 feet tall and weighing around 250 pounds. Unlike other brass materials, these constructs never tarnish. Each brass monkey is unique and reflects the artistry of its maker.

Combat: A brass monkey attacks only if commanded to do so and never initiates combat on its own. A mindless servant, the brass monkey fights in the most direct manner as possible, following its commands even to its own detriment.

Deactivate: Speaking a command word causes the brass monkey to deactivate and become inert as a statue. While in this state, it cannot attack or take actions, even to defend itself. Speaking the command again reactivates the construct. Whoever speaks the command word to activate the brass monkey functions as the construct's master for as long as the monkey remains activated. Other characters that speak the command word cannot affect the brass monkey until such time as its master is slain, at which point command passes to the next person that speaks the word.

BURNLING

No. Encountered: 2–6
Size: Small
HD: 3 (d8)
Move: 20 ft. (fly)
AC: 18
Attacks: Touch (1d6 fire)
Special: Blindsight 60 ft., Darkvision 60 ft., Fiery Leap, Gaseous Form, Ignite, Immune to Electricity and Fire
Saves: P
Int: Animal
Alignment: Chaotic Evil
Type: Elemental
Treasure: Nil
XP: 30+3

Burnlings are balls of bright green fire, about the size of a man's head. When they move, they leave a tracer of flickering flame to mark their passage. They are weightless and are capable of shaping their bodies to fit through the narrowest of gaps. Believed to have been the harbingers of the destruction remembered as the Great Green Fire, burnlings seem to delight in burning their victims alive.

When the feckless wizard tore open a gate to the Elemental Plane of Fire, he unleashed a veritable army of elementals and other malevolent creatures. Among these invaders were the burnlings, cruel agents of destruction. While the Wizards' Guild and others destroyed or banished many of these creatures, many remain. Burnlings are usually encountered alone in areas ravaged by fire.

Combat: Burnlings are incapable of any action other than to set things aflame, and are thus fierce opponents, attacking with no provocation at all. A burnling strikes with fiery leap and then moves to hit as many foes as it can. Burnlings always fight until destroyed. As an elemental, a burnling can only be struck by magic weapons of +1 or better.

Fiery Leap: A burnling can attack multiple targets in the same round by leaping from one opponent to the next. It can attack as many creatures in a single round as it can reach with a full round of movement (40 feet), leaving behind visible arcs of green fire between the targets. It makes a single attack roll and applies the result of that attack roll to each target it can touch.

Gaseous Form: As the *gaseous form* spell, always active. This ability functions as the spell except a burnling cannot enter water or other liquids, and winds only affect it if it wishes to be affected. Even a tornado-strength wind passes through a burnling with no effect.

Ignite: Creatures struck by a burnling's touch must succeed on a Dexterity save or catch fire, taking 1d6 points of damage each round for 3 rounds. A burning creature can extinguish the flames by spending their action to put themselves out.

In addition, creatures attacking a burnling with natural weapons or unarmed attacks take 1d6 points of fire damage as though they were hit by the burnling's touch, and must succeed on a Dexterity save or catch fire.

CHEMICAL GOLEM

No. Encountered: 1
Size: Large
HD: 12 (d10)
Move: 20 ft.
AC: 18
Attacks: 2 Slams (2d8)
Special: Berserk, Breath Weapon, Death Throes, Immune to Magic, Rupture
Saves: P
Int: None
Alignment: Neutral
Type: Construct
Treasure: Nil
XP: 1375+12

A chemical golem appears to be a shifting mass of liquids contained in a thin, transparent skin. It can reshape itself at will, rising up as tall as 12 feet. When it attacks, it forms a fist from its mass to slam into its foes. Chemical golems can weigh as much as 2,000 pounds.

While the only known chemical golems exist on the edges of Freeport, it's possible for other chemical golems to exist in the World of Freeport. No one is quite sure why they form or what fell power gives them the ability to animate, but efforts to reconstruct a chemical golem using the normal methods for construct creation have failed.

Combat: A chemical golem begins combat with its breath weapon, spewing a cone of scalding toxins and acids over all creatures in range. While it waits to breathe again, it charges its opponents, using slam attacks to smash its opponents. A chemical golem always fights to the death.

Berserk: In combat, there is a cumulative 1% chance each round that the chemical golem goes berserk. If this occurs, it attacks the closest living creature each round. If no creature is within reach, it smashes some object smaller than itself, then moves on to spread more destruction. Once the golem goes berserk, it remains berserk until destroyed.

Breath Weapon: Once every 5 rounds, a chemical golem may spew a 30-foot cone of caustic fluid. Any creature in the area takes 5d6 points of acid damage. A successful Dexterity save halves this damage.

Death Throes: When reduced to 0 hit points, a chemical golem explodes in a burst of foul burning liquids and deadly gases. All creatures within 20 feet take 6d6 points of fire damage. A successful Dexterity save halves this damage.

Immunity to Magic: Chemical golems are immune to all magical effects except as noted here. A *neutralize poison* or *remove disease* spell slows a chemical golem for 2d6 rounds (no save).

Rupture: Whenever a chemical golem takes 10 or more points of damage from a single attack, it ruptures, spraying burning liquid and toxic chemicals in all directions. All creatures within 10 feet of the chemical golem take 3d6 points of fire damage. A successful Dexterity save halves this damage.

GHIAO

No. Encountered: 2–5, 10–100

Size: Medium

HD: 2 (d8)

Move: 30 ft.

AC: 14

Attacks: Weapon or Claws (1d4)

Special: Camouflage, Frenzy, Twilightvision

Saves: P

Int: Average

Alignment: Neutral Evil

Type: Humanoid

CORPSE FLOWER

This Flowering Plante runs counter to the normal Practice of its Fellowes that put forth pleasing Smells and provide sweet Nectar to attract Bees and other Insectes. So Contrary is its Nature that its Scent is deadly Poison, even to those who Breathe but a Little. In the Places where it is founde, the Plante is invariably surrounded by the Corpses of those Unfortunate Creatures it has poisoned, which in their turn attract Greate Cloudes of Flies and other Verminne, which seem themselves to be immune. The Stenche of Deathe that rises from these Victims is stronger even than the Deadely Scent of the Plante that killed them, and gives warning not to approach.

—Beastes of Ye Farre Landes, by Edmund Smallpiece

The dreaded corpse flowers grow in the deep jungles of A'Val and other islands of the Serpent's Teeth. While often confused with more mobile plants, the corpse flower is indeed mindless and cannot move. It has broad, shiny leaves and colored flowers that grow to the height of a tall man. Everything extends from its squat trunk that grows several feet in diameter. Generally, these plants are ringed by the carcasses of men, animals, and other creatures—victims of its deadly stench. Vermin are immune to the corpse flower's curious pollen.

A sickly odor surrounds corpse flowers, smelling of rotting flesh. This stench is in fact a deadly poison that can paralyze and kill most creatures. Any living creature that comes within 20 feet of a corpse flower is at risk of suffering the effects of the inhaled poison. The closer one gets to the corpse flower the worse its effects. Creatures must succeed on a Constitution save each round they remain inside the area of stench. Failed saves are cumulative and have the following effects based on distance to the corpse flower:

Distance Effect

15–20 ft.	The creature becomes ill and takes a –1 on attribute checks and saves, and on to hit and damage rolls
11–15 ft.	The creature becomes paralyzed and takes 1d6 damage
6–10 ft.	The creature becomes paralyzed and takes 2d6 damage
0–5 ft.	The creature becomes paralyzed and takes 3d6 damage

DESTROYING THE FLOWER

A corpse flower is a tough and hardy plant (AC 12, 21 hp). If destroyed, it explodes in a burst of compressed gas, spreading its foul stench in a 30-foot burst which lingers for 1d4 rounds. Anyone in the area must make a Constitution save at –2 or suffer the flower's intensified effects—paralysis and 4d6 points of damage.



Treasure: 1
XP: 10+2

The World of Freeport has many realms, many more even than have been catalogued and recorded by the Continent's best navigators. Rumors of strange ports filled with unusual peoples are common in Freeport's Docks, with each teller speaking of downright absurd creatures with even more laughable cultures. Some of these tales have a ring of truth and many Freeporters are wise enough to accept that even in the most unusual tales, there is a kernel of truth that forms the basis of the legend.

The chiao are such a people. No one is quite certain from where they hail, but this savage race of humanoids are said to be ruthless hunters, ripping apart their victims not for food, but for the pleasure of killing. What makes these vicious people stand out from the rest of the barbarous peoples on the many islands and lost continents said to exist beyond the furthest sea is that they appear completely human but for the strange tiger stripes that cover their bodies. Legend holds that their gods gift the boldest of their warriors with the head of a tiger to match their violent temperament and incredible skills at hunting.

Combat: Chiao stalk their prey for miles, harassing them with javelins or arrows. The objective is to weaken their prey before bringing them down. Once they diminish their opponent's resources, they close in for the kill.

Camouflage: When in forests, jungles, and similar natural surroundings, chiao may make a physical check to conceal themselves, practically becoming invisible. A camouflaged chiao may move up to half its speed and remain concealed. A chiao moving at more than half speed may still use this ability, but he takes a -5 penalty on the check. Chiao cannot use camouflage when being observed.

Frenzy: A chiao can make two claw attacks on its turn. It takes a -2 penalty on each attack.

CRAWLING CLAW

No. Encountered: 1, 2-5, 10-50

Size: Small

HD: 1 (d8)

Move: 20 ft.

AC: 12

Attacks: Claw (1d4)

Special: Blind, Blindsight 60 ft., Smite Fallen Foe, Throttle

Saves: P

Int: None

Alignment: Neutral Evil

Type: Undead (Common)

Treasure: 1

XP: 5+1

Crawling claws are severed hands infused with necromantic energies. Employed as guardians, assassins, and queerly as pets, they are found in the employ of the most despicable wizards.

Combat: These disgusting undead creatures scuttle about like spiders, scurrying toward their prey to choke the life from them.

Blind: Crawling claws are immune to any visual attacks and effects that rely on sight.

Smite Fallen Foe: A crawling claw deals +2 damage against prone opponents.

Throttle: A crawling claw that beats its opponent's AC by 2 or more on its to hit roll latches onto its opponent's throat. Each round, it automatically deals 1d4 damage. A throttled creature can spend his entire turn trying to remove the crawling claw by rolling a Strength check.

DEADWOOD TREE

No. Encountered: 1, 1 plus 2d12 zombies

Size: Large

HD: 12 (d12)

Move: 30 ft.

AC: 21

Attacks: Slam (2d6)

Special: Corruption, Darkvision 60 ft., Entangle, Fear, Immune to Cold and Electricity, Trample, Vulnerable to Fire

Saves: P

Int: Genius

Alignment: Neutral Evil

Type: Undead

Treasure: 10

XP: 1375+12

Before the fall of the serpent people, spirit lizards (see page 79) inhabited the great trees of Valossa's jungles. When the cataclysm struck, the trees were slain along with most other living things. A few spirit lizards, however, were trapped inside their dead and dying trees, fusing with them by the warping influence of the Unspeakable One. These became the first of the deadwood trees.

Combat: Driven by an insane hatred of living things, they attack without warning and fight until they or their victims are destroyed.

Corruption: Living creatures hit by a deadwood tree's attack lose one level. For each such level lost, the deadwood tree heals 5 hit points.

Entangle: A deadwood tree can cast *entangle* as a 12th-level druid.

Fear: A deadwood tree can cast *fear* as a 12th-level wizard.

Trample: A deadwood tree may move through Medium or Small creatures. Any creature in its path must succeed on a Dexterity save or take 1d12 points of damage.

Vulnerable to Fire: Fire attacks inflict double damage to deadwood trees.



DEVIL LIZARD

No. Encountered: 1

Size: Small

HD: 8 (d6)

Move: 50 ft., 30 ft. (climb)

AC: 21

Attacks: Bite (1d4 plus poison), Claws (1d6 plus essence disruption)

Special: Essence Disruption, Frenzy, Nature's Passage, Poison, Regeneration 2, Spell Resistance 9, Spells, Twilightvision, Woodland Stride

Saves: M

Int: Average

Alignment: Neutral

Type: Fey

Treasure: 8

XP: 500+8

Ages ago, before the fall of the Valossan Empire, spirit lizards roamed the jungles of that ancient land. A sylvan race, they cared nothing for the machinations and wars of conquest committed by the serpent people, and they did their best to avoid being drawn into their intrigues. Tragically, when the Unspeakable One destroyed the serpent

DEAD MAN'S BRAIN

Certain it is that there are more Unknowne Marvells beneath the Sea than are knowne on Lande. The Corals, for example, are Animals, yet they partake of the Nature of Rock, and have somewhat the appearance of Plants. They can appeare in a great Variety of Shapes and Colours. There are many Mariners' Tales and Vulgar Superstitions which seek to explain the more Fantastical varieties, but none are Stranger than that knowne as Deade Man's Brain.

Having the Outward Appearance of a Human Brain, but made, like all Corals, of a Calcine Rocky Substance, it is said that this forme of Coral grows upon the Bodies of the Drown'd, and more especially upon their Skulls, in just the Same Way as other Varieties take roote upon Rocks, and sometimes upon Ancient Wrecks. In the course of its Growthe, it is claim'd, the Coral absorbs somewhat of the Essence of these Bodies, feeding upon their Deade Thoughts and taking a part of their Energy into Itselfe. From this Unnatural Sustenance, according to Common Belief, it has gain'd a limited Capacity for Thought, and an Array of Mental Powers. Others maintain that the Spirittes of the Deade upon which it grows make their Corporeal Abode in the Coral, as their Mortal Remains decay.

—Beastes of Ye Farre Landes, by Edmund Smallpiece

The dead man's brain is a variety of coral that grows on wrecks and on the bones of intelligent creatures, feeding on the lingering mental energies of the dead. As it expands and consumes the thoughts of more creatures, it is able to broadcast powerful telepathic signals, consisting of a barrage of the last thoughts experienced by those creatures on which the dead man's brain feeds. Encounters with these disturbing creatures fill the mind with psychic cries, pleading, screams, and painful wailing, all of which are enough to drive the most stalwart mad.

A single dead man's brain is a rather large brain-like growth of coral about 8 feet in diameter. It is rooted firmly to its meal and is immobile. Despite its defenseless nature, it is hardy and resistant to damage (AC 15, 37 hp). Although technically an animal with plant-like qualities, it is immune to any spell or effect that specifically targets animals or plants.

The dead man's brain attracts its meals by constantly projecting a mental cacophony. Each round all living creatures within 20 feet must succeed on a Wisdom save or become ill, taking a -2 penalty on all checks, saves, to hit rolls and damage rolls. Ill targets must then immediately make an Intelligence save or be compelled when he can next act to remove any type of hand covering and touch the coral. Should the beguiled creature achieve this, the coral injects its spores into the victim's naked flesh, forcing the creature to make a Constitution save at -2 or become a carrier.

Carriers suffer a profound headache and the effects of the illness for the next 24 hours. The penalty increases each day thereafter by a further -1. If not treated within four days, the victim dies screaming as coral protrusions force their way free from the victim's flesh. The only cure for an infected victim is magical healing within an hour of infection or a Wisdom check that succeeds by 5 or more at any time after infection.



people and their lands, the spirit lizards and the trees in which they lived were fused, becoming horrid abominations known as deadwood trees (see entry). Those that escaped this fate withdrew into the depths of the jungles, and were changed, twisted, and transformed into devil lizards and infused with the hatred and madness spread by the Unspeakable One.

As humans settled the Serpent's Teeth, they encroached upon the jungle homes of the surviving devil lizards. Conflicts blossomed wherever the two peoples met and the devil lizards grew to hate the humanoids, killing them whenever their paths crossed.

A devil lizard is a bipedal reptilian creature that stands about 2 feet tall and weighs no more than 35 pounds. Its hands and feet sport sharp talons and a row of spines rises from the top of its head down to the middle of its back. Its mottled warty skin is dark gray with blotches of black, brown, and green.

Combat: Devil lizards despise humanoids and attack those creatures first. A devil lizard can only be hit by +1 or better magical weapons.

Essence Disruption: Any creature hit by a devil lizard's claws attack must succeed on a Wisdom save. Creatures that fail take an extra 1d4 damage and become confused (as the spell) for 1 round.

Frenzy: A devil lizard reduced to half hit points or less flies into a frenzy. While in this state, the devil lizard's attack deals +2 damage.

Nature's Passage: The devil lizard can move through natural thorns, briars, overgrown areas, and similar terrain at normal speed and without suffering damage or other impairment. Magically manipulated plants still impede a devil lizard's movement normally. A devil lizard can choose to leave no trail when it moves through natural areas.

Regeneration: Three rounds after a devil lizard suffers damage, its body begins to repair itself. Devil lizards regenerate at a rate of two hit points per round. Devil lizards cannot heal damage caused by fire or acid. A devil lizard reduced to 0 hit points does not regenerate.

DREAM CHILD

No. Encountered: 1–6

Size: Large

HD: 12 (d8)

Move: 20 ft.

AC: 21

Attacks: Bite (2d6), Claws (1d4)

Special: Jaunt, Nightmare Given Form, Return to Rest

Saves: M

Int: Average

Alignment: Chaotic Neutral

Type: Aberration

Treasure: Nil

XP: 1375+12

A dream child is a bizarre creature of hideous aspect. Shuffling about on seven arms, its hands splayed and gripping the ground, it has two extra limbs, leglike in appearance, equipped with bloody eyes in the soles of its "feet." A wide, toothy maw dominates its torso, and spilling in clumps from its quivering lips is a thick brown paste.

Dream children are unnatural creatures formed from the fragments and echoes of dreams experienced by mortals who die in their sleep. As creatures of dream, they prowl the border regions of reality, visiting their victims in the depths of their rest.

Combat: To propagate their kind, dream children stalk sleeping victims, for when they die, their dreams take shape into a new dream child. Even when confronted with a waking victim, a dream child is quick to compel its victim to enter a restless sleep, while it creeps forward to deliver the killing blow.

Jaunt: Once per round, the dream child can travel between the ethereal and the material, or vice versa. While in the ethereal, the dream child can only be attacked by incorporeal creatures or creatures on the ethereal plane.

Nightmare Given Form: The dream child's primary attack, when within 30 feet of a sleeping creature, it may cast its influence into the dreams of its victim. The sleeper must make a Wisdom save or take 2d8 points of damage. This damage doesn't wake the victim up. Sleepers slain by this attack spawn a new dream child in the ethereal plane.

Return to Rest: A dream child can compel living creatures to sleep. Once per round, a dream child can force a living creature to make a Wisdom save or fall unconscious. The character immediately awakens if vigorously shaken or if it takes damage (other than with the nightmare given form attack).

FIRE SPECTER

No. Encountered: 1, 2–5, 6–36

Size: Medium

HD: 2 (d12)

Move: 30 ft.

AC: 17

Attacks: Weapon

Special: Darkvision 60 ft., Fear, Fiery Attack, Flaming Death, Immolating Ire, Immune to Fire, Vulnerability to Cold

Saves: P

Int: Low

Alignment: Lawful Evil

Type: Undead (Extraordinary)

Treasure: 3

XP: 17+2

A fire specter is the undead remains that rise when a black-hearted villain is burned alive. Its hatred burns so strong that the fires transform it into a supernatural terror. Not a strip of flesh remains on the fire specter's body; the perpetual flames that bathe them have long since seared hair, skin, and sinew away. Burning within the sockets of its skull are white-hot orbs that flicker and dance, intensifying when a victim is near. Fire specters use the weapons they carried in life, although the flames make wielding firearms impossible.

While certainly other fire specters exist in the World of Freeport, the most famous examples are found in the crew of the *Winds of Hell*. Every man who died on board that flaming ship rose as an undead horror, and the ship's crew retains the same complement of sailors it did the day they awakened. As a result, an encounter with this fiery ship brings a crew of 30 fire specters under the command of Captain Kothar himself an adversary few wish to face.

Combat: Fire specters are every bit as cruel and vicious as they were in life. The very first thing a fire specter does in combat is to fling itself at the closest foe slashing with its weapon until its opponent drops. In mobs, they team up in groups of two or three against a single opponent at a time, blanketing their foes with their fear. They do not retreat until their immolating ire ability activates, at which point they make a fighting retreat until they regain the deck of their ship.



KOTHAR THE ACCURSED

No. Encountered: 1 (unique)

Size: Medium

HD: 12 (d12)

Move: 30 ft.

AC: 20

Attacks: Weapon

Special: Back Attack, Darkvision 60 ft., Fear, Fiery Attack, Flaming Death, Immolating Ire, Immune to Fire, Sneak Attack, Vulnerability to Cold

Saves: P

Int: High

Alignment: Lawful Evil

Type: Undead (Extraordinary)

Treasure: 12

XP: 1600+12

The *Winds of Hell* haunts the waters of the Serpent's Teeth. Rarely seen these days, when it appears it does so at dawn or dusk as a billowing ball of fire on the horizon. Though flames burn without end, they never consume the rigging, sails, or wood itself, and simply roil about, blackening everything they touch. Of course, the flames' inability to harm the *Winds* does not extend to other ships in proximity, and many a vessel has caught fire from drifting cinders and the raging fires as they fought back the tide of attackers. To make matters worse, the smoke is unbearable and when the *Winds* comes alongside its prey, black clouds blot out the sun and choke the living as the fiery blades of pirates rain down upon them.

In life, Captain Kothar was a vicious pirate noted for his bloodthirsty tactics and wanton cruelty. After he and his crew attacked and murdered their rivals, claiming their vessel the *Winds of Hell* for themselves, they were captured, tried, and executed for their crimes. The Captains' Council decreed they should be lashed to the deck of their bloody ship while the vessel burned down to the waterline. Kothar's hate ran hotter than the flames and he refused to go to the Nine Hells until he got his vengeance.

Combat: Kothar uses tactics similar to other fire specters, but he has the added advantages of back attack and sneak attack. His extra damage from back attack is as a 12th-level rogue.

Fear: At the start of each of a fire specter's turns, all creatures within 30 feet must succeed on a Wisdom save or take a -1 on to hit rolls and saves for 1 round. The effects of multiple failed saves in the same round are not cumulative.

Fiery Attack: A fire specter's weapon attacks deal an extra 1d6 fire damage.

Flaming Death: A fire specter is affected by a continuous aura of flame and functions as if under the effects of a wizard's *fire shield* spell. For the purposes of dealing damage, this effect functions as if cast by a 7th-level wizard.

Immolating Ire: Whenever a fire specter is reduced to half its maximum hit points, its body flares with hellish flames dealing 3d6 fire damage to all creatures within 10 feet. Creatures in the area are entitled to a Dexterity save to halve this damage.

Vulnerability to Cold: When struck by cold-based weapons or attacks, the fire specter takes twice the normal damage.

FLAYED MAN

No. Encountered: 1 plus 2-5 zombies

Size: Medium

HD: 6 (d12)

Move: 40 ft.

AC: 17

Attacks: Slam (1d6 plus Flense)

Special: Create Spawn, Darkvision 60 ft., Death Throes, Flense, Grisly Appearance, Lifedrain

Saves: P

Int: High

Alignment: Chaotic Evil

Type: Undead (Extraordinary)

Treasure: 5

XP: 210+6

A flayed man is a vile undead creature created when a mortal necromancer botches his efforts to transcend the mortal coil and

become a lich. Gruesome, it appears as a humanoid, with tattered bits of skin clinging to the fat, muscle, and sinew exposed by the terrible magic that created it. They stand as they did in life, usually just under 6 feet tall, and weigh about 150 pounds.

Flayed men represent yet another pitfall of mortal ambition. The procedure for attaining lichdom is perilous indeed, and those incautious fools who dabble in the black arts are at risk of major mishap when they attempt to circumvent the natural order. Flayed men are created whenever a mortal seeks to transcend death and become a lich, but fails to attain the proper ingredients or is otherwise interrupted while in the midst of the ritual. The flesh sloughs from the body in pieces, leaving curled bits of skin to writhe atop of the glistening muscle and sinew. The newly created flayed man has, in some respects, attained its goal, but lacks the power it held in life.

Combat: A flayed man craves battle, lusting to spread its agony to the living. A creature of the night, it clings to the shadows, flitting from pool of darkness to pool of darkness until it comes upon a suitable victim. When in the company of zombies, the flayed man hangs back and lets its minions bear the brunt of its enemies' attacks.

Create Spawn: Living creatures slain by a flayed man rise as zombies after 1d4 rounds. Undead that the flayed man creates are under its control.

Death Throes: When reduced to 0 hit points, a flayed man explodes in a burst of foul negative energy. All creatures within 20 feet must succeed on a Constitution save or take 3d6 points of damage.

Flense: Living creatures struck by a flayed man's slam attack must succeed on a Constitution saving throw or take a –1 penalty on all to hit rolls, checks, and saves. The effects of multiple flense attacks are cumulative. A creature who takes penalties in excess of its level is instantly slain. With each such successful attack, the flayed man gains 5 temporary hit points.

Grisly Appearance: At the start of each of the flayed man's turns, all creatures within 30 feet must succeed on a Wisdom save or take a –1 penalty on to hit rolls for 1 round. A creature that succeeds cannot again be affected by the same flayed man's grisly appearance for 24 hours.

Lifedrain: A flayed man may emit a flood of negative energy to weaken its foe. It must succeed on a ranged attack against a single opponent within 30 feet. On a hit, the target takes a –2 penalty on all to hit rolls, physical checks, and physical saves. A flayed man must wait 5 rounds between each use of this ability.

FLESHRAKER

No. Encountered: 1

Size: Medium

HD: 4 (d8)

Move: 30 ft.

AC: 18

Attacks: Razor Knife (1d8)

Special: Darkvision 60 ft., Death Hunger, Immunity: Fire (half), Weapons (half), Wounding Weapon

Saves: P

Int: High

Alignment: Neutral Evil

Type: Extraplanar

Treasure: Nil

XP: 70+4

A fleshraker is a terrible fiend conjured up from the blackest hell to spread death and misery in the mortal world. All fleshrakers suffer an unspeakable urge to commit murder, and so when they appear, they lurk in the poor quarters of towns and cities, preying on the sick, weak, and other cast-off members of society. Their choice of victims allows these fiends to work without attracting attention, at least at the start.

Fleshrakers stand just over 6 feet tall and weigh as much as an adult male. They have deep crimson skin and tangled black hair that hangs in knots down to the middle of their backs. They adorn their flesh with vicious scars and obscene tattoos, lending their weight to the fiend's sinister appearance. Since their faces betray their wicked intent, being long and twisted with insane smiles, they cover themselves with tall black hats and wear black cloaks to cover their filthy bodies.

Combat: A fleshraker may need to kill, but it's a patient murderer. It selects its victim from a place covered by darkness and then follows its prey to a remote area where none can interfere. Once alone with its prey, it strikes, slashing with its long razor knife.

Death Hunger: Each day the fleshraker goes without killing a living creature, it takes 1d4 points of damage. This damage cannot be recovered until the fleshraker kills again.

Wounding Weapon: A fleshraker's razor knife opens the flesh to the bone. Living creatures hit by the razor knife must make a Constitution save on their next turn or take an extra 1d8 points of damage.

FLYING LIZARD

Many scholars of the Freeport Institute believe the flying lizards infesting the islands of the Serpent's Teeth are survivors of Valossa's destruction. While they have nothing to substantiate this theory, the lizards were present on the island before mankind erected settlements and don't seem to be going anywhere soon. Of the many different



FLYING LIZARD

	Scalewing	Irontooth	Blackwing
No. Encountered:	1–6	1–2	1–2
Size:	Small	Medium	Large
HD:	1 (d8)	6 (d8)	12 (d8)
Move:	10 ft., 50 ft. (fly)	15 ft., 70 ft. (fly)	20 ft., 100 ft. (fly)
AC:	16	18	20
Attacks:	Bite (1d4), Talons (1d3), Tail (1)	Bite (1d8), Talons (1d6), Tail (1d3)	Bite (2d8), Talons (2d6), Tail (1d6)
Special:	Iron Jaws, Scent, Twilightvision	Iron Jaws, Scent, Twilightvision	Iron Jaws, Scent, Twilightvision
Saves:	P	P	P
Int:	Animal	Animal	Animal
Alignment:	Neutral	Neutral	Neutral
Type:	Animal	Animal	Animal
Treasure:	—	3	6
XP:	5+1	120+6	950+12

breeds, three are the most common. The sleek and graceful scalewing is about the same size as a gull and it competes with sea fowl for fish, crab, and small children. The irontooth is a bit more vicious, snatching travelers for a meal and harassing fishermen who stray too close to their roosts, while the massive blackwing lurks at the heights of Mount A'Val.

Combat: Regardless of size, all flying lizards have two remarkable features. Their jaws are extremely powerful and once they have locked onto their prey, they are very difficult to pry loose. In addition, they all have long serpentine tails that are strong and flexible. In combat, it snakes its tail around its foes, holding them fast, while it snaps off their heads.

Iron Jaws: A flying lizard that hits with its bite attack latches onto its foe with its steely jaws. A creature is entitled to a Strength saving throw to break free. A flying lizard automatically deals its bite damage when the creature fails its save. While using this ability, a flying lizard can make talons and tail attacks on its turn, but at a –2 penalty.

GHOST EATER

No. Encountered: 1–8
Size: Small
HD: 2 (d10)
Move: 30 ft., 30 ft. (climb)
AC: 14
Attacks: Bite (1d4), Claws (1d3)
Special: Disrupting Bite, Eerie Howl, Final Repose, Darkvision 60 ft., Ghostly Resilience, Sense Undead, Scent, Twilightvision
Saves: P
Int: Animal
Alignment: Neutral
Type: Magical Beast
Treasure: Nil
XP: 17+2

Ghost eaters are strange creatures that prowl the jungles of the Serpent's Teeth islands, always on the hunt for undead creatures. The unnatural essence that gives undead the semblance of life sustains these creatures. Ghost eaters are often found haunting the edges of humanoid settlements, particularly burial grounds.

A ghost eater is about 3 feet tall, and covered in gray hair that is thickest on its head and back. It has a long tail and round face with staring pale eyes.

Combat: Ghost eaters avoid living creatures when possible, but despise undead more than any other creature. They proceed with caution, instinctively aware of their own limitations when facing powerful undead creatures. Thus, when on the hunt, they rely on speed and stealth to bring down their prey.

Disrupting Bite: Whenever a ghost eater hits an undead creature using its bite attack, it deals an extra 1d6 damage.

Eerie Howl: A ghost eater can loose a queer, echoing howl to strike fear in the hearts of those who hear it, even those beyond fear.



All creatures, including undead, within 60 feet of a howling ghost eater must succeed on a Wisdom saving throw or be forced to flee from the ghost eater for 1d6 rounds. Cornered creatures under the effects of the eerie howl may defend themselves, albeit at a –2 penalty on their attack rolls.

Final Repose: Undead creatures destroyed by a ghost eater cannot return and are forever destroyed.

Ghostly Resilience: A ghost eater gains a +2 bonus to Armor Class against attacks made by undead, and when affected by an undead's attack that requires a saving throw, the ghost eater may roll twice and take the better result.

Sense Undead: A ghost eater can unerringly detect the presence of undead within 60 feet.

INFERNAL AUTOMATON

No. Encountered: 2–4

Size: Small

HD: 4 (d10)

Move: 20 ft.

AC: 19

Attacks: Slam (1d8 plus 1d6 fire)

Special: Breath Weapon, Death Throes, Immune to Fire, Scalding Strike, Steam

Saves: P

Int: Inferior

Alignment: Lawful Evil

Type: Construct

Treasure: 2

XP: 60+4

Infernal automatons are headless constructs that have the general shape and size of short humanoids. Their bodies are barrel-shaped and covered with leathery hoses that channel steam to their spindly limbs to provide propulsion. These hoses are poorly made and spew superheated water into the air. The “skin” of these constructs is often green steel, pocked with rust and dented from hard use. Staring out from the center of their rounded torso is a twisted face. Each automaton is unique, with some having a female appearance and others with moustaches and beards. It's whispered the faces are those of the souls contained by the metal bodies.

An infernal automaton is a construct built by the devilish engineers of the Nine Hells. They are tireless servants, but poor combatants compared to the more powerful devils in the Hells' armies. Infernal automatons are rarely found outside of the Nine Hells and when they are, they are encountered singly, the lone escapee of the torments of the lower planes. On their native plane, however, infernal automatons operate in teams of two to four creatures called errands. Larger groups, consisting of eight to twelve members, are called tasks. For projects of importance, a devil may accompany them on an errand or other task.

Combat: Infernal automatons are not bright combatants by any stretch and when dispatched to attack by their wicked masters, they form up in rigid ranks, march forward, and belch clouds of scalding steam as they lash out with their white-hot appendages. When an opponent comes within reach, the infernal automatons swarm about, breaking up their ranks to shred and burn their enemies. Dimly aware as they are of their tortured existence, the spirits that animate these constructs relish every fight as a chance to find peace and thus rarely back down once committed to a fight.

Breath Weapon: An infernal automaton spews a cone of blazing fire. All enemies within 20 feet take 3d6 fire damage. A successful

Dexterity save halves this damage. An infernal automaton must wait 1 minute between each use of this ability.

Death Throes: When reduced to 0 hit points, an infernal automaton's body begins to shake and tremble. After 1d3 rounds, it explodes dealing 3d6 points of fire damage to all creatures within 20 feet.

Scalding Strike: An infernal automaton's attacks deal an extra 1d6 points of fire damage.

Steam: At the start of each of the infernal automaton's turns, all creatures within 10 feet must succeed on a Constitution save or take –2 on all to hit rolls due to the sporadic bursts of super-hot steam emanating from the infernal automaton's body.

LIFE LEECH

No. Encountered: 2–12

Size: Medium

HD: 6 (d8)

Move: 5 ft., 50 ft. (fly)

AC: 18

Attacks: Bite (1d8), Barbed Wings (1d6)

Special: Life Drain, Darkvision

Saves: P

Int: Average

Alignment: Chaotic Evil

Type: Aberration

Treasure: Nil

XP: 180+6

A life leech is a hideous creature that resembles a normal bat, but sized to that of a man. It has barbs on the ends of its wings, and drooling fangs emerge from its slobbering mouth. Found in remote islets scattered south of the Serpent's Teeth, sailors whisper these things seem to exist only to feed on the souls of the living.

Combat: A life leech drops from the sky to deliver its soul-sucking bite attack, before fluttering off into the night.

Life Drain: Living creatures hit by a life leech's bite attack lose one level and take a –2 penalty to attack and damage rolls. Multiple hits results in additional level loss, but do not worsen the penalty on attacks. An affected creature can lift this penalty by making a Constitution saving throw each day.

LYCANTHROPE, WERESHARK

No. Encountered: 1–4

Size: Large

HD: 8 (d8)

Move: 30 ft. (both forms), 30 ft. (swim, shark and hybrid form)

AC: 18

Attacks: Bite (1d8), Claws (1d6, hybrid only)

Special: Curse of Lycanthropy, Rending Bite, Alternate Form, Shark Empathy, Twilightvision, Regeneration 3, Scent

Saves: P

Int: Average

Alignment: Chaotic Evil

Type: Shapechanger

Treasure: 8

XP: 825+8

Weresharks in humanoid form tend to be sleek, but muscular, with little or no body hair. They usually shave their heads or keep their hair short—most have dark gray hair. Their mouths are wide and their smiles reveal a multitude of teeth. Many weresharks have charcoal-colored eyes with an almost dull look. In human form, they are



virtually indistinguishable from other folks in terms of their dress, though most favor loose and baggy clothing to accommodate their growth when they use their alternate form abilities.

Combat: In combat, weresharks enjoy a natural cunning and a savage brutality that makes them especially fearsome to fight. When faced with enemies they assume their hybrid form to take advantage of their razor-sharp claws and wide mouth filled with sharp teeth.

Rending Bite: Whenever a wereshark in shark or hybrid form hits an opponent with its bite attack, that opponent takes an additional 1d8 damage on their turn from blood loss.

Alternate Form: A wereshark can change forms once per day. In human form, weresharks retain all abilities except for rending bite (and, obviously, their bite and claw attacks). Weresharks are immune to polymorph attacks or effects unless they wish to be affected.

Shark Empathy: Sharks treat weresharks as superior brethren, and congregate around them. A wereshark can telepathically communicate with any shark within 1 mile. In addition, a wereshark can summon 1d4 sharks to its location if the sharks are within 1 mile. The sharks arrive 1d6 turns later.

MALKIN

No. Encountered: 1

Size: Small

HD: 3 (d8)

Move: 30 ft.

AC: 16

Attacks: Bite (1d3), Claws (1d2)

Special: Rake, Sense Corruption, Twilightvision, Immune to Electricity and Poison, Regeneration 2, SR 3, Telepathy 100 ft., True Sight

Saves: M

Int: Low

Alignment: Any

Type: Extraplanar

Treasure: Nil

XP: 35+3

A malkin resembles a normal housecat, but its physical appearance is the extent of their similarities. Malkins are far more intelligent and armed with a variety of supernatural powers that make them particularly valuable to adepts of all stripes. Legend holds they were first created when an outsider traveling to the World of Freeport became trapped in the form of a cat. Whether this mysterious ancestor was a virtuous or villainous outsider is lost—and often influenced by the individual teller's opinions in general about cats.

Regardless of their ethical qualities and origins, any who dabble in the occult should find value in these unusual creatures, and many sorcerers have made pacts with malkins to serve as familiars, companions, and helpers. Individual malkins do not form lasting attachments to their bipedal masters, being fickle and capricious creatures capable of leaving on a whim.

Combat: A malkin fights only when cornered, fleeing confrontations when able. When forced to fight, it brawls with great ferocity, hurling itself at a foe to bring all of its claws and teeth into play.

Rake: A malkin that hits with its bite attack may make two rake attacks with its hind legs. These attacks have an additional +1 bonus to hit and inflict 1d2 damage each.

Sense Corruption: A malkin can unerringly sense evil creatures within 60 feet.

Telepathy: A malkin communicates by transmitting its thoughts to a friendly creature within 100 feet.

True Sight: Malkins perceive their surroundings as if under the effects of a *true seeing* spell.

MONSTROUS GLAM

	Common	Enormous
No. Encountered:	1–3	1
Size:	Medium	Large
HD:	3 (d8)	6 (d8)
Move:	—	—
AC:	15	18
Attacks:	Snap Shell (1d6)	Snap Shell (1d8)
Special:	Hold in Place	Hold in Place
Saves:	P	P
Int:	Animal	Animal
Alignment:	Neutral	Neutral
Type:	Vermin	Vermin
Treasure:	—	—
XP:	20+3	120+6

Monstrous clams can be found in the tropical waters around the Serpent's Teeth and elsewhere.

Combat: They are not normally a threat to other creatures, but have a tendency to close their shells suddenly when disturbed, trapping the hand or leg of any swimmer who ventures too close.

Hold in Place: A creature hit by a monstrous clam's snap shell attack cannot move until it makes a Strength saving throw (make a new save each round). Each failed save deals an extra 1d6 damage (1d8 for enormous).

MONSTROUS GRAB

	Common	Enormous
No. Encountered:	1–6	1–3
Size:	Medium	Large
HD:	2 (d8)	5 (d8)
Move:	30 ft., 20 ft. (swim)	30 ft., 20 ft. (swim)
AC:	15	16
Attacks:	Pincers (1d6)	Pincers (1d8)
Special:	Crushing Grasp, Darkvision	Crushing Grasp, Darkvision
Saves:	P	P
Int:	Animal	Animal
Alignment:	Neutral	Neutral
Type:	Vermin	Vermin
Treasure:	—	—
XP:	25+2	120+5

Crabs of all sizes range across the sea floor, feeding on whatever they can scavenge. While they are seldom aggressive, they defend themselves when attacked. While fully amphibious, a monstrous crab does not actually swim; instead, it crawls along the ground, so swimmers can escape a monstrous crab by swimming straight up.

Combat: A monstrous crab may lay in wait, burying itself in the sand. When its meal comes close, it attacks with its powerful pincers.

Crushing Grasp: A creature hit by a monstrous crab's pincer attack cannot move until it makes a Strength saving throw (a new save may be rolled each turn). On a failed saving throw, the creature takes 1d6 damage (or 1d8 damage from an enormous monstrous crab).

MONSTROUS JELLYFISH

No. Encountered: 1

Size: Medium

HD: 3 (d8)

Move: 10 ft. (swim)

AC: 5

Attacks: Nil

Special: Darkvision 60 ft., Digest, Toxic Strands

Saves: P

Int: Animal

Alignment: Neutral

Type: Vermin

Treasure: Nil

XP: 35+3

Jellyfish drift with the currents, capturing whatever prey they blunder into or that blunders into them. They move via the pulsing of their mantles, which produces a water-pumping action, but they are neither fast nor agile swimmers. A monstrous jellyfish has a set of trailing tendrils, several times the length of its body.

Combat: A monstrous jellyfish's trailing tendrils are armed with thousands of stinging cells that inject poison into prey unfortunate enough to find itself caught in these strands.

Digest: Victims paralyzed by the jellyfish's strands are automatically moved to its mouth, where it is slowly digested by the creature's juices. Each round, the creature takes 1d6 damage.

Toxic Strands: A jellyfish attacks by dragging its tendrils behind it as it moves. Any creature within 15 feet of the jellyfish or moving while within this area must succeed on a Dexterity saving throw or take 1d6 damage. In addition, a creature damaged by the strands must also succeed on a Constitution saving throw. A failed save indicates the creature is paralyzed for 1d4 minutes from the excruciating pain.





MONSTROUS LEECH

	Common	Enormous
No. Encountered:	1–6	1–3
Size:	Medium	Large
HD:	3 (d8)	6 (d8)
Move:	5 ft., 20 ft. (swim)	5 ft., 30 ft. (swim)
AC:	15	15
Attacks:	Bite (1d6)	Bite (1d8)
Special:	Attach, Blood Drain, Disease	Attach, Blood Drain, Disease
Saves:	P	P
Int:	Animal	Animal
Alignment:	Neutral	Neutral
Type:	Vermin	Vermin
Treasure:	—	—
XP:	30+3	180+6

Leeches live in water and damp environments in tropical areas. They are carnivores who devour small creatures or suck the blood of larger animals.

Combat: Monstrous leeches are reasonably swift swimmers, but prefer to ambush prey instead of chasing down their victims.

Attach: Whenever a monstrous leech hits a living opponent with its bite attack, it latches onto its foe. While attached, the leech takes a –5 penalty to its AC. The target of this attack is entitled to a Strength saving throw to remove the leech each round on his turn.

Blood Drain: An attached leech automatically deals bite damage on its turn.

Disease: A creature that takes damage from the leech's blood drain attack must make a Constitution saving throw or become afflicted with a terrible disease. Each day, the victim must succeed on a new Constitution saving throw or be feverish and overcome by chills, resulting in a cumulative –1 penalty on attacks and damage for each failed save. When the victim succeeds on three Constitution saves, the victim overcomes the disease and the accumulated penalties vanish.

NEOTHELID

No. Encountered: 1

Size: Large

HD: 25 (d8)

Move: 20 ft.

AC: 25

Attacks: Bite (2d12)

Special: Breath Weapon, Fear, Grab, Perfect Sense 100 ft., Swallow Whole

Saves: M

Int: Superior

Alignment: Chaotic Evil

Type: Extraplanar

Treasure: 18

XP: 5300+25

No one is quite certain where these creatures come from and indeed many deny they exist at all. Those students of the occult who dabble with theories of other dimensions suggest the neothelid in fact originates from another dimension and it seeks to cross the barriers of space and time, punching through the fabric of reality in acts of incredible supernatural powers. It's whispered that some cults see these things as gods and they work to bridge their worlds to usher in a new era of horror with the neothelids as masters.

A neothelid is a great wormlike creature measuring over 50 feet long. Its head is a mass of writhing tentacles that surround a toothy maw. Although it has no eyes or other sensory organs, it unerringly senses its prey.

Combat: The neothelid fights simply, snapping at annoying enemies and swallowing them alive. Once it has gobbled up a couple of foes, it spews its breath weapon, disgorging its acids and its meal in one tremendous blast of destruction.

Breath Weapon: A neothelid can spew a cone of its digestive juices in a 50-foot cone once per day. Creatures in the area take 25d6 acid damage, though they are entitled to a Dexterity saving throw to reduce the damage to half. If the neothelid swallowed any creatures, the creatures are similarly disgorged and appear in a space at the end of the cone. These creatures are subject to the breath weapon's damage, and may make a saving throw to reduce its damage by half.

Fear: The neothelid is a horrific foe, a being beyond nightmare. Upon first seeing the neothelid, all non-extraplanar creatures must succeed on a Wisdom saving throw or become afraid, taking a –1 penalty on attacks until they hit the creature.

Grab: When a neothelid hits a Medium or smaller creature with its bite attack, it snatches that creature off its feet. A grabbed creature can attempt a Strength or Dexterity saving throw to escape the grab, but if it does so, it falls to the ground prone.

Swallow Whole: On its turn, if the neothelid is grabbing a creature, it can try to swallow that creature whole. The target is entitled to a Strength or Dexterity saving throw to avoid being swallowed. On a failed save, the creature disappears into the monster's gullet. Each round, on the neothelid's turn, swallowed creatures take 5d6 acid damage from its digestive juices. A swallowed creature can attack from within the belly of the beast or cast spells, but only if it first succeeds on a Constitution saving throw. Should the neothelid die, swallowed creatures can crawl free from the monster.

NEREID

No. Encountered: 1–8

Size: Medium

HD: 5 (d6)

Move: 30 ft., 60 ft. (swim)

AC: 18

Attacks: Dagger (1d4)

Special: Ocean Stride, Spell-Like Abilities, Ocean Bond, Twilightvision

Saves: M

Int: High

Alignment: Neutral

Type: Fey

Treasure: 4

XP: 180+5

Nereids are salt-water fey, kin to both dryads and nixies. They are human-sized with lightly scale blue-green skin and webbed fingers and toes. Females dress in long, flowing robes of woven seaweed and wear jewelry made of pearls and shells. Males wear knee-length kilts of seaweed. They commonly live in sea caves or coral reefs.

Combat: The nereids are reclusive, avoiding land-dwellers when possible. With the recent troubles plaguing the waters of the Serpent's Teeth (in particular the sahuagin), most nereids have withdrawn completely, hiding in their submerged homes and only emerging to drive off those who trespass in their territory.

Ocean Stride: A nereid in her bonded waters can vanish and reappear in a different location within the same body of water up to 50 feet away. She can use this ability up to four times per day.

Spell-Like Abilities: *Animal friendship* (4/day), *calm animals*, *charm person* (4/day), *fear* (1/day), *remove fear*, *sleep*, *suggestion* (2/day), *summon elemental* (water only, 1/day), *water breathing*.

Ocean Bond: A nereid is bound to a particular body of salt water. A nereid who remains away from its native ocean for more than a day begins to waste away, dying after 10 hours.

OCEAN WYRM

No. Encountered: 1

Size: Large

HD: 30 (d10)

Move: 90 ft. (swim)

AC: 20

Attacks: Bite (6d6)

Special: Constrict, Drench, Grab, Swallow Whole

Saves: P

Int: Animal

Alignment: Neutral

Type: Magical Beast

Treasure: Nil

XP: 8600+30

An ocean wurm is an enormous aquatic serpent capable of crushing a small ship within its coils. It has a massive dragon-like head and a long, sinuous body with a flattened tail. A spiny crest runs the length of its back, and on each side of its body is a ridge of flattened, projecting scales. It moves through the water with an undulating motion, traveling with incredible speed. When it rises from the ocean, the water seems to cling to it, as if it was somehow part of the ocean itself.

Ocean wyrms are regarded as sacred by the locathah, who claim that the serpents are the children of a mighty sea god named



Kolan—indeed, their name in the locathah tongue, *kolan'tathok*, means “Children of Kolan.” According to folklore, Kolan was the younger brother of the God of Locathah and Merfolk. Jealous of his elder brother's faithful following among the aquatic peoples, he turned himself into a great and terrible sea serpent to threaten them. The locathah placate the *kolan'tathok*—and through them, their legendary father Kolan—with offerings of food and the occasional sacrifices, building shrines in front of their lairs which are attended by priests. A steady supply of offerings relieves the great serpents of the need to hunt, and many have not left their coral caves for centuries.

Combat: The ocean wurm is a distant threat to Freeporters since none of these terrifying creatures have ever been found in the waters of the Serpent's Teeth. The locathah communities that revered these creatures are far from Freeport and were legendary even among the local colonies of merfolk. With the recent upheaval and activity of the sea devils, though, the merfolk have vanished and the locathah are less inclined to visit the Serpent's Teeth. Those familiar with the depth have begun to worry that the outlying locathah villages are being abandoned as well, and if this is true, then there are none to placate these horrors—a fact that could prove disastrous for Freeport and beyond.

Constrict: Whenever a grabbed creature fails its Strength or Dexterity saving throw to escape the grab, the ocean wurm deals 6d6 damage.

Drench: The touch of an ocean wurm automatically extinguishes torches, campfires, and other exposed, nonmagical flames of Large size or smaller. As well, it can douse magical flames by making an Intelligence check against each source of magical flame.



Grab: Whenever an ocean wyrm hits a creature with its bite attack, the creature must succeed on a Strength or Dexterity saving throw or become grabbed. Each round, on the creature's turn, it may attempt a new saving throw to escape, but a failed save results in constrict damage.

Swallow Whole: On its turn, if the ocean wyrm is grabbing a creature, it can try to swallow that creature whole. The target is entitled to a Strength or Dexterity save to avoid being swallowed. Instead of taking constrict damage on a failed save, the creature disappears into the monster's gullet. Each round, on the ocean wyrm's turn, swallowed creatures take 6d10 damage from being battered about inside the monster. A swallowed creature can attack from within the belly of the beast or cast spells, but only if it first succeeds on a Constitution saving throw. Should the ocean wyrm die, swallowed creatures can crawl free from the monster.

PICACOUATL

No. Encountered: 1–6

Size: Small

HD: 2 (d10)

Move: 15 ft., 50 ft. (fly)

AC: 18

Attacks: Bite (1d3)

Special: Holy Surge, Poisoned Bite, Darkvision, Protection from Evil, Sense Evil

Saves: P

Int: Low

Alignment: Chaotic Good

Type: Magical Beast

Treasure: Nil

XP: 22+2

A picacouatl is a small feathered and winged serpent, covered in bright scales with riotous-colored wings and glittering emerald eyes.

Picacouatls are small predators found in the jungles of A'Val and rarely on the other islands of the Serpent's Teeth. It flies through the forest canopy, feeding on monkeys, birds, and other small game. It measures 6 feet long and with a 5-foot wingspan.

Combat: Under normal circumstances, a picacouatl avoids combat, preferring only to fight when hunting for food. This said, picacouatls cannot abide evil creatures and may attack them when encountered. It makes full use of its speed and maneuverability, darting in to strike and retreating to allow its poison to take effect.

Holy Surge: Once per day, a picacouatl can unleash a burst of holy energy when it makes a successful bite attack against an evil creature. The target is entitled to a Wisdom saving throw. On a failed save, the target takes an extra 1d8 points of damage.

Poisoned Bite: A living creature hit by the picacouatl's bite attack must immediately make a Constitution saving throw. On a failed save, the creature takes 1d12 points of damage and takes a –2 penalty on all Strength, Dexterity, and Constitution saves and checks. Each hour thereafter, the target is entitled to a new save to throw off the effects of the poison. Each time it fails the save, it takes an additional 1d12 damage.

Protection from Evil: A picacouatl gains a +2 bonus to AC against attacks made by evil creatures. It gains a +2 bonus to saving throws against an evil creature's special attacks.

Sense Evil: As the *detect evil* spell, continuous.

PIT BRIER

No. Encountered: 1, 2–5

Size: Large

HD: 4

Move: 10 ft.

AC: 20

Attacks: 3 Tendrils (1d8)

Special: Grab, Rend
Saves: P
Int: Animal
Alignment: Lawful Evil
Type: Plant
Treasure: 3
XP: 60+4

A pit brier is a stealthy predator of the lower planes, thriving in all but the most inhospitable environments. It's easy to mistake a pit brier for a bramble bush, except that they bear no fruit and stand black and withered regardless of the season. Most pit briers have numerous branches and tendrils, but can attack with only three at a time.

The pit brier originated in the Nine Hells but its seeds found their way to Gehenna, the Abyss, and throughout the rest of the lower planes. While predators, pit briers lack mouths and digestive systems. Instead, they drag the remains of their victims to a barrow, a deep pit filled with rotten flesh and bleached bones. It sinks its thin roots into the soupy mess, drinking deep the decomposing flesh and taking in the noxious vapors rising from the horrible mess.

Pit briers reproduce asexually, dropping seeds covered in razor-sharp barbs into a rich corpse where it incubates for six weeks. At the end of this time, a new young brier hatches and springs up filled with an unspeakable hunger. Younger pit briers may form up into small packs to bring down large prey.

Combat: A pit brier is vicious and malevolent, hunting its prey with a surprising cunning for its nature and otherwise low intelligence. Its tactics honed from its violent existence in the lower planes, it is capable of keeping itself very still so it is all but imperceptible from other plants around it. When its prey comes within its reach, it sends a thorny tendril to wrap around its victim's body. Once it grabs it, it rips its foe to bloody gobbets of flesh, spattering blood to feed its hungry roots.

Grab: When a pit brier damages an opponent with a tendril, that opponent must succeed on a Strength save on its very next turn or become grabbed. A grabbed creature cannot move and takes a -2 penalty on all to hit rolls and damage rolls (minimum 1 point of damage). A grabbed creature can try to escape at the start of its turn each round or automatically becomes free when the pit brier is slain. A pit brier gains a +2 bonus on to hit rolls against grabbed creatures.

Rend: A pit brier that hits the same opponent with two or more tentacle attacks automatically deals an extra 2d6 points of damage.

PWALG

No. Encountered: 2-5
Size: Small
HD: 5 (d8)
Move: 20 ft.
AC: 17
Attacks: Bite (d6)
Special: Acidic Slime, Squirt Acid, Stench, Darkvision 60 ft., Immune to Acid and Poison
Saves: P
Int: Low
Alignment: Chaotic Evil
Type: Extraplanar
Treasure: Nil
XP: 180+5

A typical pwalg is a fat blob of quivering fatty tissue. From the many orifices weep streams of brown milk. Generally satisfied, it spends its

time chuckling darkly to itself. However, when agitated, it tears free two arms and waddles forward, shifting its bulk to reveal its sucking lamprey mouth.

Combat: Pwalgs are the flicked-off tumors plucked from the diseased flesh of the Unspeakable One. When of sufficient size, the dark god pinches off the flesh and casts it into the mortal realm, where it waddles about spraying foul excretions from the many sphincters dimpling its fleshy body.

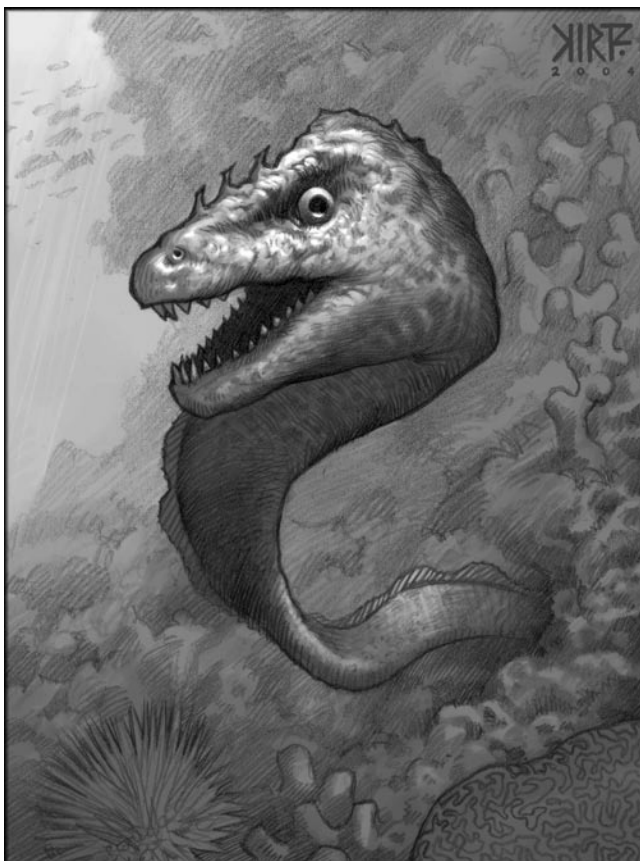
Acidic Slime: Corrosive slime covers a pwalg's body. Any creature touching a pwalg takes 2d4 acid damage. Whenever a creature hits a pwalg with a weapon, the creature must succeed on a Dexterity saving throw or permanently reduce the damage die of his weapon by one step (1d8 becomes 1d6 for example). A weapon whose damage is reduced below 1d2 is destroyed.

Squirt Acid: Whenever a pwalg moves, it squirts acid, dealing 1d4 points of acid damage to all creatures within 30 feet. A Dexterity saving throw negates this damage.

Stench: A pwalg reeks of spoiled ham. Living creatures within 30 feet must succeed on a Constitution saving throw or take a -2 penalty on all to hit rolls. A creature that succeeds on a saving throw cannot be affected by the same pwalg's stench for 24 hours. Multiple failed saves against different pwalgs have no additional effect and the penalties are not cumulative.

REEF EEL

No. Encountered: 1-4
Size: Medium
HD: 2 (d8)
Move: 30 ft. (swim)
AC: 14
Attacks: Bite (1d6)
Special: Attach, Cripple, Escape, Twilightvision



Saves: P
Int: Animal
Alignment: Neutral
Type: Animal
Treasure: Nil
XP: 15+2

The reef eel is an aquatic predator, growing as large as 7 feet long. It has a narrow, ribbonlike body and pointed head armed with a mouth full of vicious teeth. Reef eels hunt small fish at night and spend their days lurking in cracks and crevices in the reef. Their lairs are seldom wider than their bodies and they back into them, leaving their head facing outward.

Combat: If disturbed or threatened, a reef eel can lunge forward and bite with great speed.

Attach: A creature hit by a reef eel's bite attack must make a Strength or Dexterity saving throw or the reef eel latches onto the creature. Each round the eel remains attached, the target automatically takes 1d6 damage. On the target's turn, it may attempt a new saving throw to detach the reef eel. An attached reef eel has an AC 10.

Cripple: A reef eel that rolls a natural 20 when making a bite attack can cripple its foe. The target must succeed on a Constitution saving throw or take a -10 penalty to its movement. A *regenerate* spell repairs this damage.

Escape: Whenever the reef eel misses with a bite attack, it can swim 10 feet.

SERPENT PEOPLE

No. Encountered: 1, 2-5, 3-18
Size: Medium
HD: 1 (d8)
Move: 30 ft., 20 ft. (swim)
AC: 15
Attacks: Weapon
Special: Change Shape, Darkvision 60 ft.
Saves: P

Int: Average
Alignment: Neutral
Type: Monstrous Humanoid
Treasure: 1
XP: 5+1

An adult serpent person stands just over 6 feet tall and weighs about 150 pounds. Fine scales, ranging from green to brown, cover their lithe bodies, and their hands and feet end in small claws. Perhaps the most distinctive characteristic is their heads. Perched atop of their long necks is a snake's head. Some have hoods like cobras, but most do not.

Serpent people are the children of Yig, the Snake God, and they are a people fallen, only just now emerging from their hiding places in the world. Although many serpent people are not evil, and indeed many of those serve Yig as well, there is a growing movement within these people to embrace the bellicose aspect of the Snake God. Fueled by the impassioned speeches and fiery words of the Skethvai sect, many serpent people have come to see the only way they can survive as a race is to enslave the weaker races once more.

In the aftermath of Valossa's collapse, the surviving serpent people scattered throughout the world, to carve out new homes in the wilderness of antiquity. They chose remote places, far from those whom they had enslaved at the height of Valossa's power. Into isolated valleys, primeval jungles, and deep underground fled the survivors, vanishing from the world and believed annihilated by their enemies. The serpent people had to adapt to their surroundings if they would survive, and the adaptation had mixed results, with some becoming mad savages, prostrating themselves before crude altars of the Unspeakable One, while others gathered what lore they could from their lost culture and preserved it for their descendants. Others, if some sages can be believed, either mingled their blood with other creatures or devolved into lizardfolk, kobolds, and other reptilian species.

Serpent people are omnivores, though a large number of serpent people disdain the consumption of flesh of any kind. The warlike serpent people have no reservations about their meals and some even consume sentient creatures, though most subsist on birds, rodents, and other small game.



Reproduction rates are quite small, with few young surviving to adulthood, giving into sickness or madness. Females lay clutches of 1d6+3 leathery eggs at a time, which take a few months for the newborn serpent person to tear free from the soft shell. Mutations are quite common, many of which are so appalling that the serpent people are forced to smother their young for fear that the offspring is tainted by the Unspeakable One's touch.

Combat: Serpent people are notoriously cautious in combat, rarely taking risks and being careful to control the time and place of their battles. Rather than take their opponents head on, they use change shape to assume the guise of their enemy's race if possible and lure them into ambushes. Other serpent people use their shapechanging abilities to infiltrate enemy ranks, poison food and water supplies, and generally cause havoc until their foes are so weakened that the rest of the serpent person's allies can strike without fearing heavy casualties.

Larger groups of serpent people often include mystics, clerics of Yig (or in very rare cases the Unspeakable One), who guide the foot soldiers in combat. Many priests are insane, driven mad by their god's anger.

Change Shape: A serpent person can assume the form of any Small or Medium humanoid.

SOCIETY AND CULTURE

The fall of the Valossan Empire dealt a devastating blow to the serpent people's society. Before the cataclysm, this nation was the cultural center of the world, the birthplace of mathematics and the sciences. They embraced the arts, and their literature, paintings, and operas have, in their eyes at least, yet to be matched by other races. They were also incredible magicians, exploring the intricacies of arcane magic, while dabbling in psionic power. They transcended the Material Plane to explore other worlds and realities, bringing back with them artifacts from far-flung places to study or contain. But above all, they were a people with deep spiritual roots.

Close to their makers, Yig's presence and influence could be found in all things. Every great work, every incredible advance was done in the Snake God's name, to exalt him as was his due. Their proximity to their god, while giving them sufficient motivation to serve, also diminished in a small way Yig's divine nature, such that a small few serpent people believed they could equal their maker and perhaps supplant him. Perhaps this trend stemmed from their planar explorations, maybe stagnancy in their culture, or maybe even as a result of some other power's influence, but regardless of the cause, this arrogance and ambition enabled the Unspeakable One to contaminate the serpent people, to twist their hearts to shun Yig and instead embrace the King in Yellow.

At first, the cult of the Unspeakable One was small, so small that the priests of the Snake God thought nothing of them. But after a generation, the subversive pockets blossomed, blooming into a full-blown religion. Their evil and madness swept through the empire, eroding the stability and bringing the past achievements to ruin, though still many priests did nothing, expecting Yig himself to attend to the matter. Attend to the cultists the Snake God did, but not in the way the serpent people expected. Rather than just destroying those who enraged him, Yig smashed the empire, bringing it to its knees and sending it down into the depths until nothing remained of his children and their vain land.

In the aftermath, the serpent people scattered, but such was the devastation that they could salvage little of their dead society. Many survivors had nothing and sought only to evade the harsh reprisals from the various races the serpent people had enslaved. Those who buried themselves in the ground blamed Yig for their suffering,



and turned away from their maker to embrace the promises of the Unspeakable One, whose gentle touch on their minds rent their sanity asunder and made beasts of them all.

The rest fled to the distant corners of the world, to find havens and maybe rebuild. For ages, the serpent people remained in hiding, and with each new generation, their memories of their lost homeland faded. The meaning of their scrolls became lost. The only thing they retained was the unfailing service to Yig.

With the recent reemergence of the serpent people, they are wholly driven to restore their prominence in the world. Among them, there are those who seek a gentler path, one that involves cooperation with other races, but there also those who see enemies everywhere and believe that the only way for the serpent people to reclaim their lost power is through the subjugation of all other peoples. Those that refuse to bend their knees to the superior Valossans shall find their destruction.

SERPENT PERSON DEGENERATE

No. Encountered: 2–8

Size: Medium

HD: 2(d8)

Move: 30 ft.

AC: 14

Attacks: Weapon or Bite (1d6)

Special: Poison, Thrall to the Unspeakable One

Saves: P

Int: Inferior

Alignment: Chaotic Evil

Type: Monstrous Humanoid

Treasure: 1

XP: 10+2

Those serpent people who fled underground and gave themselves fully to the King in Yellow became wretched things, degenerates, feral and wicked. They recall next to nothing of the glory of Valossa and have become slaves of their dread god.

Combat: Simpleminded and consumed by darkness, serpent people degenerates fling themselves at their enemies, sacrificing their lives in the slim hope of slaughtering their opponents.

Poison: Creatures bitten by a degenerate serpent person are at risk of becoming poisoned. Resolve the effects of poison as follows.

Victim rolls a Constitution save. On a success, he takes 1d3 points of damage. On a failure, he takes 1d6 points of damage and counts as crazed (-1 on all mental attribute checks and saves, -1 to hit and damage) for 10 minutes.

A victim that failed his initial save must roll another Constitution save 10 minutes after being bitten. A success indicates he's overcome the poison and is not at further risk. A failure indicates the victim takes an additional 1d6 points of damage and the illness worsens (-4 on all mental attribute checks, -4 to hit and damage).

Each day thereafter, a victim must attempt a new Constitution save. Failure indicates the victim loses 1 point of Wisdom, takes 1d6 points of damage, and retains the penalties. This continues until the victim dies, succeeds on a Constitution save, or the poison runs its course (1d2 weeks).

Thrall to the Unspeakable One: Once per day, a degenerate creature can invoke the power of its god to gain a +1d6 bonus on a save, check, attack, or damage roll.

SHADOW SERPENT

No. Encountered: 1-6

Size: Medium

HD: 3 (d12)



Move: 40 ft. (fly)

AC: 13

Attacks: Touch (1d6, weakness)

Special: Chill Aura, Darkvision 60 ft., Incorporeal, Weakness

Saves: M

Int: Low

Alignment: Chaotic Evil

Type: Undead (Extraordinary)

Treasure: 3

XP: 35+3

When Valossa became contaminated with the minions of the Unspeakable One, its people corrupted and befouled by the King in Yellow's awful touch, the Serpent God Yig cast down the Valossan Empire and cursed his priests for failing in their sacred duty to safeguard the serpent people and keep them pure in their faith to him. Those priests who bore the brunt of the Serpent God's wrath became the dreaded shadow serpents, appalling undead creations consumed with remorse for their mortal failings and channeling that grief into hatred for the living, especially the inheritors of the world. In spite of this burning rage, shadow serpents are capable of speech and may beg mortals to free them from their curse, though they are just as likely to attack instead.

A shadow serpent is an inky black shadow of a good-sized viper. It is a featureless mass except for its eyes: they glow red with malevolence. Wherever a shadow serpent moves, ice crystals form in the air about it and a rime of ice coats any surface it touches.

Combat: A shadow serpent is a careful opponent, being sure to linger in the shadows until the proper time to strike. Even after it attacks, it always does so from areas of darkness, avoiding lit areas if possible. The undead lashes out madly, striking at the closest creature each round, relying on the combination of its chill aura and weakness to defeat its opponents. Being insubstantial means a shadow serpent can be hit only by magical weapons of +1 or better.

Chill Aura: At the start of each of a shadow serpent's turns, all living creatures within 10 feet must succeed on Constitution saves or take 1d4 cold damage.

Weakness: Any creature damaged by a shadow serpent's touch must succeed on a Constitution save or take a -2 penalty on to hit rolls and damage. A victim may attempt a new Constitution save each minute to overcome the weakness. Multiple hits deal damage as normal but do not worsen the penalties from weakness.

SKIN GLOAK

No. Encountered: 1-6

Size: Medium

HD: 2 (d12)

Move: 20 ft.

AC: 14

Attacks: Slam (1d4)

Special: Constrict, Darkvision 60 ft., Grab

Saves: M

Int: Average

Alignment: Chaotic Evil

Type: Undead

Treasure: 2

XP: 15+2

Skin cloaks, or hollow men, are the unfortunate remains of those who have crossed necromancers and thus haunt areas where foul necromantic magic was used. Skin cloaks can be encountered alone

or in groups with as many as six members. A hollow man consists of the skinned hide of a human or humanoid creature. The flesh is tanned and often tattooed, and the cut marks closed with a heavy thread. The curing process results in shrinking the overall hide and thus these creatures are often smaller than they were in life, standing about 4 feet tall and weighing 20 pounds or less.

The skin cloaks recall little of their lives, but their creation lives large in the crude memories of their soul. Skin cloaks tend to remain near the areas where they were created, always searching for the meat they lost. When they encounter a living, sentient creature, their constricting attack, in some ways, looks as if the skin cloak were trying to wrap itself around the meat of its victim, perhaps to restore its former self.

Combat: Skin cloaks are aggressive in combat and filled with a dread loathing of spellcasters, perhaps out of hatred for those who gave them unlife. Thus, a skin cloak attacks arcane spellcasters before any other target. Once a skin cloak grabs its enemy, it constricts until its enemy is dead.

Constrict: A skin cloak deals 1d4 points of damage to any opponent it is grabbing at the start of its turn.

Grab: Any creature struck by a skin cloak's slam attack must succeed on a Dexterity save or become grabbed. A grabbed creature cannot move and takes a -2 penalty on to hit rolls, damage rolls, and AC. Each round, the creature can attempt to escape the grab by succeeding on a Strength or Dexterity check.

SPIRIT LIZARD

No. Encountered: 1-2

Size: Small

HD: 6 (d6)

Move: 40 ft., 20 ft. (climb)

AC: 18

Attacks: Bite (1d4), Claws (1d4)

Special: Poisoned Bite, Spell-Like Abilities, Merging, Nature's Passage, Tree Bond, Twilightvision

Saves: P

Int: High

Alignment: Neutral Good

Type: Fey

Treasure: 6

XP: 240+6

The spirit lizard looks something like a small, fine-featured lizard person, about 2 feet tall, with long-fingered hands and large, sparkling eyes. A small crest rises from the top of its head. Spirit lizards live in the jungles of the Serpent's Teeth, predominantly on Windward. Once, they lived in the jungles of Valossa, perhaps explaining why they are reptilian rather than humanoid in appearance. They are fiercely protective of the trees and wildlife of their home areas and protect them from harm.

Spirit lizards were the predominant fey species of Valossa, but when the summoning of the Unspeakable One destroyed the continent, the creatures living there suffered a terrible fate. Many spirit lizards became trapped in their home trees and warped by the maddening forces unleashed upon the land. Twisted and evil, these became the first deadwood trees. Others were apart from their trees when the cataclysm struck and were forced to endure both the destruction of their beloved forests and the warping effects of the Primal God's foul will, becoming transformed themselves into devil lizards. Thus only a few spirit lizards escaped the horrors of this ancient time.



In the centuries that followed, the spirit lizards continued to guard the jungle and its native creatures, just as dryads do in other parts of the world. They take action against deadwood trees when they encounter them, but do not have the devil lizards' burning hatred of them. They look on the devil lizards with compassion—for any of them could have suffered the same fate—but know they cannot help them.

Combat: A spirit lizard watches its enemies, and uses its animal allies and spell-like abilities to hinder its foes and drive them out from its jungle.

Poisoned Bite: A living creature hit by a spirit lizard's bite attack must immediately make a Constitution saving throw or become groggy, taking a -2 penalty on AC and attacks. On the creature's next turn, it must make another saving throw or fall asleep for 1d6 hours. A sleeping creature can only be roused if it takes at least 1 point of damage.

Spell-Like Abilities: *Animal friendship* (3/day), *animal shapes* (1/week), *calm animal*, *command plants* (3/day), *commune with nature* (3/day, when merged with bonded tree only), *entangle*, *goodberry* (3/day), *plant growth* (3/day), *speak with animals*, *speak with plants*, *summon animals* (3/day).

Merging: A spirit lizard can merge its body with a tree, disappearing completely. While inside the tree, it is aware of its surroundings, but can otherwise take no action. If the tree in which the spirit lizard is merged is destroyed, so too is the spirit lizard.

Nature's Passage: Spirit lizards can move through any sort of undergrowth at normal speed. It can choose not to leave tracks when moving in areas of jungle.

Tree Bond: Like dryads, spirit lizards have a strong bond with a particular tree and cannot move more than 20 miles from their tree. If forced to do so, they die after 1d4 days of separation. A spirit lizard merged with its bonded tree gains regeneration 2.

Tavi

No. Encountered: 1–12

Size: Small

HD: 2(d10)

Move: 40 ft., 20 ft. (climb)

AC: 16

Attacks: Bite (1d4)

Special: Attach, Darkvision 60 ft., Group Hunter, Ophidian Malice, Serpent Sense

Saves: P

Int: Low

Alignment: Neutral

Type: Magical Beast

Treasure: 2

XP: 15+2

These small creatures are about the size of a halfling when standing upright and the size of a small dog when on all fours. They have grayish-brown fur with a pointed snout, rounded ears, and a long tail. Their black eyes gleam with intelligence and their front paws are particularly agile.

Tavi are the result of a magical experiment to create a bigger and more intelligent mongoose for dealing with larger snakes and snake-like races such as the serpent folk. They can stand upright and use their front paws to manipulate objects, but drop onto all fours for running.

Tavi have been introduced to various parts of the world where snakes and serpent races are a problem, but are most numerous in and around Freeport, where they were first introduced. While many remain in captivity (especially among the Wizards' Guild), over the years several have escaped and set up flourishing wild groups.

Combat: Tavi despise snakes and destroy them wherever they are encountered. Tavi may not be strong, but are swift in battle, and work well in groups to bring down larger foes.

Attach: A creature hit by a tavi's bite attack must succeed on a Strength or Dexterity saving throw or the tavi locks its powerful jaws onto its victim. Each round, the target is entitled to a new save to detach the tavi. For each failed save, however, the tavi automatically deals bite damage. An attached tavi has AC 10.

Group Hunter: When groups of tavi work together, they receive a +1 bonus to AC and saving throws for every three tavi present.

Ophidian Malice: Tavi have been bred to hunt and destroy serpents and serpent people. Whenever they confront these creatures, tavi gain a +2 bonus to hit and damage against serpents and serpent-like creatures. As well, they gain a +5 bonus to saving throws against these creatures' special attacks.

Serpent Sense: A tavi can unerringly detect the presence or absences of any reptilian creature within 30 feet.

THANATOS

No. Encountered: 1

Size: Large

HD: 10 (d12)

Move: 40 ft. (swim)

AC: 16

Attacks: Bite (2d6)

Special: Energy Drain, Grab, Swallow Whole, Darkvision 240 ft., Immune to Cold and Electricity, Regeneration 5, Vile Luminescence

Saves: M

Int: Animal

Alignment: Neutral Evil

Type: Undead

Treasure: 10

XP: 1350+10

A thanatos is a horrific abomination, being the undead remains of a great fish. Its bony head looks eerily like a monstrous skull and its eyes are white and blank. Great rents and tears in the scales of its sides show tattered flesh beneath. Its scales and flesh are translucent, revealing hints of its skeleton here and there. It glows with an unnatural greenish-white light, and its mouth is full of long, jagged teeth.

Combat: Thanatos normally frequent the deepest, darkest depths of the ocean, feeding on the corpses of creatures that sink to the ocean bed. Occasionally, however, they may rise to shallower depths to raid the settlements of aquatic races in search of food. They have even been known to attack ships.

Energy Drain: Living creatures hit by a thanatos's attack lose one level. For each such level lost, the thanatos heals 10 hit points.

Grab: Whenever a thanatos hits a creature with its bite attack, the creature must succeed on a Strength or Dexterity saving throw or become grabbed. Each round, on the creature's turn, it may attempt a new saving throw to escape, but a failed save results in bite damage.

Swallow Whole: On its turn, if the thanatos is grabbing a creature, it can try to swallow that creature whole. The target is entitled to a Strength or Dexterity save to avoid being swallowed. Instead of taking damage on a failed save, the creature disappears into the monster's gullet. Each round, on the thanatos's turn, swallowed creatures take 4d6 damage from being battered about inside the monster. A swallowed creature can attack from within the belly of the beast or cast spells, but only if it first succeeds on a Constitution saving throw. Should the thanatos die, swallowed creatures can crawl free from the monster.





Vile Luminescence: A thanatos gives off an eerie glow, filling a radius of 60 feet with shadowy light. All undead inside the glow gain a +2 bonus to AC and a +1 bonus to hit.

VULPINE

No. Encountered: 1–12

Size: Medium

HD: 4 (d8)

Move: 40 ft.

AC: 18

Attacks: Bite (1d4)

Special: Confusion, Spell-Like Abilities, Alternate Form, Darkvision 60 ft., Quicksilver Thoughts

Saves: M

Int: Average

Alignment: Chaotic Neutral

Type: Shapechanger

Treasure: 4

XP: 90+4

Vulpines are shapechangers that combine elements of human and fox in their appearance. They can shift between humanoid, hybrid, and fox forms, but even in human form they have a fox tail which they must hide if they wish to conceal their true nature. Although they are skilled shapeshifters, the common belief that they are lycanthropes is not true.

A vulpine is usually encountered in human form. They stand just over 5 feet tall and weigh 100–120 pounds. In its natural form, it appears to be a red-furred humanoid with a fox head and is about the same height and weight. When it assumes its fox form, it is virtually indistinguishable from other foxes.

The main weaknesses of vulpines are their vanity and love of luxury. Their pride in their abilities causes them to overreach, resulting in a hasty exit when their plans are discovered. They are also great

materialists and have been led into trouble by their fondness for extravagant living.

Combat: Consummate tricksters and confidence artists, vulpines delight in all kinds of trickery and deception. Not only does this make a handsome living for many of the creatures who live undetected among other peoples, but it also creates a good deal of confusion in which their capricious natures revel.

Confusion: Living creatures hit by a vulpine's bite attack must succeed on a Wisdom saving throw or become confused (as the *confusion* spell) for 4 rounds.

Spell-Like Abilities: *Charm person* (1/day), *confusion*, *dancing lights*, *detect thoughts* (1/day), *ghost sound*, *prestidigitation*, *silent image* (1/day), *suggestion* (1/day), *tongues*, *ventriloquism*.

Alternate Form: A vulpine can assume the form of any humanoid creature or that of a fox. In humanoid form, it appears as a regular member of that race, except that it retains its fox tail. In any form, it retains all of its normal abilities.

Quicksilver Thoughts: Vulpines gain a +2 bonus to saving throws against mental effects.

X'SUAL, AVATAR OF THE UNSPEAKABLE ONE

No. Encountered: 1–4

Size: Large

HD: 6 (d8)

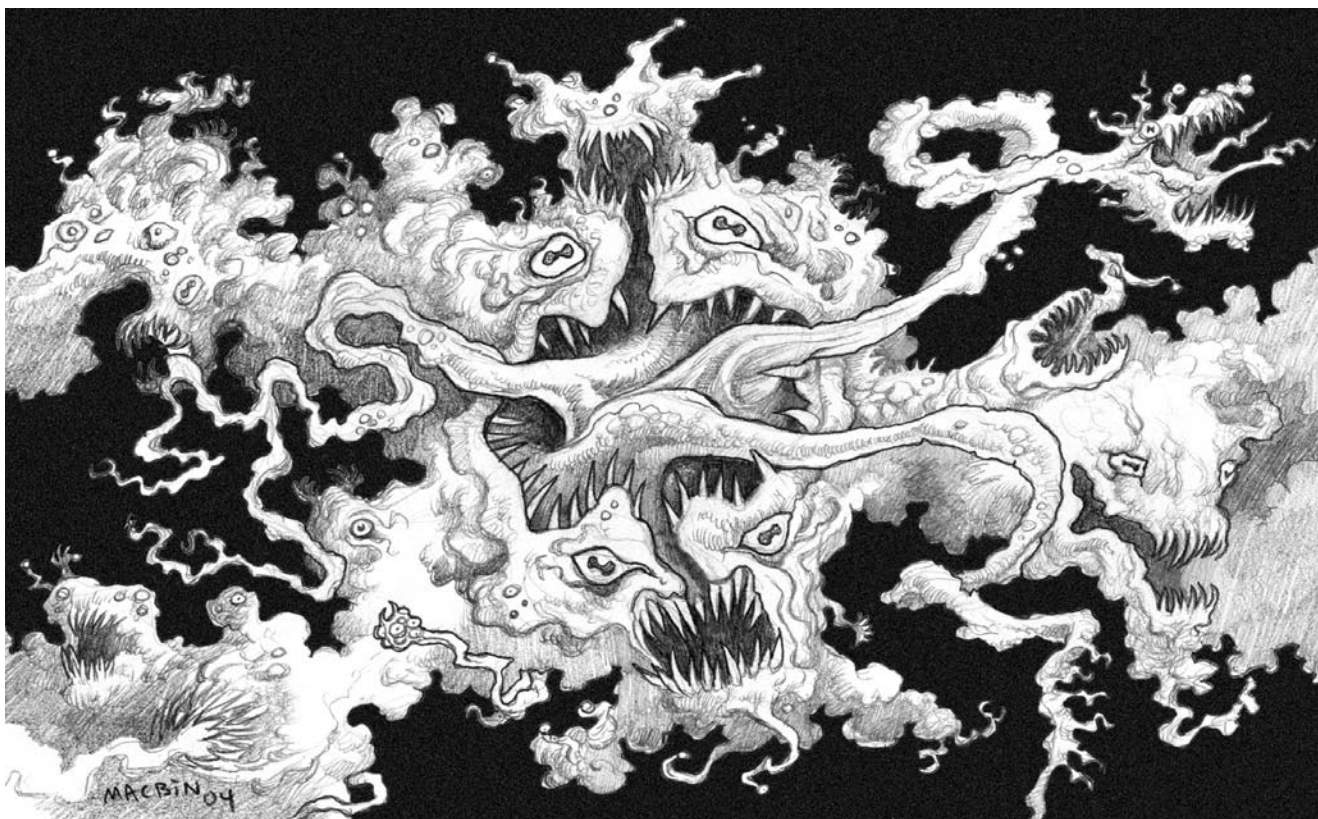
Move: 20 ft., 10 ft. (fly)

AC: 18

Attacks: Slam (1d10)

Special: *Cloudkill*, Confusion, Consume, Essence Disruption, Grab, Possession, Darkvision 60 ft., Immune to Transformation

Saves: P



Int: Average
Alignment: Chaotic Evil
Type: Extraplanar
Treasure: Nil
XP: 390+6

An x'sval is a roiling red mist that shifts and changes shape constantly and from time to time, hideous, distorted faces forming and dissolving in the clouds of its being. It moves slowly but purposefully, reaching out with pseudopods and flowing through the narrowest of openings.

From time to time, the Unspeakable One will send forth a tiny part of his essence to the mortal world, either to perform some task or answer an appeal by his cultists. Heralds of the Unspeakable One, as they are known, can be called by terrible rituals.

Combat: An avatar of the Unspeakable One closes with its enemies as quickly as possible, taking advantage of its natural *confusion* aura to disorient its foes, while it grabs and consumes them.

Confusion: The x'sval spreads madness by its mere presence. All living creatures within 30 feet must succeed on a Wisdom saving throw or become confused (as the *confusion* spell) for 6 rounds. After this period, if the creature is still inside 30 feet, it must make a new save or become confused all over again. A creature that makes a successful saving throw is immune to the x'sval's confusion for 24 hours.

Consume: If the x'sval begins its turn with a grabbed creature, it can attempt to consume that creature. The target must succeed on a Wisdom saving throw. On a failed save, the victim ceases to

exist for as long as the x'sval remains alive. If the herald is not destroyed after 6 rounds, the creature is permanently destroyed and cannot be restored to life by any means short of a *wish*.

Essence Disruption: A creature struck by an x'sval's slam attack must succeed on a Constitution saving throw or begin to unravel and takes a -1d6 penalty on all to hit rolls. Each round, on the victim's turn, he may attempt a new save to end this effect. A successful save grants immunity to this special attack for 24 hours.

Grab: In lieu of dealing damage, an x'sval can attempt to grab an opponent with its slam attack. On a hit, its target must succeed on a Strength or Dexterity saving throw. On a failed save, the target is grabbed. Each round, the target is entitled to a new saving throw to escape the grab. An x'sval can grab up to four creatures at a time.

Possession: Instead of consuming a grabbed victim, an x'sval can attempt to transfer its essence into a creature it has grabbed. The target of this attack must succeed on a Wisdom saving throw. On a failed save, the x'sval disappears and assumes control over the possessed creature. A victim of this attack can be freed of the possession if it is rendered unconscious or killed, or if the x'sval is forced to exit the body—such as by a *protection from evil* or *dismissal* spell. All damage sustained while possessing its victim applies to the victim. While possessing a creature, the x'sval gains regeneration 5.

Cloudkill: A x'sval can use *cloudkill* as a spell-like ability three times per day.

APPENDIX: FURY IN FREEPORT

Now that you've read this sourcebook, you ought to be chomping at the bit to get your new Freeport campaign started. *Fury in Freeport* is your introduction, designed for a group of 1st-level characters. In the following pages is a multifarious scenario that involves mystery, investigation, deadly fights, the long-dead returned, and evil villains, all wrapped in one neat adventure. At heart, *Fury in Freeport*

showcases the various elements of the city, and gives you and your players a taste of this city in action. However, it can also serve to launch a new Freeport campaign, offering a cast of interesting characters, plot seeds, and hooks to give you the foundation to create further adventures set in the City of Adventure.

ADVENTURE BACKGROUND

A little more than a century ago, Freeport's Sea Lord Marquetta, the first woman to hold that office, had had enough. Too long had the Thieves' Guild flaunted their power, too many times had they crossed the line, and they had to be stopped.

Until the middle of her reign, she had no issue with the group. Provided the guild didn't overstep its bounds and cause too much trouble, she tolerated their presence. Not everyone in Freeport was thrilled to be under the shadow of organized crime, but the thieves greased the right palms and made the right threats to keep the Council and Sea Lord in their pocket. However, if Freeport values any one thing above all others, it's freedom. Freeporters have long rejected tyranny and many came to the city to escape the harsh injustices of the Continent. Freeporters find slavery utterly distasteful and have never tolerated it within their city's walls.

When word circulated that the Thieves' Guild not only dabbled in slavery, but facilitated the capture and transport of slaves into and out of the city, the Sea Lord was understandably angry and warned the Thieves' Guild to stop, lest they face her wrath. The thieves plied her with promises and assurances, doing their best to soothe her so they could get back to business. They had no intention of stopping; they merely planned to spend more coin to get the Sea Lord and Council to mind their own business.

The Sea Lord, though, was serious, and after her diplomatic efforts failed she led the Sea Lord's Guard in a campaign to destroy the Thieves' Guild, root and branch. The Back Alley War, as people remember it, lasted three years and led to the extinction of nearly everyone affiliated with the Thieves' Guild. Ever since, no crime syndicate has risen to the same level of power and influence as the defunct Thieves' Guild.

The Back Alley War cemented Marquetta's place in Freeport's history as one of the greatest individuals to hold the office of Sea Lord. But conquerors have a way of smoothing the rough edges, overlooking details that would color the memories of events such as this nearly disastrous war. While it is true the Thieves' Guild was involved in slavery and the Sea Lord was certainly justified in her crusade, what no one remembers are the casualties. The Sea Lord's Guard was not particularly choosy about whom they rounded up, butchered, or hanged, and many folks were disappeared just for being in the wrong place at the wrong time. The Thieves' Guild was

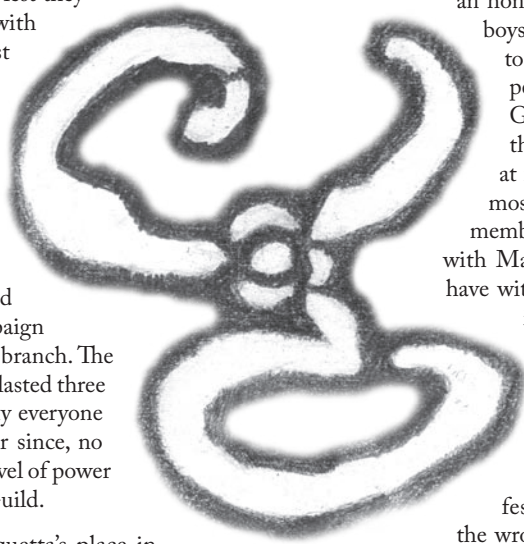
worse, naturally, attacking families of Guardsmen, murdering the children of merchants, and making good on all the threats they had used to keep the movers and shakers in their pockets. In short, it was bloody as hell, and Freeport was very nearly torn apart before the last vestiges of the Thieves' Guild were erased.

No one really remembers who all the victims were; too many generations have passed over the years and those who lived and died in the war are long gone, or at least that's what most people think.

THE TALE OF MELANIE CRUMP

Melanie Crump was a thief, a mother, and a member of the Guild. Crump was a reluctant criminal, turning to crime as a means to survive. She wasn't pretty enough to be a courtesan, wasn't smart enough to attend the Institute, and lacked the gumption to pick up an honest trade. A widow burdened by two young boys, she was desperate and turned to petty theft to make ends meet. As with just about every petty hood and cutpurse in the city, the Thieves' Guild swallowed her up, bringing her into the fold and making sure she had a fair stab at filching purses. The Guild even let her keep most of what she stole. Crump and other junior members had no idea about the Guild's association with Mazin, a distant slaver-city, and many might have withdrawn from the guild had they known of its shadowy benefactor. So in her ignorance, she worked for the Guild, working her part of the Eastern District and struggling to make sure her children didn't follow her example.

One night, during a large and boisterous festival, Crump stole the wrong purse from the wrong man. Her victim was well dressed, with bronzed skin and dark eyes. His robes were soft black velvet and he was attractive in an intimidating sort of way. Thinking the man had money, she nicked his purse and vanished into the crowds. When she settled in an alley to examine what she had collected, she was surprised to find that the only thing inside the bag was a wavy-bladed dagger. The sparkling emerald serving as its pommel would fetch a fair price, but the blade itself seemed useless, pitted and corroded as it was. She tucked the weapon away and headed back to her house. That's when all hell broke loose.



The Sea Lord's Guard chose this night to begin their war and swept through the Eastern District, rounding up anyone they suspected of being affiliated with the Guild. As the sounds of screams and fighting broke out all around, Melanie fled to her home on the edge of Scurvytown, only to find her house in flames and her friends fighting for their lives against a band of Guardsmen. Melanie grabbed the knife from the pouch and threw herself into the combat, terrified and desperate to get to her boys. She lashed out with the blade, unaware that it slew everyone it touched, her eyes fixed only on the small, smoking shapes on her porch. She nearly reached the bodies of her children when a steel-tipped quarrel punched through her middle, piercing her heart. She fell within an arm's reach of her children's bodies, and as she lay dying, she whispered that she'd get her vengeance, make the bastards pay.

A strange thing happened. The knife flared with sickly green light, growing brighter even as the light in her eyes faded. Melanie Crump's body died, but somehow her spirit lived on, trapped within the accursed knife, bound by her vow until she gets her revenge.

A CENTURY LATER

In the chaos of the Back Alley War, Crump's knife vanished, not seen again for nearly a century. The blade found its way into the hands of a Guardsman and cultist named Rue and lay hidden in his house for decades until a foolish youth by the name of Aporcus Beedle just happened upon it. Aporcus Beedle's short life was a series of squandered opportunities. A young man, no older than 13, he was kicked out of the Freeport Institute for behavior unbefitting a student—and given how the faculty is quick to turn a blind eye to the more illicit activities of their students, his transgression must have been severe. Beedle had little family in Freeport so his aunt, Delinda Knorberrtal—a famed wizard, adventurer, and talented alchemist—offered to take him in as her apprentice. Having few other options, Beedle agreed.

He might have turned a corner with his aunt but he was lazy and a poor student, always looking for the quick fix for his troubles. He spent more time stealing money from his aunt and paying streetwalkers to entertain him in alleys than he did poring over the magical tomes that filled her library. While returning one night from one of his many trysts, he happened to pass by a ruined house, windows and door boarded up and painted with a red "X." A bored Guardsman stood out front, picking his nose. Beedle asked him what was with the place. The Guard replied, "It's condemned. Cult activity, ya know?" Beedle knew a great deal about Freeport's recent troubles, what with the Sea Lord a secret cultist and his failed attempt to plunge the city into madness. Beedle moved along, but the memory of the sagging building haunted him. He wondered what secrets it held, what powers lay hidden inside its walls. Before reaching his aunt's house, he resolved himself to find out and crept back the way he had come.

Using his meager powers, he distracted the Guardsman and crept inside. There wasn't much there. Rubble filled the main room, and the back bedrooms and kitchen were positively toxic, filthy with neglect. Still, Aporcus wouldn't give up; he knew something powerful was here. He just had to find it. Find it he did. While examining a suspicious stretch of wall, he found a hidden compartment, and within it laid a small black case. It was heavy, but not too heavy. Fearing the Guardsman would return, Beedle fled, lugging the box with him.

He made it to his aunt's house without trouble and snuck into his room as he did every night, cursing his aunt's familiar who watched him with judgmental eyes. Safe and alone, he opened the case and found it contained a great many treasures, but of particular interest was a strange knife with an emerald pommel. Beedle believed he could sell the relic, but for now, he'd settle for the coins. He gathered the handful of lords, not caring or noticing they were inscribed in the language used by the Mazin slavers, and hid the trunk in a secret space beneath his bed.

Aporcus Beedle never got the chance to sell the knife, for he hatched another plot, a plot that would see his aunt poisoned and himself inheriting her house and her great fortune. As the knife sat in the trunk, forgotten, Beedle fed his aunt vile poisons until her familiar caught him in the act and revealed the whole plot to the sickened woman. Rather than killing him or having him arrested, she threw him out and, perhaps foolishly, gave him a bag of gold to get him started. Beedle squandered his money, fell in with bad types, found himself assaulted, abused, mistreated, and addicted to abyss dust, and so he remained for another five years.

BEEDLE'S LATEST SCHEME

Beedle has had a bad few years and any chance of him redeeming himself died during his life on the streets. So deep did he fall into abyss dust, he had no idea his aunt had passed away in the Great Green Fire, had no idea her recipes were being used by the Wizards' Guild to reclaim the damaged terrain and transform it into fertile farmland. It wasn't until he heard from a fellow thief (a piece of scum named Slick) that the Municipal Auction House was selling off the Knorberrtal estate that he learned of her demise. At first, Beedle laughed, thinking it a fitting end to the harridan who betrayed him—Beedle has a hard time admitting his own faults—but then he remembered the knife and its sparkling pommel. It was his, after all, and the city had no right to sell his stuff. He had to get to that case before they emptied the house and auctioned off his treasure!

Beedle returned to the Knorberrtal house on the Street of Dreams and tried to slip inside, but to his horror, he found the place locked up tight and bound with potent wards to keep people such as himself from breaking in. He tried his magic, but he lacked the strength and knowledge to circumvent the defenses. He almost gave up, but saw a number of wagons waiting out front. It seemed the house was to be emptied on the following day! Beedle snuck inside a wagon where he planned to wait until his case was placed inside. He'd open it, snatch the knife, and make a run for it.

Too bad it didn't work. As he had hoped, a wizard dispelled the wards and the workers emptied the house the next morning and even placed the old black case inside the wagon in which Beedle hid, but just as Beedle worked the latch, trying to open it up, a member of the Watch saw him and had the gall to try to arrest him. Beedle tried to flee with the case, but he dropped it in the street as he ran for his life. The watchman picked up the case and placed it in the wagon, where it fell out again in the Warehouse District, straight into Slick's arms.

Beedle wants his case and would do or kill just about anyone to get it. He has no idea, at least to start with, that Slick has the case, so he thinks it's somewhere inside the Auction House. Since he was spotted on the street, he doesn't think he can get inside the fortified building. What he needs are dupes, fools who are just hungry and crazy enough to try breaking into the Auction House for him. There aren't many folks with those kinds of stones in Freeport, so Beedle needs someone fresh off the boat.

ANOTHER INTERESTED PARTY

Beedle, however, is not alone in hunting for the bejeweled knife: O'takan Farastay wants it too. A slaver from Mazin, not that one could tell by looking at him, O'takan has come to Freeport several times over the last few years, looking for his great-great grandfather's knife. This trip, he's found the weapon. An old friend of Tarmon the High

DARN PLAYERS!

Sometimes the best-laid plans go to waste and with the shadiness of their employer, clever characters might think it's a good idea to double-cross Beedle, or worse, refuse to do the job at all. Should they head down this road, don't worry. There are plenty of opportunities to get them back on track. Try one or both of the following hooks to corral the characters.

HUNTED BY THE WATCH

A sergeant in the Watch learns of the break-in at the Municipal Auction House, and after some investigation, turns up the characters' names. In his eyes, the characters are guilty, and he plans to arrest them. Luckily, the characters catch wind the Watch are looking for them, which should be ample motivation for them to look for the case and clear their names. Should they still refuse, the Watch turn out in numbers when they get a tip the characters are behind a new rash of murders (see **Part III**). In the later case, you may have to give the characters a bit more time to do the investigation described in **Part II**, so delay Beedle's attempt at killing Uri for a day or so (see **The Last Heir** on page 97).

WIZARDLY PRESSURE

Tarmon knew something lay hidden in the Knorberrtal house, something powerful and not at all healthy for Freeport. He would have just destroyed it, but he also wanted to find out who hid it in the house. He ordered the auction of the House's contents—after he picked them over of course—in the hopes of flushing out the owner and any other interested parties. The case and the item went missing, right out from under his nose, so he's a bit angry. To keep his hands clean, he hunts for some disposable characters to recover the case and find out just who exactly has it. If you use this approach, Tarmon finds the characters after the auction (see **Encounter A** in **Part II**).

Wizard, who has no idea about O'takan's real profession, Farastay accompanied the wizard to the Knorberrtal house on their way to lunch at the Diving Fin. O'takan sensed the knife hidden beneath the floorboards in one of the bedrooms. He would have claimed the weapon then, but Tarmon was with him. When he asked what was to happen to all the things in the place, Tarmon explained everything was to be auctioned. O'takan, who's not hurting for money, thought to acquire the weapon by honest means by bidding on the case when it

came up for sale. If someone outbid him, he'd simply kill the person later and claim the weapon.

Farastay is cautious, though, and expects the person who claimed the knife would not willingly give it up. Expecting someone to steal the knife from the Auction House, he's decided to take a few precautions by sending one of his more unpleasant minions to make sure the lot's not disturbed.

ADVENTURE SYNOPSIS

Fury in Freeport begins simply enough, but grows quite complex as Beedle and Farastay's plans unravel. The player characters are hired by Aporcus Beedle to break into the Municipal Auction House and steal the case, but once inside, the characters can't find the box anywhere and to make matters worse, there's something lurking in the warehouse! Fighting the demon, the characters should suspect there are more dangerous things afoot than a simple robbery.

With their mission in tatters, the characters may be inclined to do a bit of snooping on their own. With some inquiries, they find Beedle has vanished, the case never made it to the Auction House in

the first place, and that they aren't the only ones looking for it. The deeper they dig, the more dangerous the game becomes until a rash of murders signals the stakes have been raised. A few questions later, the characters should have all the clues they need to find the other interested party and Beedle.

The adventure concludes with a desperate battle on the deck of O'takan Farastay's ship, the *Narwhale*, where the characters must fight their way through his fearsome slave sailors and reach the Mazin warlock before he can complete the ritual to conjure a terrible fiend from the darkest hell, and maybe save their treacherous employer from near certain death.

GETTING STARTED

Fury in Freeport assumes the player characters are new to the city, fresh off the boat. Unaware of the Auction House's level of security or Beedle's duplicity, it makes them the perfect patsies for the theft. However, with a little adjustment, the characters could be natives of the city, and if so, you should be prepared for possible advantages they may have as the adventure unfolds—namely a familiarity with the city and possible contacts.

APORCUS BEEDLE

He's young, about twenty, with pinched features and an irritating smirk. He has thin brown hair and a long nose. His eyes are beady and he has a foul swollen blister on his bottom lip. He wears a stained

brown shirt, black breeches torn on one knee, and decaying shoes on his feet.

Aporcus Beedle, as described in the **Adventure Background**, is a thoroughly unpleasant man. Selfish and equipped with a dim cunning, he has a tendency not to think things through and it doesn't dawn on him that by recruiting others, he's creating future liabilities. Oh, it'll hit him eventually and when it does, his solution consists of making sure the characters are dead. The big problem with Beedle is he's flat broke and has nothing to offer the characters to get their help. His solution is to pay them a percentage of what he gets for what's inside the case, not that he plans to tell them what's in there and he knows it's good and locked. *"I know a person who'll pay a premium price for what's inside... And no, I'm not telling you who it is or what's inside."* He

starts by offering the characters 20% of what he gets, claiming “I can get at least a thousand lords for that box—from the right buyer.” Shrewd characters can get him to go all the way up to 50% with a successful Charisma check. He doesn’t say anything more.

Assuming the characters agree to his terms, he instructs them to meet him at the Chumhouse in Scurvytown when they’ve got the trunk. See **Encounter B** in **Part II**.

SNOOPING

Characters curious about Aporcus Beedle can ask around for information, either through roleplaying or with Charisma checks. Sample statements about Beedle follow.

“Beedle, you say? Yeah, I know him. He haunts the back alleys of the Docks mostly, though I’ve heard he’s been spending more time in Scurvytown.”

“Oh, Aporcus. Yep, I know him, and if you see him, tell him he ain’t welcome round here. Bastard owes me 2 lords!”

“He’s a thief, as I hear it, and not a good one. Seventy-seven Hells, even the Canting Crew won’t have anything to do with ’im.”

“Beedle’s a piece of work. They say he tried to kill his aunt, gods bless her. To think, Knorberrtal could be kin to him! You ought to steer clear of Beedle. He’d stick a knife in you if he thought you had two pennies to rub together.” The final clue could lead the characters to the Knorberrtal house. See **Encounter F** in **Part II**.

PART I: BREAK IN

The characters have about 12 hours from the start of the adventure to get inside the Auction House, get the case, and get out. After that, the Auction House opens for business. Security is extremely tight, and smart players should take time to scout the place before going forward.

MUNICIPAL AUCTION HOUSE

Squatting in the center of the Warehouse District is the Municipal Auction House. A 20-foot high stone wall capped in rusting spikes surrounds the compound, making the building look decidedly unwelcome. Inside the walls is a bunker-like building constructed of gray stone blocks mortared together.

DEFENSES

Seven members of the Watch stand guard here at all times. One guard stands in the gated entrance (**Area 1**), two guards patrol the yard between the building and the outer wall (**Area 2**), and another guard and the sergeant sit inside the main room (**Area 3**), while two more

guards stand watch over the storage room (**Area 6**). Crask Tolberg, the dwarf that runs the place, sits in his office (**Area 4**) throughout the night unless there’s trouble—he hides under his desk if there’s trouble. Furthermore, the sergeant carries an amulet that lets him transmit a message to the Wizards’ Guild for backup if needed. Whatever the characters decide, they need to be quick, quiet, and practically, if not literally, invisible.

6 Watchmen: Neutral; HD 1d8; HP 7, 7, 4, 4, 4, 3; AC 13; Physical; Club (1–6); Ring Mail, Club, 1–10 sp; XP 5+1

Watchman Sergeant: Neutral; HD 2d8; HP 9; AC 13; Physical; Club (1–6); Ring Mail, Club, 1–10 sp; XP 28

Crask Tolberg (Dwarf): Neutral; HD 3d8; HP 10; AC 13; Physical; Heavy Mace (1–8) or Light Crossbow (1–6); Ring Mail, Heavy Mace, Light Crossbow, 10 Bolts, 55 gp; XP 50

Mean-spirited and a skinflint, Crask is a vicious dwarf who profits from the sale of goods moving through the Municipal Auction House. Crask runs a tight ship, and by pulling strings with the Council, he gets a group of watchmen for security. If the characters sneak in and corner him, his gruff facade crumbles and he breaks down into tears. He begs the characters to let him live, and offers to do whatever they want.

GETTING INSIDE

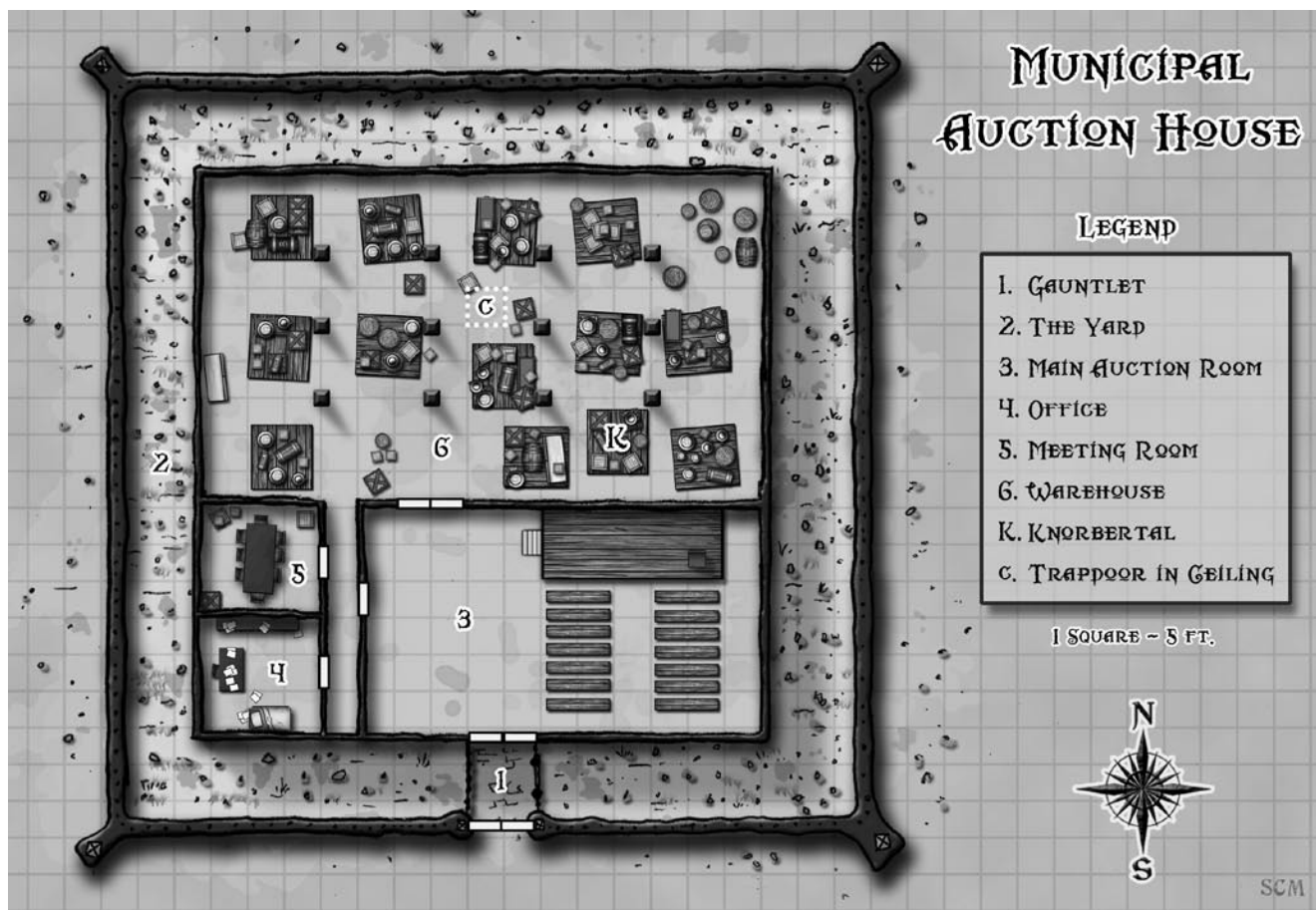
The most obvious way into the Municipal Auction House is through the front doors. The outer doors, those set in the wall, are large, wooden, and bound with rusting iron bands. The guard has a bar in place at sunset to ensure no one gets inside. Beyond the outer doors, a fenced-in gauntlet leads to a pair of double doors into the House proper. The walls flanking the approach have a swinging gate on the eastern side to let the guards in to patrol the yard. The outer and inner doors are locked. They can be broken open with a Strength check or battered open by dealing 40 damage to the outer doors or 20 damage to the inner doors.

The guard sergeant carries the key and he’s inside. The characters could climb over the walls by making Strength checks. Climbing characters might alert the guards if they make a lot of noise.

Once inside the yard area, the characters could climb the walls of the building, though hooking a grapple may draw attention. Guards need to succeed on a Wisdom check (with the normal penalties for distance). On the roof, there’s access to **Area 6** through a ceiling vent. Removing the ceiling vent requires a Strength check, but the guards may get a Wisdom check to hear the scraping of the vent against the roof.

The guards change positions every hour to keep them fresh. Both guards in **Area 2** move to the sole gate into **Area 1**, effectively leaving the yard empty for about a minute.





KEY LOCATIONS

All of the following locations can be found in the Municipal Auction House.

1. GAUNTLET

This fenced-in approach restricts traffic from the outer doors to the inner doors. A 10-foot-tall fence flanks the 10-foot-wide path.

2. THE YARD

The gap between the outer wall and the house proper forms a yard of sand, loose stone, and trash.

3. MAIN AUCTION ROOM

This large chamber holds seven rows of benches, a stage with a brown tarp to serve as a backdrop, and a lectern on which there sits a gavel. A short set of steps leads up to the stage. A pair of double doors set in the north wall leads to the warehouse, while a single door on the west wall leads to an office.

4. OFFICE

This small office contains a foul cot, desk, lamp, and a sagging set of shelves that overflow with papers, junk, and old food. A successful Intelligence check turns up 55 gp and a fist-sized green gem worth another 25 gp. In addition, a manifest defines the labels marking the pallets. This makes finding the Knorbertal pallet far easier. Crask is always here.

5. MEETING ROOM

This room holds a large oak table and a dozen chairs. A few wooden crates sit in the corners, holding junk not even Crask could sell. Contents include such things as a broken wheel, an empty vial, an old moldy piece of bread, a ship in a bottle without the ship, darkly stained rags, a bag of spit, and other rubbish Crask hasn't gotten around to tossing into the sea.

6. WAREHOUSE

Easily the largest room in the building, it measures about 75 feet across and 45 feet deep. Inside and standing on pallets are all manner of boxes, barrels, and crates, some covered with tarps, others with dust. Each

STEALING FROM THE MUNICIPAL AUCTION HOUSE

Some players may conclude that since they are in the Auction House anyway, they should relieve it of various and sundry goods they deem as valuable. Much of the items here are simply too large to transport, consisting of furniture, chests, and heaps of clothing. Other items have limited value, with some goods being only worth something to buyers who know an item's function or purpose. There are no gems, no coins, and only large bulky objects. Characters looking to fill their pockets are bound to be disappointed, though if they persist, a cursed item is a good way to teach them to keep their hands to themselves.

DARN PLAYERS!

One likely outcome from this break-in is that the characters are captured while trying to relieve the Auction House of the case. Should this happen, the characters wind up in the Tombs where they await their trial sometime the next morning. Describe this with as much detail as possible, being sure to pay extra special attention to the squalor and filth of Freeport's infamous dungeon. Have a few prisoners make suggestive offers to the characters, a guard smile at them showing blackened teeth and mention the hanging that's sure to greet them come morning, and be absolutely sure to mention the rats...

Let the players stew for a bit and maybe even try to find a way out. It's important to give them a taste of the Tombs, but before they're ready to give up (or before they're ready to enact their daring escape), the High Wizard Tarmon shows up. Even though this is a touch heavy-handed, Tarmon does have a good reason to spring the PCs. Before he does, though, he questions them to find out whether or not they're cultists, what they were doing in the Auction House, who they were working for, and what it was they were seeking. Once satisfied that the characters were not plotting some treachery against the city, he makes them an offer.

Tarmon investigates the Auction House himself and learns, to his dismay, that the item wasn't there, which means a skilled thief managed to slip in and steal the case before or during the demonic attack, or the item was never actually there. In any event, his plan failed, and now his casual interest blossoms into something a little more intense. He offers to let the PCs go provided they find their employer and the contents of the case and deliver them to him. Should they agree, he snaps a finger and the locks on their doors open. Should they refuse, well, it's best not to dwell on that too much.

pallet is marked in chalk to describe the lot. Thick wooden beams hold up the ceiling some 20 feet overhead. The air is thick with dust and the stench of mildew and rot. A hallway to the south leads to the offices.

The Knorbertralt Lot is located on the pallet marked "K" on the map and literally on the pallet. Characters who don't think to look for a manifest may have to spend some time searching all the pallets, which could be frustrating and dangerous. A successful Wisdom check reveals each pallet is marked with a letter. There's only one pallet with a K. Searching the pallet's contents thoroughly takes about 5 minutes, and guards nearby are entitled to a Wisdom check to notice the characters. Unfortunately, there's no sign of the case. Before the characters have a chance to turn the place upside down, they discover they have company.

LURKER IN THE DARKNESS

Not trusting the Auction House's defenses, Farastay dispatched one of his minions, a dretch, to keep an eye on the Knorbertralt pallet and deal with anyone snooping around. A dretch is a demon, its rotund body covered in a sheen of grease and its spindly arms and legs ending in blackened claws. Its face is somewhat human-like, but twisted, droopy, and altogether hideous.

Dretch Demon (Extraplanar): Chaotic Evil; HD 2d8; HP 13; AC 16; Physical; Immune to Electricity and Poison, SR 1; Claws (1-6) and Bite (1-4) or cast *scare* (1/day) or *stinking cloud* (1/day); XP 48

TACTICS

Have the players make Wisdom checks to avoid being surprised. The dretch lumbers forward and claws at the closest character, training its attacks against one hero at a time. Should the characters wound it, it withdraws and casts *stinking cloud*. Regardless of success or failure, it flings itself against the characters until they kill it or until it kills all of them and the guards.

DEVELOPMENT

The sounds of fighting are sure to attract any guards in this room. Active guards investigate the commotion and join the fight once combat begins. It takes 2 rounds per room for the rest of the guards to move toward the commotion until they all arrive. Watchmen joining the battle spend their first round considering which side to help: the fiend or the adventurers. On the following round, they figure the characters triggered something dangerous and released the horror. Before they arrest the adventurers, though, they pitch in to help them kill the fiend. The sergeant doesn't use his amulet unless half of his guards fall, at which point a journeyman wizard (see **Chapter 6**) arrives after 1d20+5 rounds to clean up the mess.

Once the watchmen join the fight, the PCs have their chance to flee. The men are in no position to stop them, their hands being full with a demonic menace.

PART II: THE MISSING CASE

The case wasn't in the Municipal Auction House because it never made it there. After Beedle's botched theft, the guard put the box back in the wagon, but before he could secure it, his superior came by to find out what had happened. Distracted and intimidated by his boss, the guard forgot all about tying down the case, and when the wagon rolled down the street, it was just a matter of time before a pothole jostled the contents and sent them spilling out onto the road, for an enterprising thief to find and claim for himself.

This enterprising thief was none other than a common rogue named Slick, the very same individual who informed Beedle about the Knorbertralt auction. Sensing great fortune, he plucked the black box from the street and slipped into an alley to see what was inside. He

found little of interest or value aside from the dagger with the emerald pommel. He might have dumped the rest of the junk into the sewer, but thought there might be someone interested in it, so he set out to sell all he had found. He got rid of everything but the dagger. For some reason, he felt he couldn't part with it, couldn't let it go. Still, he made enough coin to purchase a pouch of snakeweed, so he called it a day and headed back to his usual haunts in the Docks.

Soon after the PCs head out to rob the Auction House, Beedle learns that his erstwhile friend had come into money after recovering a lost box. Incensed and forgetting all about his employees, Beedle hunts down Slick, hits him with a spell in an alley, and takes the knife from the unconscious thief.

A-1: PART II SUMMARY

Encounter	Information Learned	Connections?
A. The Auction	Case wasn't present, items sold were standard, mention of "man in white"	Part I, B, F, H
B. Finding Beedle	Blackened Knot, Chumhouse, coming into money, possibly where Beedle lives	C
C. Beedle's Flat	Kergen's Kradle, coming into money, smell of snakeweed, Slick	D
D. Slick	Fate of the case, case's contents, Dimetrios	E, J
E. The Buyers	Dead ends	—
F. The Knorbertal House	Empty house, Uri Tasovar, man in white, Tarmon	G, H
G. Wizards' Guild	Dead end	—
H. The Man in White	Identity of man in white, connections to Tarmon, <i>Narwhale</i>	F, G, I, J
I. The Narwhale	Strange crew, Dimetrios, Mazin	J, Part IV
J. Dimetrios	Mazin connection, identity of man in white	I, Part III, Part IV

WHAT NEXT?

The outcome of **Part I** determines how the player characters become involved in **Part II**. In all likelihood, the characters are probably a bit put out with Beedle and are likely in foul moods, especially if they believe he set them up. On the other hand, if they botched the Auction House and wound up in prison, they may have other reasons to hunt down Beedle—such as the High Wizard breathing down their necks. In any event, curiosity, revenge, or the love of adventure finds the PCs embroiled in a strange plot involving a whole host of gloomy locations, sinister figures, and wicked plots.

This section can be challenging to run since it involves a number of characters and locations, requiring the player characters to travel throughout the Old City, Warehouse District, the Docks, and possibly Scurvytown. You should be familiar with these districts, being sure to review their chapters in the *Pirate's Guide to Freeport*. To help keep all the threads straight, reference **Table A-1**, which summarizes the encounters and the information the adventurers ought to learn over the course of their investigation.

There are a number of ways for the investigation to turn south, with characters getting hung up on red herrings, coming to the wrong conclusions, or just simply giving up. None of these events are individually necessary to see the adventure to its end, so let the players explore as they like. If the game begins to slow and no new ideas bubble up, move on to the next day and **Part III**.

A. THE AUCTION

There are a slew of reasons to return to the Auction House: the PCs might have skipped over the break-in from **Part I**, thinking to rob whomever bids on the case. The characters might have failed to break in and now look for a way to finish the job. Or, the PCs may want to see who else turns up to snoop around. Regardless, the Knorbertal auction occurs as planned at eight o'clock sharp (unless the PCs burned down the building—then no one shows up). The bidders include a number of nondescript wizards, a fat merchant of little import, and a curiously handsome man named O'takan Farastay (see **Encounter H**).

Characters spotted during the break-in the night before ought to consider disguises or some other way to mask their appearance. Crask has a good memory, and seeing anyone who looks like the thieves from that harrowing night is enough for him to call for the Watch.

Obviously, the case is never auctioned off because the case isn't here. Any characters present who are watching the audience for expressions or odd behavior may make Sense Motive checks opposed by Farastay's Bluff check to get a sense that the man seems disappointed.

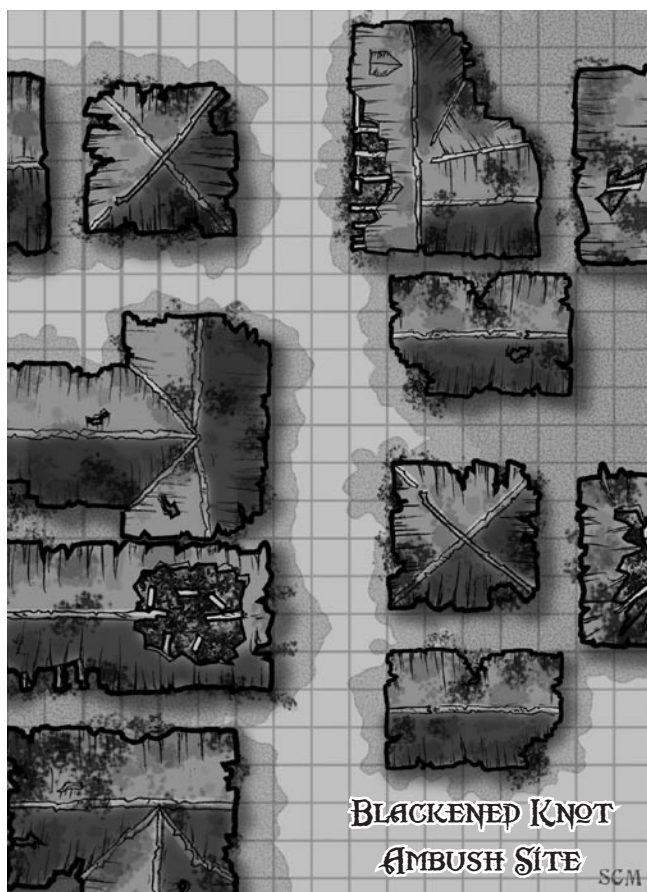
Characters who opt not to attend the auction can find out much of the same information through roleplaying or a Charisma check. A success gives them a good idea about what was sold and the conspicuous absence of the coveted case. Success by 5 or more (or through exceptional roleplaying) gives the characters general descriptions of those in attendance—use various characters described in this book or make up a few others. The only one of import is Farastay. Any efforts to follow up on other NPCs present for the auction give you an excellent chance to plant adventure seeds for future scenarios. Or, they could just lead to dead ends. An investigation into Farastay leads the characters to **Encounter H**.

Finally, the characters might conclude that Crask still has the case somewhere inside. If approached, he denies having it and a Wisdom check confirms he's telling the truth. Persistent characters might think to break into the Auction House once more. Let them, but double the guards and add a journeyman wizard from **Chapter 6**.

B. FINDING BEEPLE

According to the terms of the agreement, once the characters acquire the case, they are to give it to Beedle at the Chumhouse in Scurvytown. Characters may wish to report their failure or confront Beedle if they suspect him of double-crossing them. An Intelligence check identifies where the Chumhouse is located, but characters asking around should be able to find decent enough directions to find it. Characters from Freeport may know or learn the dive has a nasty reputation and is frequented by hate groups committed to driving savage humanoid out of the city completely.

Scurvytown is not a nice place to live and less of a nice place to get lost. It's a district where anything goes and where breaking the law is a matter of course. Gangs, crime lords, and scum rule, and they don't have much use for anyone not of their own kind. Generally, Scurvytown is passable by humans and other common Freeporters, but savage humanoids face hostile stares and possibly open violence if such characters stray into the depths of the neighborhood. In short, so long as the characters stick to the waterfront, no one hassles them too much—a few jeers, thrown trash (at orcs), and foul name-calling is the worst they face.



THE BLACKENED KNOT

The Blackened Knot is a violent group of bigots who spend all their energy beating up and killing orcs and goblinoids in the hopes of nudging them out of the city. While their task has largely been achieved, the gang still walks the streets, kidnapping innocent humanoids and making examples of them—lynching being the most common. (See *The Pirate's Guide* page 76 for details on this group.)

Slipping off the main route to the Chumhouse puts the PCs at risk of encountering the Blackened Knot if their party contains any orcs or goblinoids. Every 30 minutes of wandering has a 5% chance of such an encounter, consisting of one Apprentice Thug (use watchman statistics on page 41) plus one more for each character. Half of their numbers come out of the street in front of the characters with the rest emerging from behind. The gang members are cowards at heart and fight only as long as at least half of their fellows still stand.

A fight here does not draw the attention of the authorities (what authorities?). Locals and onlookers vanish and don't look back as they try to get away from the fight. While the characters don't have to worry about legal repercussions for swapping blows on the streets, there's no help coming either.

If any of the gang members get away, the characters make enemies of the Blackened Knot and are likely, at your discretion, to have a few more scrapes with them down the road. Taking any of the gang members alive results in little more than a torrent of anti-humanoid rhetoric, name-calling, and a variety of colorful curses. These particular gang members don't know about the case, Beedle, or anything useful about this adventure.

THE CHUMHOUSE

The Chumhouse is a rough tavern at the end of one of Scurvytown's short piers. Sagging, dilapidated, and covered in gull droppings, the

place is just as unsavory as it looks. The stench of the nearby fishery only adds to its ambience, filling the air with the tang of rotting fish guts and vomit. There's no sign over the door, and indeed nothing to indicate it's a business. It is made even more obscure by the slime clinging to the walls.

Aporcus Beedle chose this place because it's one of the few he hasn't yet worn out his welcome. In exchange for his small skills at wizardry, Abel Wackets, the current owner, gives him drinks and a bit of gruel. Beedle doesn't have a particular grudge against orcs and goblinoids, but that's never stopped him from doing wrong before, which is good for him since this place is the unofficial headquarters of the Blackened Knot. Beedle intended to meet the characters here, but his plans changed once he came across the dagger on his own. He's not considerate enough to let them know; he just goes his own way.

Business is at its slowest during the daylight hours when customers are off working on the Docks or sleeping off the previous night's excesses. Wackets doesn't unlock his door until late afternoon on any given day, and until sunset he's in a fouler and more disagreeable mood than he normally is. When the characters arrive, the place is empty except for Wackets who sits on a stool behind the bar.

The Blackened Knot forms the core of the Chumhouse's clientele and so at night the place is full of their kind of scum. Every "customer" is human and very suspicious of anyone they don't know. All human parties can come and go from the place provided they haven't crossed the Knot before, they mind their manners, and can take a bit of off-color comments. Parties with dwarves, elves, gnomes, and the like get a wall of hostile glares and grumbling. Orcs and goblinoids stumbling inside get an ugly reception. Five apprentice thugs here plus one apprentice thug for each character attack any goblinoid PCs with the brass to step in this hornets' nest.

CHATTING WITH THE LOCALS

Assuming the characters took the proper precautions and left any orcs and others somewhere safe, the PCs can snoop around here. Everyone inside is unfriendly, and unless the characters succeed on Charisma checks, they get nothing from the crowd. Characters injecting a lot of anti-orc comments get a +5 bonus on their checks. Saying they know Beedle doesn't help or hurt their chances. The locals all know Beedle, but they haven't seen him for a few days. They don't have many nice things to say about him, frequently commenting on his loose loyalties and clear lack of commitment to their cause. Characters who succeed on the check can learn that Beedle sometimes stays at Kergen's Kradle in the Docks—possibly leading the characters to **Encounter C**.

Characters speaking directly to Wackets may have a bit more luck. During the day, he's unfriendly, but at night, he's indifferent (owing to too many nips off the bottle). He's not happy with Aporcus and would love to get his hands on him—a useful fact that might help the characters in **Part IV**. Characters improving his attitude to friendly learn, *"Aye, the right bastard double-crossed me. He was to be here tonight fer this job, ya'see. I vouched for the lad, and he pulls a no-show. Serves me right, I guess. Never trust a wizard."* If helpful, he explains the nature of the job: Beedle was to accompany a few other members of the Blackened Knot to go string up an orc in Bloodsalt. They wanted Beedle's magic for insurance. Wackets also explains Beedle had been talking about coming into some money. *"Guess he did."* Wackets can also tell the characters all of the information gained from the other locals.

G. BEEDLE'S FLAT

Another likely place to find Aporcus Beedle is at his "house." Asking around the Docks, or braving Scurvytown to check in at the Chumhouse, turns up that Beedle sometimes stays at Kergen's Kradle.

KERGEN'S KRADLE

The Kradle is an unpleasant flophouse that lets rooms to sailors, vagabonds, or those looking for a few hours (or minutes) of privacy. Famed for flexible rental rates as well as its uncommonly filthy rooms, few folks *choose* to live at the Kradle and more often just wind up there. Finding Kergen's Kradle is easy: it's a big building surrounded by an infestation of smaller hovels, pubs, and shops of suspicious character.

The Kradle is two stories tall with bars on all the windows. Entry is gained through a single door in the center of the building and just inside is a foyer, where Kergen himself sits inside of a fortified room with a barred window where he can safely talk to his guests. From there, he can pull a lever to unlock the door leading to the rest of the place, granting access to the various rooms, stairs, and halls beyond.

Kergen is a disgusting man with an olive complexion, a sweep of pustules around his mouth, and a greasy mop of black hair glued to his sweating brow. He wears a sleeveless white shirt stained brown, revealing lewd tattoos of various faerie women in impossible poses along both arms. When the characters enter, he quickly drops a pamphlet to his desk, looks up, and grins. *"My... Large group. No questions, I always say. How long ya need?"* Characters correcting his assumption find his smile vanishes. *"Well, what do you want then?"* Kergen is indifferent and generally unhelpful. A Strength check or a Charisma check improves his attitude to friendly and changes his tone. Note each gold piece spent in bribes grants a +2 bonus to the Charisma check.

A friendly Kergen sells out Beedle. *"Nope, he ain't here. Ha'ent seen him fer two days, I guess. And no, I haven't any idea where he's hiding, either. If you see him, tell 'im I don't care what kinda coin he's coming into, I'm selling his stuff."* Kergen has already emptied Beedle's room and keeps his pathetic possessions in a burlap sack behind the desk. Kergen offers to sell the bag for 20 gp, though a shrewd bargaining (Charisma check) gets him to part with it for 5.

BEEPLE'S BAG OF JUNK

The first thing the characters notice about the bag is that it reeks. An Intelligence check reveals the stench is snakeweed, a noxious and illegal drug still seeing circulation despite the city's ban. There's not much of interest here. The contents include a blood-stained shirt, a pair of soiled underclothes, one weighted knucklebone die, a broken knife, a wooden token, and a silk bag embroidered with a stylized K. The bag, which is worth 1 sp, once held the coins Beedle's aunt gave him when she threw him out of her house. The bag should point the characters toward the Knorberrrtal house if they haven't thought to explore the place yet, but the real clue is the odor. If asked about snakeweed, Kergen says, *"Looking to score some, huh? Yeah, I know a guy."* For a silver piece, he says, *"Yeh need to check with old Slick. He's a thief, but he also deals. Friends with old Beedle, ya know."* He doesn't know anything about the pouch. He gives the characters a description of Slick and says, *"He's bound to swing by here at some point."* Slick is described in **Encounter D**.

D. SLICK

Slick is a petty, no-good piece of street scum. A thief and a drug dealer, he spends most of his days nicking purses at the Seaside Market and his nights peddling drugs in the alleys next to the Docks' worst pubs. Slick doesn't have much to do with the Canting Crew or the Syndicate, except to stay out of their way.

Slick does eventually show up at the Kradle to do business with a few regular customers, but the characters might find him if they spend some time at his other regular haunts—he's spending much of this

night at the Rusty Hook. Characters can learn more about Slick by roleplaying and chatting with locals in the Docks district. Sample information follows.

"Slick's not worth two pennies, if you ask me. He's one of those freelancers. I don't like the Canting Crew anymore than anyone else, but at least they abide by rules. Slick and his kind just steal from whomever they want."

"Slick? The thief? He's more a pusher than a thief. Deals in snakeweed and abyss dust, or so they say. One of these days, the law's gonna catch up with him and do him in."

"You looking to buy? No, not drugs. Old Slick's come into some other goods. Dark things... Occult things. He's created quite a stir 'round here."

Whether the characters simply wait for Slick to show up or find him in the Seaside Market (by day) or at any of the taverns in the Docks (at night), the encounter unfolds the same. Once he spots the characters, he suspects they want him for something he did, and so, being a coward, he flees. Depending on the setup, the characters may be able to catch him by using spells or by beating his initiative and acting first. Otherwise, he runs, and if the characters want to talk to him, they're going to have to catch him.

Slick: Neutral Evil; HD 2d8; HP 11; AC 12; Physical; Dagger (1–4); Padded Armor, Dagger, 4 doses of snakeweed, 2 doses of abyss dust; XP 32

THROUGH THE STREETS!

You can narrate the chase sequence, calling for a few Dexterity saves to avoid or slip around obstacles while running, or you can use a more mechanical approach.

In case of the latter, each round, Slick and the characters make initiative checks. Everyone that gets a 7 or higher gets one chase point. Everyone that fails loses a chase point. Characters with negative chase points are out of the chase. If at any time Slick gets four or more chase points more than the characters, he gets away. Conversely, if any hero gets four chase points more than Slick, they catch him.

If the characters fail to catch Slick, they'll have to scour the Warehouse District for him. Each search takes 1d4 hours, at which point the chase begins again.

OBSTACLES

Every round, there's a 20% chance of encountering an obstacle (a swarm of terrified bats, a crying child, an overturned cart, and so on). All characters including Slick must succeed on a Dexterity saving throw or lose a chase point as they become tangled up in the obstacle.

GOTCHA!

Once the characters catch Slick, he breaks down weeping. He begs the characters to let him live, claiming he'll do whatever they want. Slick is a scrawny man, about twenty, and filthy. He has a mess of fresh burns on his face. Slick answers these likely questions as follows.

Where's Beedle? I don't know. I haven't seen him since I told him about... I haven't seen him.

Told him about what? The Knorberrrtal house. They were taking the stuff to auction. It was weird. As soon as I said it, Aporcus said something about a case and got all excited. He left soon after.

Where's the case now? Gone.

Where? I sold it. I sold what was in it.

How'd you get it? It fell off a wagon. I thought the God of Thieves had favored me. I guess I was wrong, huh?

What was inside? Ah, this and that. Junk, really.

What in particular? Alright, alright! There was this black bag full of teeth. A thimble-sized jar of paste. An old scroll with weird writing.

Was that it? Well, there was a dagger, too.

Who did you sell this stuff to? The bag of teeth, I sold to a witch in the Seaside Market. Cleita. The jar of paste I sold to some fella that just got off the boat. I told him it would keep off the flies. Let's see. Oh, the scroll. I sold it to one of them wizarding types. Don't know the name.

And the dagger? Never got a chance to sell it. I was robbed! That's how I got this. [Points to his head.]

Did you see the attacker? No. I was walking along and then I got hit with this blast of fire. 'Twas sorcery, I'd bet my stones on it.

What did the dagger look like? Like junk, at first. Wavy blade, pitted and rusty. The only thing of worth was the emerald in its pommel.

Anything else about the dagger? Now you mention it, I felt somewhat funny while I held it, like it wanted me to do something... Something bad. For the whole day, I'd been seeing stuff out of the corner of my eye, like there was some woman that was following me.

Further questions reveal little else of interest. Slick doesn't know where Beedle is. He grudgingly accepts Beedle might have been the one who attacked him. Getting him to reveal the identity of his supplier whom he sells drugs for requires an Intimidate check. A success gets him to spill the name Dimetrios (see **Encounter J**). Go to **Encounter E** if the group wants to follow up on the buyers.



E. THE BUYERS

Cleita is a hedge witch who sells love potions and herbal remedies in the Seaside Market. Old, filthy, and smelling faintly of ham, she's friendly enough and shows the characters the bag of teeth if asked. She explains she bought it because she felt bad for Slick. She had sold him a cure for warts that didn't work and actually made them worse. She doesn't think the bag has any value (she's right).

The man with the jar of grease could be anyone in the city and finding him is akin to finding an honest man in Scurvytown, which is to say, impossible. The scroll went to a member of the Wizards' Guild. Attempts to learn who the man or woman is provides the same results as described under **Encounter G**. What this scroll is and who purchased it is a perfect way to expand the adventure, but if you're not inclined, this should just be another dead end.

F. THE KNORBERTAL HOUSE

The Knorbertal house faces the Street of Dreams in the Old City. When Delinda Knorbertal was alive, she ran a successful business as an alchemist and hedge witch, offering cure-alls and remedies that actually worked, as well as special formulas to erase one night of bad judgment. With her death, and lacking an heir (Beedle didn't know his aunt was dead, else he would have claimed the house), the place stood empty until Tarmon decided to seize it and sell the building and its contents, the proceeds going to a good cause, less Tarmon's finder's fee of course.

During the day, the Old City is extremely busy, and if the characters have made names for themselves—and not in a good way—they risk being spotted as they make their way to the house. Night is a different matter entirely. Much of the Old City shuts down completely, and the few people still about are suspicious and quick to call the Sea Lord's Guard. There are, however, plenty of shadows for creeping and skulking, and characters who proceed with caution should reach the house unmolested.

Like many buildings on the Street of Dreams, the Knorbertal house is a two-story structure with a shop on the ground floor and living quarters above. A sign proclaiming the place Knorbertal's Herbs still hangs over the door, though it's faded and peeling. The front door is locked (40 hit points) and there is no other entrance from the street. Windows toward the front and the rear can be reached with a Strength check and they are unlocked and open easily.

The interior is empty. A scattering of rooms connected by short halls reveal nothing but dusty corners and empty closets. A staircase leads down to the shop. Empty shelves hang on the walls, there is a counter and several glass cases, and some hooks for drying herbs can still be found on the beams running across the ceiling. Toward the back, a door leads to a dark storeroom, and while the outlines of crates, barrels, and other assorted goods are left in the dust, that's all there is here: dust.

The floor in one of the rooms is damaged, loose floorboards left in a pile to the side of a hole. Inspecting the opening reveals a shallow cavity—just large enough for a small case. There's nothing else of interest here.

If you need a map, the map for **The Last Heir** should work well.

NOSY NEIGHBORS

Once the characters are ready to give up and leave, have them make Wisdom checks. Those who succeed hear a knocking on the front

door. Peering out from an upstairs window reveals it's a middle-aged man wearing a nightshirt and boots (if night) or attire that marks him a merchant of some sort (if day). The man's name is Uri Tasovar (use Merchant statistics on page 40) and he runs a small shop next door to the old Knorbertal shop. Nosy, he's come over to see who is inside. Uri has never been a wise man. Uri doesn't want any trouble and if the characters make any threatening gestures, he flees back to his shop next door—he's a tailor—where he bolts the door and cowers in a closet.

Characters taking the time to talk with Uri find he's a terrible gossip, and for every question he asks about what the characters are up to, he might cough up a bit of useful information about some of the other characters involved in the plot, as well as what's happened so far. *"I should really be used to all this activity at the house; it's been a madhouse lately, what with all the comings and goings."* Uri is friendly as long as he believes the characters are supposed to be in the house. If for any reason this changes, he immediately clams up and flees to his home or to the Sea Lord's Guard to report the suspicious activity. Uri knows the following clues, and reveals as much or as little as you like based on the questions the characters ask.

"A rather severe man in long robes came to the house a few weeks ago. I've seen him around the Old City for as long as I've lived here. I think he was Tarmon. You know, the wizard on the Captains' Council? Anyhow, he came here in the middle of the week, disappeared inside, and never came out that I saw. A few days later, he was back with a nice-dressed man, attractive, bronzed skin, dark hair, white robes—he had hard eyes, though. The two walked the building and then left."

"Then a few days after that, there was a notice on the door that said the house and its contents were to be auctioned at the Municipal Auction House... Yesterday or the day before—I'm never good with details. Anyway, the workers showed up a day or so ago and unloaded the house. The most curious thing happened, though. Curious indeed. Young Beedle, you know, Knorbertal's nephew...? The one that tried to poison her? Well, I swear it was him, snuck into one of the wagons and tried to make off with something inside. Before he could get away, I mentioned him to one of the guards, who promptly told the lad to sod off. The case, if I remember right, fell on the ground, but the guard put it back on the wagon. I seem to recall it wasn't very secure..."

While Uri is sure Tarmon entered the house, he has no idea about the identity of the man in white. If asked about Beedle, he adds the following.

"Oh yes, Beedle. I'm surprised you didn't know. I thought he was dead after his aunt threw him out. He certainly deserved it. From what I could tell, young Beedle was a lackluster apprentice—wizard's apprentice that is—and was tossed out of the Wizards' Guild too. To think that he would betray his aunt as he did, after she took him in and all. Well, Beedle didn't have much more success there either and eventually tried to kill her with poison to gain her business and fortune. No one knows how she found out, but she did, and she sent him on his way. Why she didn't turn him over to the Guard, I'll never know. That was over five years ago. How time flies..."

Uri eventually grows weary when the characters don't offer any juicy tidbits about what they're doing and what's going on, and so he goes on his way. Uri's story is not over yet, as is shown in **Part III**.

G. WIZARDS' GUILD

Attempts to investigate the Wizards' Guild end in disappointment. Lucky and charismatic characters might get into the courtyard, but there, Thorgrim (see **Chapter 6**), tells them Tarmon is unavailable and offers them nothing further. Pressing the issue gets them thrown out on the street. Breaking into the Guild building is beyond the scope of this adventure and if the characters do, you are encouraged to expand the adventure in whatever ways you like, making certain to give such ambitious adventurers a brutal, bloody, and spectacular end in the fortress's eldritch interior.

H. THE MAN IN WHITE

The characters may also follow up on the mysterious "man in white" described in **Encounters A** and **F** by doing a bit of snooping around. Characters may attain this information through roleplaying or by making Charisma checks. Sample statements follow.

"Aye, I know who yer talkin' about. I seen 'im around. Must be important, since he's almost always with one o' them damn wizards."

"Oh him. I think 'is name is Fara... Fada... Oh, hell. It's something foreign. He ain't from around these waters, that's for sure."

"Farastay. Something Farastay. I hear he's an important person from the Continent. Merchant maybe. Spends time with the wizard Tarmon."

"It's O'takan Farastay, and he's not from the Continent; you can tell by his accent... He's from somewheres else. He sails the Narwhale, a great galleon that flies no nation's colors."

"There's whispers about him, yasee? Whispers that he deals with them folks from Mazin. Slavers, all. You don't wanna be caught on the wrong side of the likes of him."

I. THE NARWHALE

The characters should eventually figure out that the man in white, O'takan Farastay, is somehow involved, from what they learn in **Encounters A**, **F**, and particularly **H**. With persistent questioning or dumb luck (if you're feeling generous), the characters may eventually find the *Narwhale*, his ship that's tied off on a pier in the Warehouse District. Finding the *Narwhale* isn't too hard and asking a few questions and a handful of gold pieces paid to any of the longshoremen can point the way.

The *Narwhale* is a sleek caravel in excellent repair. Measuring some 75 feet in length and 20 feet at the beam, it has three masts that fly white sails when unfurled. The bowsprit is carved to resemble a unicorn's horn and it extends some 9 feet from the ship. "Narwhale" is painted in white on its hull.

The ship's crew doesn't stray far from the ship, and they are a sinister lot of men, with bronzed skin, black hair, and unfriendly eyes. They wear nasty curved blades in sashes cinched around their waists, and all keep their long hair pulled up in topknots. They shoo off any who come close to the ship but never speak. Any effort to talk to them finds blank stares as if they don't understand the language, and characters watching the crew from afar note the men never speak to each other, communicating using hand gestures. The reason for their silence is that they are slaves and they have all had their tongues cut out.

There are 20 sailors in all and they don't think twice about cutting intruders up and tossing their remains to the fish. There's no time when there aren't a dozen sailors watching over the ship, so getting on board takes some maneuvering. Should a fight break out, the



sailors fight to the death, coming in waves of five every 2 rounds until all are involved.

The *Narwhale* and its crew are described in detail in **Part IV**.

INVESTIGATING THE NARWHALE

While getting on board the *Narwhale* may seem like an insurmountable task, learning a bit about the ship isn't. Asking any of the old-timers around the wharves of the Warehouse District about the ship reveals the *Narwhale* may not be a regular sight in Freeport, but it does come to port about once a year. It almost always comes with foodstuffs. The Captain, O'takan Farastay, negotiates with his contacts for a fair price, but he never haggles hard or for long. Once he's off-loaded his goods, he spends about a week in the city and then departs. Each time, his crew is the same—silent and spooky. No one else ever leaves the ship.

Characters who do a bit more digging can learn Captain Farastay always deals with the same man—Dimetrios. An Intelligence check

reveals Dimetrios is a minor smuggler who stays out of trouble by lining the pockets of the Harbormaster. Asking questions about him from local smugglers and the like reveals Dimetrios is more successful than he lets on and is the person to see if one's interested in illegal goods.

STAKING OUT THE NARWHALE

Watching the *Narwhale* is fruitless for much of the adventure. Captain Farastay periodically returns to the ship to consult with his first mate, but such visits are rare. Instead, he's either at the Wizards' Guild with Tarmon or scouring the city for the *emerald dagger*. Aside from his infrequent visits, the characters don't get much from watching the ship until Beedle, under the influence of the dagger, kills Uri Tasovar, and Farastay's two pet demons bring the young man to the ship. These events are described in **Parts III** and **IV**.

J. DIMETRÍOS

A minor smuggler and popular knave in the Docks and Scurvytown, he has the benefit of knowing whom to pay to look the other way. One of the worst kept secrets in the Docks, however, is that Dimetrios is the "door" to the Black Mark, Freeport's nexus of smuggling activity. Through him, the Black Mark gets all sorts of illegal goods and contraband, ranging from dangerous supernatural items to drugs, forbidden texts, stolen goods, and so on. While the Watch have their suspicions, people like Finn, Mister Wednesday, and no few merchants encourage them to mind their own business.

Dimetrios haunts the Docks. He spends his time in various watering holes and brothels, picking a new location each time. So well known is Dimetrios, he has friends wherever he goes, and thus protection. Attempts to rough him up are foolhardy at best, fatal at worst.

Place Dimetrios wherever you want and have the characters explore several of the Docks locations as they're looking for him. Asking around should eventually put them in touch with the smuggler.

Seated at a large table and surrounded by six scantily clad women is a large, fat man with porcine features and a big grin. He has a mop of black hair and little black eyes. A thick moustache covers his lip, but does little to hide his big smile.

Dimetrios denies everything. He denies knowing Slick, denies dealing in drugs, and denies any connection to the Black Mark. Intimidation and threats don't work on him either since he only has to say the word and send the characters into a world of hurt. Hidden among the crowd are six thugs (use Watchman statistics on page 41) and they are quick to come to their leader's defense. Characters showing respect and subtlety can get the man to talk. If they mention Slick and circumspectly tell

MEETING O'TAKAN FARASTAY

While unlikely, it is possible for the characters to run into Captain Farastay while in the city. Should this happen, don't panic. Farastay is a charming man and he's polite to the characters, not revealing his sinister ambition. He sticks to his cover story, claiming he's a humble merchant from distant Narajan and he comes to Freeport to do some business, but mostly to spend time with friends. He responds to questions about his cargo by saying he deals mostly in dry goods. He denies any connection to Mazin, Dimetrios, or having any interest in the Knorbertal estate or the missing case. In general, Farastay should come off as a successful businessman.

the smuggler they know about his other enterprises, he's a bit more amenable, and he's very interested if they mention their suspicions that O'takan Farastay is a slaver, especially if they have proof.

Once they get on Dimetrios's good side, he sends the women away, leaning forward to whisper what he knows. *"I've suspected that bastard of being Mazin scum. Those sailors of his are giveaways. But I don't ask questions, see. Questions make a man dead..."*

"Look, if what you say is true, I owe him nothing. He can go to hell. But realize he has powerful friends. He and Tarmon, the High Wizard, they're tight, see. So I wouldn't go messing with him."

PART III: BLOODY DAWN

Once the characters have exhausted their leads, or at a time of your choosing, events take a turn for the worse. The events described in this section can occur at any time, preferably after the characters have a good idea that Beedle has the dagger. When you're ready, one of the characters' contacts or allies tells the characters they're wanted for murder (or if they have no contacts, the characters see their likenesses on wanted posters). Being accused of murder is serious, but it's not the end of the adventure; murderers walk the streets of Freeport all the time. The PCs just need to be a bit more careful as they go about their business and stick to areas where the Watch has less influence.

While the characters spent the previous day trying to find Beedle, their employer fell under the thrall of the dagger. Possessed by the ghost lurking inside it, Beedle has become filled by her fury and seeks revenge by killing the children of the Guardsmen she blames for the death of her own children. Of the guards present at the time of her death, only four of them have any living descendants. Within one night, Beedle has managed to take out three of them. To avoid being stopped or captured, he gave the Watch a tip, claiming he saw the characters kill one of the victims.

WHAT NOW?

How the adventure proceeds from here is up to the characters. With the weight of the accusations on their necks, the adventurers may very well want to get out of the city and fast, but the Watch are expecting this and have an eye on the wharves. Furthermore, few honest ship captains have much interest in picking up a band of fugitives, even if they promise to work for cheap, but they might be convinced for a big pile of gold. This leaves the characters looking for less honest means to escape, such as stowing away on a ship or getting help from Karl Wine—the proprietor of the Rusty Hook (see entry in the *Pirate's Guide* for details). However, the players should finish the adventure and not leave the city before a satisfying conclusion, so make escape very difficult, adding extra obstacles and perhaps even pulling in other factions who might have an interest in Beedle, the knife, or O'takan Farastay.

If the characters ask why he's in Freeport, Dimetrios adds, *"Can't say. He brings foodstuffs in the city and hidden inside are... well... none of your business. Anyway, he didn't bring anything this time. Made me mad. I was expecting a... ah... shipment, see? The only thing he says to me is that he's here to pick up something he lost. Can't say what it is, but my boys said he met with Tarmon that day, then went to the Knorbertal house, and then went to the Auction House. He's been laying low since."*

Dimetrios has nothing further to say, and further questions are met with, *"Don't push yer luck."*

TARMON

It's also possible Tarmon has already approached the characters and maybe even hired them—see the **Darn Players!** sidebar. If so, he doesn't clear their names right away, believing this is extra motivation to complete their mission. He does meet with them once their names are circulated and tells them that once Beedle is in his hands, he'll exonerate them. The characters may also suspect Tarmon's involvement in the matter if they learned of O'takan Farastay and his connection to the High Wizard. Tarmon denies any involvement in the whole mess, but admits Farastay is an old friend. He says Farastay is indeed from Mazin, but has nothing to do with the traffic of human flesh. *"He's an honest merchant, a rarity in this city."* He refuses to listen to any accusations about Farastay and grows angry if the characters press the issue without evidence.

KEEPING THINGS STRAIGHT

If the characters still haven't exhausted their leads from **Part II**, let them spend as much time as they need in talking to the various characters and following up on leads—this gives the adventure more time to ferment, giving Beedle a realistic amount of time to locate Uri Tasovar. With the Watch chasing after the characters, Beedle, impelled by the spirit in the dagger, goes to murder his fourth and final victim. He is ultimately captured by Mazin's pet demons and brought to their master's hidden stronghold (see **Part IV**).

MURDER VICTIMS

The murder side-plot distracts the characters from approaching Dimetrios, but it also reveals the history of the *emerald dagger* and the dangers posed by the weapon. The basic information about the murders is simple to uncover since they are the talk of the city. Sample statements culled from locals follow.

"The work of a madman, I reckon. The Watch says the killings were random. The way I hear it, each one was stabbed a dozen times with a knife. No, nobody thinks they were connected."

HUNTED BY THE WATCH

For the rest of the adventure, until the characters manage to find Beedle and the dagger, they have to avoid the Watch. It doesn't matter how often the characters have a brush with the city's law enforcement, just that they do and that they feel the pressure. Use the Watch encounters as a means of moving along the adventure, such as when the characters find themselves stuck or are paying too much attention to a useless detail. Whenever game play bogs down, throw a handful of watchmen their way (no more than 1 plus 1 watchman per PC; use Watchman statistics on page 41). After two or three of these, the characters aren't likely to sit in one place for long.

"The strangest thing about the deaths was a bloody note left with the body. It says something like, 'For my children.' What's that all about?"

"The victims? A prostitute, a member of the Watch, and an adventurer."

"The prostitute would've been dead in a few months anyway. Old Sasha, she had the rot real bad. They found her in Rose Alley."

"It's a sorry thing, though, about Reinholt Proy, the watchman. Yeah, he came from a long line of Guardsmen. He might have been a Guard too, but he was assigned to the Watch after the split. A right noble man he was. Sorry to see 'im go. The Watch found him floating in the harbor."

"No one knows much about Rene Montblanc. The way I hear it, her great grandpap lived in the city during the Back Alley War, but he left, family in tow, for the Continent. Evidently, she had just come to the city to seek her fortune. Guess she found it."

"Montblanc? Oh, she was killed in Kergen's Kradle. Can't say why she was there. Nasty place, that."

"Well, I can't say there's anything that links them... Well, except none of them had any heirs—each the last of their lines. Oh, and they were all killed in the Docks, if that matters any."

CRIME SCENES

The Watch has the crime scenes covered up tight. The characters will have to use cunning, Charisma checks, spells, or some other subterfuge to get a look at these places.

ROSE ALLEY

This sidestreet is a noted place where cheap courtesans sell their services to randy sailors and desperate men. It's a disgusting place, the walls covered with lewd graffiti and suspicious stains. Talking with the local prostitutes reveals Sasha had a customer and took him deep inside the alley for privacy. She yelped a few times, but that wasn't unusual. No one saw his face.

THE HARBOR

There's no real evidence here. Nobody saw anything, and if they did, they aren't talking, although persistent characters can learn that the body was found floating next to the *Narwhale*.

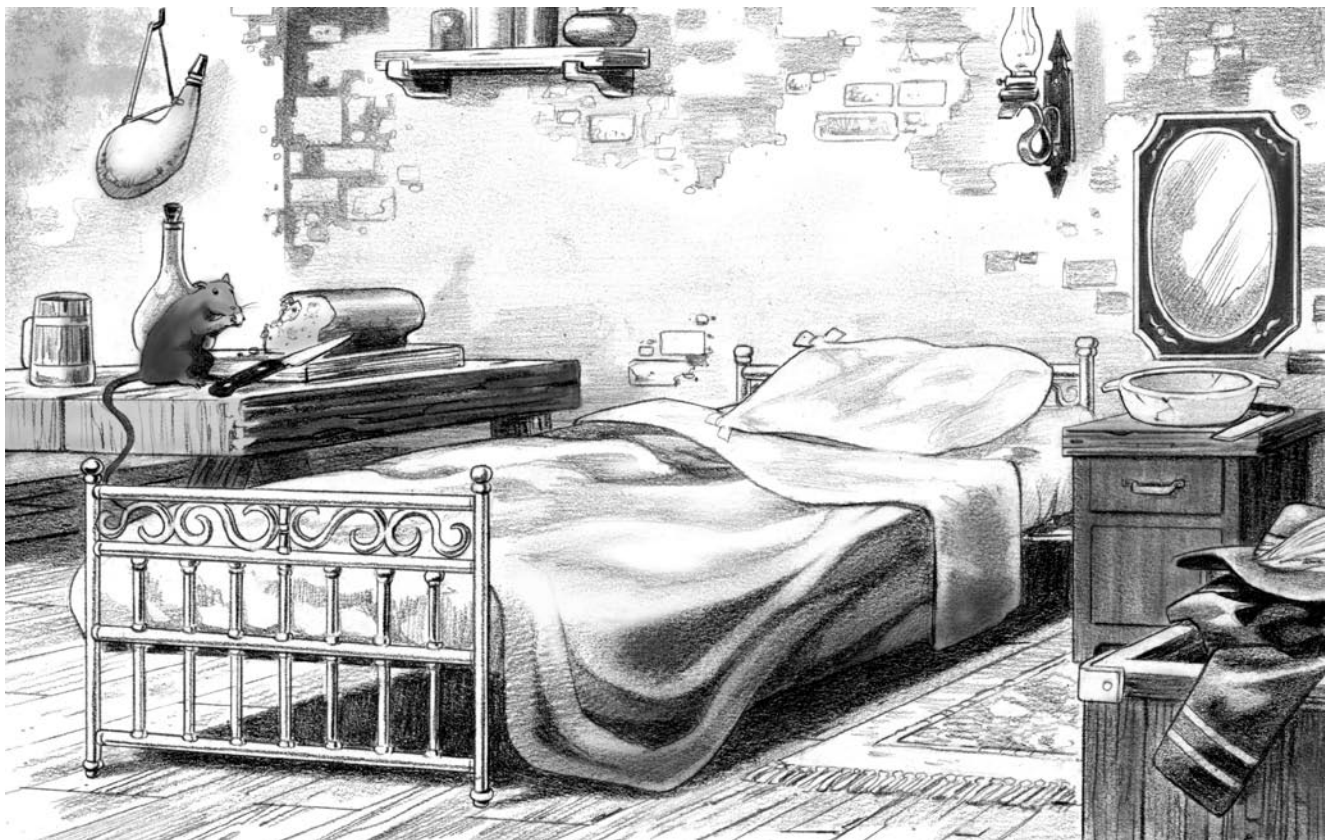
KERGEN'S KRADLE

Kergen is in his office and terrified. He's told the watchmen nothing, saying he didn't see a thing last night. The Watch interviewed everyone living here, but poor security and easy access to any of the rooms makes it unlikely anyone living here did the deed. If the characters can somehow get Kergen alone and intimidate him, he starts blubbering, saying he knows who did it. After the characters left, Beedle showed up. He looked strange, his eyes flashing a bright green. He walked right past Kergen and ignored the owner. He vanished up the stairwell and never came out. He's more saddened by the fact the Watch confiscated all of Montblanc's possessions before Kergen got a chance to pick out the expensive items to recoup the damage to his business. A little pain can jog Kergen's memory and he adds, *"She was real pretty. She says to me when she paid for the room that her great grandfather was a member of the Sea Lord's Guard... I guess she thought that meant something to me."*

REINHOLT PROY'S HOUSE

The characters might think to examine the dead watchman's apartment. Luckily, the Watch hasn't gotten there yet, so the characters have a free hand to search the place. Once they locate the building by snooping around—it's a Docks tenement near the edge of the Warehouse District—they just need to ask one of the locals which one. The apartment is at the top of a flight of stairs, facing the bay. The door is locked (Strength check or 20 hit points of damage). Getting the manager to give the characters a key requires a Charisma check (give the characters a +2 bonus if they come up with a good cover story).

The interior is not too shabby, but not too nice, either. The contents include a narrow bed, a table, water basin, mirror, shaving knife,



and a chest filled with uniforms, clothes, and personal effects. A crusty loaf of bread, partly eaten, sits on a cutting board on the table next to a bag of wine. A search of the apartment turns up an old, battered journal. The pages are yellowed and the writing is cramped. The dates on the entries place the events described about a hundred years ago. Flipping through the pages, it discusses the life of a guard in service to the Sea Lord. The writer wasn't a particularly good man, and the text paints him as opportunistic, looking to get ahead and out of the city. Of note is the final entry, which follows:

I can't get the blood off my hands. They won't come clean no matter how hard I scrub. I agree with the Sea Lord's war, but the killings. Too many Freeporters are falling in her crusade to cleanse the city of the Thieves' Guild. Far too many...

After tonight, I think I'm done. I can bust heads like anyone, but I'm not a child-killer. Or at least I wasn't. Marquetta passed down orders we were to hit them fast and hard. Our informants told us there was a Guild safehouse in the Freebooter's District. Me and my boys marched down there after sunset. We were going to smoke out the thieves and round them up when they came out. I gave the order. The boys tossed in the torches. The fire spread quickly, engulfing the house. But no one came out. Then, we were beset. Scum came from all directions attacking us. While fighting one of those bastards, I thought I saw someone in the house. It was a child. I tried to break free of my opponent and help the kid, but he wouldn't let me go. I looked again. Two children. Screaming. I tried, damn it, I tried to help.

Then, this woman, their mother I guess, showed up. She went crazy. She started screaming and wailing, slashing at my boys with a knife. It was weird. Time seemed to slow. Whenever her blade bit flesh, her victim fell, dead. Each time, the green stone of the pommel shone with light, casting a ghastly glow. A minor nick was all it took—the man simply died. The sheer violence surprised my foe so I drove the blade into his gut and pulled my crossbow. She was still fighting, still killing. I raised the crossbow and fired. The bolt took her down. She crawled forward, toward the house, where she died. I did her a favor, I s'pose. Ain't no good watchin' yer children die.

The thieves ran off. Of our entire squad, only myself, Henry, Montblanc, and Rue still lived. Old Rue picked up the knife from the woman's corpse and tucked it away. What he wanted with it, I can't say. Anyway, I'm quitting in the morning. I've had enough.

The journal ends here and there's no more mention of this knife. The men the author calls out all had families with children, and then died. Their lines, however, were weak, and each has only one heir: Reinholt Proy was the descendant of the writer, Rene Montblanc of Montblanc, and Old Sasha of Henry, and these three are all dead. The only survivor is Rue's descendant, Uri Tasovar, though there's next to no way to make this connection without further inquiries.

The conflict the writer mentions describes the outbreak of the Back Alley War. Player characters who succeed on an Intelligence check (bards know this automatically) know the basics of this conflict—the Sea Lord Marquetta purged Freeport of the Thieves' Guild as they continually violated the city's ban on slavery. A success by 5 or more (again, bards know this automatically) reveals the details of the war spelled out in the Adventure Background as well as any pertinent details from **Chapter I: A History of Freeport** in *The Pirate's Guide to Freeport*.

OFFICE OF PUBLIC RECORDS

Examining the journal should give the characters some idea about the motivation behind the murders, but it doesn't help the characters find the last heir. Characters familiar with Freeport may think to check with the Office of Public Records. This might be suggested to them by an allied NPC. Otherwise, the characters are unlikely to find out anything further without magical assistance—which can be resolved as you see fit.

The Office of Public Records is a two-story storehouse that sits in the Warehouse District. The building is old and filled to the rafters with a mess of documents, papers, and logbooks. Sifting through the information could take a lifetime without the help of Old Reed, the Record Keeper and the only person in the city who has an idea of what's what and where he's put things in this ramshackle building. Old Reed doesn't get out much, so he has no idea the characters are wanted for murder.

Unpleasant and cranky, acquiring Old Reed's help is a chore. He needs to be massaged, placated, and made to feel important, all of which entails fawning compliments. Once the characters win him over, he's willing to assist them in finding whatever it is they're looking for. The Office is an ideal location for catching the PCs up on clues they've missed, but above and beyond bringing the characters up to speed, the Office is *the* place to learn about Rue.

It turns out that Rue was a suspected cultist of some foul god or other. When his family learned about his darker interests, they distanced themselves from the cursed line by changing their name to Tasovar, about 75 years ago. Finding this information takes 6 hours of searching with Old Reed's help, or double this time without.

Should the Tasovar name fail to ring any bells—such as if the characters didn't get the name of the nosy neighbor at the Knorbertrtal house—they might think to ask if there are any Tasovars left in Freeport. Four hours later, Old Reed comes up with a name, Uri Tasovar, and an address, the Street of Dreams, next to the old Knorbertrtal house.

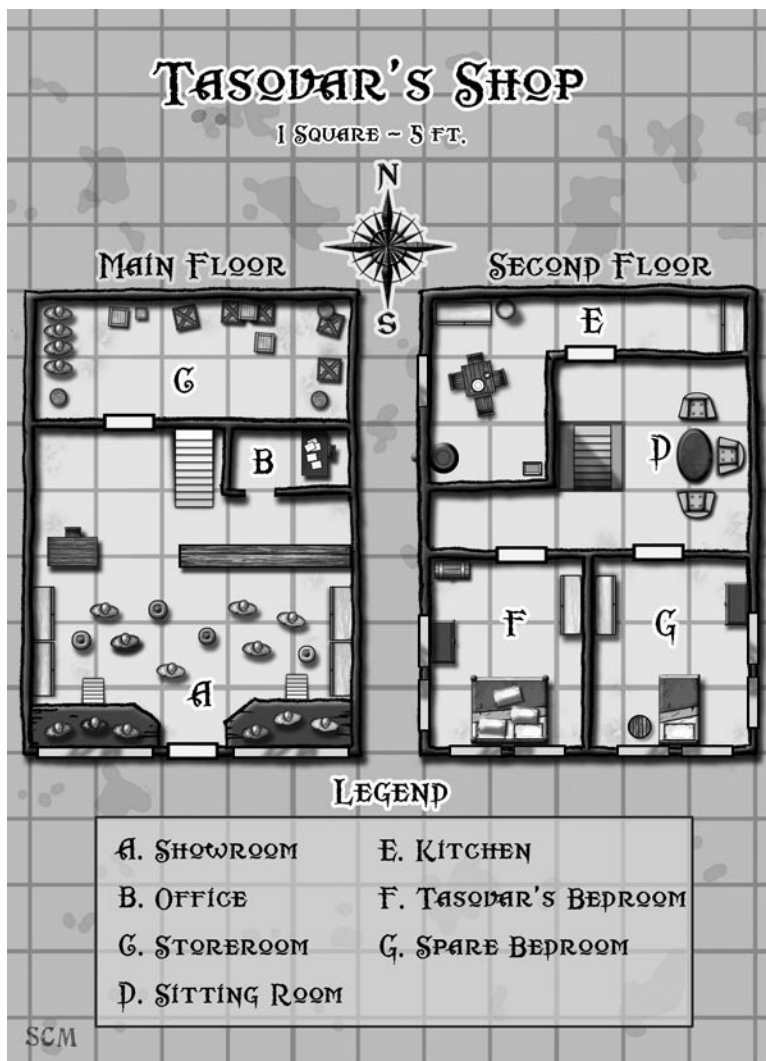
THE LAST HEIR

No one in the city suspects Tasovar is Beedle's next victim, so the characters can approach him without too much fear of encountering the Watch, though they will need to find some way to get through the gates and back into the Old City. Characters who have met Tasovar already can find his house with little trouble (otherwise a few hours talking to folks in the Old City does the trick—he's a famous gossip, after all).

Once there, though, they find Tasovar is not as willing to talk to them as he was previously (if, indeed, he has met them). He knows the Watch wants them and he tells them to go, or he'll call for the authorities. Calming the man requires a Charisma or Strength check. The characters can use force to subdue the man, which may be the only course of action, since he's their best chance at nabbing Beedle. He hasn't yet gone to the Watch about the PCs (assuming they've been to the house before) because he fears reprisals.

TASOVAR'S SHOP

Tasovar runs a small, moderately successful tailor's shop on the Street of Dreams. It sits next to the Knorbertrtal shop and house, and has a similar layout (see **Tasovar's Shop Map**). During the day, Tasovar is busy, the shop filled with customers and a few helpers. Tasovar has no time for conversation—if his attitude is improved to friendly—and asks the characters to return at the end of the day. At night, the place is locked up tight (Strength check or 40 points of damage to the door).



A. SHOWROOM

The showroom is a maze of mannequins, bolts of cloth, stools, mirrors, and other accoutrements of dressmaking. Two displays for the windows can be reached by a short set of steps near the front of the area. A long table separates the customer area from where Tasovar does his work.

B. OFFICE

This small room serves as Tasovar's office. Sketches of dresses hang on the walls and the place is in utter disarray. An Intelligence check made to search the room uncovers 250 gp.

G. STOREROOM

Tasovar keeps his supplies in this room. Bolts of material, including silk, linen, cotton, wool, and more lay in neat piles. Ribbons, lace, and buckets of buttons, along with bags of needles and spools of thread fill the room near to bursting.

D. SITTING ROOM

This hall doubles as a sitting room. A table, three comfortable chairs, and a painting of a sylvan scene with capering fairies in lewd positions fill this room.

E. KITCHEN

This is a small kitchen and dining area. The cupboards hold fine dishes, dried foods, and whatnot. A wood-burning stove stands against the far wall. A table and four chairs sit near the stove.

F. TASOVAR'S BEDROOM

This is a finely furnished bedchamber. Dominating the middle of the room is a large four-poster bed piled high with pillows. A wardrobe holds several smart suits and a dresser contains socks, smallclothes, and other personal effects.

G. SPARE BEDROOM

This is another bedroom, almost as fine as Tasovar's room. It holds a simple bed, table, empty dresser, and wardrobe.

BEEDLE'S RETURN

Under the influence of the *emerald dagger*, Beedle comes to Tasovar's shop to kill the tailor, so unless the characters are present to defend Tasovar or move the man to some other location, Uri dies. Once he does, the spirit in the dagger feels suitably avenged and abandons the weapon, leaving a bloody and confused Aporcus Beedle. Not sure what's happened since he got the weapon, he flees to his old haunts, where he's promptly intercepted and captured by O'takan's demons and taken to the *Narwhale* (see Part IV).

If the characters have uncovered the identity of Beedle's next victim and are laying a trap for him, they are likely to face him in Tasovar's shop. Even though confronted with a band of adventurers, being so close to her last victim drives Crump's ghost mad with frustration. She forces Beedle to attack the characters and fight them to the death. The only way to avoid this outcome is if the characters address the ghost and mention that night her children died. This causes

THE EMERALD DAGGER

This long dagger has a corroded, wavy blade of a greenish metal. A sparkling green emerald serves as its pommel. When you wield the *emerald dagger* in combat, it functions as a +2 dagger. As an immediate action, you may force a target you strike to attempt a Constitution saving throw or take an additional 1d6 points of damage.

The wielder of this weapon can summon a terrible demon once per month as a spell-like ability.

This weapon is wicked, spawned from the dark sorceries of the Mazin fiend-binders. Each day the weapon remains in your possession, you must succeed on a Wisdom saving throw or be forced to commit a loathsome or vile act as determined by the CK. This is what prompted Beedle to try to poison his aunt.

Beedle to stop his attack. The characters can press on by telling the ghost what really happened and the cause of the Back Alley War (see **Reinholt Proy's House**). A Charisma check in conjunction with this information is enough to cause the ghost to wail and flee back into the dagger, releasing Beedle. The failed wizard, however, is very confused and tries to flee to the best of his ability. If he gets away, O'takan's minions snatch him and drag him to their hideout as described above.

Spirit of Melanie Crump: Chaotic Evil; HD 5d12; HP 33; AC 15; Mental; Darkvision 60 ft., Daylight Powerlessness, Incorporeal, Possession, Unnatural Aura; Dread Touch (1–12); XP 325

Daylight Powerlessness: Melanie retreats to the dagger if caught in an area of bright light or natural sunlight.

Incorporeal: Only magical weapons of +1 or better can harm the spirit.

Possession: Each day a living creature possesses the dagger, that creature must succeed on a Wisdom saving throw or become possessed. For 24 hours, Melanie takes complete control over the creature.

Unnatural Aura: Animals can sense her presence at a distance of 30 feet. They will not willingly approach nearer, and become panicked if forced to do so.

Aporcus Beedle: See page 42 for statistics.

AFTERMATH

If the characters lay a trap for Beedle at Tasovar's house and defeat him, they have to deal with the *emerald dagger*. It's clear the weapon is filled with great evil (a *detect evil* spell reveals this) and so the characters may want to destroy it. This is easier said than done. Although the knife may look old and in poor condition, it is resistant to nearly any effort to destroy it, immune to fire, acid, cold, and just about everything else. Characters may just toss the weapon into the ocean, and if so, it's lost—for now... Farastay comes to the characters with a pair of dretches, however, to find out what they did with it.



PART IV: THE NARWHALE

The final scene of this adventure takes place on the *Narwhale*, O'takan Farastay's ship. The characters may come to explore this ship through a variety of means. They may get here early on in the adventure, if they did a bit of snooping about the man in white, or they may go there after talking to Dimetrios, or they may go there after Beedle vanishes. This is a tough encounter and one that should test the limits of the characters' capabilities.

FOLLOWING BEEDLE

If Beedle has thus far escaped the characters, O'takan's demons eventually catch up with the thief and take him to the ship. Beedle, however, doesn't go quietly. A few blasts of *burning hands* is enough to get the attention of several witnesses who see Beedle being dragged through the streets by a pair of squat creatures with spindly limbs. Following the path from here is easy, as several frightened onlookers can keep the characters on the path to the *Narwhale*.

GETTING HERE EARLY

It's entirely possible for the characters to come across the ship while following other leads. Getting on board is tough, since there are 20 sailors on board who are quick to deal with intruders. Still, if the characters are doing well, putting together the pieces of the adventure

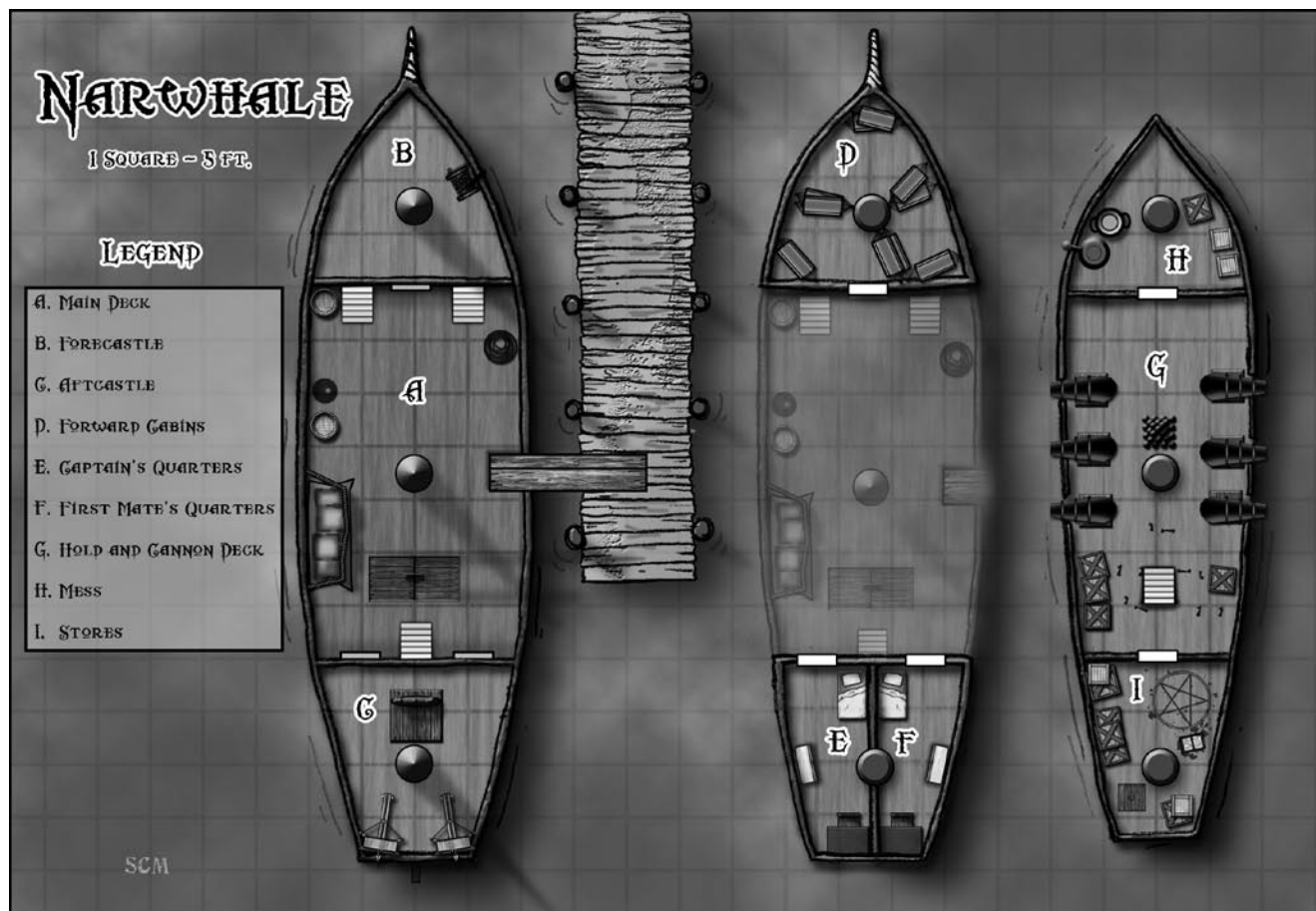
quickly, you may let them take a stab at Farastay before he gets the *emerald dagger*.

GETTING HELP

Attacking the ship is quite a challenge, what with the sailors and the officers. If everything goes as planned, the Watch should be interested in the ship as well, having heard the reports of the demons. The presence of the Watch enables the characters to get on board the ship, attend to the named villains, and finally confront Farastay in the hold.

However, things have a way of spinning out of control, and if the characters get here early or have botched things with the Watch, they may have to turn to others for help. Their best bets are the Blackened Knot or Dimetrios. The characters can enlist the aid of a dozen thugs from the Chumhouse if they had a fair bit of success there in **Part II** and succeed on a Charisma check or through superior roleplaying (claiming there are orcs onboard grants a +2 bonus on the check). Alternatively, Dimetrios might help the characters if they have proof Farastay is a slaver and the PCs threaten to turn the smuggler over to the authorities. Dimetrios sends a dozen thugs, but ever after he's the characters' enemy—he does not tolerate blackmail.

Blackened Knot Thugs or Dimetrios's Boys: Neutral Evil; HD 1d8; HP 5 each; AC 11; Physical; Club (1–6); Padded Armor, Club, 1–8 sp



THE EMERALD DAGGER?

Defeating Farastay early stops the slaver from getting the knife, but it doesn't bring the characters any closer to finding Beedle. Unless stopped, Beedle, still in the thrall of Melanie Crump, commits the murders until he gets to Uri. With the victims dead, Melanie is free to go to hell. Beedle, however, doesn't part with the knife, and each day he's driven to commit more and more unspeakable acts. If the characters don't find him and rid themselves of the weapon, Freeport's people may be in serious trouble.

KEY LOCATIONS

All of the following locations can be found in the *Narwhale*.

A. MAIN DECK

The main deck of the *Narwhale* is surprisingly clean, with a few coils of rope, barrels to catch rainwater, and neatly stacked wooden crates tied down beneath a tarp as the only items on the deck. A trapdoor leads down to the hold. Two ladders lead up to the forecastle, while another ladder leads up to the aftcastle. At the top of the mainmast, which stands at about the center of the deck, is the crow's nest.

B. FORECASTLE

The forecastle is spartan with a mast and chain leading to the dropped anchor. A capstan allows the crew to wind up the anchor.

C. AFTCASTLE

The aftcastle holds the helm and wheel as well as a pair of ballistae that point aft.

D. FORWARD CABINS

This area serves as the cabin quarters for the crew. Hammocks hang stretched across the area, crisscrossing the room and creating a veritable maze. There are accommodations here for a dozen men. The crew works in rotations, getting sleep between shifts.

E. CAPTAIN'S QUARTERS

This room serves as O'takan Farastay's personal chambers. It contains a bed, a small writing desk, and a wardrobe for spare clothes. An Intelligence check turns up the captain's log. This book is small and filled with tight, neat writing. Notes indicate the *Narwhale* calls Mazin home and mention of chattel suggests the ship transports slaves. Presenting this log to Tarmon is enough to convince the wizard of his friend's duplicity.

F. FIRST MATE'S QUARTERS

This room is similar to the captain's quarters and houses the first mate, a foul sorcerer of the blackest arts. He knows little of sailing, but he keeps the crew in line through fear of his terrible gifts.

G. HOLD AND CANNON DECK

This large area is where the sailors man the cannon as well as keeping extra cargo. Manacles set in the floor suggest the typical types of cargo carried by the ship. A pile of cannonballs stands in a pyramid near the mainmast.

H. MESS

This room holds the ship's kitchens and supplies. The cook creates bland though nourishing meals. There's enough food and potable

water for a month at sea. Heaped in a pile in the corner of this room are six bloated bodies crawling with vermin. A quick inspection reveals the bodies have been cut up and used for food. These victims were used as sacrifices by Farastay to summon the demons.

I. STORES

This room holds spare sails, an extra anchor, a length of chain, tar, and all the other accoutrements one would expect to find on a ship. A trapdoor in the floor leads to the bilge (not pictured), which is sometimes used to transport the hardier slaves.

All of the supplies have been shoved against the walls to accommodate a pentagram painted in blood. Farastay and his sorcerer use the summoning circle to conjure demons. The stench of blood and death hang heavy in the air. Black candles still sit arranged in a circle around the circle.

A copy of the *Liber Demonica*—a blasphemous tome Farastay and the sorcerer use to perform the ritual to summon their demonic servants—lies on the floor in a pool of blood.

CREW

The ship has a crew of 20 mute slave sailors, a cook, the first mate, and Captain O'takan Farastay.

SLAVE SAILORS

The slave sailors wear the same black breeches and red sashes around their waists. They have long black hair they wear up in topknots. Ritual scars and flesh rings adorn their chests.

20 Slave Sailors: Lawful Evil; HD 1d8; HP 5 each; AC 11; Physical; Cutlass (1–6); Small Wooden Shield, Cutlass; XP 10

THE COOK

Hulking and hideous, the cook wears a chainmail apron and hefts a rusty hatchet. He's an idiot and a string of drool hangs from his chin. When he attacks, he screams "Meat!"

The Cook: Chaotic Evil; HD 2d8; HP 15; AC 14; Physical; Battleaxe (1–8); Chain Shirt, Battleaxe; XP 40

FIRST MATE

The first mate is pale and wiry, painted in blood and excrement. Because of his appalling appearance, Farastay keeps him hidden on the *Narwhale*. During combat, he spits at his foes and hisses dreadful curses.

First Mate: Chaotic Evil; HD 3d8; HP 10; AC 11; Mental; Dagger (1–4) or Spells—*magic missile*, *shield*, *shocking grasp*; Dagger, Rags, *Potion of Cure Light Wounds*, 25 gp; XP 35

O'TAKAN FARASTAY

The "man in white" dresses in fine white robes. He is attractive, with a quick smile and a muscular frame. He keeps his black hair cut short.

O'takan Farastay: Lawful Evil; HD 4d8; HP 15; AC 14; Mental; Dagger (1–4) or Spells—*acid arrow*, *blur*, *scare*, *burning hands*, *ray of enfeeblement*, *shield*; Dagger (or *emerald dagger*), *Bracers of Armor +1*, *Ring of Protection +1*, *Wand of Magic Missile*; XP 150

USING THE NARWHALE

The twenty slave sailors are all above deck, with 8 on the main deck (**Area A**), 5 more on the forecastle (**Area B**), 3 more on the aftcastle (**Area C**), and the last 4 in the forward cabins (**Area D**). They attack any intruders coming on board, squaring off in pairs against the characters with the leftovers taking on any warriors. Should four sailors fall, two move to the aftcastle and swing the ballista around to fire at the characters. The sailors take a –4 penalty to their attack rolls and it takes two full-round actions to reload these weapons. Ballistae deal 3d8 points of damage.

Meanwhile, the cook emerges from the mess (**Area H**), joining the fight after 4 rounds. The first mate, who's in his quarters, throws open his door and lays about with his spells each round.

If Farastay is on board, he may fight alongside his crew, joining the fight in 2 rounds, but only if he doesn't yet have the knife and/or Beedle. If he has the *emerald dagger* and the failed wizard, he's in the stores (**Area I**) summoning the demon to hunt down and slaughter the characters. It takes 10 minutes to summon the fiend, so the characters may be able to interrupt the effort and stop it before the terrifying monster is unleashed on the city.

Terrible Demon: Chaotic Evil; HD 5d8; HP 40; AC 15; Physical; Claws (2–8) and Bite (1–6) or Spell-Like Abilities—*burning hands*, *teleport without error* (1/day); XP 320

AFTERMATH

The best possible ending for *Fury in Freeport* is for the characters to defeat Farastay, recover the *emerald dagger*, save Aporcus Beedle, and present proof of Farastay's wickedness to the Watch or the High Wizard Tarmon. This is a tall order, since it requires the characters to uncover all of the clues, follow the leads to their conclusions, and correctly deduce what's going on. Regardless of how well the characters do, the adventure concludes whenever Farastay is killed or escapes.

Should the unthinkable happen and Farastay gets the *emerald dagger* and sacrifices Beedle, the Mazin slaver conjures a demon to hunt down and destroy the player characters. Farastay then slips away. He might become an interesting recurring villain, or a looming threat whose existence portends some future horror to befall the City of Adventure.

Aporcus Beedle, if he lives, slinks off and disappears into Scurvytown. Vigilant characters may turn him over to the Watch, in which case he is tried and sentenced to the Hulks. This is likely not the last the characters will see of young master Beedle.

If Tarmon has been a factor in the adventure, he thanks the characters for their help, clears their names of any wrongdoing, and rewards them for their efforts, giving them 500 gp apiece (100 if they failed or lost the *emerald dagger*).

Undoubtedly, the characters have made many contacts in their adventures in Freeport and have likely made a few enemies, too. Will Dimetrios try to rub out the characters to keep his secret safe? Will Tarmon take steps to remove the characters to avoid implicating himself by his friendship with Mazin? What about Melanie Crump? If she managed to kill Uri, she may be gone to whatever hell that awaits her, but it's possible she's not content and may seek more victims to quench her unholy thirst for vengeance. With these adventure seeds, *Fury in Freeport* can be more than just a single adventure—it can be the start of your new campaign in the City of Adventure!

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