

WORLD OF ARKARA: FRACTURED REALMS



BY CHARLES RICE

This product uses the OSRIC™ System.

The OSRIC™ system text can be found at <http://knights-n-knaves.com/osric/>.

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INTRODUCTION

Welcome to what was the Kingdom of Damask; what is a fractured realm. Once the greatest empire the world had seen in a thousand years, a home to commerce and diplomacy, favored by the King of the Gods, Atos and home to the Eternal City of Atosia.

In the length of time it took an assassin's blade to puncture his heart, a great man died and his kingdom, his dream, would soon follow him into hell. Quick to destroy, the realms will be far harder to reassemble. Can heroes turn the tide?

A philosophical note on NPC-based campaigns

There are a fair number of high-level NPCs in this book, as there were in the previous installment, the *Canterbury Isles*. Enough so that it was noted in reviews. I thought I'd take a moment at the outset, before you see that there are again several high-level NPCs in this book as well to detail the philosophical reasons for this.

I frequently describe the *World of Arkara* as an old-school sandbox with its pulp roots intact. There's a lot of marketing in that description but it has the virtue of being true. Something I don't often include in the game's marketing is that the *World of Arkara* is also an NPC-based campaign design.

That's not nearly so buzz-worthy, nor as trendy, nor as closely tied to the old-school movement as the rest. In fact, I can only recall the subject being explicitly addressed once, in an old *Dragon* magazine article I can never find on my Dragon Archive when I go to re-read. So it's *possible* it appeared in another gaming publication I read during my misspent youth.

If you can actually find the article, let me know, because, even though it continues to influence my campaign design philosophy more than 20 years later, I haven't read it in decades and I'd love to.

Now I know what many of you are thinking right now. Hell, I can almost *feel* the weight of your collective eye-rolls as you read the words "npc-based campaign design". Your mind is probably drifting to one of those Larry Elmore images of *Dragonlance* right now. Not very old-school is it? Certainly not very sandboxy.

Well, you're right. Not if you do it the way *Dragonlance* did at any rate. But when I say NPC-based campaign design I am not talking about writing a novel in

adventure-module format and shoving its story down the players' throats.

I believe that NPC-based design is the *ultimate* sandbox design technique. High-level NPCs are not in books to upstage the PCs. They are in fact walking, talking adventure hooks. Tons of them. They are also the ultimate fork in the road.

Let me illustrate.

A mysterious stranger approaches the PCs near the entrance to a dungeon and asks them to retrieve a gem-encrusted goblet for them. From that one act, no one, hopefully not even the game master, knows what the heck is going to happen next.

The PCs might engage the stranger in a lengthy conversation, trying to find out what's so special about this goblet. Why does he want it? What is he willing to give up for it? Why is he waiting in a dangerous area and asking strangers about it, when he could walk down the stairs into the dungeon himself?

They might decide this figure is too menacing to leave at their backs with a dangerous and unexplored dungeon in front of them and attack him. Or maybe they just like the look of his cloak.

They might decide that any object worthy of this weirdo's attention needs to be destroyed, or that his paltry sum is insufficient and an auction is the best way to decide what this item is worth.

It goes on and on. And that's part of the point. But it gets better. Because unlike other forks in the road the PCs might come across, this one is intelligent, it talks, and it can follow them. They don't have to walk the



same road twice to meet him twice. And his role in the campaign has been entirely determined by *them*.

Depending on their reaction in the first meeting, he might be an ally or an enemy and it was the PCs that made that decision. Not only are NPCs sandboxy, they're sand *castles* that the PCs build themselves.

OVERVIEW OF THE FRACTURED REALMS

Alphabetically and in terms of importance, any discussion of the Fractured Realms should begin with the eternal city, favored by the King of the Gods and named to honor His name: Atosia.

ATOSIA

Atosia was the capital of Damask for over a thousand years and is the home to the major temples of Atos, Akhia, Zelos and Dannos. These four temples dominate the city's skyline, just as the four Archministers dominate the city's politics. Even in calmer times, when a true King of the realm sat on the gold dragon throne, it was believed that the Archministers wielded more influence over the city than anyone else.

Now that the kingdom has disintegrated into chaos, the nominal control exerted by the four most powerful religious leaders in the world has become all but official. Though a dwarven army occupies the city, protecting it from the forces of Illanyra the Bastard, their only concern is maintaining the city as the main artery of trade between the northern and southern continents.

Beyond negotiating with the largest trading blocks (especially the merchant princes of Freehold) to pay for their "operating expenses", the polyglot dwarven force has stayed out of the city's politics completely, seeming bored, if not outright disdainful of human affairs. While the city ran smoothly for a while thanks to its large, competent civilian bureaucracy, eventually a need for an executive body was needed.

After being rebuffed by General Adamantine, the city's Lord Bureaucrat turned to the Archminister of Atos. While he refused to rule personally, he did form a ruling council of sorts, comprised of the four Archministers, along with the Lord Bureaucrat and the highest ranking (and only living) member of the former royal court, the Tax Collector.

General Adamantine and Lord Admiral Valtigone, whose military forces keep the city secure, are unofficial advisors to the council but neither attends their meetings very often, or seems to have much interest in the day-to-day machinations of the ruling council.

For centuries the grand palace stood at the center of the city and was visited by pilgrims from across the known world. On the day the King was assassinated however, the palace exploded and its ruined husk serves as a reminder of all that was lost. These ruins remain largely untouched, both out of superstition and also because of the mysterious hot steam that rises from the rubble on a regular basis.

Religion in Atosia

Atosia is a city of the gods and boasts the largest temples of Atos, Akhia, Pallantides, Macolan and Rotan. The city also has large temples of Asteria and Zelos.

Atosia also hosts one of the continent's most unique religious orders: the Owlguard. These paladins, dedicated to the god Rotan, were given full police powers after their order exposed rampant corruption among the city guard. They have broad powers to investigate almost anyone but mostly pursue common criminals with the assistance of the regular guard.

Crime in Atosia

Everyone agrees on two things: that the Aerie and a corrupt faction of the city guard dominate crime in the city. What no one can agree on is which is worse and who is really in charge of the city's underworld.

Politics in Atosia

Although the city has tried to avoid antagonizing Illanyra the Pretender, they have also been careful not to endorse him or associate with him. Following their lead, an ad hoc coalition has sprung up in support of the holy city consisting of the elves of Vastwood, the halflings of the Quiet Hills, and the humans of Watchtower and Mistlake.

Illanyra has moved very cautiously in dealing with this group, very aware of the effect that open conflict with the holy city would have on his claims to legitimacy. Likewise the other members of the coalition are treated with kid gloves, to avoid any censure by the Archministers, which could lead to the faithful rising up en masse to resist Illanyra.



BASIN LAKE

At one time the orcs ruled the entirety of the Damaskan peninsula but warfare with the humans, elves, dwarves and halflings led them to the edge of extinction. It was only recently, during the reign of Warchief Axe Onetusk that the orcs of the Basin Lake have seen a return to prosperity.

First, the Warchief was able to secure a pact with the followers of the legendary Mithril Dragon, who began aiding the orcs in their battles. After defeating several elven expeditions, whose intent was to exterminate the Basin orcs once and for all, Axe then concluded a treaty with King Lucius. In essence, the inhabitants of the Mithril Isle and the Damaskans wanted the orcs as a buffer between them, and Axe was able to parlay this into peace for his people.

In the chaos of recent times however, the orcs have begun raiding the surrounding countryside again. Whether this is because they know the elves, dwarves and humans will not unite against them or for some even more sinister purpose is unclear.

BLAZING MOUNTAINS

The blazing mountains are the home of the legendary Smolder, widely believed to be the oldest dragon in the world. Though Smolder becomes less and less active over the centuries, her many children dominate the entire range of the Blazing Mountains and nothing lives there without their approval.

Besides the dozen or so adult red dragons who reside here, the Blazing Mountains are also home to a large population of evil dwarves who agreed to serve Smolder generations ago in return for mining rights beneath the mountains, which contain some of the richest deposits of silver in all of Arkara.

There are also numerous humanoid tribes living on the surface, including the Firebrand, a very unusual clan of humanoids, in that they are a mixed breed of orcs, goblins, humans and ogres. This group is fanati-

cally loyal to Smolder and her brood (whom they revere as gods). Recently they completely exterminated the elves in the nearby forest and renamed it the Slaughterwood. They rule these lands in Smolder's name and have been seen conducting systematic scouting expeditions along the Winding River, which borders lands controlled by the nearby human city of Collton.

COALBLACK HILLS

This large range has been the domain of the Coalblack dwarves for almost a thousand years. These dwarves made their clan incredibly rich by mining the enormous coal deposits in the hills and selling them to nearby cities as fuel. Most of their coal goes to the cities of Atosia and the halflings of the Quiet Hills, though their biggest customer recently has been the Axehandle clan to the north, whose huge weapon smithies have a cannibal hunger for coal.

In these times of chaos, there are dark rumors about these dwarves, tales of humans and even other dwarves caught while fleeing the chaos to the north, locked in chains and forced to work in the mines deep underground. Whether these stories are true or the product of dark imaginings, the Coalblack clan has been extremely amoral in their dealings, sending huge shipments of coal north to the Axehandle dwarves, who use it to sell weapons to the highest bidder.

It has been argued that, second only to Illanyra the Pretender, the Axehandle and Coalblack dwarves bear most of the responsibility for the current chaos.

COLLTON

Once a thriving hub of trade with the Southern Continent, Collton is a city on the edge of an abyss. Built near the Blazing Mountains during a centuries-long period of inactivity by Smolder and her brood, the city grew by leaps and bounds thanks to trade with the dwarves of the Free Range and the elves of the Sprucewood.

The wealth that flowed into the city allowed Collton to negotiate treaties with the fierce desert tribes to the west, who acted as caravan guides through the Raider Desert. In case of trouble from the dragons or humanoids from the Blazing Mountains, Collton had one of the largest military garrisons in the history of the Damask realm, with a full third of the imperial army stationed in and around the city.

When King Lucius III was killed 15 years ago, Duke Aaronell, his cousin, took most of the garrison north to oppose Illanyra the Usurper and his army was crushed. Though the Duke managed to return to Collton, many say he was a changed man, less bold, perhaps even timid.

When Smolder's brood began to stir to the north, the dwarves of the Free Range began sending their ships around to Narrok, and Collton fell on hard times, making it impossible for Duke Aaronell to rebuild his army on his own. Without the wealth from the caravans, the desert raiders have begun regularly attacking outlying hamlets and villages and have even laid siege to the city on occasion.

And then, three years ago, the Firebrand, a polyglot humanoid tribe, slaughtered the elves of the Sprucewood, the city's last remaining ally, renaming it the Slaughterwood. While some of these elves managed to escape and bolster the city's defenses, the prospects of the city surviving another five years seem grim indeed.

DUCAL

For centuries this massive city has been the personal domain of the heir to the Damaskan throne. The largest city in the entire region, larger even than the eternal city herself, Ducal oversees the richest farmlands in the entire region. Upon receiving word of King Lucius III's assassination, his older, illegitimate brother marched from the town of Narrok and seized these lands.

The greatest military commander in the royal family, Duke Illanyra claimed he wanted to secure these lands for Prince Lucius but most believe he arranged for the assassination of the king and sought to eliminate the prince personally. Though he succeeded in conquering these lands, Prince Lucius was never found.

In the 15 years since, Illanyra has slowly and methodically expanded his sphere of influence into a petty kingdom consisting of Ducal, Narrok, Shantar and the Strand. If the priests of the eternal city of Atosia had backed his claim, opening the city to him and crowning him king, most believe Illanyra would have been able to ascend to the throne and found a new dynasty.

RINGSWAY

This ancient road was built by the Wall clan, as was the city of Atosia itself. The main artery of trade be-

tween Damask's four largest cities, it is now the personal domain of a bandit army known as the Freelancers. Descended from a group of knights charged with defending the road, they claim they swore allegiance not to the kingdom itself but personally to King Lucius. Until he or his blood return to the throne, they will "live off the land", supporting themselves from the trade caravans that travel along the road.

Though Illanyra has placed a death mark on every member of the Freelancers, keen observers note a pattern to their behavior. Despite their claims of being nothing more than bandits, necessary supplies bound for Atosia always seem to make it through unscathed. Meanwhile trade heading north toward Duke Illanyra's lands is plundered ruthlessly.

Of course, their personal sense of honor notwithstanding, it remains an open question whether they really would bend their knee to a new king, or whether a decade of banditry has turned them into common (perhaps not so common) criminals.

LAKWOOD

This ancient, mysterious wood is a source of disturbing rumor and fascinating folktale alike. Countless stories involving the small folk originate in these woods, as well as numerous spirits of wood and water tied to the forests and the dozens of small lakes scattered within. Verifying these tales is extremely difficult, in large part due to the clan of green dragons that have claimed this ancient wood as their own.

MISTLAKE

This large human city has resisted calls by "King" Illanyra to swear fealty to him and have instead allied with the city of Atosia. They are part of the coalition that has gathered around the holy city and are the city's most important source of food, which they transport down the broad, swift waters of the Archway River.

MISTREACH FOREST

Situated on the shores of the Basin Lake, the elves of Mistreach are some of the most aggressive in the entire world of Arkara. These elves have a well-known tendency to kill any uninvited guests to their wood,

often without so much as a warning. Whether they are belligerent xenophobes or paranoid from centuries of living surrounded by the Basin Orcs is unknown. If you venture into these woods, step lightly.

MITHRIL ISLE

Legend has it that the Mithril Isle crashed into Basin Lake from the heavens and is composed of pure mithril, the legendary starmetal so highly sought after by smiths around the world. Legends also state that the island's primary inhabitant, the Mithril Dragon was in an egg on the island when it crashed and that starmetal is the only substance she can eat.

Whether these tales are true or not, the lure of the island has drawn countless adventurers to its shores over the centuries, braving the Basin orc tribes, the many dangerous predators that dwell in the enormous lake and finally the inhabitants of Mithril Isle, all in search of the legendary starmetal.

Needless to say, few of these brave souls return from their explorations of the island but this only enhances its allure and adds an additional source of treasure for those strong enough to survive the trek: fallen adventurers.

NARROK

Narrok is a sleepy fishing village that does its best to stay out of politics entirely. The town's population is approximately 75% human with halflings making up the rest. No one is exactly sure when the first halflings moved into the village but the quiet, peaceful pace of life in Narrok appeals to them and several clans have made a permanent home here.

When the Duke arrived and claimed the throne as the last living royal relative the town dutifully began to pay their taxes to him and went back to their usual business. Narrok sits on a quiet, almost completely sheltered bay that is home to a nearly limitless variety of fish.

At dawn every day the entire village rises and moves into numerous small family-owned boats and make their way out into the bay. There they spend the day fishing, taking their meals on their boats, with the men hauling nets and the women and children gutting and cleaning the fish. What they don't eat themselves they salt and preserve, selling what they don't need for their immediate needs.

The village has been threatened a time or two in the past and when trouble brews the villagers take to their boats and move out into the bay. Would-be brigands find little in the town to amuse them and when they have gone the villagers come ashore, repair any damage and return to the quiet life they know and love.

QUIET HILLS

It's unusual for halflings to involve themselves in the affairs of men, especially during a time of war but the residents of the Quiet Hills are not your usual breed of halfling. Living western edge of the Basin Lake, for centuries these halflings have been forced to defend themselves against incursions of the Basin tribes and even occasional the raid from the Mithril Dragon.

This dangerous environment has shaped the culture of the Quiet Hills halflings considerably. First, they are much more of a martial bent than most halflings and second they have learned the value of alliances with other races.

Four hundred years ago, after a marauding band of orcs sacked the eternal city, a treaty of mutual protection was negotiated between the elves of the Vastwood and Mistreach as well as the Quiet Hill halflings. They would agree to resist the Basin orcs and if they attacked the fortress of Watchtower, to attack their flanks and rear.

Though this grand alliance would eventually bring peace and even force the chiefs of the Basin tribes to the bargaining table, in the short term it unleashed a bloody reprisal from the orcs on the demihumans, hoping to break the alliance before it had a chance to grow closer with time.

Rather than break under this assault however, the alliance was made stronger and the halflings in particular resisted the orcs with surprising ferocity, abandoning their traditional defensive tactics in favor of surprise raids on orcish camps. In the final phase of the campaign, the halflings joined a combined elven-halfling-human army that pushed the orcs all the way back to the Basin, breaking the will of the tribes and ending their attempts to break the nascent confederation.

As the peninsula descended into chaos, the Archministers of Atosia made the fateful decision to deny the city to Illanyra the Bastard and sent envoys north, reaffirming the city's ancient alliance with their demihumans allies. As a result the alliance not only maintains its vigil against the orcs of the Basin but has also

agreed to stand beside the eternal city should “anyone” attempt to take it by force.

As the Basin tribes grow more and more restless, the halflings have once again joined with the elves of the Vastwood and begun conducting punitive expeditions into orcish territory. The situation is tense and the level of conflict somewhere between intense skirmishing and low-intensity warfare. A single spark could set the entire region ablaze.

RAIDER DESERT

Home to the fiercest, deadliest horsemen on the entire continent, the Raider Desert seemed held under the same spell of peace as the Basin Orcs, the Mithril Dragon and even mighty Smolder herself. And like those other threats, with the death of King Lucius the Lawgiver the Raider Desert has exploded back to life.

Overland trade through the desert has been nearly impossible for years and only the Firebrand has kept the raiders from besieging Collton. Still, the desert tribes to the east and the Firebrand to the west circle around dying Collton like vultures, waiting for the great city’s death throes to end so they can begin picking the bones.

SHANTAR

Shantar is a city under martial law. When King Lucius was assassinated, Shantar joined the eastern cities of Atosia and Mistlake in calling for the coronation of his son, the Crown Prince. Though he too called for the Prince to be crowned (with himself as regent over the lad), Lord Illanyra marched in force on Shantar, placing the city under his “protection”.

Since then, outside contact with the city has been restricted to a bare minimum and those refugees who have escaped speak of treason trials, mass hangings of the city’s ruling council and acts of intimidation by Lord Illanyra’s troops.

Over fifteen years later the city is still in the Lord’s iron grip and is run by a military governor hand-picked for his loyalty to Illanyra.

SLAUGHTERWOOD

Once known as the Sprucewood, these woodlands were widely considered some of the most beautiful on the entire peninsula and were ruled by the friendly

Conn tribe of elves. This tribe was a lover of music, dance and poetry and the bards of the Sprucewood were some of the finest in the entire world.

Today the woods are a nightmare of flayed elves, staked out in the sun and the music is the screams of the dead, the dying and those who envy the dead. How many of the Conn tribe remains alive is unknown, as scouts have been unable to penetrate far in the woods. The Goblin members of the Firebrand seem almost as well suited to the thick woods as the elves and ambushes, along with hideous traps of every description await any who venture into these lands.



STRAND

The Strand is easily the third most important city in the entire continent and is the key to Lord Illanyra’s reign over his petty kingdom. It sits at the head of the Strand River and connects the mighty waterway to the Kingsway road. Between the mighty road and the mighty river, trade between Atosia and Ducal is amazingly fast and the Strand is navigable from the city all the way to the sea.

As a result of its great importance, the city is home to a huge garrison and visits by Lord Illanyra are common. There are unconfirmed rumors that the Owlguard has begun infiltrating the city incognito. If this is true, the Archministers in Atosia may have decided the time

to take offensive action against Lord Illanyra's usurpation is at hand.

THE WALL

The Wall mountain range might actually be more formidable than its name suggests. These peaks are extremely tall and jagged, suffering intensely under assault by the sea on one side and the Raider Desert on the other.

These mountains are home to legendary stonemasons, who built the mighty Kingsway road, the eternal city of Atosia and the barge mechanisms that allow ships from Ducal to make their way upriver to the city of Strand at a frightening pace.

Most of the year the dwarves of this region seem content to ignore the dreadful conditions on the surface, safely plying their trade and expanding deeper into the earth. However, during the winter there is a time of great storms on both sides, with sand and water lashing the mountains with a terrible fury.

For a week during the worst of this season those young dwarves wishing to follow the highest calling of stonemason are sent outside, to witness the gods shape stone. Those that remain outside for the entire week are apprenticed to a master stonemason. Sadly, every year finds some young dwarves who would rather die from exposure than admit defeat and return to the comforts of the earth in failure.

Such is the nature of the dwarven mind that these stubborn youth are celebrated, rather than mourned.

VASTWOOD

The Vastwood is a magical land, a trackless, untamed forest of immense size and home to the treetop cities of the largest elven nation on earth. Sitting so close to the largest collection of orcs on earth, the forest's location is seen as a supreme irony by the humans, who seem to have a particular need to find patterns in the world and to wonder at how they came to pass.

The elves of the Vastwood see their location differently. They believe the gods gave them this perfect home in return for the duty they believe all elves carry in their hearts: the duty to protect the world from the menace of the orcish race.

As such, the elves of the Vastwood are taught how to fight orcs from birth and stand ever vigilant against the menace of the Basin Tribes. Queen Lorikai of the Vastwood is entering her third millennium and be-

lieves a final conflict with the Basin orcs from which only one nation will survive, is inevitable. She has spent three thousand years preparing for this final battle and secretly believes the time is nearly at hand.

WATCHTOWER

Watchtower began its life as a fortress, watching for the fast riverboats the Basin Orcs would sometimes use to advance quickly downriver from their villages on the shores of the Basin Lake. From this vantage point, the guards could signal the forces of Mistreach, the Quiet Hills and the Vastwood, who would converge on the Watchtower while the humans slowed the advance of the orcs, preventing them from reaching Mistlake to the south, which gave their riverboats a quick and easy way to raid Atosia itself.

However, situated on a fertile floodplain, with easy trade access to the elves and halflings to the north, Watchtower grew beyond a humble military camp, especially after years of peace with the Basin Tribes. Though the elves of the Vastwood frequently warned that it had "only been a few decades", this was such a long time to the humans and Watchtower grew far beyond its original austere beginnings.

Now, with the orcs raiding south again, Watchtower is struggling to protect the villagers outside its original stone fortress, made nearly impenetrable by the master craftsmanship of the Wall Clan. First a dirt palisade was constructed, followed by wooden walls. The once beautiful town is now ringed with a motley assortment of walls, moats, palisades and no man's lands, where all brush and vegetation has been stripped away.

During times of increased danger, much of the town's business is brought to a standstill, as fires are doused, to allow watchmen better visibility and to make any signals more visible to the elves and halflings to the north, so crucial to the city's defense.

The townspeople have taken these interruptions in stride with a cheerfulness that pleases the halflings and confuses the dour elves. Women prepare cheeses and hard rolls for the inevitable "dousing" and distribute them to the city militia, so they will have all their strength should a serious raid occur.

Meanwhile the Mayor has done a masterful job of enticing both the elves of the Vastwood and the halflings of the Quiet Hills to provide him with small, permanent garrisons. He has also begun careful negotiations for a supply of the mighty trees from the Vastwood, so that he can construct the greatest wooden wall in human history and guarantee the safety of the

thousands of women and children he is charged to protect.

NEW ORGANIZATIONS

AERIE

	The Raven	
	Nightwarden	Daywarden
	Quartermaster	
The Dove	The Sparrow	The Nighthawk
Doves	Sparrows	Nighthawks
	Eaglet	
	Hatchling	

The mysterious aerie is the largest criminal organization in the World of Arkara and is based in the eternal city of Atosia. Unusual for criminal gangs, the Aerie maintains a strict hierarchy and chain of command. Each rung of the organization, starting from the bottom, is detailed below.

RIGHTS OF MEMBERSHIP

Obviously, being a member of the largest criminal organization in the world has its advantages. Since its members are the distrustful and paranoid type, the guild has found it prudent to spell out exactly what those benefits are and exactly what the guild expects from its members.

Rights

Right of Respect: Guild members are due respect from lower-ranking members of the guild. A good way to show respect is through money and all lower-ranking guild members contribute a portion of their earnings into a central fund. Half of this money belongs to the guild, while the rest is distributed among members according to their perceived value to the guild and status within it.

The amount each guild member receives is based on level and guild rank: Hatchlings receive 1 gp per Thief level; Eaglets 5 gp per Thief level; Doves/Sparrows/Nighthawks receive 10 gp per Thief level; the Dove/Sparrow/Nighthawk receive 20 gp per Thief level; the Quartermaster receives 40 gp per Thief level; the

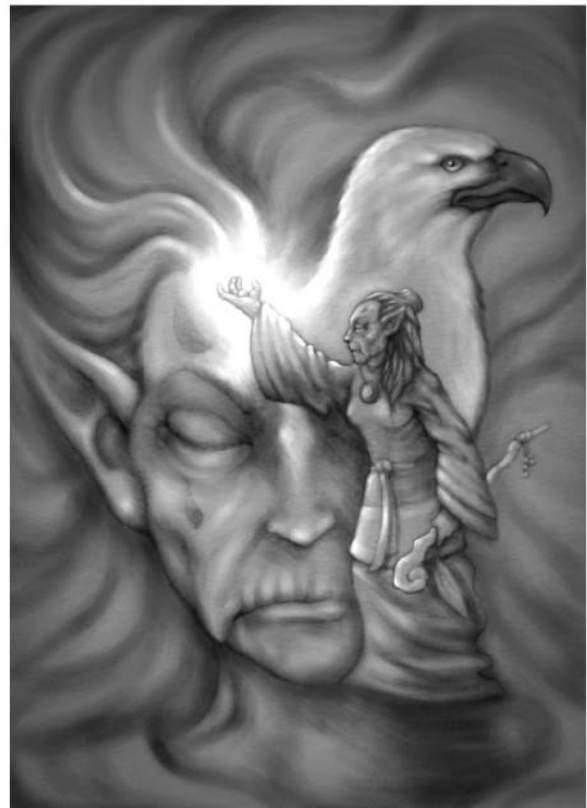
Nightwarden/Daywarden receive 80 gp per Thief level.

For almost every working member of the guild, this amount will not equal what was contributed into the fund. Its merely a sign (in coin) that the guild values its members. Members who are injured or too old to actively practice their trade still receive this amount however, so it also serves as a kind of safety net for its members. Again, the purpose of this is not some high-minded ideal but rather a sign that membership in the Aerie brings with it respect from every member of the organization.

This right also makes guild members “off limits” to criminal activity initiated by other guild members. There are a few areas of the city where many guild members live that are declared permanent safe zones.

Also, there is a sign of the month that serves as a secret sign that a member of the Aerie occupies a dwelling. This sign is always the feather of a specific bird and changes every month.

Some guild members avoid both of these, as they can attract some added attention from the city guard, or worse the Owlguard. Risk is part of a thief’s life and some thieves prefer the risk of being burglarized



by one of their own to the risk of catching the eye of the guard.

Right of Redress: Guild members have the right to air their grievances with each other to a higher-ranking member of the guild. Due to the Right of Respect, both thieves are bound to abide by the judgment of any guild member they appeal their grievance to under the Right of Redress.

The most common conflicts are disputes over territory and disputes over how to divide spoils from a job. Occasionally such disputes will involve a member of the guild who was accidentally robbed by a fellow guildmate.

Right of Retribution: Guild members have the right to revenge wrongs against them and expect the support of the Aerie in their quest for vengeance.

If the target of the Right of Retribution is a fellow guildmate, a member of the city guard (including the Owlguard) or a noble, the Raven must approve it personally. Some form of retribution is almost always granted but against such high profile targets death or permanent harm is only granted 25% of the time. Guild members must abide by any decision handed down under the Right of Respect.

If the target of the Right of Retribution is not one of the above high profile individuals, the guild member simply informs the guild of his target and what form of retribution he seeks and it becomes guild policy. Any member of the guild who successfully carries out the retribution receives 1,000 gp per Thief level. If multiple members combine their efforts, the reward is divided between them.

It is important to note that guild members are usually expected to handle their own affairs. In practical terms this means that invoking the Right of Retribution often (more than once every few years) could cause the individual to lose the Aerie's trust. This would result in slower advancement and fewer job offers from the guild.

Responsibilities of Membership

Of course, being a member carries responsibilities as well. These are detailed under each rank of the guild below but fall into these broad categories:

- **Time Commitment:** As you might imagine, thieves don't keep regular hours. Time commitments are thus listed in two ways: the first is a percentage chance each week that a thief

will be offered an assignment by the guild; the second is the number of hours that assignment will take.

- The nature of assignments is left strictly up to the game master. Assignments could be full-blown adventures involving the PC thief's companions (guild members are encouraged to develop independent affiliate networks), something that happens off stage during the thief's downtime (like while the Mage and Cleric are studying new spells or making magic items) or a distraction from the PCs other tasks ("so you wait at the inn for 6 hours while Edge takes care of a little business and then...").
- **Compensation:** This is money earned for performing the assignment over and above that listed in the *Right of Respect* above.

Promotion

As a character spends time in the guild, there is the chance to rise in the ranks, gaining more benefits and more responsibilities. This could give the thief something productive (read- profitable) to do with his downtime at high levels, while his warrior friends are managing small fiefs and his wizard and cleric friends are making magic items and communing with beings from the outer planes.

Promotion through Hatchling and Eaglet ranks should be automatic for someone as exceptional as a PC thief. The game master can then run the initiation mission as an adventure and pick whether the PC enters the Doves, the Sparrows or the Nighthawks as described below, or simply allow the PC to pick.

Once the PC has reached the rank of Dove/Sparrow/Nighthawk, promotion is handled as follows:

- Each month of game time in which the PC performs a task assigned by the guild (the time commitment listed under "responsibilities") or contributes 1,000 gp or more in "tithes" to the guild, roll percentile dice for promotion.
- If this roll is 100 or higher, the PC is promoted to the next rank.
- Modify the promotion check as follows: add the PC's levels in the Thief class; add +1% for every 1,000 gp the PC has contributed to the guild in "tithes" in the last month; add +1% per month since the PC's last promotion (only count months the PC was eligible for promotion).

Performing tasks for the guild is strictly optional, as is contributing “tithes” for the most part. The money received by a guild member is a pittance for an organization as large as the Aerie and the guild understands that sometimes a thief spends years working on a big score.

As such, the guild is an organization where the more you put in, the more assignments you undertake and the more contribute, the more you get out, in increased promotion and responsibilities.

Hatchling

The Aerie almost never recruits established criminals, preferring to start with a blank slate and teaching the inexperienced the “right way” to conduct their affairs. Hatchlings are chosen from among the teeming throngs of the eternal city’s population of urchins and gang members.

A quick eye, quick hand and certain ruthlessness usually attract the attention of a member of the Aerie but each member can use his or her own criteria. A one-time offer is made and if the child accepts, they are inducted into an intense training program of physical and mental conditioning.

Those who pass the first phase progress to training in acrobatics and general agility, with special attention given to climbing, jumping and manual dexterity.

Finally, those who perform well in the second phase advance to the third phase, where they begin training in actual crime. Distraction techniques and training in picking pockets and locks are provided as well as intensive training in a dizzying array of petty crimes.

Of particular interest is what might be described as the “main duty” of a hatchling, which is draining oil from the city street lamps. Not only can this oil be re-sold but darkening city streets and keeping the guard distracted with calling for the lamps to be refilled aid the guild’s other activities immensely.

At any time during these three phases a recruit can be washed out and returned to the streets. In the past this was a source of competition for the guild, as washouts used their superior training (incomplete though it was) to take over various petty street gangs. This became such an inconvenience for the guild that they were forced to take over “administration” of the gangs directly.

To prevent any conflicts of interest, washouts are now given 24 hours to leave the city and never return. Those who defy the guild’s exile are marked for death. These “sentences” are one of the responsibilities for

the gangs and successful execution of an exile is often a gang member’s ticket to the hatchling ranks.

Eaglet

Once a prospective trainee is admitted to the Aerie, he begins at the lowest level tasks, serving as the guild’s eyes and ears on the streets, in the guard and the gangs and in the various businesses the guild controls.

In addition to observing on behalf of the guild, the eaglet’s training also consists of consistent observation of criminal activities. Multiple eaglets will be assigned to any job, with some watching for the guard while others observe their superiors, learning the tricks of the trade.

This intensive training is all in preparation for the trainee’s final test: committing a job alone. The guild doesn’t expect this job to be pretty but they do have some standards: the eaglet must acquire at least 100 gp worth of goods and return them to a specified location without being followed.

If he succeeds, the eaglet is admitted into one of the three branches of the guild. Which one depends on the methods he used to accomplish his task.

If the trainee used help from the inside, whether by intimidation, bribery or coercion, he is admitted to the Aerie as a Dove.

If the trainee used traditional break-in techniques—climbing walls, picking locks, disarming traps, general stealth and the like—he is admitted to the Aerie as a Sparrow.

Finally, if the trainee used violence, backstabbing any guards encountered, killing those inside the target to avoid any alarms being raised or even a daytime commando-style raid to acquire the goods, he is admitted to the Aerie as a Nighthawk.

Doves, Sparrows and Nighthawks

At this stage, a member of the Aerie sees his career branch in one of three directions. Tradition holds that the Aerie was once three separate criminal organizations that gradually were absorbed into a single entity. Whether or not this is true, the three branches of the Aerie act independently, use vastly different methods and are competitive with one another.

While it may seem strange to allow different branches of the same organization to compete, ultimately it makes the Aerie sharper and keeps operatives on edge. Any high-profile job is “bid” for by the leader of each branch, either to one of the wardens or,

if the operation is truly important, to the Raven himself.

Branches that win high-profile assignments use these as bragging rights and lord it over their fellow guildmates. The competition is encouraged but carefully controlled so that each branch tries to outdo the other two, without things spilling out into violence or open conflicts that would show weakness to the guild's enemies.

Doves consider violence the mark of an amateur and petty theft the mark of a criminal with no imagination. Why break down a door like a Nighthawk, or pick a lock like a Sparrow, when you can likely pay someone inside 10 gold to open it for you? And if you find out that the man inside is cheating on his wife, you can get him to pay *you* 10 gold and open the door for you to boot.

Master spies and blackmailers, *Doves* delight in finding out the secret weaknesses of those around them, using information as the greatest criminal weapon.

Sparrows delight in the athletic side of thievery. Sure, picking a lock is fun but climbing up 5 floors until you find an open window is even more fun and safer too. What one normally thinks of as "thieving" is the specialty of this branch: climbing walls, picking locks, remaining unseen through stealth and the like.

Masters of stealth and acrobatics, *Sparrows* are at home in the upper reaches of the city and know that the most valuable possessions are there under the lightest guard.

Nighthawks are the clearest indication that the three branches of the Aerie might at one time have been completely separate organizations. They are assassins and poisoners who use violence and the threat of violence to get their way.

The best way to deal with a guard is not to bribe him like a Dove so he can betray you later, or sneak past him like a Sparrow so he can surprise you on your way out. No, the best way to deal with a guard is a poison dart and hiding the body.

Masters of ambush and poison, *Nighthawks* delight in violence and use it as the most efficient means to take what they want.

Responsibilities: 25% (1-12 hours); Compensation 1-100 gp times the Thief's level +10 or as determined by the game master.

For example a 10th level Thief who rolled a 50 would receive 50 times 10 (her level) plus 10 or 1,000 gp.

Compensation Averages: 750 gp (5th level); 1,000 gp (10th level); 1,250 gp (15th level); 1,500 gp (20th level)

Note: Compensation averages are provided to a) give a GM a ballpark figure on the amount of money involved and b) give the GM a number when she needs one quickly. They are not guaranteed to a player and are not intended to tie the GM's hands when determining a reward for a guild assignment.

The Dove, the Sparrow and the Nighthawk

These individuals are in charge of their respective branches of the guild and are always promoted from within the ranks.

Responsibilities: 35 % (2-24 hours); Compensation 1-1000 gp times the Thief's level +15 or as determined by the game master.

Determine the base 1-1000 figure by rolling 1d10 three times and multiplying the rolls.

For example, the game master rolls 4, 5 and 6 for her three d10 rolls. She then multiplies 4 times 5 times 6 for a result of 120.

So continuing the previous example, our 10th level Thief generates 120 gp for base income and multiplies 120 times 10 (her level) plus 15 or 3,000 gp.

Compensation Averages: 2,500 gp (5th level); 3,125 gp (10th level); 3,750 gp (15th level); 4,375 gp (20th level)

Note: Compensation averages are provided to a) give a GM a ballpark figure on the amount of money involved and b) give the GM a number when she needs one quickly. They are not guaranteed to a player and are not intended to tie the GM's hands when determining a reward for a guild assignment.

Quartermaster

A curious position in a thieves' guild, the Quartermaster is charged with distributing guild property to the right people at the right time. As a thief sitting on a fortune in property that isn't his, this position is one of the most coveted in the guild, especially since "insurance" to make sure necessary equipment "arrives on time" are almost expected.

Of course, not everyone takes kindly to being fleeced by a member of their own guild and the Quartermaster *is* sitting on a fortune in goods, so this position is also one of the most dangerous in the guild.

Responsibilities: 40% (2-24 hours); Compensation 1-1000 gp times the Thief's level + 25 or as determined by the game master.

Compensation Averages: 3,750 gp (5th level); 4,375 gp (10th level); 5,000 gp (15th level); 5,625 gp (20th level)

Note: Compensation averages are provided to a) give a GM a ballpark figure on the amount of money involved and b) give the GM a number when she needs one quickly. They are not guaranteed to a player and are not intended to tie the GM's hands when determining a reward for a guild assignment.

Nightwarden/Daywarden

These individuals make all decisions regarding guild activities, and divide the day between them, respectively. Their decisions are law within the guild and can only be overturned by the Raven himself.

Responsibilities: 100% (7-84 hours) divide the responsibility hours by 7 and spread them out over the week; Compensation 100-1,000 gp (1d10 x100) times the Thief's level +30 or as determined by the game master.

Compensation Averages: 17,500 gp (5th level); 20,000 gp (10th level); 22,500 gp (15th level); 25,000 gp (20th level)

Note: Compensation averages are provided to a) give a GM a ballpark figure on the amount of money involved and b) give the GM a number when she needs one quickly. They are not guaranteed to a player and are not intended to tie the GM's hands when determining a reward for a guild assignment.

The Raven

Unknown to any but the highest-ranking guild members, the Raven is not an identity adopted by a series of leaders but one man. Over 1,000 years a young elf from the Vastwood heard the call of another forest, one made of wood, stone and marble. He made his way to Atosia and found its criminal gangs divided, squabbling over petty, short-lived concerns.

He imposed the vision of an immortal on the city's criminal activities. It took him and his associates a mere 500 years to unite the city's three main criminal empires into one, at which time they were renamed to fit the new, united vision of crime in the city.

Although a high-ranking guild member could try and kill the Raven (it has been tried), it is very unlikely anyone could replace him. More likely his death would lead to the splintering of the Aerie and a messy, chaotic war in the eternal city's underworld.

CRUCIBLE

The Crucible began as an informal band of supplemental mercenaries put together by the Queen Lorikai in the wake of the fracturing of the Kingdom of Damask. Its effectiveness however, caused the organization to grow and become a permanent part of the Vastwood's campaign to keep the raging hordes of the Basin in check.

Benefits: A character that undergoes training with the Crucible, which requires three months of game time, receives a +2 melee damage bonus against orcs and goblins.

Responsibilities: Optional. 25% (1-8 hours); Compensation 10 gp per week

This entails joining the Watchtower militia and requires a character to stay very close to that area and respond when alarms are sounded.

Whether a character joins the militia or not, the Crucible also pays 10 gp for every adult orc scalp bearing the markings of the Basin tribes.



FIREBRAND

The Firebrand is the worst nightmare of free and civilized folk everywhere: humans and humanoids working together. Worse, the brood of Smolder, the oldest red dragon in the World of Arkara, leads them. For years they were considered a campfire tale, told to frighten children in the dark, until they swept out of Blazing Mountains and turned the Sprucewood into the Slaughterwood.

As a Chaotic Evil group, the Firebrand is a barely contained mess with frequent murderous fights breaking out in the ranks. However, fear and a lust for power are good motivators for even the most undisci-

plined soldiers and with several red dragons leading them and occasionally doling out trinkets from their hordes, the Firebrand maintains a semblance of direction.

With the recent victory in the Slaughterwood and all the chaos, pillaging and mayhem that brought with it, their membership has swelled greatly. They have now set their eye on the city of Collton. If this aura of success should fade, many of these new members would slink back into the shadows. In this time of turmoil and chaos however, the tide of the Firebrand seems destined to rise.

Requirements: Members of the Firebrand must be Chaotic Evil in alignment.

Benefits: A member of the Firebrand takes an oath to die serving Smolder and her brood and to extinguish the race of elves from the earth. They receive a +2 damage bonus against all elves.

Responsibilities: None. All work responsibilities are ad hoc. If something needs to be done and a stronger member is around weaker members, they will be forced into service until its done, then tossed aside. Any monetary reward will be a random by-product of the assignment, involving the taking of anything of value from the weak and helpless.

FREELANCERS

If you listen to rumor and gossip about the Freelancers you might think you are hearing about two completely separate groups. To some they are a sign of the degenerate state of the nobility, using their arms, castles and training to prey on the common folk during this time of strife and hardship. To others they are noble freedom fighters resisting the rising tide of Illanyra, the bastard usurper.

The truth of course, is something in between. Led by Maximinius the Malformed, this band of renegade knights has taken control of the string of castles overlooking the Kingsway Road. Ironically, these castles were designed to *protect* the road from bandits but, as the knights were also charged with enforcing trade restrictions and tariffs, the castles are also designed to allow easy interception of traffic along the great road.

While the Freelancers most definitely are bandits who largely hurt the common folk, their ultimate target is Illanyra, who Lord Maximinius sees as a usurper. Assigned to guard the road by the dead King Lucius, Maximinius came within a hair of swearing fealty to Lord Illanyra but was persuaded against it by the Archminister of Atos.

With a large military force and several castles to support, Lord Maximinius pressed the Archminister for operating expenses but these were always delayed “just a little longer”. Eventually Maximinius became disgusted with both parties and decided he would join neither side. In truth though, his heart is more with the Archminister and the eternal city and his raids almost exclusively target supplies headed for Lord Illanyra.

This last fact has caused many of the common folk to hail Maximinius as a freedom fighter, something he never set out to be. However, this has gone to his head and Maximinius now sees *himself* that way. Lately he has taken in Lamthan the Wise and has begun sending out scouting parties of Freelancers on his behalf to search for the Wolfling, as the common soldier knows the Crown Prince.

Requirements: A character must be of Neutral to Good alignment on the good-evil axis to join the Freelancers.

A good character would never prey on innocent merchants as the Freelancers do but some are joining of late specifically to aid in the search for the Wolfling.

Evil characters are expelled from the Freelancers for excessive ruthlessness. If they actually commit grievous crimes, Lord Maximinius executes them.

Benefits: Members of the Freelancers spend a lot of time in the saddle and gain a +1 bonus to attack and damage rolls while mounted.

OWLGUARD

We bring light to the darkness.

We bring science to the superstitious.

We bring justice to the wicked.

Oath of the Owlguard

The Owlguard has existed as long as Rotan has been worshipped. Elite warriors in service to truth and civilization, these paladins are famous for being keepers of knowledge and protectors of the meek. They have always maintained their official headquarters and training ground in Atosia but typically were scattered across the known world, acting in small groups.

Since the death of King Lucius however, the Owlguard began returning to the eternal city. Where once there might be a hundred in the city, now there are almost three thousand. Atosia possesses the greatest libraries and temples on the northern continent and every member of the Owlguard has vowed this beacon of civilization must stand against the rising tide of chaos.

As the months of chaos turned into years however, the increased Owlguard presence in the city has taken an odd turn. The city guard of Atosia is infamous for its corruption at the hands of the Aerie. It is said that you don't need to ask if a guard takes money from the Aerie, just how much and for what.

This corruption in those who are supposed to maintain order gnawed away at the Owlguard until, with no official sanction whatsoever, they began to act, exposing bribery and corruption at the highest levels of the city guard.

This caused the guard to go berserk and a large group of city guardsmen actually attacked the dwellings that had slowly transformed into the Owlguard's barracks. In this tragic incident a few of the Owlguard were killed in the initial surprise of the attack. Once they recovered and struck back however, over one hundred guardsmen were killed.

In the wake of the battle, the ruling council convened and, to the horror of the city watch, gave their blessing to the Owlguard's activities. They further gave them police powers within the city and charged them to *continue* exposing corruption in the guard. They also asked that the Owlguard assist in rooting out the Aerie. In any combined operation between the two, the Owlguard would be in command.

This has only served to deepen resentment in the city watch toward the Owlguard. If they bear any resentment for the surprise attack, they don't show it. Though observers have noted an added degree of vigilance, even by the standards of the Owlguard, when it comes to exposing corrupt watchmen.

Requirements: Only Paladins dedicated to the god Rotan can join the Owlguard.

Benefits: Members of the Owlguard add the bonus spells granted by the god Rotan to the Paladin spell list.

They can also Detect Lies once per day for every 5 full levels of experience (once per day at 5th to 9th level, twice per day at 10th to 14th level and so on).

At 10th level members receive a *Cloak of the Owl*. This functions identically to a cloak of the bat except the wearer polymorphs into an owl.

RED DRAGON MERCENARIES

Of all the groups in the Kingdom of Damask, the Red Dragon Mercenaries are the only ones who actually seem *happy* with the current political turmoil. For them, one king is much the same as another: a client. So competing claims to power means more rich cli-

ents. In short, the recent chaos has been extremely good for business.

In fact, despite a surge in membership, the company can't fulfill all the contracts being offered and has started an "affiliate program", hiring groups of adventurers for discreet tasks, like rescuing a kidnapped family member or scouting a region before the mercs move in.

Not only has this program allowed the Red Dragons to take on more assignments, they've found that adventurers are actually *better* suited to many tasks than their usual rough-hewn mercs.

The company still handles all the military contracts itself, as their mercs really are the best at these kinds of jobs. But for assignments requiring more subtlety, they have taken to hiring out on an increasing basis.

Benefits: The Red Dragon Mercenaries pay by the assignment and they pay well. What "well" means depends on the job and the qualifications of those they are hiring. Actual membership in the mercs is unlikely to appeal to PCs, as they spend a lot of time sitting in one place waiting for campaigns to be organized.

Characters who *do* join for whatever reason will be paid a monthly wage of 25 gp per level. Once a campaign actually begins, mercs have rights to spoils, which generally amounts to whatever the individual can personally carry off.

Every character class is welcomed as the mercs have learned the value of having a wide range of skills when on campaign.



NPCS

Axe Onetusk

Note: Axe Onetusk can be seen on the cover.

Axe was always an outsider in orcish society. His grandfather was human and through a quirk of genetics, a great deal of human characteristics appeared in him, despite his mother and father being “pure” orcs.

Rather than bonding with his father and learning at his side, as is the custom in the 7 Tribes of the Basin, Axe received regular beatings and scorn, which only heightened the misery he received from his peers. Finally, at the age of 14, Axe realized that if he stayed in the Basin that he would be killed, more from the cumulative punishment of daily beatings than any one attack.

Resolved to leave, the nature of his departure was ironically the first step toward Axe’s acceptance by his people. On the night he left, he killed his father and his six worst tormentors, staking their bodies in the middle of his village. To the old warriors in camp, this earned the boy great respect for taking revenge “the orcish way”.

Having left the Basin, and believing he would not be welcome there, Axe wandered the world, selling his services as a warrior from the Battlegrounds to Utgaror, the land of the giants. He even joined the Red Dragon Mercenary company for a time, though again he was an outsider there. The humans wanted nothing to do with him but half-orcs are not uncommon in the Red Dragons. However, Axe shunned them, having been beaten and scorned for his human characteristics his entire life.

After leaving the Red Dragons, Axe traveled north, coming closer to the Basin than he had since he was a boy. On the road he met a mysterious old hag of an orc matron, who told him that if he could survive a trip to the Mithril Isle he would be king. Axe told the old woman he would go to the Mithril Isle but only if she came with him and the two set off.

Not only did the pair survive the harrowing trek across tumultuous Basin Lake, they even made it to the heart of the island and returned. Axe came back from the journey a changed man. He had fought the mighty Mithril Dragon and lived. Though he lost a tusk in the battle he gained something greater: a large piece of the legendary star metal.

After reaching the northern shore of the Basin, Axe and the old hag parted company. She went south and

he went north, seeking the Axehandle dwarves. He returned from the north two years later with a mighty axe forged of starmetal by the legendary smiths of the Axelands.

Axe decided it was time for him to return to his people. When he did, he found himself welcomed with open arms. It seemed the hag had spent the two years since they parted spreading the tale of their adventures on the Mithril Isle from one end of the Basin to the other. The outcast was now a legend.

Finding one of his boyhood tormentors leading his clan, Axe challenged him to single combat and killed him, taking control of his tribe. In an uncharacteristic act of mercy he forgave his mother and siblings rather than killing them as would have been customary. However, any grumbling about this was swept away as he embarked on a war of conquest against the other six tribes, a war that saw one chieftain for the entire Basin for the first time in over a hundred years.

Usually this was immediately followed by a war of expansion against the orcs’ hated enemies, the elves of the Vastwood and Mistreach, along with the halflings of the Quiet Hills. Axe forbade his warriors to raid these settlements however and even forged treaties of friendship with the humans in Atosia to the south.

Frequently, this “soft” behavior resulted in leadership challenges but Axe crushed any who questioned his leadership without mercy. Meanwhile, he ruthlessly attacked neighboring goblin and ogre villages, eliminating those who would not join his cause and assimilating those that would.

Despite the cries for war from the Vastwood at this “pan-humanoid horde”, Axe always kept his attention focused inward, consolidating his rule, ensuring the entire Basin was under the control of the orcs and building the first true orc cities, with walls, roads and even schools. His people were stronger, smarter and more disciplined than they ever had been.

Now Axe is old. Though still mighty, his rule never questioned by a generation raised under his leadership, he has begun to defer more and more to his son Tellus, who has adopted a much more aggressive posture toward the humans and demi-humans than Axe. What the aging king feels about this is unknown. He spends more and more time alone, studying the history of the orcish race. Shockingly, he has written a six-volume history of the orcish race and receives sages who wish to learn of his people, who are allowed to copy his work before they depart.

Now however, Axe seems determined to perform one final unconventional act before he dies: he is writing the story of his life.

Race: Half-Orc **MV:** 120 ft. (60 ft. in armor) **Class:** Fighter **Level:** 10 **AC:** 2 **HP:** 71 **#AT:** 3/2 **DM:** 1d8+7 **AL:** LN **SA:** Double Specialization (Battle Axe), 17 Str, 15 Int, Con 15 **XP:** 1,623

Possessions: Battle Axe +3, Splint Mail +2

Note: If you own OSRIC Unearthed, make Axe a Barbarian with a N alignment.

Aylan, Mercenary for Hire

Aylan always dreamed of being a soldier and enlisted in the Atosian army as soon as he was old enough. Even with the kingdom disintegrating around him, however, he found the reality of a soldier's life a boring mix of guard duty, manual labor and very rarely the excitement of combat that he truly craved.

Eventually he left the world of the soldier behind and traded it for a life as a mercenary. He found this much more to his taste. As a mercenary, he could take the jobs that interested him and no lord was going to pay a mercenary's wage to build a wall anyway, that's what their common footsoldiers were for.

After a decade as a soldier, and two decades as a mercenary, Aylan has finally risen to the top of his profession. He is the commander of the Red Dragon Mercenary companies and has a lavish office, comfortable home and beautiful wife in the eternal city of Atosia.

Aylan finds this life stifling however, and while he performs his duties admirably, the old soldier wants one last campaign worthy of him. His only requirements are that it be a battle worthy of immortalizing in song and story and that, win or lose, he not return from it. Aylan is determined not to die in his bed.

Race: Human **MV:** 120 ft. (90 ft. in armor) **Class:** Fighter **Level:** 9 **AC:** 1 **HP:** 56 **#AT:** 3/2 **DM:** 1d8+5 **AL:** N **SA:** Double Specialization (Longsword) **XP:** 1,272

Possessions: Chain Mail +2, Shield +1, Longsword +2

Illanyra the Bastard

"I was wronged and history will judge me kindly. I have had my revenge on King Lucius and I will have it on his heir." Illanyra the Bastard

It is a sad truth that great kings are just as prone to human failings as the poorest peasant. However, it is

equally true that when a king gives in to his vices the consequences can be much more severe.

This is the case with King Lucius III, dubbed law-giver by a grateful people, a man with the strength and wisdom to forge alliances with other men, elves, halflings, dwarves and even the dreaded Basin orcs. And yet this man succumbed to his lust for the beautiful wife of his bastard half-brother and took her for himself.

For Illanyra, this was the final straw. All his life he had attempted to rise above his bastard birth and live a life beyond reproach. He served at King Lucius' right hand in time of peace and commanded his cavalry in time of war.

And when his half-brother finally became too old to lead the troops himself, Illanyra was rewarded and made Marshall of the King's armies and named Lord of the rich trading city of Strand. At the age of 45, Illanyra was finally desirable enough for a noble to deign to offer the hand of his daughter in marriage.

And not just any lady, but Erika Boergrim, daughter of Baron Malcom Boergrim of the northern Axelands, one of the most beautiful young ladies in the entire kingdom. At last, Illanyra felt the stain of his birth had been washed away.

And then he learned that his half-brother, the King, had launched an "investigation" into the ancestry of Lady Erika and determined that their union of four months was incestuous. Illanyra and Erika and were summoned to the court in Atosia to testify. Illanyra went willingly, confident the truth would bear out but the trial was about everything *but* the truth.

And in the same speech that announced the annulment of his half-brother's marriage, the King announced his intention to "heal the wounds of the sad affair" by marrying her himself. In that one moment Illanyra realized he would never be anything but a bastard. Denied the opportunity to be a hero, he would be a villain.

He smiled and shook his brother's hand, expecting at any moment to be cut down by the Royal Archers. Instead, he was allowed to leave alone, while his wife would stay behind.

Clearly the King thought Illanyra his lapdog, happy to receive any reward from the King and relinquish it willingly whenever the King wanted it more. Illanyra rode from the palace and headed straight for the Vastwood, where he met in secret with the head of the Akinross, the dreaded Elven assassin's guild.

He offered them one hundred thousand gold for the life of a king and his contract was accepted. King Lu-

cius was dead within two weeks. Meanwhile, Illanyra had rallied the King's army to *his* banner. It had been whispered for years that the army was much more loyal to their charismatic Marshall, who seemed to genuinely care for the common soldier, than their aging and bitter monarch. After years of ignoring this talk Illanyra decided to see if it was true.

It was and within a year of the King's death he controlled almost a third of the Kingdom. The cities of Ducal, Narrok, Shantar and the Strand were his. When Baron Collton marched against him, most of his soldiers defected to Illanyra's banner and those that did not were crushed, their heads spitted upon pikes by the hundreds and left to rot outside Illanyra's new home in the Crown Prince's hall at Ducal.

Many see Illanyra as a typical bastard, always scheming for the legitimacy his soiled birth will never allow him to have "honestly". The truth is far worse. He is like a boy starting fires for the joy of watching the flames.

The death and destruction of everything his half-brother had worked so hard to build is even more satisfying than if he were named King. His only remaining goal, now that the mighty Kingdom of Damask is ruined is to find his heir, the so-called Wolfling. Once the boy is dead, Illanyra will finally have the revenge he craves.

Race: Human **MV:** 120 ft. (60 ft. in armor) **Class:** Fighter **Level:** 10 **AC:** -1 **HP:** 56 **#AT:** 3/2 **DM:** 1d8+5 **AL:** LE (formerly LN) **SA:** Double Specialization (Longsword), Int 15, Cha 18 **XP:** 1,428
Possessions: Plate Mail +2, Shield +1, Longsword +2, Lance +1, Heavy Warhorse
Note: If you own OSRIC Unearthed, then make Illanyra a Knight.

Lamthan the Wise

"I have failed in every way it is possible for a man to fail. Perhaps death will redeem me." Lamthan the Wise

Lamthan served King Lucius III loyally for decades, first as his personal confessor, then as a royal advisor, finally being named Archminister of Rotan. Along the way, Lamthan ignored signs that the king was slipping into madness, blinded by loyalty and obligation, as well as the ambition that came with his steady rise to power and glory of his own.

Then, 16 years ago, the king ordered Lamthan to annul the marriage of his bastard half-brother Illanyra. As always, he obeyed without question and even per-

formed the wedding ceremony as the king took the lady for himself.

Though Lamthan would surely have been removed and executed for disobeying this order, the result of it has haunted him ever since. Within weeks of the annulment and re-marriage of Illanyra's wife, the King was dead at the hands of a team of assassins. Many younger nobles flocked to Illanyra, while the older ones set themselves up as petty tyrants, intending to claim the throne for themselves.

Meanwhile, Lamthan had secured the safety of Crown Prince Lucius, sending him to live with the Owlguard. However Lord Illanyra's spies learned the boy's location and the monastery was burned to the ground. Whether the boy escaped was unknown but always rumored. Either way, Lamthan was unable to find him.

It was then that the other Archministers came to him with their plan to declare Atosia a free city, made sacrosanct by the gods. Worst of all, they wanted Lamthan to lead them and be an executive at the head of the council. Him! On whose head the entire affair rested.

It was then that Lamthan resigned as Archminister, giving up all he had achieved. He went into the countryside and found a small village in need of a priest. He presented himself as a lowly wandering monk and took on the mundane duties of weddings, funerals and weekly sermons.

As he guided his small flock through the tumultuous years, he rediscovered his faith in his god. Although he had plunged the kingdom into turmoil, it was within his power to guide the people back to order and prosperity, if only a true leader for the people could be found. It was then that he saw Lucius, now grown, traveling with an old man Lamthan did not recognize.

The common folk hailed him as a hero and then, as some recognized him, king. It was then that the young man saw Lamthan and recognized him. He turned and left the village as fast as he could and Lamthan has not seen him since.

Lamthan resigned his post, turning it over to the able assistant that had served with him for the past decade and went to Lord Maximinius of the Freelancers. His passion converted Maximinius to the worship of Rotan and together, knight and cleric began to search in earnest for the Prince, trying desperately to find him before the bounty hunters did, without success.

Race: Human **MV:** 120 ft. (90 ft. in armor) **Class:** Cleric **Level:** 16 **AC:** 7 **HP:** 41 **#AT:** 1 **DM:** 1-6 **AL:** NG **SA:** Wis 18 **XP:** 3,220
Possessions: Studded Leather, Club
Spells: 9/9/8/7/5/3/1

Lucius Tuthian IV, “the lost prince”, “the Wolfling”

Lucius’ early childhood is full of happy memories. Although he was being trained for his future life as King, the riding, hunting and sword training he underwent daily was fun and came naturally for the outgoing, athletic lad. Then came the terrible news that his father had been murdered, the royal palace in Atosia consumed in a great explosion and Lucius was smuggled away in the night, just ahead of the assassins tasked with killing him.

At first, Lucius’ time at the monastery of Rotan was miserable. The boy was locked inside for his own safety, allowed one hour on the roof and that at night. For a boy practically raised in the saddle, being so confined and afraid was a terrible state. Then one night came the screams, the sounds of battle; the assassins had found him and the Paladins were giving their lives so that he could escape.

As the monastery burned behind them, Lucius and the Paladin Malvo rode into the night alone. In the moments of the attack the Owlguard had decided Lucius would be safer on the move, with only Malvo to protect him. But on the road with the Paladin, Lucius found more than safety. He found his calling and he and Malvo, a Paladin and his squire, roamed through the troubled lands, bringing aid and comfort to the weak and defenseless.

As they road, Lucius was often recognized, fueling rumors that the Wolfling, as his father’s soldiers had nicknamed him as a boy, was returning to take his rightful place and king and restore what his father had built. But Lucius the man, the Paladin, now traveling alone that he had buried his beloved mentor Malvo, had no desire to be King.

Malvo had taught him about the constant compromises and sacrifices, the evil deeds for “the right reason” that had corrupted his father, had led him to that final act of lust, seizing the bride of Illanyra. Positive that he would be a terrible King, Lucius now wanders alone, hunted both by the assassins of Illanyra and the Freelancers sent by Lamthan to bring him “home”.

Recently other members of the Owlguard met with Lucius. They have been gathering in the eternal city to protect the city and prepare it for his eventual return to

the throne. Though they respect his disdain for the office of King, now even they are beginning to ask him to take on the mantle, for the good of his subjects.

Still Lucius refuses. Whether he is a conscientious objector or a man running from his responsibilities is a matter of debate. Still, it seems destiny is a thing even he cannot outrun.

Race: Human **MV:** 120 ft. **Class:** Paladin **Level:** 10 **AC:** -4 **HP:** 98 **#AT:** 3/2 **DM:** 1d8+3 **AL:** LG **SA:** Con 18, Cha 17, Detect Lie 2/day (Owlguard special ability), Atos’ Accolade (see below) **XP:** 1,212
Possessions: Plate +3, Shield +3, Longsword +3, Cloak of the Owl (see the Owlguard for more information)

Special: Atos’ Accolade: As the rightful heir to the throne of Atos, Lucius has several divine powers he is only beginning to understand.

He can *knight* Lawful members of the Fighter class, transforming them into members of the Knight class (from OSRIC Unearthed) of equal experience points.

He can *anoint* Lawful Good members of the Fighter class, transforming them into members of the Paladin



class of equal experience points.

He can *atone* the truly penitent, as the Cleric spell, at will.

There are other powers granted by this ability that Lucius is not yet aware of.

Takta Onetusk: Axe’s mate

Upon his triumphant return to the Basin tribes, Axe again consulted the hag who had traveled with him to

the Mithril Isle. While he traveled north to the Axelands and had the rare nugget of starmetal he had claimed turned into a mighty weapon, the hag had traveled south, spreading the tale of the hero who would lead the orcs back to their promised greatness.

When he consulted the hag for the last time, she told him to seek out Takta, a woman who could serve as the queen to a great king, who would stand by his side through his rise to power.

What Axe doesn't know is that it was all a lie. The hag was Takta and her "prophecy" was so much chicanery. In her eyes, the orcs of the Basin had become a pitiful lot, petty, boastful drunks who were more comical than dangerous. Axe, on the other hand, was a real orc, forged in constant battle as a mercenary and wanderer.

All he needed was a push in the right direction, and the right woman to stand at his side; and quietly murder anyone who got in his way of course. Although he was less militant than she imagined he would be, Takta remained at Axe's side, his faithful companion and advisor through his years of leadership.

She could see the infrastructure he was building, the army he was training and was content to be patient. Although Axe was important, she had a son now, a son she was raising to be a conqueror of the first order

who would use the Axe his father had forged and the army he had trained to bring the orcs to greatness.

And now her vision is tantalizingly close to reality. She will be the greatest queen in the history of the Basin: wife to a great king, mother to an even greater conqueror. She has developed a network of spies and assassins under her employ to spot potential threats to the regime and eliminate them before her husband or son are even aware of them.

Let the great men of her line concentrate on building and winning an empire. She will keep her vigilant eye on the home front.

Race: Half-Orc **MV:** 120 ft. **Class:** Assassin **Level:** 12 **AC:** 4 **HP:** 52 **#AT:** 1 **DM:** 1d4+3 **AL:** LE **SA:** Dex 16 **XP:** 2,032

Possessions: Leather Armor +2, Dagger +3, various poisons (injected and ingested, all deadly)

Tellus Onetusk: heir to the throne of the Basin Tribes

From birth Tellus has been raised to rule in the orcish fashion. Weapons training began at age 5 and by age 16 he was stepping into the circle of leadership once per year, where any boy could enter and test his right to be the king's heir. For 10 years in a row he has killed any orc who stepped into the circle with him.

Now he has been given command of the southern forces and has been sending aggressive patrols south, where they have encountered bands of elves, humans and halflings. They report their enemies weak and frightened but this is not enough to sway Axe's father. A major incident is needed for anything beyond small-scale raids.

And so Tellus bides his time. He particularly strikes toward the Vastwood, knowing their ancient queen desires war as much as he does. If she does not strike back into orcish lands, Tellus will wait until his mother deems him ready to step into his father's circle and take his place at the head of a conquering horde.

Race: Half-Orc **MV:** 120 ft. **Class:** Fighter **Level:** 8 **AC:** 0 **HP:** 72 **#AT:** 3/2 **DM:** 1d8+4 **AL:** LE **SA:** Double Specialization (Battle Axe), Con 16, Cha 17 **XP:** 1,464

Possessions: Plate Mail +1, Shield +1, Battle Axe +1 **Note:** If you own OSRIC Unearthed, make Tellus a Barbarian with a NE alignment.



NEW MONSTER

items plus one potion and one scroll (15%); 2d4 potions (40%); 1d4 scrolls (50%)

Mithril Dragon

Very Rare

No. Encountered: 1d2

Size: Huge (60 ft.)

Move: 90 ft., flying 300 ft. (AA: Level II)

Armor Class: -4

Hit Dice: 11 to 13

Attacks: 3

Damage: 1d10/1d10/4d10

Special Attacks: See below

Special Defenses: See below

Magic Resistance: Standard

% Lair: 90%

Intelligence: Exceptional

Alignment: Neutral Evil

Level/XP: Variable

Mithril Dragons usually speak (85%), often cast spells (60%), and will often be found asleep (40%). If the dragon is asleep there is a 2 in 6 chance it will awaken in the presence of adventurers. Dragons sometimes feign sleep.

A Mithril Dragon that can cast spells does so as a Magic-User of a level equal to its hit dice. Thus an 11 hit die dragon casts spells as an 11th level Magic-User. Dragons do not need somatic or material components to cast spells, being magical creatures. They do, however, need to speak.

Female Mithril Dragons must ingest tiny amounts of Mithril to form eggs for their young. As such they can digest and synthesize one of the strongest metals known: starmetal.

Three times per day they can expel a gout of these juices in a cone 90 ft. long and 15 ft. wide at the base, emanating from the mouth of the dragon. These caustic juices deal damage equal to the Mithril Dragon's hit points and any metal item caught in the blast must save or disintegrate.

Treasure (for a typical individual): 5d6 x 1,000 cp (25%); 1-100 x 1,000 sp (40%); 1d4 x 10,000 ep (40%); 1d6 x 10,000 gp (55%); 5d10 x 100 pp (25%); 1-100 gems (50%); 1d4 x 10 jewelry (50%); 4 magic





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The following terms are designated product identity: Arkara, Atosia, Axe Onetusk, Lucius Tuthian, Lucius the Lawgiver, Lamthan the Wise, Tellus Onetusk, Takta Onetusk

All NPC statblocks and the entirety of the New Monster: Mithril Dragon section are declared open game content. The rest of this work is closed content.

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